

# Chapter 9 Appendices, Forms & Timetables

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## Table of Contents

Appendices	2
Appendix 1: EQUITY SECURITIES - Mandatory Provisions for Constitution	3
Part 1: Mandatory provisions .....	3
Part 2: Provisions which are mandatory only in certain circumstances.....	4
Appendix 2: EQUITY SECURITIES - IPO Allotment Status	6
Appendix 3: EQUITY SECURITIES - Distribution Schedule	6
Appendix 4: EQUITY SECURITIES - Shareholder Information	7
Appendix 5: EQUITY SECURITIES – Quarterly Report	8
Appendix 6: Quarterly Mining Report	10
Forms	12
FORM 1: LISTING APPLICATION FOR THE ADMISSION OF SECURITIES TO THE OFFICIAL LIST OF NASDAQ DUBAI	12
FORM 2: LISTING APPLICATION FORM FOR THE ADMISSION OF SECURITIES ISSUED UNDER A PRE APPROVED SECURITIES ISSUANCE PROGRAMME	21
FORM 3: TERM SHEET	24
FORM 4: DIRECTOR’S UNDERTAKING	27
FORM 5: LEAD MANAGER DECLARATION	38
FORM 6: NOTICE OF SHARE REPURCHASE PROGRAMME	39
FORM 7: DAILY SHARE BUY BACK NOTICE	41
FORM 8: NOTICE OF CHANGE TO SHARE REPURCHASE PROGRAMME	42
FORM 9: NOTICE OF REPURCHASE OF SECURITIES VIA A TENDER OFFER	44
FORM 10: NOTICE OF CHANGE TO TENDER OFFER	46
Timetables	48

## Appendices

### **APPENDIX 1: CONTINUING OBLIGATIONS**

#### **Part 1: Disclosure**

#### **Part 2: Other obligations**

#### **Part 3: Events requiring consent of holders of Securities**

*Reason for Amendment – All parts of Appendix 1 have been moved into chapters 2, 3, 4 and 5 of the Listing Rules.*

### **APPENDIX 2: LIST OF RECOGNISED EXCHANGES**

NASDAQ Dubai will normally recognise an exchange which is a Member or Affiliate of the World Federation of Exchanges.

*Guidance: An exchange which is not a Member or Affiliate of the World Federation of Exchanges may be acceptable to NASDAQ Dubai, but will only be considered on a case-by-case basis.*

*Reason for Amendment – NASDAQ Dubai has revised its rules for Secondary Listings to clarify that the Issuer must comply with the initial listing requirements and ongoing requirements applicable to all Listings on NASDAQ Dubai, unless the Issuer obtains waivers or modifications based on the Issuers compliance with the requirements of its primary exchange or regulator.*

## Appendix 1D: EQUITY SECURITIES - Mandatory Provisions for Constitution

This Appendix sets out the matters which must be provided for in the constitution of an Issuer which has [shares Equity Securities](#) Listed on NASDAQ Dubai. [Part 1 of this Appendix contains provisions that are always mandatory, and Part 2 of this Appendix contains the provisions which are mandatory only in certain circumstances.](#)

### Part 1: Mandatory provisions

[The constitution of an Issuer with Equity Securities Listed on NASDAQ Dubai must contain the following:](#)

#### **1. Transfer and registration**

Transfers and other documents or instructions relating to or affecting the title to any [shares Equity Securities](#) must be registered without payment of any fee (except where required by law).

#### **2. Restrictions on transfer**

Fully paid [shares Equity Securities](#) must be free from all liens.

#### **3. Register**

The closing of the register must be [at the discretion of the directors of the Issuer.](#)

#### **4. Proxy forms**

A corporation may execute a form of proxy under the hand of a duly authorised officer.

#### **5. Dividends**

Any amount paid up in advance of calls on any [shares Equity Security](#) may entitle the holder of the [Share Equity Security](#) to interest but must not entitle the holder to participate in respect of that amount in any dividend.

#### **6. Directors**

The constitution must either prohibit, or empower the chairman/[/president](#) of the relevant meeting to disqualify, a director from voting on any contract or arrangement or any other proposal in which he has an interest which is a material interest.

#### **7. Casual vacancy**

Any person appointed by the directors to fill a casual vacancy on, or as an addition to, the [B](#)oard must retire from office at, or at the end of, the next following annual general meeting of the company, and will then be eligible to stand for election.

## Part 2: Provisions which are mandatory only in certain circumstances

In the circumstances described below, the following matters must be contained in the constitution of an Issuer which has Equity Securities Listed on NASDAQ Dubai:

### 1. Capital structure

Where there is more than one Class of ShareEquity Security, the constitution must state the name of each Class and how the various Classes will rank for any distribution by way of dividend and on a return of capital.

### 2. Non-voting

Where there are SharesEquity Securities which do not carry voting rights, the constitution must include the words “non-voting” in the designation of such Securities.

### 3. Restricted voting shares

Where there are SharesEquity Securities with different voting rights, the constitution must state the designation of each Class of Securities, other than those with the most favourable voting rights, and must include the words “restricted voting” or “limited voting”.

### 4. Preference shares

Where preference Shares are Listed on NASDAQ Dubai, the constitution must prove that they ~~must~~ carry voting rights in at least the following circumstances:

- (a) When dividends on such SharesEquity Securities are more than six months in arrears; and
- (b) On any resolution for the winding-up of the company.

### 5. Untraceable members

Where power is taken in the constitution to cease sending dividend warrants/cheques to a particular registered holder by post if such warrants/cheques have been returned undelivered or left uncashed, the power may not be exercised until either such warrants/cheques have been so returned or left uncashed on two consecutive occasions or, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder.

Where power is taken in the constitution to sell the SharesEquity Securities of an investormember who is untraceable, the power may not be exercised unless:

- (a) during a period of seven ~~(7)~~ years, at least three ~~(3)~~ dividends in respect of the Shares Equity Securities in question have become payable and no dividend during that period has been claimed by the investor; and
- (b) on or after expiry of the seven ~~(7)~~ years, the Issuerecompany has given notice, by advertisement published in the newspapers and also in a newspaper circulating in the area in which the last known address of the investormember or the address at which services of notices may be effected in the manner authorised by the articles is located, of its intention to sell the SharesEquity Securities and has informed NASDAQ Dubai of such intention.

## **6. Forfeiture**

Where power is taken in the constitution to forfeit unclaimed dividends, the power must not be exercisable until seven ~~(7)~~ years or more after the date the dividend became due for payment to be forfeited.

## **7. Definitive certificates**

Unless the [SharesEquity Securities](#) will be issued in dematerialised form, [the constitution must provide that:](#)

- (a) Every person whose name is entered as a member in the register of members ~~shall~~[must](#) be entitled without charge to receive one certificate for all his [SharesEquity Securities](#) or several certificates each for one ~~(1)~~ or more of his [SharesEquity Securities](#) upon payment of USD \$10 for every certificate after the first or such less sum as the directors shall from time to time determine;
- (b) A new certificate issued to replace one that has been worn out, lost or destroyed must be issued without charge (other than exceptional out of pocket expenses) although the Issuer may require an indemnity prior to the issue of a replacement certificate; and
- (c) Where a holder of [SharesEquity Securities](#) has sold part of his holding, unless the [SharesEquity Securities](#) have been issued in dematerialised form, he must be entitled to a certificate for the balance without charge.

[Guidance: For the purpose of fulfilling this criteria, NASDAQ Dubai will consider the requirements of the relevant jurisdiction where the Issuer has been incorporated.](#)

## Appendix 2: EQUITY SECURITIES - IPO Allotment Status

<u>Categories of Investors</u>	<u>Number of applications received</u>	<u>Number of Shares applied for</u>	<u>Number of valid applications</u>	<u>Number of applicants to whom Shares have been allocated</u>	<u>Number of Shares allotted (percentage of a IPO size)</u>
<u>Retail investors</u>					
<u>Institutional investors (both regional and international)</u>					
<u>Issuer's employees (including officers and directors)</u>					
<u>High net worth individuals (who are not institutional investors)</u>					
<u>Mutual funds</u>					
<u>Hedge funds</u>					
<u>Others</u>					

## Appendix 3: EQUITY SECURITIES - Distribution Schedule

<u>Number of Shares held</u>	<u>Number of holders</u>	<u>% of holders</u>	<u>Number of ordinary Shares</u>	<u>% of issued capital</u>
<u>1 to 1,000</u>				
<u>1,001 to 5000</u>				
<u>5,001 to 10,000</u>				
<u>10,001 to 100,000</u>				
<u>100,001 to 1,000,000</u>				
<u>1,000,001 and above</u>				
<u>Total</u>				

*Note: The information required as per this table relates to the distribution schedule of the Securities at the time of Admission.*

## Appendix 4: EQUITY SECURITIES - Shareholder Information

<u>Category of Shareholder</u>	<u>Number of Shares Held</u>	<u>% of Issued Capital</u>
<u>1. Institutional Shareholders</u>		
<u>2. Professional Clients</u>		
<u>3. Retail investors</u>		
<u>4. Connected Persons</u>		
<b><u>Total</u></b>		

## Appendix 5: EQUITY SECURITIES – Quarterly Report

### Quarterly report for the current quarter ended

*Note: Pursuant to Listing Rule 5.2, this report must be completed and disclosed within one month after the end of each financial quarter.*

Name of the Issuer

ISIN

Date

### Consolidated statement of cash flows

<u>Cash flows relating to operating activities</u>		<u>Current quarter USD or AED*</u>	<u>Year to date (..... Months) USD or AED*</u>
<u>1.1</u>	<u>Payments received from customers</u>		
<u>1.2</u>	<u>Payments made:</u> <ul style="list-style-type: none"><li>• <u>Staff costs</u></li><li>• <u>Advertising &amp; Marketing</u></li><li>• <u>R&amp;D</u></li><li>• <u>Leasing arrangements</u></li><li>• <u>Other Working Capital</u></li></ul>		
<u>1.3</u>	<u>Dividends &amp; Interest received</u>		
<u>1.4</u>	<u>Interest Income tax paid</u>		
<u>1.5</u>	<u>Income / Corporate taxes paid</u>		
<u>1.5</u>	<u>Others</u>		
<b><u>Net operating cash flows</u></b>			
<u>Cash flows related to investing activities</u>			
<u>2.1</u>	<u>Payment for acquisitions</u>		
<u>2.2</u>	<u>Proceeds from disposals</u>		
<u>2.3</u>	<u>Loans to other entities</u>		
<u>2.4</u>	<u>Loans repaid by other entities</u>		
<u>2.5</u>	<u>Other</u>		

<u>Net investing cash flows</u>			
<u>Total operating and investing cash flows</u>			
<u>Cash flows related to financing activities</u>			
<u>3.1</u>	<u>Proceeds from issues of Securities</u>		
<u>3.2</u>	<u>Proceeds from borrowings</u>		
<u>3.3</u>	<u>Repayment of borrowings</u>		
<u>3.4</u>	<u>Dividends paid</u>		
<u>3.5</u>	<u>Other</u>		
<u>Net financing cash flows</u>			
<u>Net increase (decrease) in cash held</u>			
<u>4.1</u>	<u>Cash at beginning of quarter/year to date</u>		
<u>Cash at end of quarter</u>			

<u>Financing Facilities available to Issuer</u>		<u>Amount Available</u>	<u>Amount Used</u>
		<u>USD or AED*</u>	<u>USD or AED*</u>
<u>5.1</u>	<u>Loan Facilities</u>		
<u>5.2</u>	<u>Credit Standby Facilities</u>		

### Compliance statement

- (a) This statement has been prepared under accounting policies which comply with Listing Rule 2.5.  
(b) This statement does give a true and fair view of the matters disclosed.

Sign here: ..... Date: .....

(Director/Company secretary)

Print name: .....

### Notes

- (a) An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.  
(b) Refer to Listing Rule 2.5 for accounting standards acceptable to NASDAQ Dubai.  
(c) Payments to Connected Persons and associates must be identified in 1.2 and 2.3 above.

\* Note: Any other currency as applied by the entity during its ordinary course of business.

## Appendix 6: Quarterly Mining Report

### Quarterly Mining Report for the Quarter ended

*Note: Pursuant to Listing 5.17, This report must be completed and disclosed within one month after the end of each financial quarter.*

Name of the Issuer

ISIN

Date

### Consolidated statement of cash flows

<u>Cash flows relating to operating activities</u>		<u>Current quarter USD or AED*</u>	<u>Year to date (..... Months) USD or AED*</u>
<u>1.1</u>	<u>Payments received from customers</u>		
<u>1.2</u>	<u>Payments made:</u> <ul style="list-style-type: none"><li><u>• Exploration and evaluation</u></li><li><u>• Development</u></li><li><u>• Production</u></li><li><u>• Administration</u></li></ul>		
<u>1.3</u>	<u>Dividends &amp; Interest received</u>		
<u>1.4</u>	<u>Interest and Taxes paid</u>		
<u>1.5</u>	<u>Other</u>		
<b><u>Net operating cash flows</u></b>			
<b><u>Cash flows related to investing activities</u></b>			
<u>2.1</u>	<u>Payments for purchase of:</u> <ul style="list-style-type: none"><li><u>• Tenements and mining related investments</u></li><li><u>• Other investments</u></li></ul>		
<u>2.2</u>	<u>Proceeds from disposal of:</u> <ul style="list-style-type: none"><li><u>• Tenements and mining related investments</u></li><li><u>• Other investment</u></li></ul>		
<u>2.3</u>	<u>Loans to other entities</u>		
<u>2.4</u>	<u>Loans repaid by other entities</u>		
<u>2.5</u>	<u>Other</u>		

<u>Net investing cash flows</u>			
<u>Total operating and investing cash flows</u>			
<u>Cash flows related to financing activities</u>			
3.1	<u>Proceeds from issues of Securities</u>		
3.2	<u>Proceeds from borrowings</u>		
3.3	<u>Repayment of borrowings</u>		
3.4	<u>Dividends paid</u>		
3.5	<u>Other</u>		
<u>Net financing cash flows</u>			
<u>Net increase (decrease) in cash held</u>			
4.1	<u>Cash at beginning of quarter/year to date</u>		
<u>Cash at end of quarter</u>			

<u>Financing Facilities available to Issuer</u>		<u>Amount Available USD or AED*</u>	<u>Amount Used USD or AED*</u>
5.1	<u>Loan Facilities</u>		
5.2	<u>Credit Standby Facilities</u>		

<u>Estimated Cash Outflows for next Quarter</u>		<u>USD or AED*</u>
6.1	<u>Exploration and evaluation</u>	
6.2	<u>Development</u>	

## Compliance statement

- (a) This statement has been prepared under accounting policies which comply with Listing Rule 2.5.  
(b) This statement does give a true and fair view of the matters disclosed.

Sign here: ..... Date: .....

(Director/Company secretary)

Print name: .....

### Notes

- (a) An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.  
(b) Refer to Listing Rule 2.5 for accounting standards acceptable to NASDAQ Dubai.  
(c) Payments to Connected Persons and associates must be identified in 1.2 and 2.3 above.

\* Note: Any other currency as applied by the entity during its ordinary course of business.

## Forms

### **FORM 1: LISTING APPLICATION FOR THE ADMISSION OF SECURITIES TO THE OFFICIAL LIST OF NASDAQ DUBAI**

*This form is for use by an Issuer seeking Admission of its Securities to the Official List and for any future issuance of Securities to be Listed on NASDAQ Dubai. This form is in 5 parts:*

- Part 1: Listing Application for Admission;*
- Part 2: Information to be completed;*
- Part 3: Information relating to Secondary Listings;*
- Part 4: Shareholding structure; and*
- Part 5: Issuer's declaration.*

#### Note:

- (a) Terms defined in this Form shall bear the same meaning as in the NASDAQ Dubai's Listing Rules (~~"the Listing Rules"~~) shall bear the same meaning in this Form.*
- (b) Refer to chapters 2 and 3 of the Listing Rules for a list of the documents required to be submitted with this Listing Application.*
- (c) An Issuer may provide the required documents either as an attachment or by reference to the Prospectus.*
- (d) All applicable sections of this form must be completed before submission to NASDAQ Dubai.*

To:

Head of Listing Authority  
NASDAQ Dubai  
DIFC  
Dubai

#### **Part 1: Listing Application for Admission.**

1. Full name of Issuer:

hereby applies for the following:

- (a) Securities to be Listed by NASDAQ Dubai subject to the Listing Rules; or
- (b) ~~for the purposes of a~~ Securities issuance programmes ~~only, hereby applies to establish a programme on NASDAQ Dubai for the issuance of Securities and the pre approval for Listing by the DIFX of any securities issued pursuant to the programme, subject to the Listing Rules.~~ We understand that the Listing of each tranche or series of Securities issued under the programme will be deemed to take effect only after we have fully complied with Listing Rule Section 3.32 of chapter 3 of the Listing Rules 12 or 13, and any additional requirements imposed by NASDAQ Dubai, in respect of the issue of that tranche or series.

#### **Part 2: Information to be completed**

2. Incorporation Details:

- (a) Constitution – Pvt Ltd Co/ Public/ PJSC/ Others
- (b) Country and city of incorporation
- (d) Date of incorporation

~~Manner, country and date of incorporation or other establishment:~~

3. Type and expected size of the Offer (if applicable):

*Guidance: If the size of the issue is not known please provide a range or at least a maximum number. This guidance is also applicable to item 9 of this Listing Application.*

~~3. Type of issue for which Application is being made and details of any proposed distribution of the securities: (For example: IPO, Rights, Placing, Open Offer, Debt Issuance Programme, Warrants)~~

4. Type of Securities proposed to be issued – Equity Securities, Depository Receipts, Debt Securities, Structured Products, Units of a Collective Investment Fund or Sharia Compliant Securities:

5. Amount and full description of each Class of sSecurity for which a Listing Application is now being made: (For example: 30,000,000 ~~common~~ordinary sShares of 10 cents each fully paid, 10,000,000 preference shares at 12 cents each, 1,000,000 Warrants convertible at 15 cents in 2 years). ~~Where the securities are to be issued under an issuance programme, please give a description of the programme and the maximum amount of securities that may be Listed at any one time.~~

6. ~~The name of any other stock exchange on which~~ Specify whether any Securities of the same Class of the Issuer which are sought to be Admitted to Listing and trading on NASDAQ Dubai are already listed and ~~for traded if so, on which exchange:~~

7. The name of any other exchange on which any other Securities of the Issuer are already listed and/or traded (give details security wise):

<u>SI No.</u>	<u>Nature of Security</u>	<u>Name of Stock Exchange where listed</u>	<u>Date of listing</u>	<u>ISIN Code</u>	<u>Status*</u>

*\* Note: Status relating to suspension or pending disciplinary action, if any, in relation to the Securities.*

*Note: For Structured Products only include the name of the exchange where the Securities are Listed (i.e., individual security details are not required).*

8. Expected size of offering:

Reason for Amendment - included in item 3 above

8. Expected market capitalisation post issue (\$USD\$) (In the case of Structured Products, Sharia Compliant Securities, Debt~~entures~~ Securities other than Asset Backed Securities and Mortgage Backed Securities, the total net €Tangible aAssets of the Issuer, or the Obligor or a third party in the case of an issue which is guaranteed by another entity, where applicable, derived from the latest audited financial statements):

9. Are/Will the Securities, for which a Listing Application is now made, be identical in all respects:

- (a) with each other? YES/NO  
(b) where applicable, with an existing Listed eClass of sSecurity? YES/NO

If you answered NO to either question, how do the Securities differ and when will they become identical?

*Note: "identical" means in this context:*

- (a) ~~the Securities are of the same nominal value, with the same amount called or paid up;~~
- (b) ~~that holders of the Securities they~~ are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per ~~s~~Security will amount to exactly the same sum (gross and net); and
- (c) ~~that holders of the Securities they~~ carry the same rights as to unrestricted transfer, attendance and voting at meetings, and are pari passu in all other respects.

~~If the Securities are not identical, but will become identical in the future, definitive certificates issued before that date must be en faced with a note to this effect.~~

Guidance: Refer to Listing Rule 2.3.1(h)

10. ~~If the Securities will not be issued in dematerialized form, definitive certificates in respect of the securities for which Application to trading is now sought were/will be issued on~~ Will the Securities be issued in dematerialised form? Yes/No

If "NO", please indicate the date on which the definitive Certificates in respect of the Securities for which a Listing Application has been sought were or will be issued. (A copy of the definitive certificate shall be submitted to NASDAQ Dubai prior to the date of Listing):

Reason for Amendment – Current item '9' in the Listing Application form has been reworded so as to be more effective. Tightening up of wording

11. The name of the proposed settlement system and details regarding the clearing and settlement arrangements for the Securities:

12. Issuer details:

- (a) Registered office address:
- ~~b) Contact name:~~
- ~~c) Email address:~~
- ~~d) Telephone number:~~
- (b) Correspondence address:
- (c) Name and address of transfer agent/share registrar and any paying agent (as may be applicable):
- (d) Name and address of the Issuer's current statutory auditors:
- (e) Website address of the Issuer, or where applicable, the Obligor

Reason for Amendment – Corrects an omission from the current version.

13. Brief description of business of the Issuer, or where applicable, the Obligor:

Guidance: This information may be used by NASDAQ Dubai to be published on the Issuer specific webpage of the Official List.

14. Names and brief description of the following:

- (a) Directors ~~and officers~~ (names, roles, executive ~~/~~ or non-executive, independent or non independent status and individual address of each Director); and
- (b) Key managerial staff, designation and role.

Reason for Amendment – The revised section requires additional information about key managerial staff.

15. Details of the holding company (if applicable) and subsidiaries of the Issuer:

<u>Sl No.</u>	<u>Name of the Company</u>	<u>Relationship with Issuer (holding company/subsidiary/Associate i.e. subsidiaries of the holding company)</u>	<u>Percentage holding of Issuer/holding company</u>	<u>Address of the registered office</u>

Reason for Amendment – This information will be required to perform AML check, if required, on the subsidiaries.

17. Company website address: Reason for Amendment – This item has moved under 12 above.

16. Fiscal Year End:

17. Sponsor/Lead Manager (full contact details), where relevant:

- (a) Registered office address:
- (b) Name of the contact person:
- (c) Designation:
- (d) Email:
- (e) Telephone:

18. Issuer's ongoing contacts (if the sponsor will not be the issuer's ongoing contact)(at least two to be nominated):

- (a) (i) Name:
- (ii) Relationship with Issuer or Designation in:
- (iii) Address:
- (iv) Email address:
- (v) Telephone number: (Office) \_\_\_\_\_ (Mobile)
  
- (b) (i) Name:
- (ii) Relationship with Issuer or Designation in:
- (iii) Address:
- (iv) Email address:
- (v) Telephone number: (Office) \_\_\_\_\_ (Mobile)

~~18. **Financial advisers:**~~

~~Reason for Amendment – Current item 18 "Financial Auditors" has been moved under item 12(d) as Current Statutory Auditors~~

19. Address and filing details:

- (a) Address at which the Listing document (and all the material documents that the Listing document states) will be available ~~for to investors for-~~ inspection) ~~will be available to the public:~~
- (b) Contact details for this address:
- (c) Mechanism by which Issuers listed documents and filings (inclusive of its annual and interim financial statements etc), if applicable, as a public company are filed and available for review.

~~22. Anticipated date on which the Listing document will be published~~

20. Particulars of any government, legal or other litigation or claims of material importance made against the Issuer or any member of the Issuer's group in the last five (5) years from the date of the Listing Application or which is pending or threatened against the Issuer or any member of the Issuer's group of which the Issuer is aware or provide an appropriate negative statement:

#### Islamic Product

21. Background information on the originator:

21. In the case of a Special Purpose Vehicle (SPV) structure, the Issuer must provide the following information relating to the Securities:

- (a) if the Issuer is an SPV, brief information of the entity that was instrumental in establishing the SPV;
- (b) if the Issuer is an SPV, details of the entity which will be the beneficiary of the funds, if different from the entity as in (a) above;
- (c) details of other material subsidiaries of the beneficiary, if any;
- (d) name of the Obligor, if any;
- (e) if the Obligor is different to the Issuer, state the relationship between the two and reasons for the Obligor taking up the obligation;

Reason for Amendment – Based on the processing of Listing Applications in respect of Sharia Compliant Securities, we have identified that this information is integral to processing the Listing Application. By including it in the Listing Application, it saves asking for the information later on.

22. A brief description of the transaction, and structure of the issue including the Islamic concept adopted.
23. Details on the utilisation of proceeds: If the proceeds are to be utilised for a specific project, details of that project must be included
24. Details on any underlying assets, including
- (a) Type of asset:
  - (b) Value of underlying asset:
  - (c) Location:
  - (d) Usage:
25. Provide details of (if applicable):
- (a) Any underwriting agreement;
  - (b) The level of under-subscription at which the fund raising would not proceed; and
  - (c) Any proposed price stabilisation pursuant to the Price Stabilisation Module (PRS) of the DFSA Rulebook.
26. ISIN code for the Securities:
27. In the case of Sharia Compliant Securities, details of the Sharia ~~Advisory~~Supervisory Board, including the ~~identity~~name, qualifications and experience of every member of the board:



<u>Details of shareholders</u>	<u>Number of Securities held*</u>	<u>Total Percentage</u>
<u>1.Promoters</u> <u>(Give individual details)</u>		
<u>2.Connected Persons</u> <u>(Give individual details)</u>		
<u>3.Any other share holder who is proposing to sell down as part of the offer and listing</u>		
<u>4.Vendors, if applicable</u> <u>(Give individual details)</u>		
<u>5.Others (aggregated)</u> <u>indicate no. of shareholders (i.e initial freefloat)</u>		
<b><u>6. Total</u></b>		

*\*Note: This represents Securities which are beneficially owned or controlled directly or indirectly by such Persons. Guidance: Refer to the guidance for Listing Rule 3.1.4(b).*

33. In the case of an Offer which will include a sell down, please complete the following:

Details of shareholders who will be selling down their Securities:

<u>Name</u>	<u>Status: Promoter/ Non Promoter</u>	<u>No. of Securities currently held*</u>	<u>Percentage %</u>	<u>No. of Securities to be sold down</u>	<u>Balance of Shares held if the sell down is completed</u>	
					<u>No.</u>	<u>%</u>

*\*Note: This represents Securities which are beneficially owned or controlled directly or indirectly by such Persons.*

34. Please provide details of the period (if any) that any current shareholders have agreed to not divest themselves of their Shares, if this agreement is outside the Lock-In requirements of the Listing Rules.

Reason for Amendment - This additional information is consistent with the information which is provided in Listing Applications at other exchanges.

## **Part 5: Issuer's Declaration**

We acknowledge our obligations under the Listing Rules. Accordingly we declare that:

- (a) all the eligibility criteria for Listing in the Listing Rules which are required to be fulfilled prior to the Listing Application have been fulfilled in relation to us, as the Issuer, and in relation to the Securities for which Listing Application is now made;
- (b) all the documents and information required to be included in the Listing Application have been or will be supplied in accordance with the Listing Rules and all other requirements of NASDAQ Dubai in respect of the Listing Application have been or will be complied with;
- (c) to the best of our knowledge, all information required to be included in the Listing document has been included or, if the final version has not yet been submitted (or approved), will be included when it is submitted;
- (d) there are no legal or regulatory restrictions, or restrictions on transfer, that prevents the Listing on NASDAQ Dubai of the Securities for which a Listing Application is now made;
- (e) there are no other facts bearing on our Listing Application which, in our opinion, should be disclosed to NASDAQ Dubai; ~~and~~
- (f) we are in compliance with:
  - (i) the requirements of all securities regulators that regulate us and/or any other exchange on which we have Securities listed and traded; and
  - (ii) all applicable laws in the jurisdictions in which we are incorporated or established;
- (g) there has not been any breach of the listing rules, non compliance with the disclosure requirements, or a suspension of Securities on another exchange;
- (h) neither the Issuer nor any of its Directors or officers, Company Secretary or key managerial staff have any links with (i) terrorists, (ii) terrorists financing or (iii) money laundering;
- (i) we agree to supply all information requested by NASDAQ Dubai as soon as practicable; and
- (j) we have the right to use the relevant index(s) in the structuring of the Securities;

We hereby undertake to comply with and to be legally bound by the Listing Rules as published by NASDAQ Dubai from time to time.

**Signed:**

By a duly authorised director or officer for and on behalf of [Name of Issuer]: (please attach authorisation document)

Date:

Note: In the case of a Collective Investment Fund, the Listing Application form must be signed by the Issuer of the Securities and the Fund Manager.

Reason for Amendment – The Issuer's declaration has been amended by the insertion of new paragraphs). The signatory section has also been amended to ensure that NASDAQ Dubai obtains proof of the authority of the signatory to sign the Listing Application form. The amendments make the Issuer responsible for the information contained in a Listing document. The Issuer also commits to providing the information required by NASDAQ Dubai as soon as practicable.

**Sponsor's Declaration, where relevant:**

~~We acknowledge our obligations under the Listing Rules. Accordingly we declare that:~~

- ~~(a) to the best of our knowledge and belief, having made due and careful enquiry of the Issuer and its advisers, the Issuer has satisfied all applicable conditions for Listing and other relevant requirements of the Listing Rules;~~
- ~~(b) we have satisfied ourselves, having made due and careful enquiry, that the directors of the Issuer understand the scope and nature of their responsibilities under these Listing Rules;~~
- ~~(c) to the best of our knowledge and belief, having made due and careful enquiry of the Issuer and its advisers:
  - ~~1. all the documents required by the Listing Rules to be included in the application have been supplied to the DIFX;~~
  - ~~2. all other relevant requirements of the Listing Rules have been complied with; and~~
  - ~~3. there are no matters other than those disclosed in the listing document or otherwise disclosed in writing to the DIFX which should be taken into account by the DIFX in considering the suitability for listing of the Securities for which application is being made;~~~~
- ~~(d) we have fulfilled all the requirements set out in Listing Rule 21.1 with due care and skill;~~
- ~~(e) we are independent of and not subject to any conflict of interest with the Issuer and that we will take reasonable steps to ensure that our relevant staff are, and will remain at all times, independent of and not subject to any conflict of interest with respect to the Issuer; and~~
- ~~(g) we acknowledge that, if DIFX considers that we have been in breach of our responsibilities under the Listing Rules or this declaration, then the DIFX may censure us and/or refuse to allow us to sponsor further Issuers and that the DIFX may publicise the fact that it has done so and the reasons for its actions.~~

~~We hereby undertake to comply with and be legally bound by the Listing Rules as published by the DIFX from time to time, in so far as they relate to the obligations of sponsors.~~

~~Signed:~~

~~By a duly authorised director or officer for and on behalf of [sponsor's name]:~~

~~Date:~~

~~Reason for Amendment - The Lead Manager's declaration has been moved to Form 5 of chapter 9.~~

## **FORM 2: LISTING APPLICATION FORM FOR THE ADMISSION OF SECURITIES ISSUED UNDER A PRE APPROVED SECURITIES ISSUANCE PROGRAMME**

This form is for use by an Issuer seeking to List tranches or draw downs of Securities under a Prospectus that was used for a previously Listing Approval by NASDAQ Dubai. This Listing Approval remains valid and effective for issuance for 12 months from the date of NASDAQ Dubai's approval.

*This form is in 3 parts:*

- Part 1: Listing Application for Admission*
- Part 2: Information to be completed; and*
- Part 3: Issuer's declaration.*

*Notes:*

- (a) Terms defined in this Form shall bear the same meaning as in the NASDAQ Dubai's Listing Rules.*
- (b) Refer to chapters 2 and 3 of the Listing Rules for a list of the documents required to be submitted with this Listing Application.*
- (c) An Issuer may provide the required documents either as an attachment or by reference to the Prospectus*
- (d) All applicable sections of this form must be completed before submission to NASDAQ Dubai.*

**To:**

Head of Listing Authority  
NASDAQ Dubai  
DIFC  
Dubai

### **Part 1: Listing Application for Admission.**

**1. Full name of the Issuer:**

hereby applies to NASDAQ Dubai for Listing of the following Securities which are to be issued by us in accordance with and pursuant to the base Prospectus dated \_\_\_\_\_ for which NASDAQ Dubai provided Listing Approval by letter dated \_\_\_\_\_.

*Guidance: Where an Issuer has obtained an approval from NASDAQ Dubai for more than one Securities issuance programme, a copy of the approval letter may be attached for clarity of reference.*

### **Part 2: Information to be completed**

**2. Base Prospectus date:**

**3. Date when Listing Approval Letter was issued:**

**4. Validity of Listing Approval Letter:**

**5. Details of proposed draw down or tranche:**

- (a) Security type (to be in accordance with the Securities described in the Prospectus or the Listing Document):**

- (b) Details of the underlying Security, if any:
- (c) Anticipated number of Securities proposed to be issued:
- (d) Indicative price of each Security:
- (e) Expected value of draw down or tranche:
- (f) Proposed date of issuance:
- (g) Expected date of Listing:
- (h) Salient features of the Securities to be issued (may be attached separately); and
- (i) Final Term Sheet (to be attached).

6. Will the Securities for which a Listing Application is now made be identical in all respects:

- (a) with each other? YES/NO
- (b) where applicable, with an existing Listed Class of Security? YES/NO

If you answered NO to either question, how do the Securities differ and when will they become identical?

*Note: "identical" means in this context:*

- (a) the Securities are of the same nominal value, with the same amount called or paid up;
- (b) that holders of the Securities are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per Security will amount to exactly the same sum (gross and net); and
- (c) that holders of the Securities carry the same rights as to unrestricted transfer, attendance and voting at meetings, and are pari passu in all other respects.

*Guidance: Refer to Listing Rule 2.3.1(h).*

7. The name of the proposed settlement system and details regarding the clearing and settlement arrangements for the Securities:

8. Issuer details:

- (a) Registered office address:
- (b) Correspondence address:
- (c) Name and address of transfer agent/share registrar and any paying agent (as may be applicable):
- (d) Name and address of the Issuer's current statutory auditors; and
- (e) Website address of the Issuer, or where applicable, the Obligor.

9. Fiscal year end:

10. Issuer's ongoing contacts (at least two to be nominated):

- (a) (i) Name:
- (ii) Relationship with Issuer or Designation in:
- (iii) Address:
- (iv) Email address:
- (v) Telephone number: (Office) \_\_\_\_\_ (Mobile)
  
- (b) (i) Name:
- (ii) Relationship with Issuer or Designation in:
- (iii) Address:
- (iv) Email address:
- (v) Telephone number: (Office) \_\_\_\_\_ (Mobile)

11. Address and filing details:

- (a) Address at which the Listing document (and all the material documents that the Listing document states) will be available to investors for inspection):
- (b) Contact details for this address: and
- (c) Mechanism by which Issuers listed documents and filings (inclusive of its annual and interim financial statements etc), if applicable, as a public company are filed and available for review.

**Part 3: Issuer's Declaration**

We acknowledge our obligations under the Listing Rules. Accordingly we declare that:

- (a) all the eligibility criteria for Listing in the Listing Rules which are required to be fulfilled prior to the Listing Application have been fulfilled in relation to us, as the Issuer, and in relation to the Securities for which a Listing Application is now made;
- (b) all the documents and information required to be included in the Listing Application have been or will be supplied in accordance with the Listing Rules and all other requirements of NASDAQ Dubai in respect of the Listing Application have been or will be complied with;
- (c) to the best of our knowledge, all information required to be included in the Listing document has been included or, if the final version has not yet been submitted (or approved), will be included when it is submitted;
- (d) there are no legal or regulatory restrictions, or restrictions on transfer, that prevent the Listing on NASDAQ Dubai of the Securities for which a Listing Application is now made;
- (e) there are no other facts bearing on our Listing Application which, in our opinion, should be disclosed to NASDAQ Dubai;
- (f) we are in compliance with:
  - (i) the requirements of all Securities regulators that regulate us and/or any other exchange on which we have Securities listed and traded; and
  - (ii) all applicable laws in the jurisdictions in which we are incorporated or established.
- (g) there has not been any breach of the listing rules, non compliance with the disclosure requirements , or suspension of Securities on another exchange;
- (h) neither the Issuer nor any of its Directors or officers, Company Secretary or key managerial staff have any links with (i) terrorists, (ii) terrorists financing or (iii) money laundering.
- (i) we agree to supply all information requested by NASDAQ Dubai as soon as practicable;
- (j) we have the right use the index(s) in the structuring of the Securities;

We hereby undertake to comply with and to be bound by the Listing Rules as published by NASDAQ Dubai from time to time.

**Signed:**

By a duly authorised director or officer for and on behalf of [Name of Issuer]: (please attach authorisation document)

Date:

Note: In the case of a Collective Investment Fund, the Listing Application form must be signed by the Issuer of the Securities and the Fund Manager.

## **FORM 3: TERM SHEET**

(This Form is to be completed only by Issuers of Structured Products, Debt Securities, Sharia Compliant Securities or Wholesale Issue of Securities)

A Term Sheet in respect of Designated Investments or Restricted Securities-Structured Products, Debt Securities, Sharia Compliant Securities or a Wholesale Issue of Securities must include adequate information to enable investors to make an informed assessment of the activities, assets and liabilities, financial position, profits and losses, management and prospects of the Issuer and the nature of the Securities to be Listed and the rights attaching to those Securities, including, inter alia, information on the following areas, where applicable:

1. The identity of the Issuer of the Securities, including the name of the Issuer and the address of its principal place of business and (if different) its registered office;
2. A full description of the Securities, including details of the form, denomination and title of the Securities;
3. The nature of the risks involved in investing in the Securities;
4. The terms of issue of the Securities and details of all amounts payable in respect of the Securities, including:
  - (a) The currency of the issue;
  - (b) The aggregate principal amount of the issue or, if this amount is not fixed, a statement to that effect;
  - (c) Details of whether the Securities are guaranteed, and if so, the nature of the guarantee;
  - (d) The status of the Securities (i.e. whether they are subordinated to any other obligations of the Issuer, whether already incurred or to be incurred);
  - (e) Details of whether the Securities are interest bearing and if so, whether the interest rate is fixed, floating or variable;
  - (f) The redemption price and details of how it will be calculated;
  - (g) The time horizon of the Securities and the final redemption date (if any);
  - (h) Details of the profit potential of the Securities and any limits on that potential and of the risk exposure of the Securities and any limits on that exposure; and
  - (i) The series designation, if applicable;
  - (j) Details of any issue discount or premium payable, or of any expenses of the issue which are to be charged to purchasers of the product; and
  - (k) The method of payment for the product, if payment is to be made in installments;
5. The name and address of any professional advisers in relation to the issuance of the Securities;
6. Details of any Securities into which the Securities are convertible;
7. Details of any assets on which the Securities are secured;
8. Details of any assets to which the Securities are linked, in the case of credit-linked Securities;
9. Details of the dealing and settlement arrangements and transfer arrangements for the Securities;
10. A description of the resolutions, authorisations and approvals by virtue of which the Securities have been or will be created and/or issued;

11. ~~De~~etails of any guarantor by whom the Securities are guaranteed;
12. A summary of the following:
  - (a) ~~T~~he principal duties, rights and obligations of the Issuer ~~relating tounder the documents which constitute~~ the Securities;
  - (b) ~~T~~he principal rights of the holders of the Securities ~~relating tounder the documents which constitute~~ the Securities;
  - (c) ~~T~~he events of default and the remedies available ~~relating tounder the documents which constitute~~ the Securities; and
  - (d) ~~A~~ny provisions for the indemnification or restriction of liability of the Issuer ~~relating tounder the documents which constitute~~ the Securities.
13. ~~T~~he method by which notices shall be or shall be deemed to have been given to holders of the Securities;
14. ~~T~~he laws by which the Securities are governed and the jurisdiction to which the parties will submit in the event of any disputes;
15. ~~I~~f permitted by NASDAQ Dubai, details of any restrictions on the free transferability of the Securities;
16. ~~P~~articulars of any litigation or claims of material importance pending or threatened against the Issuer (or guarantor) or any member of the Issuer's group, or an appropriate negative statement;
17. ~~W~~here applicable, details of the time and place where all relevant material documents may be inspected (without charge); ~~and~~
18. ~~I~~n the case of ~~Designated Investments~~Structured Products:
  - (a) ~~A~~ capitalisation and indebtedness statement for the Issuer (or guarantor) as at the most recent practicable date (which must be stated) together with a statement of any material changes since that date, or a negative statement, showing separately:
  - (b) ~~T~~he amount of the Issuer's authorised and issued capital, including the number and ~~C~~lasses of the securities it comprises and the amount paid up; ~~and~~
  - (c) ~~T~~he total amount of all short and long term borrowings or indebtedness of the Issuer. If such information is unaudited, that fact must be stated;
  - (d) ~~A~~ table showing the profit and loss accounts and balance sheets for the Issuer (or the guarantor) for the three financial years immediately preceding the issuance of the listing document, including any explanatory notes to the latest annual financial statements, a statement as to the accounting principles applied and the names and addresses of the auditors who have audited the annual financial statements. If the auditors' report is qualified or includes any emphasis of matter, such qualifications or emphasis of matter must be reproduced in full and the reasons given. If the Issuer (or guarantor) prepares consolidated financial statements, the financial information must be derived from the consolidated financial statements. Financial information from the Issuer's (or guarantor's) own financial statements must also be included if it provides significant additional information;
  - (e) ~~A~~ copy of any interim financial statements published subsequent to the latest annual financial statements;
  - (f) ~~A~~ statement of any material adverse change in the financial or trading position or prospects of the Issuer or, if the Issuer is a member of a group, of the group since the end of the period for which audited annual financial statements have been published or since incorporation, or an appropriate negative statement; and

(g) Details of any index to which the Securities are linked, including:

- (i) A description of the index;  
the name of the entity responsible for calculating and disseminating information with respect to the index;
- (ii) A description of the method of calculation of the value of the index;
- (iii) The frequency with which the index is calculated and published and the method of publication; and
- (iv) A summary of the provisions which apply in the event of the modification or discontinuance of the index.

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## FORM 4: DIRECTOR'S UNDERTAKING

In respect of an Issuer which has [Equity Securities or Units of a Collective Investment Fund Securities Shares, Certificates, Warrants or Units](#) Listed on NASDAQ Dubai, this Director's Undertaking must be completed by every individual who:

- (a) is or becomes a director or secretary of the Issuer; or
- (b) is an individual requested by ~~the~~ [NASDAQ Dubai](#) to complete a Director's Undertaking.

### General instructions on how to complete this Director's Undertaking:

<b>The form</b>	NASDAQ Dubai requires the original of the completed Director's Undertaking. <b>No <u>outdated copies or duplicates</u> facsimiles will be accepted.</b> Each Director's Undertaking must be signed and initialed where necessary manually <del>(</del> not mechanically or electronically).
<b>Disclosure</b>	Failure to fully disclose any information required by this Director's Undertaking or false or misleading disclosures may result in the disqualification of an individual from involvement with the <del>l</del> issuer and/or other <del>l</del> issuers.
<b>Processing delays</b>	Failure to respond to all questions accurately and completely may result in the return of the Director's Undertaking, may delay the processing of the related <a href="#">Listing Application</a> of the <del>l</del> issuer and may result in the denial of the <del>l</del> issuer's <a href="#">Listing Application</a> .
<b>All questions</b>	<b>All questions must have a response.</b> <del>The DIFX will not accept the response of "N/A" or "Not Applicable" for any questions, except Questions 1(B), 2B(iii) and 5.</del>

Questions 6 to 9 please check (v) in the appropriate space provided. If your answer to any of questions 6 to 9 is "yes", you must, in an attachment, provide complete details, including the circumstances, relevant dates, names of the parties involved and final disposition, if known. Any attachment must be initialed by the notary public and the person completing this director's undertaking. Responses must consider all time periods.

### CAUTION

AN INDIVIDUAL WHO MAKES A FALSE STATEMENT IN THIS DIRECTOR'S UNDERTAKING IS IN BREACH OF THE LISTING RULES [AND THE MARKETS LAW](#) AND MAY BE SUBJECT TO SANCTIONS. STEPS MAY BE TAKEN TO VERIFY THE ANSWERS YOU HAVE GIVEN IN THIS DIRECTOR'S UNDERTAKING, INCLUDING VERIFICATION OF INFORMATION RELATING TO ANY PREVIOUS CRIMINAL RECORD.

### DEFINITIONS

~~Terms defined herein shall bear the same meaning as in the NASDAQ Dubai's Listing Rules. Capitalised terms not defined herein are as defined in the DIFX Listing Rules.~~

**"Offence"** An offence includes:

- a summary conviction or indictable offence under the criminal legislation of any jurisdiction;
- a quasi-criminal offence (for example under the tax, immigration, drugs, firearms, money laundering or securities legislation of any jurisdiction); or

- a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein.

**NOTE: If you have received a pardon and it has not been revoked, you must disclose the pardoned offence in this Director’s Undertaking. In such circumstances:**

- (a) the appropriate written response would be “Yes, pardon granted on (date),” and
- (b) You must provide complete details in an attachment to this Director’s Undertaking.

**“Proceedings”** means:

- (a) a civil or criminal proceeding or inquiry before a court,
- (b) a proceeding before an arbitrator or umpire or a person or group of persons authorised by law to make an inquiry and take evidence under oath in the matter,
- (c) a proceeding before a tribunal in the exercise of a statutory power of decision making where the tribunal is required by law to hold or afford the parties to the proceeding an opportunity for a hearing before making a decision, or
- (d) a proceeding before a self-regulatory organisation authorised by law to regulate the operations and the standards of practice and business conduct of its members and their representatives, in which the self-regulatory organisation is required under its by-laws or rules to hold or afford the parties the opportunity for a hearing before making a decision, but does not apply to a proceeding in which one or more persons are required to make an investigation and to make a report, with or without recommendations, if the report is for the information or advice of the person to whom it is made and does not in any way bind or limit that person in any decision the person may have the power to make;

1.

**A. IDENTIFICATION OF INDIVIDUAL COMPLETING FORM**

<b>LAST NAME(S)</b>	<b>FIRST NAME(S)</b>	<b>MIDDLE NAME(S) (If none, please state)</b>		
<b>NAME(S) MOST COMMONLY KNOWN BY:</b>				
<b>NAME OF ISSUER (State the name of the issuer that is Listed or that has applied for Listing on <a href="#">the NASDAQ Dubai</a>)</b>				
<b>PRESENT <u>or</u> PROPOSED POSITION(S) WITH THE ISSUER – check (√) all positions below that are applicable.</b>	(√)	<b>IF DIRECTOR / OFFICER DISCLOSE THE DATE ELECTED / APPOINTED</b>		<b>IF OFFICER – PROVIDE TITLE IF OTHER – PROVIDE DETAILS</b>
		Month	Day	

Director					
Officer					
Other					

B. Other than the name given in Question 1A above, provide any legal names, assumed names or nicknames under which you have carried on business or have otherwise been known, including information regarding any name change(s) resulting from marriage, divorce, court order or any other process. Use an attachment if necessary.

	FROM		TO	
	MM	YY	MM	YY

C.

GENDER		DATE OF BIRTH			PLACE OF BIRTH		
		Month (e.g. May)	Day	Year	City	Province/State	Country
Male							
Female							

D.

MARITAL STATUS	FULL NAME OF SPOUSE - include common-law	OCCUPATION OF SPOUSE

E.

TELEPHONE AND FACSIMILE NUMBERS AND E-MAIL ADDRESS			
RESIDENTIAL	( )	FACSIMILE	( )
BUSINESS	( )	E-MAIL	

**F. RESIDENTIAL HISTORY** — Provide all residential addresses for the past **10 YEARS** starting with your current principal residential address. If you are unable to correctly identify the complete residential address for a period, which is beyond five years from the date of completion of this Director’s Undertaking, the municipality and province or state and country must be identified. [NASDAQ Dubai](#) reserves the right to require the full address.

STREET ADDRESS, CITY, PROVINCE/STATE, COUNTRY & POSTAL/ZIP CODE	FROM		TO	
	MM	YY	MM	YY

**2. CITIZENSHIP**  
In which country/countries do you hold citizenship?

COUNTRY	DATE CITIZENSHIP GRANTED

**3. EMPLOYMENT HISTORY**

Provide your employment history for the **10 YEARS** immediately prior to the date of this Director’s Undertaking starting with your current employment. Use an attachment if necessary.

EMPLOYER NAME	EMPLOYER ADDRESS	POSITION HELD	FROM		TO	
			MM	YY	MM	YY

**4. POSITIONS WITH OTHER ISSUERS**

	YES	NO
A. While you were a director, officer or other Connected Person of an issuer, did any exchange or self-regulatory organisation ever refuse approval for listing or quotation of that issuer? If yes, attach full particulars.		
B. Has your employment in a sales, investment or advisory capacity with any firm or company engaged in the sale of real estate, insurance or mutual funds ever been terminated for cause?		
C. Has a firm or company registered under the securities laws of any jurisdiction as a securities dealer, broker, investment adviser or underwriter, suspended or terminated your employment? for cause?		
D. Are you, or have you, during the last <u>10 years</u> ever been a director, officer, promoter or other Connected Person of any Reporting Entity?		

E. If "YES" to 4D above, provide the names of each Reporting Entity. State the position(s) held and the period(s) during which you held the position(s). Use an attachment if necessary.

NAME OF REPORTING ENTITY	POSITION(S) HELD	MARKET TRADED ON	FROM		TO	
			MM	YY	MM	YY

## 5. EDUCATIONAL HISTORY

A. PROFESSIONAL DESIGNATION(S) — Provide any professional designation held and professional associations to which you belong. For example, barrister or solicitor, C.A., C.M.A., and CFA, etc. and indicate which organisation and the date the designations were granted.

PROFESSIONAL DESIGNATION AND MEMBERSHIP NUMBER	GRANTOR OF DESIGNATION AND JURISDICTION	DATE GRANTED			ACTIVE?	
		MM	DD	YY	YES	NO

B. Provide your post-secondary educational history starting with the most recent.

SCHOOL	LOCATION	DEGREE OR DIPLOMA	DATE OBTAINED		
			MM	DD	YY

6. **OFFENCES** - If you answer “YES” to any item in Question 6, you must provide complete details in an attachment.

	YES	NO
A. Have you ever pled guilty to or been found guilty of an offence?		
B. Are you the subject of any current charge, indictment or proceeding for an offence?		
C. To the best of your knowledge, are you or have you <b>ever</b> been a director, officer, promoter, or other Connected Person of an issuer, in any jurisdiction, at the time of events, where the issuer:		
(i) has ever pled guilty to or been found guilty of an offence?		
(ii) is the subject of any current charge, indictment or proceeding for an offence?		
<a href="#">(iii) if the subject of any proceeding in any jurisdiction for links with terrorists, terrorists financing or money laundering activities.</a>		

[Reason for Amendment – The change is consistent with the Security specific changes to the Listing Rules.](#)

7. **BANKRUPTCY** — If you answer “YES” to any item in Question 7, you must provide complete details in an attachment and attach a copy of any discharge, release or other applicable document.

	YES	NO
A. Have you, in any jurisdiction, within the past <b>10 years</b> had a petition in bankruptcy issued against you, made a voluntary assignment in bankruptcy, made a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to manage your assets?		
B. Are you now an undischarged bankrupt?		
C. To the best of your knowledge, are you or have you <b>ever</b> been a director, officer, promoter or other Connected Person of an issuer, in any jurisdiction, at the time of events, or for a period of 12 months preceding the time of events, where the issuer:	YES	NO
(i) has made a petition in bankruptcy, a voluntary assignment in bankruptcy, a proposal under any bankruptcy or insolvency legislation, been subject to any proceeding, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to manage the issuer’s assets?		
(ii) is now an undischarged bankrupt?		

8. **PROCEEDINGS** - If you answer “YES” to any item in Question 8, you must provide complete details in an attachment.

YES	NO

A. CURRENT PROCEEDINGS BY SECURITIES REGULATORY AUTHORITY. Are you now, in <u>any</u> jurisdiction, the subject of:		
(i) a notice of hearing or similar notice issued by a securities regulatory authority?		
(ii) a proceeding or to your knowledge, under investigation, by an exchange or other self regulatory organisation in the securities industry?		
(iii) settlement discussions or negotiations for settlement of any nature or kind whatsoever with a securities regulatory authority or any self regulatory organisation in the securities industry?		
(iv) <a href="#">any proceeding for links with terrorists, terrorists financing or money laundering activities.</a>		

B. PRIOR PROCEEDINGS BY A SECURITIES REGULATORY AUTHORITY. Have you <u>ever</u> :	YES	NO
(i) been reprimanded, suspended, fined, been the subject of an administrative penalty, or otherwise been the subject of any disciplinary proceedings of any kind whatsoever, in any jurisdiction, by a securities regulatory authority or self regulatory organisation in the securities industry?		
(ii) had a registration or licence for the trading of securities, exchange or commodity futures contracts, real estate, insurance or mutual fund products cancelled, refused, restricted or suspended?		
(iii) been prohibited or disqualified under securities, corporate or any other legislation from acting as a director or officer of a Reporting Entity or equivalent?		
(iv) had a cease trading or similar order issued against you or an order issued against you that denied you the right to use any statutory prospectus or registration exemption?		
(v) had any other proceeding of any nature or kind taken against you?		

C. SETTLEMENT AGREEMENT(S)	YES	NO

Have you ever entered into a settlement agreement with a securities regulatory authority, self regulatory organisation in the securities industry, attorney general, DPP or comparable official or body, in any jurisdiction, in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct, or any other settlement agreement with respect to any other violation of securities legislation or the rules of any self regulatory organisation in the securities industry?		
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D.

<b>To the best of your knowledge, are you now or have you <u>ever</u> been a director, officer, promoter, or other Connected Person of an issuer at the time of such event, in any jurisdiction, for which a securities regulatory authority or self regulatory organisation in the securities industry has:</b>	<b>YES</b>	<b>NO</b>
(i) refused, restricted, suspended or cancelled the registration or licensing of an issuer to trade securities, exchange or commodity futures contracts, or to sell or trade real estate, insurance or mutual fund products?		
(ii) issued a cease trade or similar order or imposed an administrative penalty of any nature or kind whatsoever against the issuer, other than an order for failure to file financial statements that was revoked within 30 days of its issuance?		
(iii) refused a receipt for a prospectus or other offering document, denied any application for listing or quotation or any other similar application, or issued an order that denied the issuer the right to use any statutory prospectus or registration exemptions?		
(iv) issued a notice of hearing, notice as to a proceeding or similar notice against the issuer?		
(v) taken any other proceeding of any nature or kind against the issuer, including a trading halt, suspension or delisting of the issuer (other than a temporary suspension in the normal course of business for proper dissemination of information to the market)?		
(vi) entered into a settlement agreement with the issuer in a matter that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading in securities or exchange or commodity futures contracts, illegal distributions, failure to disclose material facts or changes or similar conduct by the issuer, or involved in any other violation of securities legislation or a self regulatory organisation's rules?		

9. **CIVIL PROCEEDINGS** — If you answer “YES” to any item in Question 9, you must provide complete details in an attachment.

	<b>YES</b>	<b>NO</b>
<b>A. JUDGMENT, GARNISHMENT AND INJUNCTIONS</b>		
<b>Has a court in any jurisdiction:</b>		

<p>(i) rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against you in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes or allegations of similar conduct?</p>		
<p>(ii) rendered a judgment, ordered garnishment or issued an injunction or similar ban (whether by consent or otherwise) against an issuer, for which you are currently or have ever been a director, officer, promoter or other Connected Person, in a claim based in whole or in part on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes or allegations of similar conduct?</p>		

**B.**

<b>CURRENT CLAIMS</b>	<b>YES</b>	<b>NO</b>
<p>(i) Are you now subject, in any jurisdiction, of a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes or allegations of similar conduct?</p>		
<p>(ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter or other Connected Person of an issuer now subject, in any jurisdiction, of a claim that is based in whole or in part on actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes or allegations of similar conduct?</p>		

**C.**

<b>SETTLEMENT AGREEMENT</b>	<b>YES</b>	<b>NO</b>
<p>(i) Have you ever entered into a settlement agreement, in any jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes or allegations of similar conduct?</p>		

(ii) To the best of your knowledge, are you currently or have you ever been a director, officer, promoter or other Connected Person of an issuer that has entered into a settlement agreement, in any jurisdiction, in a civil action that involved actual or alleged fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, insider trading, unregistered trading, illegal distributions, failure to disclose material facts or changes or allegations of similar conduct?		
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**UNDERTAKING**

I, \_\_\_\_\_ hereby confirm and solemnly undertake that:

(Please Print - Name of Individual)

- (a) I have read and understood the questions, cautions, acknowledgement and consent in this Director's Undertaking, and the answers I have given to the questions in this Director's Undertaking and in any attachments to it are true and correct, except where stated to be to the best of my knowledge, in which case I believe the answers to be true.
- (b) I consent to the collection and use of the information in this Director's Undertaking by [NASDAQ Dubai](#) and to the disclosure of such information to the DFSA.
- (c) I hereby agree to (i) submit to the jurisdiction of [NASDAQ Dubai](#) and any successor or assignee of [NASDAQ Dubai](#), and wherever applicable, the directors and committees thereof, and (ii) be bound by and comply with all applicable rules, policies, rulings and regulations of [NASDAQ Dubai](#) (collectively, the "[NASDAQ Dubai](#) Requirements"). I hereby acknowledge that, if [NASDAQ Dubai](#) considers that I have breached the [NASDAQ Dubai](#) Requirements, or failed to complete this Director's Undertaking truthfully, then [NASDAQ Dubai](#) may censure me and [NASDAQ Dubai](#) may publicise the fact that it has done so and the reasons for its actions.
- (d) I hereby agree to use all reasonable endeavours to ensure that the issuer complies fully with the Listing Rules as published by [NASDAQ Dubai](#) from time to time.
- (e) I agree that any acceptance, approval or other right granted by [NASDAQ Dubai](#) may be revoked, terminated or suspended at any time in accordance with the then applicable [NASDAQ Dubai](#) Requirements. In the event of any revocation, termination or suspension, I agree to immediately terminate my association or involvement with any issuer to the extent required by [NASDAQ Dubai](#). I agree not to resume my association or involvement, except with the prior written approval of [NASDAQ Dubai](#).
- (f) This undertaking and the rights and powers of [NASDAQ Dubai](#) pursuant to the [NASDAQ Dubai](#) Requirements shall be governed by the laws of the DIFC, without regard to conflict of law principles.
- (g) I acknowledge and agree that this undertaking may be assigned or transferred by [NASDAQ Dubai](#) to any person without providing me with notice or obtaining my consent and that this undertaking shall thereafter continue to be binding on me and may be enforced against me by any such assignee or transferee. I understand that I am prohibited from transferring or assigning this undertaking or any

acceptance, approval or other right granted by [NASDAQ Dubai](#).

(h) I make this solemn undertaking conscientiously believing it to be true.

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**Signature of person completing this form**

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DRAFT

## **FORM 5: LEAD MANAGER DECLARATION**

We \_\_\_\_\_ acting as a Lead Manager for  
\_\_\_\_\_ hereby declare that:

1. In advising the Issuer have acted with due skill, care and diligence;
2. All matters known to us that should, in our opinion, be taken into account by NASDAQ Dubai in considering the suitability the Issuer and its Securities have been disclosed in the Prospectus or otherwise have been provided in writing to NASDAQ Dubai; and
3. We are satisfied that the directors of the Issuer have had explained to them, and understand, in our opinion, the nature and scope of their responsibilities in connection with the following:
  - (a) The IPO; and
  - (b) The Issuer's obligations under the Listing Rules and as a Reporting Entity under the Offered Securities Rules.

We hereby undertake to comply with, and be bound by, the Listing Rules, in so far as they relate to the obligations of a Lead Manager which take effect as terms of the contract between us and NASDAQ Dubai.

Signed:

By a duly authorised director or officer for and on behalf of [Lead Manager's name]

## FORM 6: NOTICE OF SHARE REPURCHASE PROGRAMME

Name of Issuer

ISIN

We hereby provide NASDAQ Dubai market the following information.

1 Type of Share repurchase

2 Total number of Shares outstanding in the Class

3 Is a shareholder approval required for the repurchase. If yes, has the same been obtained?

4 Reason for the Issuer's decision to initiate an on market repurchase of its Shares

5 Any other Price Sensitive Information that may impact a Security holder's decision to accept the offer (eg, details of any proposed Takeover bid)

6 Name and contact details of Member, if any, who will act as the repurchase agent on behalf of the Issuer

7 Total number of Securities or percentage of outstanding Securities that the Issuer intends to repurchase

8 Period of time during which the repurchase will be carried out.

9 Details of every director or officer of the Issuer, who intends to sell during the course of the SRP.

### **Compliance Confirmation**

1. The Issuer is in compliance with all requirements of the NASDAQ Dubai Listing Rules and any other rules of the DFSA as may be applicable including the Offered Securities Rules and the Markets Law.
2. There is no information that the Listing Rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: .....

(Director/Company secretary)

Print name: .....

## FORM 7: DAILY SHARE BUY BACK NOTICE

Name of Issuer

ISIN

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We \_\_\_\_\_ hereby provide NASDAQ Dubai market the following information.

### Information about the SRP

1	<u>Type of buy-back</u>	
2	<u>Date when form 6 was disclosed to the market</u>	
3	<u>Number of Shares bought back</u>	
4	<u>Price at which the Shares were bought back and the total consideration paid or payable for the Shares</u>	<u>Highest price paid:</u> <u>Lowest price paid:</u>
5	<u>Remaining Shares that may still be bought back under SRP?</u>	

### Compliance statement

- The Issuer is in compliance with all requirements of the NASDAQ Dubai Listing Rules and any other rules of the DFSA as may be applicable including the Offered Securities Rules and the Markets Law.
- There is no information that the Listing Rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: .....

(Director/Company secretary)

Print name: .....

## FORM 8: NOTICE OF CHANGE TO SHARE REPURCHASE PROGRAMME

Name of Issuer

ISIN

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We \_\_\_\_\_ give NASDAQ Dubai market the following information.

1 Date when the Share Repurchase Notice as per Form 6 or the last Notice of change to Share Repurchase as per Form 8 of the Listing Rules was given to NASDAQ Dubai market

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Complete each item for which there has been a change.

<u>Column 1</u> <u>(Details announced to market as per Form 6 (Notice of Share Repurchase) or the last Form 8 (Notice of change))</u>	<u>Column 2</u> <u>(Details of change to Share Repurchase)</u>
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2 Name and contact details of Member who will act on the Issuer's behalf

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3 Total number of Shares or percentage of outstanding Shares that the Issuer intends to repurchase

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3 If the Issuer intends to repurchase a maximum number of Shares – the number remaining to be repurchased

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4 Period of time during which the repurchase will be carried out

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5 Any other change

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6 Reason for change

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**Compliance statement**

1. The Issuer is in compliance with all requirements of the NASDAQ Dubai Listing Rules and any other rules of the DFSA as may be applicable including the Offered Securities Rules and the Markets Law.
2. There is no information that the Listing Rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: .....

(Director/Company secretary)

Print name: .....

## FORM 9: NOTICE OF REPURCHASE OF SECURITIES VIA A TENDER OFFER

Name of Issuer

ISIN

We \_\_\_\_\_ hereby provide NASDAQ Dubai market the following information.

1 Type of repurchase

2 Number of Securities  
outstanding in the Class

3 Is a shareholder approval is  
required for the repurchase. If  
yes, has the same been  
obtained?

4 Reason for the Issuer's decision  
to initiate an on market  
repurchase of its Shares

5 Any other Price Sensitive information that may impact a shareholder's decision whether to accept the offer (eg, details of any proposed Takeover bid)

6 Name and contact details of Member who will act as the repurchase agent on behalf of the Issuer

7 Total number of Shares or percentage of outstanding Shares that the Issuer intends to repurchase

8 Period of time during which the repurchase will be carried out.

**Compliance confirmation**

1. The Issuer is in compliance with all requirements of the NASDAQ Dubai Listing Rules and any other rules of the DFSA as may be applicable including the Offered Securities Rules and the Markets Law.
2. There is no information that the Listing Rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: ..... Date: .....

(Director/Company secretary)

Print name: .....

## FORM 10: NOTICE OF CHANGE TO TENDER OFFER

Name of Issuer

ISIN



We \_\_\_\_\_ hereby provide NASDAQ Dubai the following information.

1 Date when the Notice of Tender offer as per Form 9 or the last Notice of change to Tender Offer as per Form 10 of the Listing Rules was given to NASDAQ Dubai market

Complete each item for which there has been a change and items 9 and 10.

<u>Column 1</u> (Details announced to market in Form 9 (Notice of Tender Offer) or last Form 10 (the Notice of Change))	<u>Column 2</u> (Details of change to share repurchase)
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2 Name of Member who will act on the Issuer's behalf

3 Total number of Shares or percentage of outstanding Shares that the Issuer intends to repurchase

4 If the Issuer intends to repurchase a maximum number of Shares – the number remaining to be repurchased

5 Period of time during which the repurchase will be carried out

6 [Any other change](#)

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7 [Reason for change](#)

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**[Compliance statement](#)**

- [1. The Issuer is in compliance with all requirements of the NASDAQ Dubai Listing Rules and any other rules of the DFSA as may be applicable including the Offered Securities Rules and the Markets Law.](#)
- [2. There is no information that the Listing Rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.](#)

Sign here: ..... Date: .....  
(Director/Company secretary)

Print name: .....

## Timetables

*Note: NASDAQ Dubai Equity Securities trade on a T+2 cycle (on the trading platform of the Dubai Financial Market PJSC), as reflected in the timetables below (with an ex-date normally set as 1 Business Day before the Record Date). Securities that continue to trade on the NASDAQ Dubai platform operate on a T+3 cycle, with the ex-date two Business Days before the Record Date.*

### Dividends or distributions

<u>Action</u>	<u>Time Limit</u>	<u>Business Day</u>
<p><u>Issuer announces dividend or distribution and Record Date</u></p> <p><u>Securities quoted on a “cum” basis.</u></p> <p><i>Note: Securities are quoted on an “ex” basis one Business Day before the Record Date (ie., Day six). If the Record Date falls on a Non-Settlement Day the ex-date will be two Business days before the Record date.</i></p> <p><i>If a dividend or distribution is to be paid for a half year or full year period, disclosure is to be included in the relevant report.</i></p> <p><i>Notification of a bonus share plan that operates on the dividend must be given at the same time as this announcement.</i></p>		<u>0</u>
<u>Record Date to identify Security holders entitled to the dividend (distribution).</u>	<u>At least seven Business Days after announcement of the Record Date</u>	<u>7</u>
<u>Date of dividend (distribution payment)</u>	<u>Any time after the Record Date.</u>	

### Interest payments on Debentures

<u>Action</u>	<u>Time Limit</u>	<u>Business Day</u>
<u>Issuer announces Record Date and interest payment entitlement</u>		<u>0</u>
<u>Record Date to identify Security holders entitled to payment</u>	<u>At least seven Business Days after announcement of the Record Date.</u>	<u>7</u>
<u>Date of interest payment</u>	<p><u>Any time after the Record Date.</u></p> <p><i>Guidance: Generally interest paying Securities will have a fixed coupon</i></p>	

	<a href="#"><u>payment schedule (disclosed in a Prospectus or Offer document).</u></a>	
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### Bonus Issues

<u>Action</u>	<u>Time Limit</u>	<u>Business Day</u>
<a href="#"><u>Issuer announces bonus issue to NASDAQ Dubai.</u></a>	<a href="#"><u>Before Day 0 or Day 0</u></a>	
<p><a href="#"><u>The latest of:</u></a></p> <ul style="list-style-type: none"> <li><a href="#"><u>Issuer announcing the bonus issue.</u></a></li> <li><a href="#"><u>Issuer disclosing an Offer Document or Offer Information statement.</u></a></li> <li><a href="#"><u>Security holders approval (if required).</u></a></li> </ul> <p><i>Note: Securities are quoted on an “ex” basis one Business Day before the Record Date (ie., Day six). If the Record Date falls on a Non-Settlement Day the ex-date will be two Business days before the Record Date.</i></p>	<a href="#"><u>At least seven Business Days before the Record Date</u></a>	<u>0</u>
<a href="#"><u>Record Date to identify Security holders.</u></a>	<a href="#"><u>At least seven Business Days after Day 0.</u></a>	<u>7</u>

### Pro rata Issues (non-renounceable)

*Note: All Issuers must consult with NASDAQ Dubai prior to the publication of a timetable to ensure that the timetable is acceptable to NASDAQ Dubai.*

<u>Action</u>	<u>Time Limit</u>	<u>Business Day</u>
<p><a href="#"><u>Issuer announces pro rata issue.</u></a></p> <p><i>Note: Securities are quoted on a “cum” basis.</i></p>	<a href="#"><u>Before Day 0 or prior to the commencement of trading on Day 0.</u></a>	
<p><a href="#"><u>The latest of:</u></a></p> <ul style="list-style-type: none"> <li><a href="#"><u>Issuer announcing the pro rata issue.</u></a></li> <li><a href="#"><u>Issuer disclosing an Offer Document or Offer Information Statement.</u></a></li> <li><a href="#"><u>Security holders approval (if required)</u></a></li> </ul> <p><i>Note: A Security holders’ meeting may be required to increase the number of Shares on issue.</i></p>	<a href="#"><u>Prior to the commencement of trading on the day that is at least six Business Days before the Record Date.</u></a>	<u>0</u>
<a href="#"><u>Issuer sends notice to Security holders containing the</u></a>	<a href="#"><u>At least five Business Days before</u></a>	<u>1</u>

<u>relevant approval information.</u>  <i>Note: Details of the timetable (ie., 'ex' date and acceptance date) and a statement that the Offer Document is available on the NASDAQ Dubai website is to feature prominently.</i>	<u>the Record Date.</u>	
<u>"Ex" date.</u>  <i>Note: Securities are quoted on an "ex" basis one Business Day before the Record Date (ie., Day five). If the Record Date falls on a Non-Settlement Day the ex-date will be two Business days before the Record Date.</i>	<u>One Business Day before the Record Date.</u>	<u>5</u>
<u>Record Date to identify Security holders entitled to participate in the issue.</u>	<u>At least six Business Days after Day 0.</u>	<u>6</u>
<u>Issuer sends Offer Document (including entitlement and acceptance forms) to persons entitled. Issuer announces that Offer has been sent to Security holders.</u>	<u>No more than four Business Days after Record Date.</u>	<u>10</u>  <i>Note: the Offer Document can be sent to Security holders as early as day 7 and no later than day 10.</i>
<u>Acceptances close at 5pm. At least six Business Days notice must be given to extend the date.</u>	<u>At least 10 Business Days after the Issuer announces that the Offer Document has been sent.</u>	<u>17</u>

### Pro rata Issues (renounceable)

<u>Action</u>	<u>Time Limit</u>	<u>Business Day</u>
<u>Issuer announces pro rata issue (except bonus issue).</u>  <i>Note: securities are quoted on a "cum" basis.</i>	<u>Before Day 0 or prior to the commencement of trading on Day 0.</u>	
<u>The latest of:</u> <ul style="list-style-type: none"> <li>• <u>Issuer announcing the pro rata issue.</u></li> <li>• <u>Issuer disclosing an Offer Document or Offer Information Statement.</u></li> <li>• <u>Security holders approval (if required)</u></li> </ul> <i>Note: A Security holders' meeting may be required to increase the number of Shares on issue.</i>	<u>Prior to the commencement of trading on the day that is at least six Business Days before the Record Date.</u>	<u>0</u>

<a href="#">Issuer sends notice to Security holders containing the relevant approval information.</a>	<a href="#">At least five Business Days before the Record Date.</a>	<a href="#">1</a>
<i>Note: Details of the timetable (ie., 'ex' date, rights trading period and acceptance date) and a statement that the Offer Document is available on the NASDAQ Dubai website is to feature prominently.</i>		
<a href="#">"Ex" date.</a>	<a href="#">Three Business Days before the Record Date.</a>	<a href="#">5</a>
<i>Note: Securities are quoted on an "ex" basis and rights trading starts one Business Day before the Record Date (ie., Day five). If the Record Date falls on a Non-Settlement Day the ex-date will be two Business days before the Record Date.</i>		
<a href="#">Record Date to identify Security holders entitled to participate in the issue.</a>	<a href="#">At least six Business Days after Day 0.</a>	<a href="#">6</a>
<a href="#">Issuer sends Offer Document (including entitlement and acceptance forms on a 'nil paid' basis) to persons entitled. Issuer announces that Offer has been sent to Security holders.</a>	<a href="#">No more than four Business Days after Record Date.</a>	<a href="#">10</a>
		<i>Note: The Offer Document can be sent to Security holders as early as day 7 and no later than day 10.</i>
<a href="#">Rights trading ends.</a>	<a href="#">Five Business Days before applications close.</a>	<a href="#">12</a>
<a href="#">Acceptances close at 5pm. At least six Business Days notice must be given to extend the date.</a>	<a href="#">At least 10 Business Days after the Issuer announces that the Offer Document has been sent.</a>	<a href="#">17</a>
<a href="#">Issuer announces any under subscription.</a>	<a href="#">No more than three Business Days after the application closing date.</a>	<a href="#">20</a>
<i>Note: An Issuer may conduct a 'mop up' facility in respect of the entitlements that have not been sold or have acceptances lodged.</i>		

### [Reorganisation of Capital Structure](#)

<a href="#">Action</a>	<a href="#">Time Limit</a>	<a href="#">Business Day</a>
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<u>Issuer announces reorganisation.</u>	<u>Before Day 0.</u>	
<u>Issuer sends out notices for Security holders' meeting.</u>		
<u>Issuer announces that Security holders have approved reorganisation.</u>		<u>0</u>
<u>If the details of holdings change as a result of the reorganisation, last day for trading in pre-reorganised Securities.</u>		
<i>Note: Details of holdings will change where there is a change to the number of Securities, a change to the exercise price of Warrants, or a change to the par value (if any) of the Securities.</i>		
<u>If the reorganisation involves a return of capital, trading in the reorganised Securities on an "ex return of capital" basis.</u>	<u>The next Business Day after Security holder approval, or a date NASDAQ Dubai agrees to.</u>	<u>1</u>
<u>If the reorganisation involves a return of capital, Record Date.</u>	<u>Four Business Days after trading on an "ex return of capital" basis starts.</u>	<u>5</u>
<u>If details of holdings change as a result of the reorganisation, last day for issuer to register transfers on a pre-reorganisation basis.</u>		
<u>If the details of holdings change, first day for Issuer to send notice to each Security holder.</u>		<u>6</u>
<i>Note: Notice tells each holder the numbers of Securities held before and after the reorganisation.</i>		
<u>Last day for Issuer to send notice to each Security holder.</u>		<u>10</u>