



**AMENDMENTS No. 6
AIFC MARKET RULES**

Approval Date: 28 June 2020

Commencement Date: 1 July 2020



In this document the underlining indicates new text and the striking through indicates deleted text in the proposed amendments.

1 OFFER OF SECURITIES

1.1 Offer of Securities

1.1.1 Conditions for admission of Securities to trading and offer of Securities admitted or sought to be admitted to the Official List of an Authorised Investment Exchange

~~(1) Subject to MAR 1.2.1 (Exempt Offerors),~~ An Authorised Investment Exchange may not admit Securities to trading unless:

- (a) the Securities have been admitted to the Official List maintained by the Authorised Investment Exchange in accordance with section 66 of the Framework Regulations; and
- (b) ~~subject to MAR 1.2.2 (Exempt Securities)~~ **Error! Reference source not found.** (Exemptions), there is a Prospectus in relation to the relevant Securities ~~that and the Authorised Investment Exchange has satisfied itself that such Prospectus satisfies the requirements in~~ of this Part and has been approved by the Authorised Investment Exchange.

~~(2) Subject to MAR 1.2.2 (Exemptions),~~ an Authorised Investment Exchange may not permit the offer of Securities, admitted or sought to be admitted to the Official List, in or from the AIFC, unless there is a Prospectus in relation to the relevant Securities that satisfies the requirements of MAR 1.1.1(1)(b).

1.1.2 **Conditions for the offer of Securities by way of placement**

- (1) The Issuer may not offer Securities by way of placement ~~(other than Securities admitted or sought to be admitted to the Official List of an Authorised Investment Exchange)~~ in or from the AIFC, and an Authorised Firm may not conduct, facilitate or participate in such an offer, unless:
 - (a) there is a Prospectus in relation to the relevant Securities that satisfies the requirements of this Part and has been approved by the AFSA; or
 - (b) the offer satisfies one and one only of the conditions mentioned in subsection (2) below; or
 - (c) the offer satisfies one or more of conditions (a), (b) and (m) in subsection (2) below.
- (2) The conditions mentioned in subsection (1)(b) above are the following:
 - (a) the offer is made to or directed at only Accredited Investors; or
 - (b) the offer is directed at fewer than 50 Retail Investors in any 12-month period; or
 - (c) the offer is directed at investors who acquire Securities for a total consideration of at least USD100,000 (or an equivalent amount in another currency) per Person for each separate offer; or



- (d) the Securities being offered are denominated in amounts of at least USD100,000 per unit (or an equivalent amount in another currency); or
- (e) the total aggregate consideration for the Securities offered is less than USD100,000 (or an equivalent amount in another currency) calculated over a period of 12 months; or
- (f) the Securities offered are Shares which 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; or
- (g) the Securities offered 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; or
- (h) the Securities offered are offered in connection with a Takeover and an informational document is made available which is considered by the AFSA as being equivalent to that of a Prospectus; or
- (i) the Securities offered are offered, allotted or to be allotted in connection with a merger if an informational document is available which is considered by the AFSA as being equivalent to that of a Prospectus; or
- (j) the Securities offered are offered, allotted or to be allotted in connection with a rights issue where:
 - (i) the Securities are of a class subject to Reporting Entity disclosure; and
 - (ii) a document is made available to offerees 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; or
- (k) the Securities offered are Shares which 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 to offerees containing information on the number and nature of the Shares and the reasons for and details of the offer; or
- (l) the Securities offered 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:
 - (i) the Issuer or the member of the Group already has its Securities admitted to trading on a Regulated Exchange; and
 - (ii) 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
- (m) the offer is made to and directed at Retail Investors, provided that the total aggregate consideration for the offer of Securities made under this subsection to Retail Investors is not more than USD5,000,000 (or an equivalent amount in another currency) calculated over a period of 12 months; or



- (n) the offer is made only through the Authorized Crowdfunding Platform to and directed at only Investors or lenders who are Clients of the Authorised Crowdfunding Platform within the limits set out in AMI.
- (3) The following requirements apply to any offer of Securities to Retail Investors by way of placement conducted under subsections (2)(a) through (2)(m) of MAR 1.1.2:
 - (a) the Issuer shall make available to each Investor at a reasonable time prior to the purchase of Securities the opportunity to ask questions and receive answers concerning the terms and conditions of the offering and to obtain any additional information which the Issuer possesses or can acquire without unreasonable effort or expense that is necessary to verify the accuracy of information furnished under this section;
 - (b) the Issuer, and/or the Authorised Firm conducting, facilitating or participating in such an offer, shall take reasonable steps to verify the status of the Investors;
 - (c) the Issuer shall, if Retail Investors are participating in the offering, give any Retail Investor disclosure documents that contain the necessary information which is material to an investor for making an informed investment decision; and
 - (d) the Issuer shall file a notice on the results of the offer with the AFSA within 30 days after the sale of Securities in the offering.
- (4) Where any Securities are offered by way of placement under subsections (2)(a) through (2)(m) of MAR 1.1.2, neither the Issuer nor any person acting on its behalf shall offer or sell the Securities by any form of general solicitation or general advertising, including, but not limited to, the following:
 - (a) any advertisement, article, notice or other communication published in any newspaper, magazine, or similar media or broadcast over television or radio, and
 - (b) any seminar or meeting whose attendees have been invited by any general solicitation or general advertising.
- (5) For the purposes of subsection (4) above, the advertisement made on the Issuer's website or website of the Authorised Firm's, which facilitates such an offer, is not considered as general solicitation or general advertising.
- (6) For the purposes of MAR 1.1.2:
 - (a) "Accredited Investor" means:
 - (i) any natural person who acquires or intends to acquire Securities for a total consideration of at least USD100,000 (or an equivalent amount in another currency) per Person for each separate offer; or
 - (ii) an Authorised Person; or
 - (iii) a Body Corporate.
 - (b) "Retail Investor" means any natural person that is not an Accredited Investor, provided that the aggregate amount in current value of Securities which are the subject of the offer that were sold by the offeror to each Retail Investor, during the 12-month period preceding the date of any offer made under this rule, does not exceed the greater of USD2,000 or 10 percent of the annual income or 5 percent of



net worth of such Retail Investor (excluding the value of the primary residence), whichever is lesser, but not to exceed a maximum aggregate amount sold of USD100,000.

Guidance

To verify the status of the investors Issuers, and/or the Authorised Firm which facilitates such an offer, could rely on Retail Investors' self-certification (for example, questionnaires where investors self-report their income and net worth).

1.2 Exemptions

1.2.1 Exempt Offerors

The AFSA may publish a list from time to time identifying bodies to which the requirement in MAR 1.1.1(1)(b) and MAR 1.1.1(2) does not apply.

1.2.2 Exempt Securities

- (1) An Authorised Investment Exchange may admit the following Securities to trading, and permit the offer of Securities (admitted or sought to be admitted to the Official List) in or from the AIFC, without a Prospectus, if such Securities satisfy one or more of the conditions specified below:
 - (a) the offer is made to or directed at only Accredited Investors (as defined in MAR 1.1.1(6)(a)); or
 - (b) the Securities being offered are issued and registered in the AIFC and the offer is directed at fewer than 50 investors in any 12-month period; or
 - (c) the offer is directed at investors who acquire Securities for a total consideration of at least USD100,000 (or an equivalent amount in another currency) per Person for each separate offer; or
 - (d) the Securities being offered are denominated in amounts of at least USD100,000 per unit (or an equivalent amount in another currency); or
 - (e) the total aggregate consideration for the Securities offered is less than USD5,000,000 (or an equivalent amount in another currency) calculated over a period of 12 months; or
 - (f) Securities fungible with Securities already admitted to trading on the same Authorised Investment Exchange, provided that they represent, over a period of 12 months, less than 10% of the number of Securities already admitted to trading on the Authorised Investment Exchange; and
 - (g) Shares resulting from the conversion or exchange of other Securities or from the exercise of the rights conferred by other Securities, where:
 - (i) the resulting Shares are of the same class as the Shares already admitted to trading on the same Authorised Investment Exchange; and
 - (ii) the resulting Shares represent, over a period of 12 months, less than 20% of the number of Shares of the same class already admitted to trading on the same Authorised Investment Exchange; and



- (h) Shares issued in substitution for Shares of the same class already admitted to trading on the same Authorised Investment Exchange, where the issuing of such Shares does not involve any increase in the issued capital; and
- (i) Securities offered in connection with a Takeover by means of an exchange offer, provided that a document is made available to the public in accordance with MAR 1.7, containing information describing the transaction and its impact on the Issuer; and
- (j) Securities offered, allotted or to be allotted in connection with a merger or a division, provided that a document is made available to the public in accordance with MAR 1.7, containing information describing the transaction and its impact on the Issuer; and
- (k) Shares offered, allotted or to be allotted free of charge to existing shareholders, and dividends paid out in the form of Shares of the same class as the Shares in respect of which such dividends are paid provided:
 - (i) that the said Shares are of the same class as the Shares already admitted to trading on the same Authorised Investment Exchange; and
 - (ii) that a document is made available to offerees containing information on the number and nature of the Shares and the reasons for and details of the offer or allotment; and
- (l) Securities offered, allotted or to be allotted to existing or former Directors or Employees by their employer or an affiliated undertaking, provided:
 - (i) that the said Securities are of the same class as the Securities already admitted to trading on the same Authorised Investment Exchange; and
 - (ii) that a document is made available to offerees containing information on the number and nature of the Securities and the reasons for and detail of the offer or allotment; and
- (m) Securities already admitted to trading on another Authorised Investment Exchange, Recognised Non-AIFC Market Institution or other Equivalent Regulated Exchange (“the other market”), where:
 - (i) 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; and
 - (ii) the ongoing obligations for trading on that other market have been complied with; and
 - (iii) the Person requesting the admission to trading of the Securities under this exemption makes available to the public in accordance with MAR 1.7.6 a Prospectus Summary in accordance with MAR 0 (Prospectus Summary) in the English language, which is approved by the Authorised Investment Exchange and which states where the most recent Prospectus can be obtained and where the financial information published by the Issuer pursuant to its ongoing disclosure obligations is available. For the purpose of this sub-clause, references to a “Prospectus” in MAR1.4.1, MAR1.4.4 and MAR1.4.7 shall be deemed references to a “Prospectus Summary” and the provisions of MAR1.4.1(c), MAR1.4.4(a)(iv) and (b)(i) shall not apply.



- (2) For the purposes of MAR 1.2.2 (1)~~(h)~~ (m):
- (a) “Equivalent”, in relation to a Regulated Exchange, means that the AFSA has determined, either on the application of an Issuer or upon its own initiative, that investors in Securities admitted to trading on the facilities of such Regulated Exchange are afforded protection equivalent to that which they would be afforded, if the Issuer were required to comply with MAR 1.1.1~~(b)~~(1) without regard to MAR 1.2.2(1)~~(h)~~(m), having regard to the law and practice of the country or territory in which the head office of the Regulated Exchange is situated and to its rules and practice; and
 - (b) the AFSA may publish a list from time to time identifying Regulated Exchanges it has determined to be Equivalent.

1.2.3 **Combining exemptions** ~~Limitations~~

- (1) The exemptions in ~~MAR 1.1.2(2) (c) and (d)~~ MAR 1.2.2(1) from (a) through (e) shall not apply to an offer of Equity Securities if such offer may not be combined together if such combination could lead to the immediate or deferred admission to trading on an Authorised Investment Exchange over a period of 12 months of more than 10 % of the number of Shares of the same class, to which such Equity Securities are linked, already admitted to trading on the same Authorised Investment Exchange, without a Prospectus being published.
- (2) Offerors relying on the exemptions in MAR 1.2.2(1) from (a) through (e) must comply with the requirements of MAR 1.1.2(4) and (5) relating to limitation of general solicitation or general advertising, as if they were directly referred to therein.

1.3 **The Prospectus**

Guidance: Prospectus Contents

Section 69 of the Framework Regulations provides:

A Prospectus must contain:

- (a) the necessary information which is material to an investor for making an informed assessment of:
 - (i) the assets and liabilities, profits and losses, financial position, and prospects of the Issuer and of any guarantor;
 - (ii) the rights attaching to the Securities; and
 - (iii) the reasons for the issuance and its impact on the Issuer; and
- (b) such further documents and information as may be specified by the AFSA pursuant to Section 70 of the Framework Regulations.

1.3.1 **Prospectus Structure**

A Prospectus may be structured either as:

- (a) multiple documents comprising:
 - (i) a Prospectus Summary as set out in MAR 0; and



- (ii) a Registration Document as set out in MAR 1.5.1 containing all the information relating to the Issuer; and
- (iii) a Securities Note as set out in MAR 1.5.2 containing the information concerning the Securities to be admitted to trading on an Authorised Investment Exchange; or
- (b) a single document containing a Prospectus Summary as set out in MAR 0 and all the information required to be included in the Registration Document and the Securities Note; or
- (c) for an offer of Shares, a single document containing all the information required to be included in the Registration Document and the Securities Note in relation to the offer of Shares, provided that the expected aggregate market value of such Shares (together with any other Equity Securities admitted to trading on all Regulated Exchanges) at the time of admission to trading does not exceed USD200,000,000 (or an equivalent amount in another currency) (REMS Shares). A Prospectus in relation to REMS Shares must include a prominent disclaimer that the Issuer is eligible to rely on concessions granted to it as set out in MAR, which exclude such Issuer from being required to prepare a Prospectus Summary and disclose certain other information in its Registration Documents and Securities Notes.

(....)

1.4 Prospectus Summary

(...)

1.4.7 Section 4: Key information on the admission to trading

This section must contain the following information:

- (a) under a sub-section entitled 'Under which conditions and timetable can I invest in this Security?', where applicable:
 - (i) where applicable, the details of the admission to trading on an Authorised Investment Exchange; and
 - (ii) the plan for distribution; and
 - (iii) an estimate of the total expenses of the issue, including the estimated expenses charged to the investor by the Issuer; and
- (b) where applicable and if different from the Issuer, under a sub-section entitled 'Who is the person asking for admission to trading?', a brief description of the Person asking for admission to trading on an Authorised Investment Exchange, including that Person's domicile and legal form, the law under which it operates and its country of incorporation; and
- (c) under a sub-section entitled 'Why is this Prospectus being produced?', a brief description of the reasons for the offer of Securities and/or the admission to trading on an Authorised Investment Exchange, as well as, where applicable:
 - (i) the use and estimated net amount of the proceeds;



- (ii) an indication of the most material conflicts of interest pertaining to the admission to trading.

1.5 The Registration Document and the Securities Note

1.5.1 The Registration Document

The Registration Document must include the information in relation to the relevant type of Security identified with a “√” in the table in MAR Schedule 1.

1.5.2 The Securities Note

The Securities Note must include the information in relation to the relevant type of Security identified with a “√” in the table in MAR Schedule 2.

1.6 Supplementary Prospectus

Guidance: obligation to publish a Supplementary Prospectus and right to withdraw

- (1) Section 73 of the Framework Regulations requires the Issuer or the Person responsible for the issue of the Prospectus to issue a Supplementary Prospectus if, at any time after the issue of a Prospectus, there is a significant change in, or a material mistake or inaccuracy affecting any matter contained in the Prospectus or a significant new matter arises. The Supplementary Prospectus must provide details of the change, mistake, inaccuracy or new matter.
- (2) The Supplementary Prospectus must be submitted for approval in the same way as the respective Prospectus.
- (3) Section 74 of the Framework Regulations gives investors certain rights to withdraw in the event that the obligation to issue a Supplementary Prospectus arises.

(...)

1.7 Approval and Publication of a Prospectus by an Authorised Investment Exchange

1.7.1 The requirement for an approval

A Prospectus or Supplementary Prospectus must not be published for the purposes of MAR 1.1.1(b) unless an Authorised Investment Exchange, has approved it or in the case of a Prospectus comprising multiple documents, all the multiple documents.

1.7.2 Application for approval

For the purpose of MAR 1.1.1, a Person seeking the approval of an Authorised Investment Exchange to a Prospectus must submit to the Authorised Investment Exchange:

- (a) a Prospectus that meets all of the requirements in the Framework Regulations and MAR 1;
- (b) a statement identifying where in the Prospectus the information required in the relevant paragraphs of MAR 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 Authorised Investment Exchange;



- (c) if information is incorporated in the Prospectus by reference to another document, a copy of the information;
- (d) contact details of two individuals who are sufficiently knowledgeable about the content of the Prospectus to be able to answer queries of the Authorised Investment Exchange during business hours; and
- (e) any other information that the Authorised Investment Exchange may require.

1.7.3 **Timescales for the submission of the application for approval**

The application in MAR 1.7.2 must be submitted to the Authorised Investment Exchange:

- (a) at least 20 business days prior to the intended date on which the applicant expects the Prospectus to be approved; or
- (b) in the case of a Supplementary Prospectus, as soon as reasonably possible.

1.7.4 **Approval by the Authorised Investment Exchange**

- (1) An Authorised Investment Exchange must not approve a Prospectus or a Supplementary Prospectus (as the case may be) for the purposes of ~~AMI 1.1.1(b)~~ MAR 1.1.1 unless it is satisfied that:
 - (a) the Prospectus or the Supplementary Prospectus meets all the requirements in the Framework Regulations and MAR 1; or
 - (b) when a Prospectus or a Supplementary Prospectus (as the case may be) is produced under legislation in a jurisdiction other than the AIFC, such legislation comprising the rules and practices of an Equivalent Regulated Exchange and the law and practice of the country or territory in which the Equivalent Regulated Exchange is situated:
 - (i) the Prospectus or the Supplementary Prospectus contains information equivalent to that which is required for a Prospectus or a Supplementary Prospectus in the Framework Regulations and MAR 1; and
 - (ii) the offeror meets all the other requirements relating to a Prospectus or a Supplementary Prospectus as prescribed in the Framework Regulations and MAR.
- (2) An Authorised Investment Exchange must approve a Prospectus or Supplementary Prospectus as soon as reasonably practicable.

1.7.5 **Approved Prospectus**

- (1) A Prospectus filed with an Authorised Investment Exchange is not an approved Prospectus for the purposes of ~~MAR 1.1.1(b)~~ unless the Authorised Investment Exchange has issued 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 comprising multiple documents, of all the multiple documents.



- (2) An approval issued under (1) will remain valid for the period of 12 months from the date on which it is issued.

1.7.6 Publication of a Prospectus

- (1) After a Prospectus has been approved by the Authorised Investment Exchange, it must be made available to the public as soon as reasonably practicable, and in any case, at a reasonable time in advance of, or at the latest at the beginning of, the offer of Securities and/or trading on an Authorised Investment Exchange, whichever is earlier.
- (2) A Prospectus is deemed to be made available to the public for the purposes of (a) when such a Prospectus is published in an electronic form on the website of the Issuer and/or the Authorised Investment Exchange.
- (3) A copy of the Prospectus must be delivered to any potential investor, upon request and free of charge, by the Person seeking to have Securities admitted to trading on an Authorised Investment Exchange.

1.7.7 Publication of Supplementary Prospectus

The Person required to produce a Supplementary Prospectus must:

- (a) ensure that the Supplementary Prospectus is available until the end of the time when trading on the Authorised Investment Exchange begins:
 - (i) in the same media and through the same channels as the original Prospectus; and
 - (ii) to each offeree free of charge; and
- (b) 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.

1.7.8 Text and format of published Prospectus

The text and format of the Prospectus, and any Supplementary Prospectus made available to the public, must at all times be identical to the version approved by the Authorised Investment Exchange.

1.8 Approval of a Prospectus by the AFSA

1.8.1 The requirement for approval

A Prospectus or Supplementary Prospectus for the purposes of MAR 1.1.2(1)(a) must be submitted to the AFSA for approval.

1.8.2 Application for approval

For the purposes of MAR 1.1.2(1)(a), a Person seeking the approval of the AFSA to a Prospectus must submit to the AFSA:

- (a) a Prospectus that meets all of the requirements in the Framework Regulations and MAR 1;
- (b) a statement identifying where in the Prospectus the information required in the relevant paragraphs of MAR 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 AFSA;

- (c) if information is incorporated in the Prospectus by reference to another document, a copy of the information;
- (d) contact details of two individuals who are sufficiently knowledgeable about the content of the Prospectus to be able to answer queries of the AFSA during business hours; and
- (e) any other information that the AFSA may require.

1.8.3 Timescales for the submission of the application for approval

The application in MAR 1.8.4² must be submitted to the AFSA:

- (a) at least 20 business days prior to the intended date on which the applicant expects the Prospectus to be approved; or
- (b) in the case of a Supplementary Prospectus, as soon as reasonably possible.

1.8.4 Approval by the AFSA

The AFSA will approve a Prospectus which has been filed with it in accordance with MAR 1.8.4² as soon as reasonably practicable.

1.8.5 Approved Prospectus

- (1) A Prospectus filed with the AFSA is not an approved Prospectus for the purposes of MAR 1.1.2(1)(a) unless the AFSA 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 comprising multiple documents, of all the multiple documents.
- (2) An approval issued under (1) will remain valid for the period of 12 months from the date on which it is issued.

1.9 Prospectus Liability

1.9.1 Persons liable for the content of a Prospectus

For the purposes of section 70(4) of the Framework Regulations, the following Persons are, subject to MAR 1.9.2, prescribed as liable for a Prospectus and its content:

- (a) the Issuer; and
- (b) where applicable, the Person seeking to have Securities offered and/or admitted to trading on an Authorised Investment Exchange, if it is not the Issuer; and
- (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 Securities are being offered in or from AIFC and/or the admission to trading on an Authorised Investment Exchange is sought, as applicable; 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, and

unless the ~~Securities are Debentures; and~~
- (d) each Person who accepts, and is stated in the Prospectus as having accepted, responsibility for the Prospectus or for any part thereof; and
- (e) each Person who is deemed to accept responsibility for any part of a Prospectus under these Rules; and
- (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 (excluding for the avoidance of doubt an Authorised Investment Exchange).

1.9.2 Limitations on the application of MAR 1.9.1

~~Where the Securities to be admitted to trading are Debentures the Person described in MAR 1.9.1(c) is not liable for the relevant Prospectus and its contents.~~

- (1) A Person who has accepted liability for or authorised only part of the content of any Prospectus under MAR 1.9.1 ~~(e)~~ or (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.
- (2) Nothing in MAR 1.9.1 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 MAR 1.9.1 (a) to ~~(e)~~ (g).



2 GOVERNANCE OF REPORTING ENTITIES

Guidance: Definition of Reporting Entity

Section 81 of the Framework Regulations provides:

A Person is a Reporting Entity if the Person

- (a) has Securities or Units admitted to an Official List;
- (b) is the Fund Manager of a Listed Fund; or
- (c) is declared by the AFSA to be a Reporting Entity.

2.1 Application

(1) This section 2 of MAR and MAR Schedule 3 will have limited application for certain types of Reporting Entities, as follows:

- (a) Reporting Entities, that are Issuers of Debentures admitted to an Official List are not required to comply with, or explain any non-compliance with, the following Corporate Governance Principles:
 - (i) sections 16-21 (Chairman and chief executive) of MAR Schedule 3;
 - (ii) sections 30-34 (Executive and non-executive directors) of MAR Schedule 3;
 - (iii) sections 35-38 (Nomination Committee) of MAR Schedule 3;
 - (iv) sections 39-40 (Secretary of the reporting entity) of MAR Schedule 3;
 - (v) sections 49-51 (Audit committee) of MAR Schedule 3;
 - (vi) MAR 2.2.6 (Principle 5 – Shareholder rights and effective dialog) and sections 52-59 (Principle 5 – Shareholder rights and effective dialog) of MAR Schedule 3;
 - (vii) Sections 70-75 (Remuneration committee) of MAR Schedule 3;
 - (viii) MAR 2.3.4 (Reduction of share capital);
 - (ix) MAR 2.3.5 (Pre-emption rights);
 - (x) MAR 2.3.6 (Communication with shareholders);
 - (xi) MAR 2.3.7 (Proxy solicitation);
 - (xii) MAR 2.3.8 (Other matters requiring shareholder approval).
- (b) Reporting Entities that are Issuers of Exempt Securities (except for cases where such Exempt Securities have been subsequently offered to the public) are not required to comply with the Corporate Governance Principles specified in MAR 2.1(1)(a) and MAR 2.2.9 (Annual reporting on compliance).



- (2) This section 2 of the MAR will not apply to a Reporting Entity that is a Listed Fund or the Fund Manager of Listed Fund (in its capacity as such), and the CIS and the Business Rules prescribe the governance requirements for Listed Funds.
- (3) Under AMI 3.2.3 and 3.6.6 a Person who seeks to have Securities admitted to trading on an Authorised Investment Exchange and the Issuer of Securities admitted to an Official List maintained by an Authorised Investment Exchange must give enforceable undertakings to the AFSA to submit unconditionally to the jurisdiction of the AFSA in relation to any matters which arise out of or which relate to its use of the facilities of the Authorised Market Institution, including but not limited to requirements in MAR relating to Reporting Entities.

2.2 Corporate governance principles

2.2.1 Corporate governance principles

Pursuant to section 82(2) of the Framework Regulations, the principles in MAR 2.2.2 to 2.2.8 are hereby prescribed as “the Corporate Governance Principles”.

Guidance: Corporate governance principles

- (1) The Corporate Governance Principles in this section apply to Reporting Entities, subject to MAR 2.1, as mandatory high level requirements. MAR Schedule 3 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 MAR Schedule 3 are designed to provide a degree of flexibility so that a Reporting Entity can achieve the 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 MAR Schedule 3, or adopts them only partially, the AFSA 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 disclosure required under MAR 2.2.9. Any inaccurate or false representations would breach the prohibition against misleading and deceptive statements in section 75 of the Framework Regulations.

2.2.2 Principle 1 – Board of directors

A Reporting Entity must have an effective Board which is collectively accountable for ensuring that the Reporting Entity’s business is managed prudently and soundly.

2.2.3 Principle 2 – Division of responsibilities

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 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.

2.2.4 Principle 3 – Board composition and resources

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.

2.2.5 Principle 4 – Risk management and internal control systems

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

2.2.6 Principle 5 – Shareholder rights and effective dialogue

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.

2.2.7 Principle 6 – Position and prospects

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.

2.2.8 Principle 7 – Remuneration

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.

2.2.9 Annual reporting on compliance

The annual ~~financial~~ report of a Reporting Entity to which this section applies must:

- (a) state whether the best practice standards specified in MAR Schedule 3 have been adopted by the Reporting Entity for the purposes of complying with the Corporate Governance Principles; and
- (b) if the best practice standards in MAR Schedule 3 have not been fully adopted or have been only partially adopted, explain:
 - (i) why the best practice standards were not adopted fully or adopted only partially, as is relevant; and
 - (ii) what actions, if any, have been taken by the Reporting 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
- (c) include a statement by Directors as to whether or not, in their opinion, the corporate governance framework of the Reporting Entity is effective in promoting compliance with the Corporate Governance Principles, with supporting information and assumptions, and qualifications if necessary.

Guidance: Annual reporting on compliance

- (1) MAR 2.2.9 reflects the “comply or explain” approach adopted by the AFSA in respect of the Corporate Governance Principles.



- (2) With regard to the opinion required under MAR 2.2.9(c), adequate information relating to the corporate governance framework of the Reporting 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.

2.3 Directors duties and fair treatment of shareholders

2.3.1 Application

This section applies to:

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

Guidance: Directors duties and fair treatment of shareholders

- (1) Where a Person referred to in MAR 2.3.1(4) 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 compliance 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 Reporting Entity in its jurisdiction of incorporation. Where this is the case, compliance with the more stringent requirements applicable to the Reporting Entity suffices for the purposes of compliance with the requirements in this section dealing with a shareholder approval by simple majority in MAR 2.3.8.

2.3.2 Directors' duties

A Director of a Reporting Entity must act:

- (a) on a fully informed basis;
- (b) in good faith;
- (c) honestly;
- (d) with due diligence and care; and
- (e) in the best interests of the Reporting Entity and its shareholders.

Guidance: Directors' duties

In order to meet the obligation to act with due diligence and care, a Director should (amongst other things) ensure that he or she has enough time and capacity available to devote to the job. See also the best practice standards in MAR Schedule 3 which apply to Directors of Reporting Entities who are subject to the Corporate Governance Principles.

The directors' duties contained in the AIFC Companies Regulations applicable to companies incorporated under the regulations should also be carefully considered and adhered to. These include the duty to promote the success of the Company. This is a subjective test – in other



words, the duty on a Director is to act in a way he or she considers to be in the best interests of the Reporting Entity to promote its success. Directors of Recognised Companies under the AIFC Companies Regulations should obtain appropriate advice on their duties under the law applicable to that Recognised Company.

2.3.3 Equality of treatment

The Board of a Reporting 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.

2.3.4 Reduction of share capital

The Board of a Reporting Entity must ensure that a Reporting Entity does not ~~purchase its own Shares~~ reduce its Share capital unless:

- (a) ~~the purchase~~ reduction does not materially prejudice the Reporting Entity's ability to pay its creditors;
- ~~(b) it has obtained prior approval of shareholders in meeting by a majority vote; and~~
- ~~(c) prior to the meeting seeking the approval referred to in (b), the notice of the meeting and any accompanying documents relating to the purchase is filed with the AFSA.~~
- (b) a public disclosure is made as soon as possible of any proposed change in its capital structure, and, following the redemption of listed Shares, if any, information on such redemption including details of the number of Shares redeemed and the number of Shares of that class outstanding following the redemption.

2.3.5 Pre-emption rights

The Board of a Reporting Entity must, except where otherwise provided in the constituent documents of the Reporting Entity, ensure that a Reporting Entity provides pre-emption rights under which, on an issue of Shares by the Reporting Entity for cash, the shareholders of the Reporting Entity are offered any Shares to be issued in proportion to their existing holdings prior to the Shares being offered to third parties, unless there is prior approval of the issue of Shares without pre-emption rights by shareholders in meeting, by a majority vote.

2.3.6 Communications with shareholders

- (1) The Board of Reporting Entity must ensure that all necessary information and facilities are available to its shareholders to enable them to exercise the rights attaching to the Shares on a well-informed basis.
- (2) Without limiting the generality of the obligation in ~~(a)(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.



2.3.7 Proxy solicitation

The Board of a Reporting 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.

2.3.8 Other matters requiring shareholder approval

- (1) The Board of a Reporting Entity must, subject to ~~(b)~~ (2), ensure that a majority of shareholders in voting approves:
- (a) any alteration of the constitutional documents of the Reporting Entity including any alteration to the memorandum of association, articles of association, bylaws or any other instrument constituting the Reporting Entity;

~~an alteration of the issued Share capital of the Reporting Entity which is more than 25% of the existing issued Share capital;~~

~~any acquisition or disposal of an asset of the Reporting Entity where the value of the asset involved is 25% or more of the value of the net assets of the Reporting Entity as at its last published financial reports;~~
 - (b) the appointment or removal of a Director of the Reporting Entity and the terms of such appointment;
 - (c) the appointment or removal of the Auditor of the Reporting Entity; and
 - (d) the placing of the Reporting Entity into voluntary liquidation;

~~an acquisition or series of acquisitions in any twelve month period: (a) the value of which exceeds 100% of the value of the net assets of the Reporting Entity as at its last published financial reports; or (b) which would result in a fundamental change in its business, board or voting control; and~~

~~a disposal by the Reporting Entity which, when aggregated with any other disposals over the previous twelve months with a value in excess of 75% of the value of the of the value of the net assets of the Reporting Entity as at its last published financial reports.~~
- (2) The requirement in ~~(a)~~(1) does not apply, subject to any requirements in the constitutional documents of the Reporting Entity, in relation to the appointment or removal of a Director or Auditor of a Reporting Entity in circumstances where the immediate appointment or removal is necessary in the interests of the Reporting Entity.

Guidance: Other matters requiring shareholder approval

- (1) — ~~Under MAR 2.3.8(a)(ii), an increase in the issued Share capital of a Reporting Entity which results in an increase of more than 25% of its current Share capital requires shareholder approval regardless of whether or not such an increase is within the authorised capital of the relevant Reporting Entity.~~

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.



2.4 Dealings by restricted persons

2.4.1 Application

~~(a)~~(1) This section applies to:

- (a) the Board of every Reporting Entity; and
- (b) a Restricted Person in relation to such a Reporting Entity.

~~(b)~~(2) For the purposes of ~~(a)~~(ii) (1)(b), a Person is a Restricted Person in relation to a Reporting Entity if he or she is involved in the senior management of the Reporting Entity.

Guidance: Senior management

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 Reporting Entity. Some members of the Board, such as executive Directors, will be subject to the requirements in this section because they undertake managerial functions and responsibilities relating to the day-to-day management of the Reporting Entity.

2.4.2 Prohibition on dealing

~~(a)~~(1) A Restricted Person must not engage in dealing in the Securities of the Reporting Entity during a closed period except in the circumstances specified in MAR 2.4.4 or MAR 2.4.5.

~~(b)~~(2) The prohibition in ~~(a)~~(1) applies to any dealing by Restricted Persons whether or not such dealings are with another Restricted Person or any other Person.

2.4.3 Definition of “closed period” and “dealing in Securities”

For the purposes of MAR 2.4.2:

- (a) a ‘closed period’ is
 - (i) the period from the relevant financial year end up to and including the time of the announcement or publication of the annual financial ~~reports~~ statements and/or results; and
 - (ii) if the Reporting 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 announcement or publication of the semi-annual financial statements and/or results; or
 - (iii) if the Reporting Entity reports on a quarterly basis, the period from the end of the relevant quarter up to and including the time of the announcement or publication of the quarterly financial statements and/or results.
- (b) ‘dealing in Securities’ means:
 - (i) any acquisition or disposal of, or agreement to acquire or dispose of, Securities of the Reporting Entity; or



- (ii) entering into a contract (such as a contract for difference) the purpose of which is to secure a profit or avoid a loss by reference to fluctuations in the price of the Securities of the Reporting Entity; or
- (iii) the grant, acceptance, acquisition, disposal, exercise or discharge of any option to acquire or dispose of any Securities of the Reporting Entity; or
- (iv) entering into, or terminating, assigning or novating any stock lending agreement in respect of the Securities of the Reporting Entity; or
- (v) using as security, or otherwise granting a charge, lien or other encumbrance over the Securities of the Reporting Entity; or
- (vi) any other transaction including a transfer for no consideration, or the exercise of any power or discretion effecting a change of ownership of a beneficial interest in, the Securities of the Reporting Entity.

2.4.4 Clearance to deal

~~(a)(1)~~ The prohibition in MAR 2.4.2 ~~(a)(1)~~ does not apply in relation to any dealing in Securities where the Restricted Person has obtained prior clearance to deal as provided in ~~(b)(2)~~ and ~~(c)(3)~~.

~~(b)(2)~~ For the purposes of ~~(a)(1)~~, prior written clearance to deal in the Securities of a Reporting Entity must be obtained:

- ~~(i)(a)~~ from a Director designated by the Board for the purposes of providing clearances to deal; and
- ~~(i)(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.

~~(c)(3)~~ For the purposes of ~~(a)(1)~~ and ~~(b)(2)~~, a Director of the Reporting Entity must not be given written clearance to deal in any Securities of the Reporting 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 Framework Regulations or MAR.

2.4.5 Exempt dealings

The prohibition in MAR 2.4.2 ~~(a)(1)~~ does not apply in relation to any dealing in Securities in the Reporting Entity if such dealing by the Restricted Person relates to:

- (a) 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; or
- (b) undertakings to accept, or the acceptance of, a Takeover Offer under the Takeover Rules; or
- (c) dealings where the beneficial interest in the relevant Security does not change; or
- (d) transactions between the Restricted Person and an Associate of such a Person; or
- (e) transactions relating to dealings in an Employee Share Scheme in accordance with the terms of such a scheme.



2.5 Related party transactions

2.5.1 Application

This section applies, subject to MAR 2.5.4, to:

- (a) a Reporting Entity; and
- (b) a Related Party of such a Reporting Entity.

2.5.2 Definitions

In this section, unless otherwise provided:

- (a) a Person is a Related Party of a Reporting Entity if that Person:
 - (i) is, or was within the 12 months before the date of the Related Party Transaction:
 - (A) a Director or a Person involved in the senior management of the Reporting Entity or a member of its Group;
 - (B) an Associate of a Person referred to in (a)(i)(A); or
 - (ii) owns, or has owned within 12 months before the date of the Related Party Transaction, voting Securities carrying more than 5% of the voting rights attaching to all the voting Securities of either the Reporting Entity or a member of its Group; or
 - (iii) is, or was within the 12 months before the date of the Related Party Transaction, a Person exercising or having the ability to exercise significant influence over the Reporting Entity or an Associate of such a Person; and
- (b) a transaction is a Related Party Transaction if it is a transaction:
 - (i) between a Reporting Entity and a Related Party; or
 - (ii) under which the Reporting Entity invests in another Undertaking or asset, or provides financial assistance to another Undertaking, in which a Related Party also has a financial interest; or
 - (iii) between the Reporting Entity and any other Person the purpose or effect of which is to benefit a Related Party; or
 - (iv) of the kind referred to in (i) – (iii) and is between a Subsidiary of a Reporting Entity and a Related Party of the Reporting Entity.

Guidance: Definitions

Any transaction between a Subsidiary of a Reporting Entity and a Related Party is included within the definition of a Related Party Transaction. This is because a Related Party may, through the Reporting 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 Reporting Entity.



2.5.3 Related party transaction procedures

A Reporting Entity must ensure that:

- (a) ~~if the value of a Related Party Transaction is greater than 5% of value of the net assets of the Reporting Entity as stated in its most recent financial reports, it does not enter into such a transaction unless the transaction has been put to shareholder approval and has received prior approval by a majority of the shareholders in voting of the Reporting Entity; or~~
- (b) ~~if the value of the Related Party Transaction is less than the 5% threshold referred to in (a), it gives to the AFSA a notice as soon as possible after the transaction of the relevant terms and the basis on which such terms are considered fair and reasonable, supported by a written confirmation by an independent third party acceptable to the AFSA; or~~
- (c) ~~if the cumulative value of a series of Related Party Transactions with the same Related Party and Associates of that Related Party reaches the 5% threshold referred to in (a) 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 Reporting Entity.~~

If a Reporting Entity enters into a Related Party Transaction or a series of Related Party Transactions in any 12-month period and the value of such transaction(s) is greater than 5% of value of the net assets of the Reporting Entity as stated in its most recent financial reports, the Reporting Entity must, no later than the time when the terms of the transaction or arrangement are agreed, make public disclosure which sets out:

- (a) the nature of the Related Party relationship;
- (b) the name of the Related Party;
- (c) the date and the value of the transaction or arrangement; and
- (d) any other information necessary to assess whether the transaction or arrangement is fair and reasonable from the perspective of the Reporting Entity and of the stakeholders who are not a Related Party, including minority shareholders and creditors.

2.5.4 Exemptions

The requirements in this section do not apply to a transaction referred to in MAR 2.5.2(b):

- (a) where the transaction is made in the ordinary course of business and on commercial terms no less favourable than those of an arm's length transaction with an unrelated party; or
- (b) 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 Reporting Entity as stated in its most recent financial reports; or
- (c) where it is made in accordance with the terms of an Employee Share Scheme or other Employee incentive scheme approved by the Board of the Reporting Entity; or
- (d) 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 an Authorised Investment Exchange.



3 FINANCIAL REPORTS

3.1-1 Application

- (1) This section 3 of the MAR will not apply to a Reporting Entity that is a Listed Fund or the Fund Manager of Listed Fund (in its capacity as such), and the CIS and the Business Rules prescribe the financial reporting requirements for Listed Funds.
- (2) Reporting Entities that are Issuers of Exempt Securities (except where such Exempt Securities have been subsequently offered to the public) are not required to prepare annual and semi-annual reports pursuant to MAR 3.1.1(b)-(c), but must disclose their financial statements pursuant to MAR 3.4.1(2).

3.1 Core obligations

3.1.1 Obligation to prepare financial statements and reports

~~A Reporting Entity must prepare a financial statement which meets the requirements in MAR 3.2.1 to 3.2.2 for each financial year of the Reporting Entity.~~

A Reporting Entity must:

- (a) prepare and maintain all financial statements in accordance with the International Financial Reporting Standards (IFRS) or other financial reporting standards acceptable to the AFSA;
- (b) prepare and file an annual report which meets the requirements in MAR **Error! Reference source not found.** for each financial year of the Reporting Entity; and
- (c) in addition to the annual report, prepare and file a semi-annual report which meets the requirements in MAR 3.3.1 in respect of Shares, Warrants or Certificates over Shares.

3.1.2 Obligation to prepare semi-annual financial report Audit of annual financial statements

~~A Reporting Entity must, in addition to the annual financial report, prepare and file a semi-annual financial report which meets the requirements in MAR 3.3.1 to 3.3.3 in respect of Shares, Warrants or Certificates over Shares.~~

The annual financial statements of a Reporting Entity 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 AFSA.

3.1.3 **Financial reporting standards**

~~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 AFSA.~~



3.2 Annual Financial Report

3.2.1 Contents of annual financial report

- ~~(a) (1)~~ The annual financial report which is required to be produced by a Reporting Entity pursuant to section 84 of the Framework Regulations must include the information specified in ~~(b) (2)~~.
- ~~(b) (2)~~ In respect of the financial year to which the annual financial report relates, it must contain:
- (a) financial statements audited in accordance with MAR ~~0~~ 3.1.2;
 - (b) a review of the operations during the year and the results of those operations;
 - (c) details of any significant changes in the Reporting Entity's state of affairs during the financial year;
 - (d) details relating to the Reporting 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 Reporting Entity's operations in future financial years and the results of those operations; or the Reporting Entity's state of affairs in future financial years;
 - (f) likely developments in the Reporting Entity's operations in future financial years and the expected results of those operations;
 - (g) a statement by the Auditor of the Reporting Entity as to whether in the Auditor's opinion the financial statements represent a true and fair view of the financial position of the Reporting Entity;
 - (h) a statement by Directors whether or not, in their opinion, the business of the Reporting Entity is a going concern, with supporting assumptions or qualifications if necessary; ~~and~~
 - (i) details relating to the identity and holdings of any Connected Person of the Reporting Entity; ~~and~~
 - (j) annual reporting on compliance with the Corporate Governance Principles pursuant to MAR 2.2.9 by the Reporting Entity, if it is a Reporting Entity to which section MAR 2.2.9 applies.

Guidance

With regard to the opinion required under the obligation in MAR 3.2.1~~(b)(viii)~~ ~~(2)(h)~~, the AFSA 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.

Audit of annual financial statements

~~The annual financial statements of a Reporting Entity 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 AFSA.~~

3.2.2 Signing of the annual financial report

~~The annual financial report must be signed by at least two Directors of the Reporting Entity or approved by a body competent to decide on such matters under the Reporting Entity’s constitutive documents and/or applicable law.~~

3.3 Semi-annual financial report

3.3.1 Preparation of the semi-annual financial report

~~A Reporting Entity to which the obligation in MAR ~~3.4.2~~ 3.1.1(c) applies must prepare a semi-annual financial report:~~

- ~~(a) 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~~
- ~~(b) in accordance with the applicable IFRS standards or other standards acceptable to the AFSA.~~

3.3.2 Contents of the semi-annual financial report

~~A Reporting Entity must ensure that the semi-annual financial report includes:~~

- ~~(a) an indication of important events that have occurred during the first six months of the financial year, and their impact on the financial statements;~~
- ~~(b) a description of the principal risks and uncertainties for the remaining six months of the financial year;~~
- ~~(c) a condensed set of financial statements, an interim management report and associated responsibility statements; and~~
- ~~(d) where financial statements have either been audited or reviewed by Auditors, statements to that effect.~~

3.3.3 Signing of the semi-annual financial report

~~A semi-annual financial report must be signed by at least two Directors of the Reporting Entity or approved by a body competent to decide on such matters under the Reporting Entity’s constitutive documents and/or applicable law.~~

3.4 Disclosure of financial annual and semi-annual reports

3.4.1 Obligation to make market disclosure

- ~~(1) Where a Reporting Entity is required by to prepare any of the following financial reports:~~
 - ~~(a) its annual financial report;~~
 - ~~(b) its semi-annual financial report; and~~
 - ~~(c) its preliminary financial results~~



it must do so in the time periods specified in MAR 3.4.2.

(2) Reporting Entities that are Issuers of Exempt Securities (except where such Exempt Securities have been subsequently offered to the public) are required to prepare and disclose in the time periods specified in MAR 3.4.2:

(a) audited annual financial statements pursuant to MAR ~~Error! Reference source not found.~~(a) and MAR 3.1.2; and

(b) interim financial statements or management account statements for the first six months of the financial year.

3.4.2 Time period for making market disclosure

(1) A Reporting Entity must disclose its required ~~financial~~ annual and semi-annual reports 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 ~~420~~ 150 days after the end of the financial period; and

(b) in relation to its semi-annual ~~financial~~ report: as soon as possible and in any event no later than ~~60~~ 75 days 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 30 minutes before the market opens on the day after the approval of the Board.~~

(2) A Reporting Entity which is an Issuer of REMS Shares pursuant to MAR1.3.1(c) for the first time may postpone disclosure of the first annual report and the first semi-annual report by two (2) months from the due dates specified above.

3.5 Accounting periods

3.5.1 Accounting reference date

~~(a)~~(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 AFSA in accordance with the requirements in (b).

~~(b)~~(2) A Reporting Entity that proposes to change its accounting reference date must:

(a) notify the AFSA of its proposal at least 28 business days prior to making such a change; and

(b) obtain the AFSA prior approval for the proposed change.

3.5.2 Disclosure of changes to accounting reference date

A Reporting Entity must, where there is a change to its accounting reference date, disclose to the market:

(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.

4 SPONSORS AND COMPLIANCE ADVISERS

(....)

5 MARKET ABUSE

(....)

6 MARKET DISCLOSURE

6.1 Public disclosure of Inside Information

6.1.1 Obligation to disclose Inside Information to the public

A Reporting Entity must inform the public as soon as possible of Inside Information which directly concerns that Reporting Entity.

6.1.2 Requirements for public disclosure of Inside Information

The Reporting Entity:

- (a) must ensure that the Inside Information is made public in a manner which enables fast access and complete, correct and timely assessment of the information by the public; and
- (b) must not combine the disclosure of Inside Information to the public with the marketing of its activities; and
- (c) must post and maintain on its website for a period of at least five years, all Inside Information it is required to disclose publicly.

6.1.3 Delaying disclosure

A Reporting Entity may delay disclosure of Inside Information to the public provided that all of the following conditions are met:

- (a) immediate disclosure is likely to prejudice the legitimate interests of the Reporting Entity; and
- (b) delay of disclosure is not likely to mislead the public; and
- (c) the Reporting Entity is able to ensure the confidentiality of that information.

6.1.4 Delaying disclosure – protracted processes

In the case of a protracted process that occurs in stages and that is intended to bring about, or that results in, a particular circumstance or a particular event, a Reporting Entity may delay the public disclosure of Inside Information relating to this process, subject to MAR 6.1.3.



6.1.5 **Obligation to notify the AFSA and the Authorised Investment Exchange of delayed disclosure**

Where a Reporting Entity has delayed the disclosure of Inside Information under MAR 6.1.3 or MAR 6.1.4, it must inform the AFSA and the Authorised Investment Exchange that disclosure of the information was delayed and must provide a written explanation of how the conditions set out in MAR 6.1.3 were met, immediately after the information is disclosed to the public.

6.1.6 **Obligation to disclose to the public when confidentiality is no longer ensured**

Where disclosure of Inside Information has been delayed in accordance with MAR 6.1.3 or MAR 6.1.4 and the confidentiality of that Inside Information is no longer ensured, the Reporting Entity must disclose that Inside Information to the public as soon as possible.

Guidance: Obligation to disclose to the public when confidentiality is no longer ensured

MAR 6.1.6 would apply to situations where a rumour explicitly relates to Inside Information the disclosure of which has been delayed in accordance with MAR 6.1.3 or MAR 6.1.4 where that rumour is sufficiently accurate to indicate that the confidentiality of that information is no longer ensured.

6.1.7 **Disclosure of Inside Information in the normal course of the exercise of an employment, profession or duties**

Where a Reporting Entity, or a Person acting on their behalf or for their account, discloses any Inside Information to any third party in the normal course of the exercise of an employment, profession or duties as referred to in MAR **Error! Reference source not found. 5.2.5** (Unlawful Disclosure of Inside Information):

- (a) they must make complete and effective public disclosure of that information, simultaneously in the case of an intentional disclosure, and promptly in the case of a non-intentional disclosure; but
- (b) the obligation in (a) does not arise where the Person receiving the information owes a duty of confidentiality, whether such duty is based on law, regulations, on articles of association or on a contract.

6.2 **Insider lists**

6.2.1 **Obligation to draw up insider lists**

A Reporting Entity, or a Person acting on its behalf or on its account, must draw up a list of all Persons who have access to Inside Information and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to Inside Information, such as advisers, accountants or credit rating agencies (Insider List).

6.2.2 **Reporting Entity is responsible for complying with MAR 8.2.2 (Obligation to draw up insider lists)**

Where another Person acting on behalf or on the account of the Reporting Entity assumes the task of drawing up and updating the Insider List, the Reporting Entity remains fully responsible for complying with MAR 6.2.21 (Obligation to draw up insider lists).

6.2.3 **Contents of the Insider List**

The Insider List must include at least:



- (a) the identity of any Person having access to Inside Information; and
- (b) the reason for including that Person in the Insider List; and
- (c) the date and time at which that Person obtained access to Inside Information; and
- (d) the date on which the insider list was drawn up.

6.2.4 Persons on the Insider List

A Reporting Entity, or a Person acting on its behalf or on its account, must take all reasonable steps to ensure that any Person on the Insider List acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to Insider Dealing and unlawful disclosure of Inside Information.

6.2.5 Updating the Insider list

A Reporting Entity, or a Person acting on its behalf or on its account, must update the Insider List promptly, including the date of the update, in the following circumstances:

- (a) where there is a change in the reason for including a Person already on the Insider List; and
- (b) where there is a new Person who has access to Inside Information and needs, therefore, to be added to the Insider List; and
- (c) where a Person ceases to have access to Inside Information.

Each update must specify the date and time when the change triggering the update occurred.

6.2.6 Provision of Insider Lists to the AFSA

Reporting Entities or any Person acting on their behalf must provide the Insider List to the AFSA as soon as possible upon its request.

6.2.7 Record Keeping

A Reporting Entity, or a Person acting on its behalf or on its account, must retain the Insider List for a period of at least five years after it is drawn up or updated.

6.3 Managers' transactions

6.3.1 Notification of transactions

Persons discharging managerial responsibilities within a Reporting Entity must notify the Reporting Entity and the AFSA, in accordance with the rules in MAR 6.3, of every transaction conducted on their own account relating to the Shares or debt instruments of that Issuer or to derivatives or other Securities linked thereto.

6.3.2 Transactions on behalf of Persons discharging managerial responsibilities

Transactions that must be notified under MAR 6.3.1 (Notification of transactions) must also include:

- (a) the pledging or lending of Securities by or on behalf of a Person discharging managerial responsibilities, save that a pledge, or a similar Security interest, of Securities in



connection with the depositing of the Securities in a custody account does not need to be notified, unless and until such time that such pledge or other Security interest is designated to secure a specific credit facility; and

- (b) transactions undertaken by Persons professionally arranging or executing transactions or by another Person on behalf of a Person discharging managerial responsibilities, including where discretion is exercised.

6.3.3 Content of notification

The notification of transactions referred to in MAR 6.3.1 must contain the following information:

- (a) the name of the Person;
- (b) the reason for the notification;
- (c) the name of the relevant Reporting Entity;
- (d) a description and the identifier of the Security;
- (e) the nature of the transaction(s) (e.g. acquisition or disposal), indicating whether it is linked to the exercise of Share option programmes or to the specific examples set out in MAR 6.3.2 (Transactions on behalf of Persons discharging managerial responsibilities);
- (f) the date and place of the transaction(s); and
- (g) the price and volume of the transaction(s). In the case of a pledge whose terms provide for its value to change, this should be disclosed together with its value at the date of the pledge.

6.3.4 Notification to be made promptly

The notification in MAR 6.3.1 must be made promptly and no later than three business days after the date of the transaction.

6.3.5 Disclosure to the public

The Reporting Entity must ensure that the information that is notified in accordance with MAR 6.3.1 is made public promptly and no later than three business days after the transaction in a manner which enables fast access to the information on a non-discriminatory basis.

6.3.6 Notifying Persons discharging managerial responsibilities of their obligations

Reporting Entities must notify the Person discharging managerial responsibilities of their obligations under MAR 6.3.1 (Notification of transactions).

6.3.7 List of Persons discharging managerial responsibilities of their obligations

A Reporting Entity must draw up a list of all Persons discharging managerial responsibilities.

6.3.8 Closed period

A Person discharging managerial responsibilities within a Reporting Entity must not conduct any transactions on their own account or for the account of a third party, directly or indirectly, relating to the Shares or debt instruments of the Reporting Entity or to derivatives or other Securities linked to them during a closed period of 30 calendar days before the announcement of an interim



financial report or a year-end report which the Issuer is obliged to make public according to MAR 5 as defined in MAR 2.4.3.

6.3.9 Discretion to permit trading with the closed period

A Reporting Entity may allow a Person discharging managerial responsibilities within it to trade on its own account or for the account of a third party during a closed period either:

- (a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of Shares; or
- (b) due to the characteristics of the trading involved for transactions made under, or related to, an Employee Share Scheme or saving scheme, qualification or entitlement of Shares, or transactions where the beneficial interest in the relevant Security does not change.

6.4 Dissemination of investment recommendations, statistics and information in the media

6.4.1 Investment recommendations

Persons who produce or disseminate investments recommendations or other information recommending or suggesting an investment strategy must take reasonable care to ensure that such information is objectively presented, and to disclose their interests or indicate conflicts of interest concerning the Investments to which that information relates.

6.4.2 Dissemination of statistics

Public institutions disseminating statistics or forecasts liable to have a significant effect on financial markets must disseminate them in an objective and transparent way.

6.4.3 Disclosure or dissemination of information in the media

For the purposes of MAR **Error! Reference source not found.**6, MAR **Error! Reference source not found.**(c), MAR 6.4.1 and MAR 6.4.2, where information is disclosed or disseminated and where recommendations are produced or disseminated for the purpose of journalism or other form of expression in the media, such disclosure or dissemination of information must be assessed taking into account the rules governing the freedom of the press and freedom of expression in other media and the rules or codes governing the journalist profession, unless:

- (a) the Persons concerned, or Persons closely associated with them, derive, directly or indirectly, an advantage or profits from the disclosure or the dissemination of the information in question; or
- (b) the disclosure or the dissemination is made with the intention of misleading the market as to the supply of, demand for, or price of Securities.

6.5 Other matters concerning market disclosure

- (1) A Reporting Entity must disclose to the public any other matters prescribed by the market disclosure rules of the Authorised Investment Exchange on which it has Securities or Units admitted to the Official List.
- (2) Subject to (3) below, if a Reporting Entity that has its Securities of the same class admitted to trading on an Equivalent Regulated Exchange complies with the corresponding requirements of market disclosure rules and regulations in the jurisdiction of such



Equivalent Regulated Exchange, it will not be required to make any additional disclosure under market disclosure requirements of the AFSA beyond those disclosures such Reporting Entity makes in the jurisdiction of such Equivalent Regulated Exchange, provided that the same information is released on the Authorised Investment Exchange at the same time as in that other jurisdiction, subject to the manner of market disclosure and English language requirement prescribed in the Business Rules of the Authorised Investment Exchange. Notwithstanding that, AFSA and/or the Authorised Investment Exchange, in their reasonable discretion, may require the Reporting Entity to make additional disclosures when necessary to protect the interests of investors or other lawful purposes.

- (3) If a Reporting Entity is in breach of the requirements of, or is released from, disclosure obligations (as a result of delisting or otherwise) under, market disclosure rules and regulations in the jurisdiction of the relevant Equivalent Regulated Exchange, the Reporting Entity must comply with all relevant market disclosure requirements of the AFSA and the Authorised Investment Exchange on which Securities of the Reporting Entity are admitted to trading.



SCHEDULE 1: REGISTRATION DOCUMENT

CONTENTS OF PROSPECTUS — REGISTRATION DOCUMENT	Shares	<u>REMS Shares</u>	Warrants over Shares	Debentures	Warrants over Debentures	Certificates over Shares	Certificates over Debentures	Structured Products
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;								
(e) if domiciled in a jurisdiction outside the country of incorporation, the legislation under which the Issuer operates;								
(f) if registered in a place other than the country of incorporation, the place of registration of the Issuer and its registration number;								
(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; and								
(h) the address and telephone number of its registered office (and its principal place of business if different from its registered office); and								
(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 .

1.2 Investments ✓ ✓ ✓ ✓ ✓

Information about:

(a) the Issuer's principal investments for each financial year for the period covered by the historical financial information up to the date of the Registration Document;

(b) description, (including the amount) of the Issuer's principal investments for the period referred to in (a); and

(c) a description of the 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).

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) a description of the principal activities and business of the Issuer; ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓

(c) a description of important events in the development of the Issuer's business; ✓ ✓ ✓ ✓ ✓

(d) a description of, and key factors relating to, the nature of the Issuer's operations and its principal activities, specifying the main categories of products sold and/or services performed for each financial year for 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) a description of 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 for the period covered by the historical financial information;	√	√	√		√		√
(g) details of any major customers, suppliers or other material dependencies of the Issuer;	√	√	√	√	√	√	√
(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 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

√ √* √ √ √ √ √ √

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:

(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;

(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;

(c) any steps proposed by the Issuer to mitigate or manage the risks; and

(d) general and specific risks relating to the industry and the jurisdiction in which the Issuer operates.

*not exceeding 15 risk factors (for REMS Shares)

2.4 Production and sales trends

(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 Document.

√ √ √ √ √ √ √

(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; and

(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 at least the past 12 months. ✓ ✓ ✓ ✓ ✓

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; ✓ ✓ ✓ ✓

(c) a description of the rights, preferences and restrictions attaching to each class of the existing Securities;

(d) a description of what action is necessary to change the rights of holders of the Securities, indicating where the conditions are more significant than is required by any law applicable to the Issuer;

(e) a description of the conditions governing the manner in which annual general meetings and extraordinary general meetings of holders of Securities are called including the conditions of admission to the meeting;

(f) a brief description of any provision of the constitution that would have an effect of delaying, deferring or preventing a change in control of the Issuer;

(g) an indication whether there are any provisions in the constitution, governing the ownership threshold above which shareholder ownership must be disclosed;



(h) a description of the conditions imposed by the constitution governing changes in the capital, where such conditions are more stringent than is required by law applicable to the Issuer.

~~(i) any arrangements by which a single investor or group of investors may exercise significant influence over the Issuer; and~~

~~(j) any other aspects of the constitution of the Issuer which may be relevant to investors.~~

3.2 ~~Directors' powers under the constitution~~ ✓ ✓ - - ✓ - ✓

~~A summary of the provisions of the constitution of the Issuer under which:~~

~~(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.~~

~~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.~~

3.3 Group Structure

If the Issuer is a member of a Group, information about the Issuer's Group including:

(a) identity of all the members the material entities of the Issuer's of the Group Structure; ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓



(b) a brief description of the Group explaining the Issuer's position within the Group; ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓

(c) the identity of the ultimate Holding Company of the Issuer and where it is domiciled; and ✓ ✓ ✓ ✓ ✓ ✓

(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 acquisition 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 disclosed under 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 Document; 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 which any member of the Group has any obligation or entitlement which is material to the Group as at the date of the Registration Document.

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;
- (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.

~~(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:

(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 cash within the period covered by the historical financial information, a statement to that effect.

√ √ √ √

(b) If there are Shares not representing capital, the number and main characteristics of such Shares.

(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.

(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.

(e) Information about and terms of any acquisition rights and or obligations over authorised but unissued capital or an undertaking to increase the capital.



(f) Historical information about the share capital highlighting any changes for the period covered by the historical financial information.

5.4 Options

√ √ √ √ √

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.

6. MANAGEMENT OF THE ISSUER

6.1 Details relating to directors and senior managers ("Key Persons")

√ √ √ √ √ √ √ √

(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 of the Issuer;

(ii) the Directors of the ultimate Holding Company of the Issuer, if any;

(iii) the members of the senior management (senior managers) 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) any senior manager who is relevant to establishing that the Issuer has the appropriate expertise and experience for the management of the Issuer's business.

(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.)



(b) The nature of any family or business relationship between any of the Key Persons .	√	<u>√</u>	√	√	√		
(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 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;						<u>√</u>	
(ii) the history of all any convictions relating to fraud, <u>wrongful trading, defaults, antitrust violations,</u> or and any other financial crimes for at least the previous five years;						<u>√</u>	
(iii) details of any bankruptcies, receiverships or liquidations of another entity with which a Person described in item (a)(iii) and (vi) was associated with for at least the previous five years when acting in a similar capacity;						<u>√</u>	
(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 the senior management of, or conduct the affairs of, any Issuer for at least the previous five years; and							
(v) if there is no such information to be disclosed pursuant to (i) – (iv), a statement to that effect.							
(d) If there is a potential conflict of interests between the personal interests of any Key Person and that of the duties such Persons owed 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 manager 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:

(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:

(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) — (iii);

(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 MAR. In the event an Issuer does not comply with a regime of corporate governance applicable in the country of its incorporation or domicile, 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 Document (and changes in such numbers, if material); 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; and

(c) a breakdown of the Employees by main category of activity and geographic location to the extent practicable and material.

7. FINANCIAL INFORMATION ABOUT THE ISSUER

7.1 Historical financial information about the Issuer ✓ ✓ ✓

(a) Historical financial information covering the latest 3 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 AFSA;

(ii) audited in accordance with the standards of the International Auditing and Assurance Standards Board (IAASB) or other standards acceptable to the AFSA; and

(iii) independently audited or reported on as to whether or not, for the purposes of the Registration Document, it gives a true and fair view, in accordance with the applicable auditing standards referred to in (ii) above; and

(a.1) Historical financial information covering the latest 1 financial year where such information is:

√

(i) prepared in accordance with the International Financial Reporting Standards (IFRS) or any other standards acceptable to the AFSA;

(ii) audited in accordance with the standards of the International Auditing and Assurance Standards Board (IAASB) or other standards acceptable to the AFSA; and

(iii) independently audited or reported on as to whether or not, for the purposes of the Registration Document, it gives a true and fair view, in accordance with the applicable auditing standards referred to in (ii) above; and

(b) Historical financial information covering the latest 2 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 AFSA;

(ii) audited in accordance with the standards of the International Auditing and



Assurance Standards Board (IAASB) or other standards acceptable to the AFSA; and

(iii) independently audited or reported on as to whether or not, for the purposes of the Registration Document, it gives a true and fair view, in accordance with the applicable auditing standards referred to in (ii) above; and

(c) In respect of the last year of audited financial information included, such information not being older than one of the following: ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓

(i) 18 months from the date of the Registration Document if the Issuer includes audited interim financial statements in the Registration Document; or

(ii) 15 months from the date of the Registration Document if the Issuer includes unaudited interim financial statements in the Registration Document.

(d) A statement that the historical financial information has been audited.

(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.

(f) If any other information in the Registration Document has been audited by the auditors, a statement to that effect.

(g) If any financial data in the Registration Document is not extracted from the Issuer's audited financial statements, statements as to the source of the data and that the data is unaudited.

(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:

(i) if the quarterly or half yearly financial information has been reviewed or audited, the audit or review report; or



(ii) if the quarterly or half yearly financial information is unaudited or has not been reviewed, a statement to that effect.

(i) If the Registration Document is dated more than nine months after the end of the last audited financial year, interim financial information:

(i) covering at least the first six months of the financial year;

(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 years end balance sheet); and

(iii) if unaudited, a statement to that effect.

(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 Document:

(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 Document 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 ;

(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, information about that Person including: ✓ ✓ ✓ ✓ ✓ ✓ ✓

(i) where relevant, the amount of the Controller's interest;

(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; and

(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 during the period covered by the historical financial information and up to the date of the Registration Document must be made in accordance with the respective IFRS standard including:

~~(a) the name and address of the Related Party;~~

~~(b) how the Person falls within the definition of a Related Party;~~

~~(c) details of the Related Party Transaction, including:~~

~~(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 is 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 ✓ ✓ ✓ ✓

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.~~

9. RESPONSIBILITY FOR THE CONTENT OF PROSPECTUS

9.1 Responsibility Statement √ √ √ √ √ √ √ √

A Responsibility Statement that:

(a) the Prospectus complies with the requirements in Section 69 of the Framework Regulations and Part 1 of MAR;

(b) sets out the details of the Persons responsible for the Prospectus pursuant to MAR 1.9, and in particular:

(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 MAR 1.9, 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 :	√	<u>√</u>	√	√	√	√	√	√
(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;	√	<u>√</u>	√	√	√	√	√	√
(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	√	<u>√</u>	√			√		√
(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 .	√	<u>√</u>	√	√	√	√	√	√
(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 misleading.	√	<u>√</u>	√	√	√	√	√	√
9.4 Special categories of companies	√		√			√		√
<p>If the Issuer is a special category of company, such as a property, mineral, or scientific research company, or a start up company (a company with less than 3 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 3 <u>6 (six)</u> months before the date of the Prospectus.</p>								



(a.1) If the Issuer is a mineral or petroleum company, a report by an Expert on the status of exploration, development and production, and assessments of reserves and resources of the Issuer’s projects, prepared at a date which shall be no later than 6 (six) months before the date of the Prospectus or older as may be reasonably determined by Authorised Investment Exchange ✓ ✓

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 Document.

10.2 Details ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓

The details of how the documents referred to in 10.1 may be inspected.



SCHEDULE 2: SECURITIES NOTE

CONTENTS OF PROSPECTUS —
SECURITIES NOTE

Shares	<u>REMS Shares</u>	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
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1 KEY INFORMATION

1.1 Risk factors

√		√	√	√	√	√	√
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Prominent disclosure of risks 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;
- (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;
- (e) any steps proposed by the Issuer to mitigate or manage the risks;
- (f) general and specific risks relating to the industry or jurisdiction in which the Issuer operates; and
- (g) any other material risks that are not included in the above.



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

	Shares	<u>REMS Shares</u>	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
1.2 Reasons for the offer	√	√	√	√		√		√
Reasons for the offer and, where applicable:								
(a) the estimated net amount of the proceeds broken into each principal intended use and presented by order of priority of such uses;								
(b) if the Issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, statement about the amount and sources of other funds needed; and								
(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.	√		√			√		√
1.3 Financial condition	√		√			√		√
To the extent not included in the Registration Document, a description of the Issuer's financial condition, changes in financial condition and results of operations for each year and interim period, 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	√	√	√			√		√
(1) Subject to (2), a statement by the Directors of the Issuer that in their opinion the working capital is sufficient for the Issuer's present requirements, that is for at								



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Shares	<u>REMS Shares</u>	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
--------	--------------------	----------------------	------------	--------------------------	--------------------------	------------------------------	--------------------

least the next 12 months from the date of listing, or, if not how it proposes to provide the additional working capital needed.

- (2) The working capital statement is not required for the applicants, whose business is entirely or substantially that of the provision of Financial Services, provided that:
- (i) the inclusion of such a statement would not provide significant information for investors; and
 - (ii) the applicant's solvency and capital adequacy are subject to prudential supervision by Financial Services Regulator.

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 capitalization 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.

√ √ √ √

√ √ √ √



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

	Shares	<u>REMS Shares</u>	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
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:								
(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 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) An indication whether the Securities are in certificated form or book-entry form and if it is the latter, the name and address of the entity maintaining the 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.	√	√	√	√	√	√	√	√



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

	Shares	<u>REMS Shares</u>	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
(d) Any legislation under which the Securities have been created.	√	√	√	√	√	√	√	√
(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. 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:								
(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								



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Structured Product	
Certificates Over Subordinated Debt	
Certificates Over Shares	
Warrants Over Debentures	
Debentures	
Warrants Over Shares	
<u>REMS Shares</u>	
Shares	

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;

(d) if relevant, the time limit after which entitlement to dividend lapses and an indication of the Person in whose favour the lapse operates;

(e) any dividend restrictions; and

(f) the rate of dividend or method of its calculation, periodicity and cumulative or non-cumulative nature of payments.

2.3 Interest Rate and Yield

√ √ √

(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:

(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

(ii) the time limit on the validity of claims to rate of interest or rate of return and repayment of principal.

(b) Where the rate is not fixed, information including:

(i) a description of the underlying on which it is based and of the method used to relate the two;

(ii) a description of any market disruption or



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Shares	<u>REMS Shares</u>	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
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settlement disruption events that affect the underlying;

(iii) adjustment rules with relation to events concerning the underlying; and

(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) pre-emption rights in relation to offers for subscription of Securities of the same class;	√	√			√		√
(c) right 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;	√	<u>√</u>	√	√	√	√	√	√
(b) the price or price range of the Securities;	√	<u>√</u>	√	√		√		√



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

	Shares	REMS Shares	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
(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 material interests and conflict of interests relating to 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) 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;	√	√	√			√		√



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

	Shares	<u>REMS Shares</u>	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
(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 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) process for notification to applicants of the amount of Securities allotted and indication whether dealing may begin before notification is made;	√	√	√	√		√		√



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

	Shares	REMS Shares	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
(r) provided applicants are allowed to withdraw their subscription, an indication of the period during which an application may be withdrawn;	√	√	√			√		√
(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 advisors to the Issuer are connected with the offer, a statement of the professional or other capacity in which such advisors have acted; and	√	√	√	√	√	√	√	√
(w) the name and address of any paying agents and depository agents in each country.	√	√	√	√	√	√	√	√
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								



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Structured Product
Certificates Over Subscriptions
Certificates Over Shares
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Debentures
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<u>REMS Shares</u>
Shares

percentages for individual tranches;

(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;

(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;

(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;

(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

(vii) whether or not multiple subscriptions are admitted, and where they are not, how any multiple subscriptions will be handled.

(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.

4 OTHER INFORMATION

4.1 Audit and source of information including use of expert reports	√	√	√	√	√	√
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**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Structured Product	
Certificates Over Revolving Credit Facility	
Certificates Over Shares	
Warrants Over Debentures	
Debentures	
Warrants Over Shares	
<u>REMS Shares</u>	
Shares	

(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 AFSA, a summary of the report.

(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 misleading.

(c) Where a statement or report attributed to a Person as an Expert is included in the Securities Note :

(i) the name, business address, qualifications and any material interest such a Person has in the Issuer; and

(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 .

4.2 Dilution

√ √ √ √

Information relating to dilution including:

(a) the amount and percentage of immediate dilution resulting from the offer; and

(b) in the case of a offer to existing equity



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

	Shares	REMS Shares	Warrants Over Shares	Debentures	Warrants Over Debentures	Certificates Over Shares	Certificates Over Debentures	Structured Product
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.								
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% cent 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.								



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Structured Product	
Certificates Over Subordinated	
Certificates Over Shares	
Warrants Over Debentures	
Debentures	
Warrants Over Shares	
<u>REMS Shares</u>	
Shares	

(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 (a) The proposed dates for:	√	√	√	√	√	√	√	√
(i) admission to an Official List of Securities; and								
(ii) admission to trading on an Authorised Market Institution;								
(iii) admission to listing or trading by a Financial Service Regulator or Authorised Investment Exchange; and								
(iv) 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 of Securities;								
(ii) the Securities were admitted to trading on an Authorised Market Institution;								
(iii) the Securities were listed or admitted to trading by a Financial Services Regulator or Authorised Investment Exchange; and								



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Shares						
<u>REMS Shares</u>						
Warrants Over Shares						
Debentures						
Warrants Over Debentures						
Certificates Over Shares						
Certificates Over Debentures						
Structured Product						

(iv) 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 underlying factors to which the Structured Product is referenced and details of where information on the underlying factor can be obtained;

(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;

(d) the provisions relating to the rights attaching and benefits attaching to the underlying Securities, including:

(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



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Structured Product
Certificates Over
Structured Product
Certificates Over Shares
Warrants Over Debentures
Debentures
Warrants Over Shares
REMS Shares
Shares

the Certificate or Structured Product holders;
and

(ii) any right to participate in profits and any liquidation surplus;

(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;

(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;

(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;

(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;

(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 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



**CONTENTS OF PROSPECTUS —
SECURITIES NOTE**

Structured Product
Certificates Over
Shares
Warrants Over Shares
Debentures
Warrants Over Debentures
REMS Shares
Shares

7.1 If the Securities or the underlying Securities are asset backed, describe all the material attributes of the asset backed Securities, including:

(a) information about the assets backing the Securities including:

(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;

(ii) where the assets contain a material proportion of equity Securities that are not traded on 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;

(iii) where the assets comprise obligations that are not traded on an exchange, a description of the principal terms and conditions of the obligations;

(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;

(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 its relationship with any other parties to the issue of the Securities; and



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(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;

(b) information about the structure of the transaction and the rate of return including:

(i) a description of the structure of the transaction;

(ii) details of the entities participating in the issue and description of the functions to be performed by them;

(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;

(iv) the rate of interest or stipulated yield and any premium;

(v) the date of repayment of the principal capital and return on that capital;

(vi) how the cash flow from the assets will meet the Issuer's obligations to holders of the Securities and how payments are collected in respect of the assets; and

(vii) where the return on, and or repayment of the Security is linked to the performance or credit of other assets which are not assets of the Issuer, information as set out in paragraph (a) regarding the assets backing the Security, if necessary;



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- (c) information about the obligors including:
 - (i) where there is a large number of obligors, a general description of the obligors; and
 - (ii) where there are only a small number of obligors, a description of each obligor;
- (d) information about:
 - (i) the terms and conditions for the issuance of any additional Securities or any restrictions on the issuance of additional Securities; and
 - (ii) where the Issuer proposes to issue further Securities backed by the same assets, a prominent statement to that effect, and unless those further Securities are fungible with, or are subordinated to, those classes of existing debt, a description of how the holders of that class Securities will be informed;
- (e) the nature, order and priority of the entitlements of holders of the Securities;
- (f) details of arrangements or other matters that may impact repayment of the principal capital or return on that capital to the holders of the Securities, including:
 - (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,



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guarantor and the obligor and details of the principal terms of that relationship;

(iv) if the assets backing the Securities include loans and credit agreements, 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 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 description of the parties responsible for such investment;

(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



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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.

SCHEDULE 3: CORPORATE GOVERNANCE BEST PRACTICE STANDARDS

(.....)