The Executive Bylaws

Module Twelve

Listing Rules

هيئة أسواق المال

هيئة أسواق المال

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Chapter One
General Provisions and Scope of Application

Scope of Application

Article 1-1

The provisions of this Module shall apply to the Securities listed on the Exchange or the Securities applying for listing on the Exchange or on a Non-Kuwaiti Exchange.

Article 1-2

The provisions of this Module shall apply to the following:

1. Shareholding companies listed on the Exchange.
2. Shareholding companies submitting a Listing Application for its shares on the Exchange.
3. Funds submitting a Listing Application for its Units on the Exchange.
4. Obligor or Issuer- as applicable- submitting a Listing Application for Bonds or Sukuk on the Exchange.
5. Any other Security listed on the Exchange or submits an application for listing on the Exchange or a Non-Kuwaiti Exchange, in a manner consistent with its nature.

General Provisions

Article 1-3

No Security may list on the Exchange unless a recommendation is issued by the Exchange and approved by the Authority.

Listing Pre-emptive Rights shall be exempt from the approval procedures of listing and delisting stipulated in this Module. The Authority's approval of the Prospectus that includes permission of trading Pre-emptive Rights at the Exchange is considered an approval from the Authority on listing these rights. Listing Pre-emptive Rights shall be cancelled after the Listed Company's disclosure of the results of subscription in the company's capital increase.

The Exchange's rules shall explain the controls of listing Pre-emptive Rights.

Article 1-4

A company, Fund, Issuer or Obligor -as applicable- shall abide by the provisions of the Module Ten (Disclosure and Transparency).

Article 1-5

Listed Funds or the listed Issuer if it was a Special Purpose Vehicle Company are exempt from applying the provisions of Module Fifteen (Corporate Governance). Non-Kuwaiti listed companies may be exempt from applying certain provisions of this Module or Module Ten (Disclosure & Transparency) or Module Fifteen (Corporate Governance) in events of conflicts with the relevant laws of the countries where these companies are incorporated or with the requirements of Regulatory Bodies there.

Listing Applications of Securities in the Exchange

Article 1-6

Listing Applications shall be submitted as follows:

1. Listing Applications shall be submitted to the Exchange in accordance with the form prepared by the Exchange for this purpose. Listing Applications in a Non-Kuwaiti Exchange and Applications for Voluntary Delisting from the Exchange shall be submitted in accordance with the form prepared by the Authority for this purpose.
2. All documents and information required stated in the Exchange's rules and these Bylaws shall be attached to this application along with the payment of the set fees for the Exchange and the Authority. The Exchange and the Authority may, at any time after receipt of the Listing Application, request additional information or documents it deems necessary to decide on the application request. The application shall be deemed to have been withdrawn if the information and documents required within the period specified by the Exchange or the Authority as applicable.
3. The Exchange shall provide its recommendation to the Authority regarding the Listing Application of a Security in the Exchange, along with all information and documents required pursuant to the Exchange's rules and these Bylaws. The Exchange notifies the applicant of the same.
4. The Authority shall decide on all Applications related to Listing within thirty Business Days of receipt of the Listing Application subject to meeting all information and documents required pursuant to the Exchange's rules and these Bylaws. The Authority notifies the applicant and the Exchange of its decision on the Listing Application.
5. If the Authority approves the Listing Application, the applicant shall comply with listing in the Exchange within a period of thirty Business Days from notification of this approval. If the Authority approved the Listing Application concurrent with the offer request, the applicant shall list within a period of three Business Days from the date of submitting the statement of the subscription set out in Article (5-46) of Module Eleven (Dealing in Securities) of these Bylaws.
6. The Authority may reject the Listing Application under the following circumstances:
   a. Not meeting one of the conditions stipulated in this Module or in the Exchange's rules.
   b. If the Authority deems it necessary for considerations related to the market situation or the national economy in general.
   c. If the Authority deems it necessary for protecting investors.

In all cases, the decision shall include reasons for such rejection. New Listing Applications may not be submitted before the lapse of six months from the date of the rejection decision.

Article 1-7

The Authority, with a justified decision, may postpone making a decision regarding the applications of listing or voluntary delisting of any Security listed in the Exchange if it is deemed to be in the public interest.

Article 1-8

The Exchange, after obtaining the Authority's approval, may segment the market into several markets, where each market includes a number of listed Securities according to the criteria set by the Exchange. The Exchange's rules shall provide details related to the market segmentation and the distribution of listed Securities in these markets.

Article 1-9

The Exchange shall – on an annual basis – review the distribution of the listed Securities in the different markets. It may also transfer any security from one market to another according to the criteria, controls and procedures included in the Exchange's rules.

Continuous Obligations on the listed Security in the Exchange

Article 1-10

With regards to amending the Company Contract, a Listed Company shall:

1. Provide the Authority and disclose at the Exchange the certificate of noting the amendment of the Company Contract in the commercial register within a maximum of five Business Days from the date of issuing the commercial register notation.
2. In the case where the amendment of the capital in the Company Contract is pursuant to the minutes of the Board of Directors, a copy of such minutes shall be attached with the certificate of noting in the register mentioned in the previous clause.

Article 1-11

General assemblies of Listed Companies

Article 1-11-1

Without prejudice to the provisions of Article (1-5) of this Module, Listed Companies shall comply with the provisions of general assemblies included in Module Fifteen (Corporate Governance), in addition to those included in this Module.

Article 1-11-2

Listed Companies may use the electronic system to attend the general assemblies.

In order to achieve its objectives, especially within the context of protecting minority interests, the Authority may obligate the Listed Companies to use the Electronic System of Participation. In all cases, the right to attend and vote through the electronic system is for the shareholders registered in the company's registries at the end of the tenth day preceding the date of the general assembly.

In the event that this day falls on a holiday or official day off, the following Business Day shall be considered.

Article 1-11-3

A Listed Company shall:

1. Provide a notification to the Authority and disclose at the Exchange, including the Date of the Right to Attend the General Assembly and the statement of the final date of purchasing the company's shares to obtain the right to attend the general assembly as well as the agenda, date and place of the meeting and the methods to participate in the general assembly according to the form in Appendix 14 of Module Ten (Disclosure and Transparency) of the Executive Bylaws - attached to it all documents relevant to the items on the agenda - at least five Business Days prior to the Date of the Right to Attend the General Assembly.
2. Provide the Authority and disclose at the Exchange the authenticated minutes of the general assembly's meeting, the quorum, the voting results on each item of the meeting, and the notices and reservations received from the shareholders or their representatives and the auditors within a maximum of ten Business Days from the date of the meeting.

Article 1-11-4

Without prejudice to the provisions of Module Five (Securities Activities and Registered Persons), Module Ten (Disclosure and Transparency), Module Fifteen (Corporate Governance), and the Companies Law and its Executive Bylaws, the Listed Company shall comply with the following conditions for the nomination and election of Members of the Board of Directors:

1. The company shall publish an announcement on the company's and the Exchange's websites inviting persons interested in running for Board membership, provided that the nomination period shall be open for at least one month from the announcement date.
2. The company shall disclose at the Exchange the names of the Board of Directors nominees recommended by the nominations and remunerations committee at the company to present their names to the general assembly in accordance with the form included in Appendix 14 of Module Ten (Disclosure and Transparency) of the Executive Bylaws. The names of the nominated members and the capacity for which they wish to be nominated (executive/ non-executive/ independent) shall be determined, and attaching a brief introduction and curriculum vitae for each candidate.
3. No member may run for the company's Board of Directors after the period set forth in Item (1) of this Article.

The Units Subject to the Supervision of the Central Bank shall comply with the regulations and instructions stipulated in the Laws issued by the Central Bank.

Article 1-12

The Exchange, after obtaining the Authority's approval, shall set the rules and provisions of the entitlement of Shares regarding listed Securities.

Article 1-13

A Listed Company in the Exchange shall comply with the rules set by the Exchange, and approved by the Authority regarding the entitlement of Shares.

Article 1-14

Each Listed Company shall organize and keep books, registers and accounts reflecting detailed and accurate transactions or ownership transfers of the assets of such company, in accordance with International Financial Reporting Standards (IFRS) and the audit standards issued by International Accounting Standards Board (IASB), which are amended from time to time.

Article 1-14-1

A Listed Company, when evaluating or assessing the impairment of any asset recorded in its financial statements, based on the requirements of the International Accounting Standards approved by the Authority, shall comply with the provisions of Appendix (1) "Minimum Requirements for the Valuation or Assessment of the Impairment of Assets" of Module Eleven (Dealing in Securities) of these Bylaws.

Article 1-15

Each Listed Company shall:

1. Appoint an Auditor from the auditors registered within the Authority for one financial year, renewable annually for not more than four consecutive years, unless it is in the liquidation phase, provided that such Auditor is not a manager, an official, an employee or a partner in the Listed Company.
2. The same Auditor may be reappointed after the lapse of at least two consecutive years.
3. The Listed Company shall notify the Authority within a period of no more than seven Business Days from the date of appointment, replacement or resignation of the Auditor.
4. The provisions of this article is applicable without prejudice to the rules set by the Central Bank of Kuwait in this regard for Units Subject to the Supervision of the Central Bank.

Article 1-16

The financial statements of Listed Companies

Article 1-16-1

Each Listed Company on the Exchange shall perform the following:

1. Provide the Exchange and the Authority with its reviewed periodical financial statements within forty-five days from the end date of the period for which the statement is prepared with regard to the periodical financial statements, and disclose these simultaneously in accordance with the form prepared by the Exchange for this purpose. The shares of the Listed Company shall be suspended from trading if the company is delayed.
2. Provide the Exchange and the Authority with its audited annual financial statements within ninety days from the end of the financial year and disclose these simultaneously in accordance with the form prepared by the Exchange for this purpose. The shares of the Listed Company shall be suspended from trading directly if the company is delayed.

Banks are exempt from submitting their financial statements mentioned in the previous items (1) and (2) within the same dates to the Authority, without prejudice to the rules set by the Central Bank of Kuwait in this regard for Units Subject to the Supervision of the Central Bank.

Article 1-16-2

The following procedures shall be applied in the event that the Auditor provides an adverse opinion or a disclaimer of opinion on the periodical or annual financial statements of the Listed Company:

1. The Listed Company shall disclose in accordance with the form prepared by the Exchange that is mentioned in Article (1-16-1) of this Module, to include the following:
   a. A written opinion of the Auditor.
   b. A detailed explanation of the case that led the Auditor to give his opinion.
   c. The steps that the company will follow to resolve what was stated in the Auditor's opinion.
   d. The timetable of implementing the steps of resolving what was stated in the Auditor's opinion.
2. The Exchange shall suspend the shares of the Listed Company from trading.

Article 1-16-3

In the event that the Auditor provides a qualified opinion on the periodical or annual financial statements of the Listed Company, the Listed Company shall disclose in accordance with the form prepared by the Exchange as mentioned in Article (1-16-1) of this Module including the following:

a. A written opinion of the Auditor.
b. A detailed explanation of the case that led the Auditor to give his opinion.
c. The steps that the company will follow to resolve what was stated in the Auditor's opinion.
d. The timetable of implementing the steps of resolving what was stated in the Auditor's opinion.

Article 1-16-4

The Authority may decide to resume trading the shares of the Listed Company that was suspended pursuant to Article (1-16-2), if one of the following cases was achieved:

a. The resolution of the matters that led the Auditor to provide the opinion and submitting proof of this to the Authority.
b. The issuance of new financial statements that do not include an adverse opinion or a disclaimer of opinion.
c. Any other cases approved by the Authority.

Article 1-16-5

The Authority may take disciplinary action against the Board of Directors of the Listed Company in the following cases – for example but not limited to-:

1. The trading on the Shares was suspended as a result of the cases mentioned in Article (1-16-1) of this Module.
2. The trading on the Shares was suspended as a result of the cases mentioned in item (2) of Article (1-16-2) of this Module.
3. The trading on the Shares was suspended as a result of the termination of the contract with the Auditor as a result of a disagreement between the Listed Company and the Auditor.
4. If the Listed Company does not hold its annual ordinary general assembly following the end of the financial year within two months from the disclosure date of its audited annual financial statements. Non-Kuwaiti Listed companies on the Exchange are exempt from the provision of this article and are subject to applicable regulations of the Exchange in which these companies are listed in its place of incorporation.

Article 1-17 **Sustainability report regulations for Listed Companies:**

Article 1-17-1

The Listed Company may issue an annual Sustainability report and publish it through its website. The report shall determine the impact of the company's activities on the environment, society, and the economy, as well as the company's opportunities and risks associated with those areas and how it manages them. The Authority shall be notified of the report, and it shall be published on the website of the Exchange.

Article 1-17-2

The information available in the Sustainability report must be clear and accurate, and the report must cover the most important issues of environmental, social, and economic impact in a way that enables stakeholders to evaluate the company's Sustainability level during the report's period. The following points shall be taken into consideration when preparing the report:

1. The report shall be prepared according to one or more of the international Sustainability reporting standards.
2. Describe the scope of the report and the basis for its determination.
3. Determine the company's most important topics of environmental, social, and economic impact, and engage stakeholders in the materiality assessment process of those topics and describe the method followed in the assessment process.
4. Describe the method and procedures followed in dealing with each of the Sustainability topics that were determined in the materiality assessment process mentioned in item (3) of this Article. The company may seek external assurance to enhance the report's credibility, provided that the assurance report shall be included in the Sustainability report.

Article 1-17-3

The Exchange shall prepare a comprehensive guide for Listed Companies to refer to when preparing their Sustainability reports, and this guide shall be approved by the Authority.

Article 1-17-4 Based on instructions issued by the Authority, the Exchange shall require Listed Companies in one of the market segments pursuant to Article (1-8) of this Module to disclose their Sustainability reports. The Exchange's rules shall provide details on the requirements for the Sustainability reports disclosure.

Article 1-18 The related parties referred to in Article (1-2) of this Module shall commit to pay the fees and subscriptions stated by the Authority and the Exchange.

Article 1-19

All the parties, subject of listing, referred to in Article (1-2) of this Module, shall commit to sign agreements with the Exchange, and Central Securities Depository under which the rights and obligations of each party are stated.

Suspension from trading a listed Security on the Exchange

Article 1-20

The Authority may temporarily suspend trading in the Exchange, and suspend the trading of any Security listed in the Exchange in any of the following cases:

1. Violating the Issuer for any of the obligations imposed on it under the laws and regulations applied by the Authority and the Exchange.
2. Disasters, crises and unrest that could cause significant adverse effects to the market.
3. Achieve investor protection in the markets.
4. If the Issuer fails to submit any data or documents required by the Authority within its regulatory scope.
5. If the Auditor has given a material, qualified opinion on the periodical or annual financial statements, or in the event that the contract with the Auditor was terminated as a result of a disagreement between the Listed Company and the Auditor.

Article 1-21

The Exchange may suspend trading any Listed Security in the cases which the Exchange is allowed to do so in accordance with the laws, regulations and rules applied by the Authority and the Exchange.

Article 1-22

All the parties, subject to listing, referred to in Article (1-2) of this Module, shall meet the conditions and requirements necessary for re-listing the Security within the period stated by the Authority or the Exchange.

Article 1-23

The parties referred to in Article (1-2) of this Module whose Securities listing is cancelled or voluntarily delisted from the Exchange may apply for re-listing of their Securities in the Exchange, provided that the requirements necessary for listing are fulfilled. New Listing Applications may not be submitted before the lapse of six months from the date of executing the cancelation or delisting decisions.

Chapter Two

Listing Shares of Shareholding Companies in the Exchange

Article 2-1

Listing Shares of Kuwaiti Shareholding Companies in the Exchange

Kuwaiti companies may be listed in the Exchange if the listing conditions stipulated in the Exchange's rules are met, in addition to the following conditions:

1. The legal form of the company shall be a shareholding company.
2. The company's Shares shall be tradable and freely transferable with no restrictions on trading all of its shares or the transfer of the Shares ownership between the investors.

Article 2-1-1

Kuwaiti companies that have the form of a Public Shareholding Company shall submit to the Exchange a Listing Application for their Shares in the Exchange within the company's second year of practicing its main activities, otherwise the Authority may take legal measures in respect of the company. However, companies completely owned by the government are exempt from submitting a Listing Application. The Authority shall determine the time at which the company commenced operations in accordance with the available documents.

Article 2-1-2

Each shareholding company willing to be listed in the Exchange may offer part of its shares for Public or Private Subscription, whether such shares represent an increase in the capital or shares already issued and owned by the company's shareholders, pursuant to the following provisions:

1. Listing Applications shall be submitted to the Exchange in accordance with the form prepared by the Exchange for this purpose at the same time of submitting the request for approval of the Prospectus to the Authority.
2. The Exchange shall provide the Authority with its recommendation regarding the Listing Application, along with all documents and information required pursuant to the Exchange's rules and these Bylaws. The applicant shall be notified of this recommendation.
3. The Authority issues its decision regarding the company's intent to make the offer in light of the Exchange's recommendation regarding the level of the company's fulfilment of the listing conditions, except those relevant to the value of Shares owned by the Controller or controlling group, and the number of Shares and minimum limits of each shareholder ownership.
4. In the case for the request for offering the Shares for Public Subscriptions and Private Placements together, this shall be done in accordance with the time set by the Authority, and there shall be no preferential conditions - except with the approval of the Authority - for the subscribers in the Private Placement.
5. Subscription must result in fulfilling all conditions set by the Exchange for listing at least in the Main Market, which are relevant to the value of Shares owned by Controller or controlling group, and the number of shareholders and minimum limits of each shareholder ownership. The Prospectus shall include the right of any subscriber to unsubscribe if the subscription did not result in meeting such conditions within five Business Days from announcing the subscription results.
6. The company shall provide the Authority and the Exchange with evidence of having fulfilled all conditions related to the value of the Shares owned by the Controller or the controlling group, and the number of shareholders and minimum limits of each shareholder ownership, as applicable, within five Business Days from announcing the subscription results. The Authority's approval shall be considered null and void if the company does not fulfill these requirements.

7. The company is obligated to list on the Exchange within three Business Days from the date of submitting the subscription statement mentioned in Article (5-46) of Module Eleven of these Bylaws.
8. All the periods mentioned in this Article are mandatory. The delay or failure of the applicant to fulfilling these requirements during such periods will result in the Authority's issued approval being considered null and void, unless the Authority agrees to extend this period in accordance with the considerations of the public interest.
9. The process of subscription, allotment, and issuance of the Shares may be executed electronically through the system of the Clearing Agency or any other system compatible with its automated systems and according to its procedures and fulfills the company's commitment to the time frame of this Article.

Article 2-1-3

The Closed Shareholding Company willing to offer its shares for Public Subscription shall submit a Listing Application for its shares in the Exchange. It shall be subject to the same conditions and procedures provided for in the previous article.

Article 2-1-4

Without prejudice to any legal or contractual restrictions concerning disposal of the Shares that may be mentioned in the Company Contract or Prospectus, the company shall provide an undertaking, from each shareholder whose direct or indirect ownership percentage is equal to or greater than 20% of the company's Shares regarding the disposal mechanism of such ownership, as follows:

1. Disposal of this ownership is prohibited during the first six months from the listing date.
2. Disposal of up to 25% of this ownership is permitted after the first six months and before the end of one year from the listing date.
3. Disposal of up to 75% of this ownership is permitted after the first year and before the end of one and a half years period from the listing date.
4. Disposal of the full ownership is permitted after one and a half year from the listing date.

In exception of the above, these shareholders may dispose of these Shares to another Person provided that this Person shall abide by the same undertaking.

In all cases, these Shares may be disposed due to submitting any offer pursuant to the provisions of Module Nine (Mergers and Acquisitions) of these Bylaws or any other cases approved by the Authority after the Exchange's recommendation.

Article 2-2 Listing Shares of Non-Kuwaiti Companies in the Exchange

Article 2-2-1

Non-Kuwaiti companies may be listed in the Exchange if the listing conditions provided in the Exchange's rules are met, in addition to the following:

1. The legal form of the company shall be a shareholding company.
2. The company's Shares shall be tradable and freely transferable with no restrictions on the trading of the shares to be listed or the transfer of the Shares ownership between the investors related to the company nor the country of incorporation of other nationalities, and specifying such restrictions, if any.
3. The company shall appoint a legal representative in the State of Kuwait provided that it is one of the Licensed Persons to perform the tasks of representing the company in the State of Kuwait before the Authority, Exchange, and third parties.
4. Any other requirements, conditions or rules stipulated by the Authority.

Article 2-2-2

Each Non-Kuwaiti shareholding company intending to be listed may offer part of its Shares for Public or Private Subscription in the Exchange, whether such Shares represent an increase in the capital or Shares already issued and owned by the company's shareholders pursuant to the provisions stipulated in Article (2-1-2) of this Module.

Article 2-3 **Listing a Security listed in the Exchange in Non-Kuwaiti Exchanges**

Article 2-3-1 Kuwaiti companies listed on the Exchange may not list their Shares on Exchange outside the State of Kuwait until after obtaining the approval of the Authority.

Article 2-3-2 In order to list a Security that is listed on the Exchange on any Non-Kuwaiti Exchange, the following conditions shall be met:

1. The Authority's approval on submitting the Listing Application of a Security to a Non-Kuwaiti Exchange.
2. Submitting a study specifying the purpose of listing on a Non-Kuwaiti Exchange and its requirements, and its effect on the activity of Security's issuer, and the obligations arising from listing. Also submit a summary of the technical study including the purpose of listing on a Non-Kuwaiti Exchange, its benefits and anticipated risks, in addition to the precautions taken to limit such risks.
3. Submitting a certified copy of the ordinary general assembly's resolution approving the listing of the Security in the Non-Kuwaiti Exchange upon the request for approval, provided that the approval of the general assembly has not been more than one year.
4. Submitting an undertaking upon the request for approval of not disclosing any information to the Non-Kuwaiti Exchange before or at the same time of disclosing the same to the Exchange.
5. Submitting an undertaking upon the request for approval to provide the Exchange with all requirements and information related to disclosure in the Non-Kuwaiti Exchange.
6. Any other requirements, conditions or rules stipulated by the Authority.

Article 2-4 **Delisting of Shares of Shareholding Companies from the Exchange**

Article 2-4-1 The Authority may cancel the listing of the Shares of a shareholding company listed in the Exchange in any of the following cases:

1. If the company refrained from appointing a Compliance Officer after being notified by the Authority to do so.
2. If the company is dissolved in accordance with the provisions of the Companies Law.
3. If the trading of the share was suspended for a period of six months without the company meeting the necessary requirements to resume trading.
4. If the company merged with another company or companies whereby such merger leads to the termination of its corporate legal identity.
5. If the listed shareholding company stopped practicing its activities permanently, or if stopped practicing its activities temporarily for more than a year.
6. In case of a Reverse Acquisition which is stipulated in Article (3-10) of Chapter Three of (Mergers and Acquisitions) Module of these Bylaws.
7. If the company breaches one of the listing requirements set forth in these Bylaws or the Exchange's rules.
8. If the Authority deems that canceling the listing is necessary for protecting investors or regulating the market.

2

Article 2-4-2

The Board of Directors of a company shall call the general assembly to discuss the resolution of delisting the company's Shares from the Exchange, including addressing the company's current condition and the future plans to resolve these conditions. Calling for the company's general assembly shall be made within a period of three months from the date of the resolution to delist the company's Shares. The Members of a Board of Directors shall be subject to disciplinary actions in case of refraining from convening the general assembly during the stated period.

The company shall also provide the Authority and the Exchange with a copy of the certified minutes of the general assembly meeting, within a period of not more than two weeks from the date of commencing the general assembly.

Article 2-4-3

Kuwaiti shareholding companies whose Shares were delisted pursuant to a resolution shall be registered in the (Unlisted Securities System) through the continuous trading within five Business Days from the effective date of the cancellation resolution.

Article 2-5

Voluntary Delisting of Shares of Shareholding Companies from the Exchange

Article 2-5-1

Without prejudice to the provisions of Article (1-6), Article (1-20) and Article (2-4) of this Module, any listed shareholding company may request to voluntary delist from the Exchange pursuant to the conditions and procedures in the following order:

1. Disclosing on the Exchange about the company's Board of Directors' recommendation to voluntary delist from the Exchange and providing reasons for this decision.
2. Obtaining the approval of the general assembly to voluntary delist, with the following conditions fulfilled:
   - The votes to approve the voluntary delisting shall not be less than 75% of the attendees to the general assembly.
   - Not more than a year has passed since obtaining the decision of the voluntary delisting in the general assembly.
3. Providing the Authority with the reasons for delisting from the Exchange.
4. Providing the Authority with a voting sheet ratified by the Clearing Agency on the voluntary delisting item in the general assembly.
5. Providing the Authority with an undertaking guaranteeing payment of any amounts or obligations due from the company to the Exchange or Clearing Agency for the period of its listing in the Exchange.
6. Providing the Authority with an undertaking, in coordination with a Clearing Agency, for payment of any obligations of the company towards the shareholders including cash dividends and bonus shares.
7. Obtaining the Authority's approval for the voluntary delisting, and announcing it in the Exchange.
8. Announcing that a date is specified for delisting from the Exchange at least six months from the date of announcing the Authority's approval, without including any suspension of trading of Shares within this period.

Article 2-5-2

If the Authority approves the application for delisting from the Exchange, any Person may submit an offer to purchase the Shares from the shareholders willing to sell before delisting from the Exchange, provided that the purchase price shall not be less than the average share price of the last six months of trading from the disclosure of the Board of Directors' recommendation to delist from the Exchange. The purchase must be completed before the actual date of the delisting.

The Exchange shall specify the rules for such process.

Article 2-5-3

In the case that the company intends to withdraw the request of the voluntary delisting from the Exchange, it shall express its intention before the Authority's issuance of its decision regarding the voluntary delisting request. The company shall attach with the withdrawal request the following documents:

1. Letter that explains the reasons for withdrawing the delisting request from the Exchange.
2. Copy of the company's general assembly's decision of withdrawing the decision of delisting from the Exchange, approved by the designated authorities.
3. The Authority may accept the withdrawal request or reject the request and continue to study the delisting request.

Article 2-5-4

Kuwaiti shareholding companies on which a resolution was issued regarding their voluntary delisting from the Exchange shall be registered in the (Unlisted Securities System) through the continuous trading within five Business Days from the date of the voluntary delisting.

Article 2-6 **Listing of Shares in the Emerging Companies Market**

Article 2-6-1

The Exchange allocates the Emerging Companies Market. These Bylaws and the Exchange Rules set out the requirements for listing in this market.

Article 2-6-2

Application for Listing Companies in the Emerging Companies Market of the Exchange:

1. Companies may submit application for listing in the Emerging Companies Market in the Exchange according to the provisions set forth in this Module and the rules issued by the Exchange for this market.
2. The Authority may reject the listing application in the event that the company meets the listing requirements for the Premier Market or Main Market of the Exchange without the company providing acceptable justifications to the Authority for seeking listing in the Emerging Companies Market.

Article 2-6-3

Companies whose Shares have been delisted or that have obtained the Authority's approval for voluntary delisting from the Exchange may not submit a listing application to the Emerging Companies' Market.

Article 2-6-4

Companies listed in the Emerging Companies Market are exempt from the provision of Item (1) of Article (1-16-1) of this Module. The company shall provide the Exchange and the Authority with its reviewed semi-annual financial statements within 45 days from the end date of the period for which the statement is prepared. It shall also disclose them simultaneously using the format prepared by the Exchange for this purpose. The company's Share shall be suspended from trading if it does not meet this deadline.

Article 2-6-5

Non-Kuwaiti companies intending to list in the Emerging Companies Market are exempt from the application of Item (3) of Article (2-2-1) of this Module.

Article 2-6-6

Listed Companies in the Emerging Companies Market are exempt from the obligation to apply the following provisions:

- Article (2-3) of this Module.
- Article (2-4-2) of this Module.
- The requirement of the percentage stipulated in Item (2) of Article (2-5-1) of this Module related to the voting percentage required to approve voluntary delisting from the Exchange.

Article 2-6-7

Listed Companies in the Emerging Companies Market are exempt from the application of the provisions of Module Fifteen (Corporate Governance), except for Articles (3-1), (3-9), (3-10) and (6-2) of Module Fifteen (Corporate Governance) of these Bylaws.

Article 2-6-8

The duties and responsibilities of the Board of Directors of companies listed in the Emerging Companies' Market include, without limitation the following:

1. Approval of the company's objectives, strategies, and key policies, including at the minimum:
    a. The company's overall strategy and main business plans, being reviewed and directed.
    b. The company's optimal capital structure and its financial objectives.
    c. A clear dividend distributing policy whether cash or in-kind, that serves the interest of shareholders and the company.
    d. Performance objectives and monitoring implementation and overall company performance.
    e. Organizational and functional structures within the company and conducting periodic reviews thereof.
2. Acknowledgment of the annual estimated budgets and approval of the interim and annual financial statements.

3. Supervision of major capital expenditures of the company and ownership and disposal of assets.
4. Ensuring the company's compliance with the policies and procedures that ensure the company's compliance with the internal applicable systems and regulations.
5. Ensuring the accuracy and soundness of the data and information that should be disclosed in accordance with the applicable policies and systems of disclosure and transparency.
6. Establishing effective communication channels that enable shareholders to remain regularly informed of various company activities and any material updates continuously and periodically.
7. Forming specialized committees derived therefrom in accordance with a charter that defines the committee's term, authorities, responsibilities, and the Board's supervision. The formation resolution shall include the members' names, tasks, rights, and duties.

   In addition, the evaluation of the performance and work of these committees as well as their main members.
8. Ensuring the approved policies and regulations of the company are transparent and clear, which facilitates the decision-making process and achieve the principles of a good governance and separates the powers and authorities of the Board of Directors and the executive management. In this field, the Board shall undertake the following:
   a. Approve and develop internal systems and regulations governing company operations, defining responsibilities and duties across various organizational levels.
   b. Approve the delegation policy of and execution of tasks assigned to the executive management.
9. Defining the authorities delegated to the executive management, decision-making procedures, and the duration of the delegation. The Board shall identify matters it retains authority over. The executive management shall submit periodic reports on the exercised delegated powers.

10. Oversight and supervision of the performance of the executive management and ensuring execution of assigned responsibilities. The Board of Directors shall perform the following:
    a. Ensure that the executive management complies with the policies and regulations approved by the Board of Directors.
    b. Hold regular meetings with the executive management to consider the progress of work and the obstacles and difficulties it is facing, and present and discuss the significant information related to the company's activity.
    c. Set performance criteria for the executive management in line with the company's objectives and strategy.
11. Defining the remuneration segments that will be granted to the employees, such as fixed remuneration, performance and long-term risk-based remuneration, and Share-based remuneration.
12. Appointing or dismissing executive management members, including the Chief Executive Officer and the positions that directly report to him in the company's organizational structure, and ensuring that the conditions set forth in Article (3-9) and the instructions included in Appendix 3 (Mechanism for Applying the Rules of Financial Integrity and Soundness Standards on Members of the Board of Directors and the executive management of Unlicensed Listed Companies) of Module Fifteen (Corporate Governance) of these Bylaws are met.
13. Setting a policy that regulate the relation with the Stakeholders to protect their rights.
14. Establishing a mechanism to regulate the transactions with the Related Parties to avoid conflicts of interest.
15. Ensuring, on a periodic basis, the effectiveness and adequacy of the internal control systems in place at the company and its Subsidiary Companies, including the following:
    a. Ensuring soundness of the financial and accounting systems, which include the systems related to preparation of financial reports.
    b. Ensuring the application of appropriate supervisory systems for the risk assessment and management, through determining the scope of the risks that may face the company and establishing an environment that is familiar with a company-wide culture of limiting risks and offering it to the Stakeholders and Related Parties to the company in a transparent manner.

Article 2-6-9

Without prejudice to the provisions of the Companies Law, the Listed Companies in the Emerging Companies Market shall abide by the following:

1. Assign an internal audit committee that submit its report to the Board of Directors.
2. Provide the general assembly with the internal audit report annually.

Article 2-6-10

If the Listed Companies in the Emerging Companies Market complies with all the provisions of Module Fifteen (Corporate Governance) of these Bylaws and submitted a proof to the Authority, the company shall announce the said and state this information in the company's section on the Exchange website.

Article 2-6-11

The Listed Companies in the Emerging Companies Market are exempt from the provision of Article (3-6) "Percentage of the Sale or Purchase Permitted for Controllers of a Listed Company's Shares" of Module Nine (Mergers and Acquisition) of these Bylaws, provided that this shall not conflict with the provision of Article (2-1-4) of this Module.

Chapter Three
Listing of Funds Units in the Exchange

Listing Application of Fund in the Exchange

Article 3-1

Listing a Fund in the Exchange:

Without prejudice to the application of Article (1-6) of this Module, Funds submitting a Listing Application for their Units in the Exchange shall meet the investment conditions stipulated in Module Thirteen (Collective Investment Schemes) of the Bylaws, and the listing conditions set forth in the Exchange's rules, in addition to the following conditions:

1. The Fund shall be licensed by the Authority and registered in Collective Investment Schemes register by the Authority, or a Fund established outside the State of Kuwait and licensed by the Authority to market its Units in the State of Kuwait.
2. It shall be a Public Close-Ended Fund or Exchange-traded Funds (ETFs).
3. The Articles of Association of the Fund shall stipulate the possibility to list the Units of the fund on the Exchange.
4. The remaining period for the Fund shall not be less than one year from the date of submitting the Listing Application unless its period is extended.
5. The Units of the Fund shall be tradable and freely transferable in conformity with the provisions of the Law, these Bylaws, the Articles of Association, and the rules set forth by the Exchange and approved by the Authority. The purchase of the Unit owner of any Unit shall be deemed as an acknowledgment of his perusal and approval of the provisions of the Articles of Association of the Fund. The Fund Manager shall be committed to publishing the Articles of Association of the Fund and its amendments through the Exchange.
6. Any other conditions or regulations stipulated by the Authority.

Article 3-2

Units of the Real Estate Income-generating Fund (Traded) shall be listed on the Exchange, and such Units are traded.

Listing Units of Local Funds in a Non-Kuwaiti Exchange

Article 3-3

Units of local Funds listed in the Exchange may not list their Units on any Non-Kuwaiti Exchange without obtaining the Authority's approval.

Article 3-4

The Fund Manager shall comply with the provisions of Article (2-4-2) of Module Thirteen (Collective Investment Schemes) of these Bylaws if the capital of the Exchange-Traded Fund is reduced to less than the minimum limit stipulated in the mentioned article.

Article 3-5

The Fund Manager of a listed Fund shall publish the basic financial information and any information relating to the Fund Unit holders on the disclosure system in the Exchange, and shall disclose the Material Information pursuant to the provisions of Chapter Four of Module (Disclosure and Transparency) of these Bylaws, in a manner that is consistent with its nature. In all cases, the Fund Manager shall disclose to the Authority and the Exchange the following information:

1. Any transaction for the purchase, sale, mortgage or lease of an asset at a price equal to or greater than 10% of the total value of the Fund's assets in accordance with the latest monthly valuation or financial statements, whether reviewed interim financial statements or audited annual financial statements.
2. Any losses equal to or greater than 10% of the net assets of the Fund in accordance with the latest monthly valuation or financial statements, whether reviewed interim financial statements or audited annual financial statements.
3. The percentage of borrowing or obligations on the Fund from the net value of its assets.
4. If the operating income of a tenant exceeds 10% of the total operating income of the Fund, the Fund Manager shall disclose the duration of the contract and the remaining period in respect to Real Estate Income-generating Funds (Traded).
5. Amendments to the Articles of Association.
6. Any change in the composition of the members of the Board of Directors of the Fund or any change in the service providers.
7. Any cease in any of the Fund's main activities and constitutes a material impact on its revenues.

Article 3-6 In case of changing the Fund Manager, the new Fund Manager shall commit to the provisions stated in this Module.

Article 3-7 The Funds shall commit to fill in the prepared and approved by the Authority form for this purpose upon submitting their applications.

Article 3-8 The Fund Manager shall comply with the provisions of distributing dividends stipulated in the Exchange's rules in respect to the entitlement of Shares, in a manner that is consistent with the nature of this Fund and the provisions to which it is subject.

Delisting of Funds' Units from the Exchange

Article 3-9 The Authority may cancel the listing of units of Fund on the Exchange in any of the following cases:

1. If the Fund no longer complies with any of the listing requirements stipulated in this Module, related to the following:
    a. Failure to appoint a service provider after a period of six months from being notified of its necessity by the Authority.
    b. If the trading of Units of the Fund was suspended for a more than a period of six months without taking any proper procedures to resume trading by the Fund Manager.
2. If the Fund stopped practicing its licensed activities permanently or if the Fund stopped practicing its licensed activities temporarily for more than a year.
3. If the license of the Fund is cancelled for any reason.
4. If the Fund was terminated for any reason.
5. If the Authority deems that canceling the listing is necessary for protecting investors or regulating the market.

Voluntary Delisting of Funds' Units from the Exchange

Article 3-10

Any listed Fund may request to delist its Units from the Exchange pursuant to the terms and conditions in the following order:

1. Disclosing on the Exchange about the recommendation of the entity that manages the fund to delist from the Exchange and providing reasons.
2. Without prejudice to the provisions of Article (2-35) of Module Thirteen (Collective Investment Schemes) of these Bylaws, the approval of the Unit holders holding the majority of 75% of the Fund's capital must be obtained, and proof must be submitted to the Authority.
3. If the Exchange-traded Funds of certain Unit holders are not able to recover due to the limited number of their units, the Authority will hold the managers of the Fund responsible and shall require redemption of the units owned by the participants in accordance with the last price for the unit assessment at the redemption time, and proof of the same must be submitted to the Authority.
4. Providing the Authority with the reasons of delisting from the Exchange.
5. Providing the Authority with an undertaking from the entity managing the Fund guaranteeing payment of any amounts or liabilities due from the Fund to the Exchange for the period of listing in the Exchange.
6. Providing the Authority with undertaking, in coordination with a Clearing Agency for payment of any liabilities on the Fund towards the Unit holders including cash profits and returns.
7. Obtaining the Authority's approval for the voluntary delisting, and announcing it in the Exchange.
8. Announcing that a date is specified for delisting from the Exchange at least six months from the date of announcing the Authority's approval, without including any suspension of trading of Units within this period.

Chapter Four
Listing Bonds and Sukuk

4

Scope of Application

Article 4-1

The provisions of this Chapter shall apply to the listing of Bonds and *Sukuk* issued by:

1. Public Shareholding Companies.
2. Closed Shareholding Companies.
3. Special Purpose Vehicle Companies regulated by the Authority in pursuant with the provisions stipulated in Item (9) of Article (5) of Law.
4. Different Government Bodies, agencies and public institutions.

These provisions also apply to any foreign Issuer submitting Bonds and *Sukuk* Listing Application for trading on the Exchange.

General Provisions

Article 4-2

An Issuer or Obligor of Bonds or Sukuk, approved by the Authority to be issued or offered through a Public Offering, shall submit a Listing Application to the Exchange to list these Bonds or Sukuk and meet its procedures, prior to them being issued to the public.

An Issuer or Obligor of the Bonds or Sukuk which are offered via a Private Placement may submit a Listing Application to the Authority for listing these Bonds and Sukuk on the Exchange.

Requirements Related to the Issuer and Obligor

Article 4-3

Without prejudice to the provisions of Article (1-6) of this Module, every Issuer or Obliger of Bonds or Sukuk that submits a Listing Application in the Exchange shall meet the conditions set forth in Module Eleven (Dealing in Securities) of these Bylaws, and the listing conditions set by the Exchange, in addition to the following conditions:

1. It shall be dully incorporated in accordance with the provisions stipulated in the laws of its country of incorporation and be operating in conformity with its Company Contract.
2. The issued capital of the Issuer shall be fully paid.
3. That a period of no less than three financial years have passed since the Obligor incorporation for which three audited financial statements have been issued prior to the submission of the Listing Application.
4. The Obligor shall have been practicing one or more of its main licensed activities for the last three financial years prior to the date of submitting the Listing Application.
5. Obtaining the written approval of the Authority and other Regulatory Bodies for issuance of Bonds or *Sukuk* for which listing is sought.
6. Appointment of a Listing Advisor.
7. Any other conditions or regulations stipulated by the Authority.

Article 4-4

The Issuer or Obliger (if it was a Kuwaiti company listed in the Exchange) shall be exempt from the conditions stipulated in items (1), (3), (4), and (6) of Article (3-4) of this Module.

In the case of indirect offering of Bonds and Sukuk by a Foreign Issuer of a Kuwaiti listed company, these Bonds and Sukuk may be listed with the condition of the Authority's approval of the Prospectus and meeting the requirements of the Exchange.

4

Listing Application

Article 4-5

Listing Bonds or Sukuk in the Exchange through Public Offer or Private Placement shall be by following the procedures mentioned below in accordance with the following order:

1. Obtain the Authority's approval for issuing or offering Bonds or Sukuk.
2. Submit a Listing Application to the Exchange in accordance with the form provided by the Exchange for this purpose, at the same time of submitting the Prospectus to the Authority.
3. The Exchange shall provide the Authority with its recommendation regarding the Listing Application, attached with all the documents and information in accordance with the Exchange rules and these Bylaws, and shall notify the applicant of this recommendation.
4. The Authority shall issue its decision regarding the approval of the Prospectus, and then its decision on listing in light of the Exchange's recommendation, and whether the Bonds or Sukuk have met the listing requirements set out in this Module.
5. Subscription must result in meeting the listing requirements of Bonds and Sukuk set by the Exchange and the Authority, particularly the minimum value to be listed in the Exchange. The Prospectus must include the right of any subscriber to withdraw from the subscription if the subscription does not meet these conditions, within five Business Days from the announcement of the subscription results.
6. The listing applicant shall provide the Authority and the Exchange with proof of meeting the conditions stipulated in item 5 of this Article, within five Business Days from the date of the announcement of the subscription allocation results. The Authority's approval shall be deemed to be withdrawn if the company did not meet these conditions.
7. The applicant must list the Bonds or Sukuk in the Exchange within three Business Days of submitting the subscription statement set out in Article (5-46) of Module Eleven (Dealing in Securities) of these Bylaws.
8. The subscription, allocation, and issuance process may be conducted electronically through the Clearing Agency system, or a system compatible with its automated systems and procedures, ensuring the Issuer or Obligor's adherence to the timeline of these Bylaws.

The timeframes mentioned in this Article are mandatory. If the applicant delayed or failed to fulfill the requirements within these timeframes, the Authority's approval shall be deemed to be withdrawn, unless the Authority approves an extension period with regard to the public interest.

Article 4-6

In the cases where the issuance of Bonds or *Sukuk* is guaranteed by the Government of the State of Kuwait or in such other circumstances as the Authority may decide, the Authority may grant exemptions and waive some or all of the requirements stipulated in this chapter.

Article 4-7

The Members of a Board of Directors and the Chief Executive Officer of the Issuer or Obligor - as applicable - shall be responsible for the contents of the Listing Application submitted to the Authority and the Exchange and the Listing Advisor shall be responsible for the completeness of information disclosed in the Listing Application.

In case of the Guaranteed Issue, the Guarantor shall be responsible for the contents of the Listing Application related to the Guarantor or the guarantee.

Article 4-8

The Issuer or Obligor - as applicable - or any other parties stated in this Article of this Chapter, shall be primarily responsible for satisfying the regulatory requirements for the approval of the listing of Bonds or *Sukuk* without the Listing Advisor being responsible for such task.

Article 4-9

In case of the Guaranteed Issue of bonds or *Sukuk*, the relevant guarantee shall be issued in conformity with the laws which are relevant to the Guarantor and in conformity with the Guarantor Company Contract and all authorizations needed for its issues under such laws shall have been duly given.

Article 4-10

Without prejudice to the listing requirements stipulated in this Module, the Convertible Bonds or Convertible *Sukuk* may be admitted to listing, only if the Shares of the same class into which they are convertible are already listed on the Exchange or an Exchange outside Kuwait under the supervision of a foreign authority with supervising competences.

Listing Units of Bonds or *Sukuk* in any non-Kuwaiti Exchange

Article 4-11

Issuers or Obligors of Bonds or Sukuk listed in the Exchange may list Bonds or Sukuk in Non-Kuwaiti Exchanges only after obtaining the prior approval of the Authority.

4

Delisting of Bonds and Sukuk from the Exchange

Article 4-12

The Authority shall cancel the listing of any Bonds or *Sukuk* listed on the Exchange in any of the following conditions:

1. If a final judgment or any resolution was passed to dissolve or liquidate the Issuer or Obligor.
2. If the Issuer or Obligor stopped practicing its licensed activities temporarily for more than a year, or in the case of bankruptcy of the Issuer or Obligor.
3. If the Issuer or Obligor merges with another entity or person whereby such Merger leads to the termination of its corporate legal identity, or which includes the redemption of the issued Bonds or *Sukuk*, or the conversion of the whole or large part of the Bonds or *Sukuk* into a different form of Securities.
4. If there is redemption of all the listed Bonds or *Sukuk* before the final maturity date.
5. If there is conversion of all the listed Bonds or *Sukuk* into a different form of Securities.
6. If the Bonds or *Sukuk* are delisted in any regulated foreign Exchanges in outside the State of Kuwait.
7. If the Authority deems that delisting is necessary for protection of the investors or the maintenance of an orderly market.

Voluntary Delisting of listed Bonds and Sukuk from the Exchange

Article 4-13

An Issuer may apply for voluntary delisting in accordance with the conditions and procedures in the following order:

1. The Issuer shall announce the Board of Directors recommendation of delisting from the Exchange and specifying the reasons for such a decision.
2. Notifying the Bondholders or Sukukholders required to be withdrawn, and the Authority and the Exchange by a written notification providing prior to the date stated for the withdrawal from the listing. Such notice shall include a clear and adequate explanation of the following:
   a. Its decision to delist.
   b. The intended date and time of the delisting.
   c. The nature of the events affecting the activities of the Issuer.
   d. Any other information the Authority may request.
3. Submitting an undertaking to the Authority from the Issuer and Obligor guaranteeing payment of any amounts or liabilities due from the Issuer or Obligor - as applicable - to all the relevant parties for the listing period.
4. Providing the Authority with undertaking, in coordination with a Clearing Agency for payment of any liabilities on the company towards the Bondholders Association or Sukukholders Association including cash profits or returns.
5. Obtain the approval of two thirds of the Bondholders or Sukukholders to delist from the Exchange and deposit the approval with the Authority.
6. An Issuer shall obtain the Authority approval to delist from the Exchange, and shall announce it in the Exchange.
7. Announcing the specification of the date of delisting from the Exchange within a period than six months from the date of the Authority approval without suspension of Bonds or Sukuk during this period.

Appendix 1
Application for Listing a Security in the Exchange in a Non-Kuwaiti Exchange

NOTE:
All forms referenced in the "translation" of the Bylaws are for reference purposes only. Forms to be submitted to the Authority are to be in Arabic language only.

(1) Information of the company

Company Name: ❖

Address of the company's permanent headquarters: ❖

(2) Information of the Listing Advisor

Name of the Listing Advisor: ❖

Liaison Officer:	Department:	Mobile No.:
Fax. no:	**Tel No.:**	**E-mail**

(3) Financial Details

The company's current issued and paid capital: ❖	Authorized capital: ❖	Number of Shares: ❖
Percentage of Shares to be listed in the foreign exchange: ❖	**Number of shareholders registered in the share record: ❖**	

(4) Information of the Auditor

Auditor name: ❖

Mobile No.:	Fax No.:	Tel. No.:
E-mail:		

(5) Information of the Legal Advisor

Legal Advisor name: ❖

Mobile No.:	Fax No.:	Tel. No.:

E-mail:

(6) List of documents required upon submission of the application

S	Document	Enclosure	N/A	Review Status (Capital Market Authority only	Remarks
1❖	A study specifying the objective of listing in the Non-Kuwaiti Exchange along with the requirements , and its effect on the activity of the Issuer of the Security, and the obligations of listing, and a brief of the technical study including the objective of the listing in the Non-Kuwait Exchange, its privileges and anticipated risks, in addition to the procedures taken by the company to limit such risks.	☐			
2❖	A certified copy of the ordinary general assembly's resolution approving the listing of the Security in the Non-Kuwaiti Exchange upon the request for approval, provided that the approval of the general assembly has not been more than one year.	☐			
3❖	An undertaking of not disclosing any information to the Non-Kuwait Exchange before or at the same time of disclosing to the Exchange.	☐			
4❖	An undertaking of abiding with providing the Exchange with all the requirements and details related to disclosure in the Non-Kuwait Exchange.	☐			
5❖	Copy of Fees Payment Receipt of the Application.	☐			

Note: No application shall be admitted unless this form is completed, especially the mandatory fields marked with ❖. If none of the above documents are available, please notify the Authority with an official letter explaining the reason.

Application Reviewer (Capital Market Authority)

Date ..../.........../.......

Signature

Stamp

Applicant

Date ..../.........../.......

Signature

Stamp

Appendix 2
Application for Voluntary Delisting of a Listed Company Shares from the Exchange

NOTE:
All forms referenced in the “translation” of the Bylaws are for reference purposes only. Forms to be submitted to the Authority are to be in Arabic language only.

(1) Information of the company

Company Name: ❖

Address of the company’s permanent headquarters: ❖

(2) List of documents required upon submission of the application

SR.	Document	Appendix	N/A	Review Status (Capital Market Authority only	Remarks
1❖	A letter from the company requesting delisting from the Exchange.	☐			
2❖	Copy of the announcement of the Board of Directors recommendation of delisting from the Exchange and specifying the reasons for such a decision.	☐			
3❖	Providing the Authority with the reasons of delisting from the Exchange.	☐			
4❖	A copy of the minutes of the general assembly’s meeting of approving the delisting, provided that the approval is certified by the concerned bodies and that not more than one year has passed since that approval.	☐			
5❖	An undertaking from the company guaranteeing payment of any amounts or obligations due from the company to shareholders of cash dividends and bonus shares.	☐			
6❖	An undertaking from the company in coordination with a Clearing Agency for payment of any obligations of the company towards the shareholders including cash dividends and bonus shares.	☐			
7❖	Copy of Fees Payment Receipt of the Delisting Application.	☐			

No application shall be admitted unless this form is completed, especially the mandatory fields marked with ❖. If none of the above documents are available, please notify the Authority with an official letter explaining the reason.

Application Reviewer (Capital Market Authority)		**Applicant**	
Date	........./........../.......	Date	........./........../.......
Signature		Signature	
Stamp		Stamp	

Appendix 3
Application for Voluntary Delisting of Listed Fund Units from the Exchange

(1) Information of the Fund

Fund Name: ❖ Fund Manager's Name: ❖

Address of Fund Manager's Headquarters: ❖

(2) List of documents required upon submission of the application					
SR.	Document	Appendix	N/A	Review Status (Capital Market Authority only	Remarks
1❖	A letter from the Fund Manager requesting voluntary delisting from the Exchange.	☐			
2❖	Copy of the announcement of the entity managing the Fund's recommendation of delisting from the Exchange and specifying the reasons for such a decision.	☐			
3❖	A letter specifying the reasons of delisting from the Exchange.	☐			
4❖	A copy of the minutes of the Unit holder's meeting of approving the delisting, in accordance with Item No. (2) of Article 3-10 of Chapter Three of this module.	☐			
5❖	An undertaking from the entity managing the Fund guaranteeing payment of any amounts or obligations due from the Fund to the Exchange during its listing period at the Exchange.	☐			
6❖	An undertaking from the Fund in coordination with a Clearing Agency for payment of any obli-gations of the Fund towards the Unit holders including profits and revenues.	☐			
7❖	Copy of Fees Payment Receipt of the Delisting Application	☐			
8	Providing proof that the Fund Manager has redeemed the participants' units at the last valuation price per unit at the time of re-demption. This applies to Exchange-Traded Funds in which some Unit holders are unable to redeem their units due to a small number of units.	☐			

No application shall be admitted unless this form is completed, especially the mandatory fields marked with ❖. If none of the above documents are available, please notify the Authority with an official letter explaining the reason.

Application Reviewer (Capital Market Authority)		Applicant	
Date	........./........../.......	Date	........./........../.......
Signature		Signature	
Stamp		Stamp	

Appendix 4
Application for Voluntary Delisting of Listed Bonds or Sukuk from the Exchange

(1) Information of the Issuer

Issuer Name: ❖

Address of Issuer's Headquarters: ❖

(2) List of documents required upon submission of the application					
SR.	Document	Appendix	N/A	Review Status (Capital Market Authority only	Remarks
1❖	A letter from the Issuer requesting voluntary delisting from the Exchange.	☐			
2❖	Copy of the announcement of the Board of Directors recommendation to the Issuer of delisting from the Exchange and specifying the reasons for such a decision.	☐			
3❖	A copy of the notification letter including a written notice to the Bondholders' or Sukukholders whose delisting is required, provided that it includes a clear explanation of what is stipulated in Item (2) of Article 4-13 of Chapter Four of this module.	☐			
4❖	A copy of the approval letter of two-thirds of the Bondholders' or Sukukholders to delist from the Exchange.	☐			
5❖	An undertaking from the Issuer and Obligor guaranteeing payment of any amounts or obligations due from the Issuer and Obligor – as the case may be- to all related parties for the listing period.	☐			
6❖	An undertaking from the company in coordination with a Clearing Agency for payment of any obligations of the company towards the Bondholders or Sukukholders including profits and revenues.	☐			
7❖	Copy of Fees Payment Receipt of the Delisting Application	☐			

No application shall be admitted unless this form is completed, especially the mandatory fields marked with ❖. If none of the above documents are available, please notify the Authority with an official letter explaining the reason.

Application Reviewer (Capital Market Authority)		**Applicant**	
Date	………/………./…….	Date	………/………./…….
Signature		Signature	
Stamp		Stamp	