

Resolution No. (23) of 2014
Regarding
the Issuance of Listing Regulations of Shareholding Companies' Shares in the
Securities Exchange

Having Perused:

- Law No. 7 of 2010 regarding the Establishment of Capital Markets Authority and Regulating Securities Activities, and its Executive Bylaws; and
- Resolution No. (3) of 2011 of the CMA Board of Commissioners issued on 12/4/2014 regarding "Issuance of the Listing Regulations In the Securities Exchange"; and
- Based on CMA Board of Commissioners Resolution passed in its meeting (9) of 2014 held on 30/4/2014 regarding the Issuance of the Listing Regulations In the Securities Exchange.

The Following Was Resolved

Article (1)

The issuance of the listing regulations of the shareholding companies' shares in the Securities Exchange shall be according to the regulations attached with this Resolution.

Article (2)

Resolution No. (3) of 2011 of the CMA Board of Commissioners issued on 12/4/2011 regarding the Issuance of the Listing Regulations In the Securities Exchange shall be cancelled.

Article (3)

This Resolution shall come into force from the issue date hereof. Companies currently listed shall be exempted from applying Item (2) of Article (24), and Item (1-a) of Article (25) until 15th May 2017 to adjust their situations.

Saleh Mubarak Al-Falah

Chairman, CMA Board of Commissioners

Issued on 15 / 5 / 2014

CMA Data Classification: Public

Resolution No. (23) of 2014 Regarding The Issuance of Listing Regulations of Shareholding Companies' Shares in the Securities Exchange

Listing Regulations of Shareholding Companies' Shares in the Securities Exchange

Article (1)

With consideration of the definitions mentioned in Law No. 7 of 2010 and its Executive Bylaws for the purpose of applying these Regulations, the following terms and phrases shall bare the meaning opposite to each them:

The Authority: the Capital Markets Authority.

The Exchange: the Securities Exchange or the Securities Market.

The Clearing Agency: the entity that carries out clearing and settlement operations in respect of securities and the central custody of securities.

Listed Company: a shareholding company listed in the Exchange.

Public Shareholding Companies: the companies that the subscription in all or in part of its shares is offered for the public.

Closed Shareholding Companies: the companies in which subscription is offered exclusively for the founders.

Shares: the shares issued or proposed to be issued in the capital of a company.

Majority Shareholders: any shareholder who owns 5% or more of the shareholding company according to the provisions of Chapter Ten of Law No. 7 of 2010 and its Executive Bylaw.

Listing Advisor: any person authorized to practice a securities' activity.

The Companies' Law: Decree Law No. (25) of 2012 of the Issuance of the Companies Law and its amendments.

The Authority's Law: Law No. (7) of 2010 regarding the Establishment of the Capital Markets Authority and Regulating Securities' Activity.

Article (2)

The provisions of these Regulations shall apply on the following:

- a. The shareholding companies that apply for listing their shares in the Securities Exchange.
- b. The shareholding companies listed in the Securities Exchange.

Article (3)

Listing the shares of any shareholding company in the Securities Exchange is only permitted after obtaining the CMA's approval.

Section One

Listing the Shares of the Public Shareholding Companies

Article (4)

The companies that were established as public shareholding companies shall submit to the CMA the listing applications of their shares in the Securities Exchange within the company's second fiscal year; otherwise, the CMA may request the concerned official entities to cease the activities of the company. However, companies completely owned by the government shall be exempted from submitting the listing application.

Article (5)

The public shareholding companies which submit a listing application of their shares in the Main Market shall meet the following conditions:

1. The capital of the company shall be fully paid, and shall not be less than ten million Kuwaiti Dinars.
2. The company shall be currently practicing one or more of its main licensed activities.
3. The company shall keep the shares owned by shareholders who own 20% or more of company's shares with the Clearing Agency for two years as of the listing date.
4. Appointing a conformity and compliance officer who observes following the rules and regulations of the supervisory authorities and the investors.
5. Compliance with the Corporate Governance Regulations issued by the CMA.
6. Appointing a Listing Advisor.
7. Any conditions or regulations decided by the CMA.

Article (6)

The shares of the Public Shareholding Company applying for listing shall be negotiable pursuant to the provisions of the Companies Law and the CMA's Law.

Article (7)

The Required documents for listing the shares of the Public Shareholding Companies

The listing application shall be submitted to the CMA on the form prepared for this purpose, accompanied with the following documents:

1. An authorization letter from the company to the Listing Advisor for following up the process of listing the company's shares in the Securities Exchange.
2. Basic and financial details of the company:
 - a. Copy of the Memorandum of Association and Articles of Association of the company and a copy of all the amendments that occurred to the same since establishment, and a copy of the certificate of commercial register.
 - b. The approved original copy of the audited annual financial statements, in addition to the quarterly audited financial statements if more than three months have passed since the last annual financial statements.
 - c. Names of the Board of Directors.
 - d. The company's authorized signatories and specimens of the signatures.
 - e. The Listing Advisor.
3. The company's General Assembly minutes of meetings approved by the concerned bodies.
4. A list of the cases filed for or against the company and its subsidiaries, and the amounts and details of such cases.
5. A list of the company's shareholders and the proportion of their ownership of each of them in the company's shares, in addition to a list of the Majority Shareholders.
6. A valuation by at least two parties licensed to practice real estate valuation to all assets owned by the company as per the regulations issued by the CMA in this concern.
7. An undertaking from the Board of Directors of the company to abide by the laws, the bylaws, and the resolutions applied in the Securities Exchange, and providing all the information and details requested by the CMA and the Securities Exchange. Such information shall be correct and factual.
8. The consent of the Central Bank of Kuwait to submit the listing application. This applies on the banks and companies under its supervision.

9. The consent of the Ministry of Commerce and Industry to submit the listing application. This applies on the insurance companies.
10. Payment receipt of the listing application fees to the CMA.

Section Two

Listing the Closed Kuwaiti Shareholding Companies in the Main Market

Article (8)

Closed Kuwaiti Shareholding Companies that submit an application for listing their shares in the Main Market shall meet the following conditions:

1. The issued capital of the company shall be fully paid, and shall not be less than ten million Kuwaiti Dinars. The total shareholders' equity to the anticipated average capital paid in the last two fiscal years shall not be less than 110%, based on the annual financial statements audited by the auditor prior to the listing application date, as approved by the General Assembly of the company.
2. The company shall have achieved net profit for at least the last two fiscal years, and the net profit of any of the two years shall not be less than 5% of the paid capital.
3. The revenues received by the company from one more of its main activities shall not be less than 75% of its total revenue according to the annual audited financial statements for the last two fiscal years.
4. The company shall have passed at least three full fiscal years since its establishment, for which balance sheets audited by the auditor were issued.
5. The company shall have practiced its licensed activities for a period of at least three fiscal years before the date of submitting the listing application.
6. Obtaining the approval of the General Assembly of the company for listing its shares in the Securities Exchange, provided that not more than twelve months have passed since the approval.
7. The number of shareholders shall not be less than 200, the CMA may issue its initial listing approval resolution if the required number is reached within two months from the mentioned date, otherwise, the resolution shall not be considered valid. The non-founders shareholders' ownership shall not be less than 30% of the type of shares subject of the application.
8. Appointing a conformity and compliance officer to observe following the rules and regulations of the supervisory authorities and the investors.
9. Compliance with the Corporate Governance Regulations issued by the CMA. The top management of the applicant shall be qualified as concerning the necessary know-how and expertise in the field of the company's activities.
10. Appointing a Listing Advisor.
11. Any other conditions as set by the CMA.

Article (9)

Shares of Closed Kuwaiti Shareholding Companies applying for listing shall meet the following conditions:

1. The company's shares shall be negotiable pursuant to the provisions of the Companies Law and the CMA's Law.
2. The company shall Keep 25% of its capital of the shares of the Majority Shareholders of the company with the Clearance Agency for two years as of the date of listing. This percentage may be reduced within the second year of listing to not less than 15% of the company's capital. The names of the Majority Shareholders owning this percentage shall be decided by the Board of Directors. This percentage can be disposed among the majority shareholders, provided that the new shareholder abides by the same condition. The operations related to the mandatory offer shall be excluded from the above mentioned regulations. The provisions of this Item shall not be considered valid after the end of the second year of the listing date.

Article (10)

The Required details for Listing a Closed Kuwaiti Shareholding Company in the Main Market:

Listing applications shall be submitted to the CMA on the form prepared for this purpose, accompanied with the following documents:

1. An authorization letter from the company to the Listing Advisor for following up the process of listing the company in the Securities Exchange.
2. Basic and financial details of the company:
 - a. Copy of the Memorandum of Association and Articles of Association of the company and a copy of all the amendments that occurred to the same since establishment, and a copy of the certificate of commercial register.
 - b. The approved original copies of the audited annual financial statements for the last three years, in addition to the quarterly audited financial statements if more than three months have passed since the last annual financial statements.
 - c. Names of the Board of Directors.
 - d. The company's authorized signatories and specimens of the signatures.
 - e. Advisors and auditors.
 - f. Listing advisor.
3. The company's General Assembly minutes of meeting for the last three years approved by the concerned bodies.

4. A list of the cases filed for or against the company and its subsidiaries, and the amounts and details of such cases.
5. A list of the company's shareholders and the proportion of ownership of each of them in the company's shares, in addition to a list of the Majority Shareholders.
6. A valuation by at least two parties licensed to practice real estate valuation to all assets owned by the company as per the regulations issued by the CMA in this regard.
7. An undertaking from the Board of Directors of the company to abide by the laws, the bylaws, and the resolutions applied in the Securities Exchange, and providing all the information and details requested by the CMA and the Securities Exchange. Such information shall be correct and factual .
8. The Memorandum of Association and Articles of Association shall not include a restriction for the shareholder's right of shares' disposal by one or both of the two following restrictions:
 - a. Requiring a priority right for the shareholders in the company for purchasing the shares whose owner would like to sell.
 - b. Requiring the Board of Directors approval of the shares' purchaser.
9. The consent of the Central Bank of Kuwait to submit the listing application. This applies on the banks and companies under its supervision.
10. The consent of the Ministry of Commerce and Industry to submit the listing application. This applies on the insurance companies.
11. Payment receipt of the listing application fees to the CMA.

Article (11)

If the application is submitted by a company that has changed its legal form from a company with a limited liability to a closed shareholding company, then the application date shall be after three years of the change as indicated in the commercial register.

Section Three

Listing the Closed Kuwaiti Shareholding Companies' Shares in the Parallel Market

Article (12)

The Closed Kuwaiti Shareholding Companies applying for listing its shares in the Parallel Market shall meet the following conditions:

1. The issued capital of the company shall be fully paid, and shall not be less than three million Kuwaiti Dinars. The total amount of shareholders' equity in the company shall not be less than the amount of the paid up capital, based on the latest audited financial statements before the date of submitting the listing application.

2. The company shall have made net profits for at least the last two years, and the net profit for each of the years shall not be less than 5% of the paid up capital.
3. The revenues received by the company's from one or more of its main activities shall not be less than 75% of its total revenue according to the annual audited financial statements for the last two fiscal years.
4. The company shall have passed at least three full fiscal years since its establishment, for which balance sheets audited by an auditor.
5. The company shall have practiced its licensed activities for at least three fiscal years prior to the date of submitting the application.
6. Obtaining the approval of the General Assembly of the company for listing its shares in the Parallel Market in the Securities Exchange before applying, provided that not more than twelve months have passed since the approval.
7. The number of shareholders shall not be less than 200, the CMA may issue its initial listing approval resolution if the required number is reached within two months from the mentioned date, otherwise, the resolution shall not be considered as valid. The non-founders shareholders' ownership proportion shall not less than 30% of the type of shares subject of the application.
8. Appointing a conformity and compliance officer who observes the rules and regulations of the supervisory authorities and the investors.
9. Compliance with the Corporate Governance Regulations issued by the CMA.
10. Appointing a Listing Advisor.
11. Any conditions or regulations decided by the CMA.

Article (13)

The shares of the Closed Kuwaiti Shareholding Companies applying for listing in the Parallel Market shall meet the following conditions:

1. The shares of the company shall be negotiable pursuant to the provisions of the Companies Law and the CMA's Law.
2. The company shall Keep 25% of its capital of the shares of Majority Shareholders of the company with the Clearance Agency for two years as of the date of listing. This percentage may be reduced within the second year of listing to not less than 15% of the company's capital. The names of the Majority Shareholders owning this percentage shall be decided by the Board of Directors. This percentage may be disposed among the Majority Shareholders, provided that the new shareholder abides by the same condition. The operations related to the mandatory offer shall be

excluded from the above mentioned regulations. The provisions of this Item shall not be considered valid after the end of the second year of the listing date.

Article (14)

The Required documents for Listing a Closed Shareholding Company in the Parallel Market:

Listing applications shall be submitted to the CMA on the form prepared for this purpose, accompanied with the following documents:

1. An authorization letter from the company to the Listing Advisor for following up the process of listing the company in the Securities Exchange.
2. Basic and financial details of the company:
 - a. Copy of the Memorandum of Association and Articles of Association of the company and a copy of all the amendments that occurred to the same since establishment, and a copy of the certificate of commercial register.
 - b. The approved original copy of the audited annual financial statements for the last three years, in addition to the quarterly audited financial statements if more than three months have passed since the last annual financial statements.
 - c. Names of the Board of Directors.
 - d. The company's authorized signatories and specimens of the signatures.
 - e. Listing Advisor.
3. The company's General Assembly minutes of meetings for the last three years approved by the concerned bodies.
4. A list of the cases filed for or against the company and its subsidiaries, and the amounts and details of such cases.
5. A list of the company's shareholders and the proportion of ownership of each of them in the company's shares, in addition to a list of the Majority Shareholders.
6. A valuation by at least two parties licensed to practice real estate valuation to all assets owned by the company as per the regulations issued by the CMA in this regard.
7. An undertaking from the Board of Directors of the company to abide by the laws, the bylaws, and the resolutions applied in the Securities Exchange, and providing all the information and details requested by the CMA and the Securities Exchange. Such information shall be correct and factual .
8. The Memorandum of Association and Articles of Association shall not include a restriction for the shareholder's right of shares' disposal by one or both of the two following restrictions:

- c. Stipulating a priority right for the shareholders in the company for purchasing the shares whose owner would like to sell.
- d. Stipulating the Board of Directors approval of the shares' purchaser.
9. The consent of the Central Bank of Kuwait to submit the listing application. This applies on the banks and companies under its supervision.
10. The consent of the Ministry of Commerce and Industry to submit the listing application. This applies on the insurance companies.
11. Payment receipt of the listing application fees to the CMA.

Article (15)

If the application is submitted by a company that has changed its legal form from a company with a limited liability to a closed shareholding company, then the application date shall be after three years of the change as indicated in the commercial register.

Section Four

Listing the Shares of Non-Kuwaiti Companies in the Main Market

Article (16)

If the company requesting to be listed is a non-Kuwaiti company, it shall be listed in the Securities Exchange of the country where it was registered, and two years shall have passed since its listing date.

Article (17)

For the securities of non-Kuwaiti companies to be listed for trading in the Main Market in Kuwait, they shall meet the following conditions :

1. Submitting an application by the company requesting to be listed, signed by an authorized person or entity on behalf of the company.
2. The company shall meet all the provisions stipulated in the law of its country of registration.
3. The legal form of the company shall be a shareholding company.
4. The company shall be listed in a Securities Exchange that is subject to an authority or entity with supervisory competencies.
5. The company shall have issued at least three audited balance sheets.
6. The issued capital of the company shall be fully paid, and shall not be less than ten million Kuwaiti Dinars. The total shareholders' equity to the anticipated average capital in the last two years shall not be less than 110%, based on the financial statements audited by an auditor who is registered and licensed in the country of the

company's registration prior to the listing application date, as approved by the General Assembly of the company.

7. The Articles of Association of the company shall stipulate that the General Assembly of the company shall convene at least once a year.

8. The shares of the company shall be negotiable, and there shall be no restrictions concerning banning the transfer of the ownership of shares between the dealers with the company or the country of the company of other nationalities, and stating such restrictions, if any, and specifying the percentage of shares that shall be listed in the Main Market.

9. The company shall appoint a legal representative in the State of Kuwait to perform the tasks of registering shares, distributing profits and receiving and issuing reports and documents relevant to the business of the company. The representative may be the licensed Securities Exchange or one of the operating banks licensed by the Central Bank of Kuwait, or one of the companies operating in the field of securities.

10. The Company's General Assembly approval of listing its shares in the concerned market.

11. The company shall present an undertaking after the listing that it shall disclose to the Securities Exchange in Kuwait any information or data that it discloses to the foreign market in which it is listed.

12. Any other conditions as the CMA may deem necessary.

Article (18)

The Required Information for Listing Non-Kuwaiti Companies in the Main Market

The Listing Application of Non-Kuwaiti Companies' Shares shall include the following information:

1. Name of the foreign company and its main domicile for management, a statement of its legal form, its capital, number of shareholders, the date of establishment, nationality and place of registration.
2. Name of the listing applicant, the authorizing entity, and date of the official authorization of submitting the application.
3. The par value per share of the foreign company.
4. Names and addresses of auditors who audited the accounts of the company for the last three years prior to submitting the listing application.
5. Name or names of the Securities Exchange in which the company is listed.
6. Statement of the procedures or restrictions on transferring the ownership of shares to persons not carrying the nationality of the company.
7. Statement of the possibility of shares amortization, and the conditions thereof.

8. Name of the legal representative in Kuwait who shall undertake the mission of registering the transfer of ownership of the shares, the distribution of profits, receiving and issuing reports and documents related to the business of the company, and representing the company in all what is related to the implementation of Law No. 7/2010 and its Executive Bylaw.
9. Any other information requested by the CMA.

Article (19)

Listing requests shall be submitted to the CMA on the form prepared for this purpose, accompanied by the following documents:

1. The Memorandum of Association and Articles of Association of the company authenticated pursuant to the applicable laws in the country which the company bears its nationality.
2. A report issued by the Board of Directors including the following:
 - a. A brief about the establishment of the company.
 - b. The company's main purposes, its relation to any other company, whether it is a holding, subsidiary, associate, or ally, or any other form of relationship.
 - c. Specifying the type of securities the company issued before, and those decided to be issued by the company.
 - d. Names of those who own more than 5% of the securities issued by the company and the details of their ownership.
 - e. The main developments witnessed by the company, which had a major effect on its performance since its establishment and until the date of submitting the listing application.
 - f. The evaluation of the Board of Directors of the company supported by the figures of the company's performance and achievements.
3. The annual report of the company including:
 - a. The audited financial statements of the company for the last three years prior to the application of listing.
 - b. Audited quarterly financial statements covering the period from the end of the last fiscal year prior to submitting the listing application date and until the end of the last quarter prior to that application.
4. General Documents of the Company, including:
 - a. Certificate of listing the company in the Securities Exchange of its country of registration or any other Securities Exchange.
 - b. The company's General Assembly minutes of meeting for the last three years prior to submitting the listing application.
 - c. An undertaking that there are no restrictions imposed by the company or by its country of nationality that limit the freedom of transferring the

- ownership of the shares between dealers, or a statement of the restrictions that are imposed on such transaction.
5. The document of appointing the legal representative of the company in the State of Kuwait.

Section Five
Joint Listing
Listing Kuwaiti Companies in Securities Exchanges outside the State of
Kuwait

Article (20)

Kuwaiti companies whose securities are listed in local Securities Exchanges may not list their securities in Securities Exchanges outside the State of Kuwait without obtaining the approval of the CMA.

Article (21)

The following conditions shall be met for listing Kuwaiti companies in Securities Exchanges outside Kuwait:

1. Submitting a study specifying the objective of listing the company in the foreign Securities Exchange and the requirements of the same, and its effect on the activity of the company, and the obligations of listing. The company shall also submit a brief of the technical study including the objective of listing in the foreign Securities Exchange, its privileges, and anticipated risks, in addition to the procedures taken by the company to limit such risks.
2. The percentage of the shares to be listed in the foreign Securities Exchange shall not exceed 40% of the company's capital.
3. The company shall present a copy of the of the General Assembly's resolution of approving the listing of its securities in the foreign Securities Exchange.
4. The company shall present an assurance of not disclosing any information to the foreign Securities Exchange before disclosing the same to the Securities Exchange in Kuwait or at the same time.
5. The company shall submit an undertaking of abiding with providing the Securities Exchange with all requirements and details related to disclosure in the foreign Securities Exchange.

Section Six
Transferring the Listing of a Company's Shares Between the Main Market and the Parallel Market

Article (22)

The Company listed in the Parallel Market may request to transfer the listing of its shares to the Main Market when it fulfills the following conditions:

1. If it fulfilled the terms of listing in the Main Market.
2. If it issued financial statements for two full years since its listing in the Parallel Market.
3. The share turnover shall not be less than 10% of the company shares annually for the last two fiscal years.
4. When requesting to transfer the listing of a company's shares from the Parallel Market to the Main Market, the provisions of Item (2) of Article (9) shall be implemented in case a material change occurs to the shares' structure of the company which is owned by the Majority Shareholders within the twelve months prior to the date of submitting the transfer request.

Article (23)

Application for transfer from the Parallel Market to the Main Market shall be submitted to the CMA accompanied by the opinion of the Securities Exchange, and the CMA is entitled to reject the application with a reasoned resolution, pursuant to the following circumstances:

1. Non-availability of any of the conditions stated in Article (22) of these regulations.
2. If the CMA so decides for considerations related to the market's situation and the national economy in general.

Article (24)

Transferring the listing of a company's shares from the Main Market to the Parallel Market:

Without prejudice to Item (1) of Article (25) of these Regulations, the CMA may transfer the listing of a listed company shares from the Main Market to the Parallel Market in any of the following cases:

1. Based on the company's request and after obtaining the approval of the Extraordinary General Assembly of the company.
2. Reduction of the listed company's capital below the minimum limit as stipulated in Item (1) of Articles (5) and (8) of these Regulations.

3. When ceasing the trading of the share for another six months.

Section Seven

Cancellation of Listing

Article (25)

The CMA may cancel any of the securities listed in the Securities Exchange in any of the following cases:

1. If the company lost one of the conditions of listing as stipulated in these regulations, which is related to one of the following:
 - a. Reduction of the listed company's capital below the minimum limit as stipulated in Item (1) of Article (12) of these Regulations.
 - b. Appointing a conformity and compliance officer.
 - c. Compliance with the Corporate Governance Regulations issued by the CMA.
2. If a decision was taken of dissolving or liquidation of the company.
3. If trading the share ceased for six months without taking any proper procedures to resume trading by the company.
4. If the company is merged with another company or companies resulting in ending the corporate entity of the company.
5. If the listed company stopped practicing its activities .

Section Eight

Optional Withdrawal

Article (26)

Any company listed in the Securities Exchange may request the cancellation of listing its shares in the Securities Exchange pursuant to the following terms and conditions:

1. Announcing the recommendation of the Board of Directors of the company to withdraw from the Securities Exchange, and providing the reasons.
2. Obtaining the approval of the extraordinary General Assembly to the withdrawal.
3. Providing the CMA with the reasons of withdrawal from listing.
4. Obtaining the approval of the CMA.
5. Specifying the date of withdrawing from the Securities Exchange at least six months in advance after the approval of the CMA, without stopping trading on the shares of the company during that period because of reasons related to the company, and for a period of five business days.

6. If the Extraordinary General Assembly approves withdrawing from the listing, the company's Board of Directors may provide an offer by one party or more of the company's owners or of external parties to purchase the shares from other shareholders willing to sell before withdrawal from the listing, provided that the purchase price equals the average of share price for six months prior to the Board of Directors' recommendation of the listing withdrawal request. The purchase must be before the actual date of withdrawal.
7. Providing the CMA with an undertaking from the company to pay any amounts or liabilities resulting from the period of listing the company in the Securities Exchange.
8. Arranging with the Clearance Agency for payment of any liabilities on the company towards the shareholders including cash profits, and bonus shares.

Section Nine

General Provisions

Article (27)

The Closed Kuwaiti Shareholding Company which increased its capital 50% or more within the twelve months prior to the date of submitting the listing request may not be listed until the passage of one full fiscal year as of the date of such increase.

Article (28)

If the listed company's capital is reduced to less than the minimum limit provided for in these Regulations, the company shall abide by submitting a written report to the CMA in which it explains the reasons of the reduction, which includes a schedule for settling the reduction within one fiscal year which starts from the date of capital reduction or the date of notifying it by the supervisory authorities, whichever occurs first.

The CMA may approve the schedule or not, or transfer the company's share listing from one market to another or cancel the listing according to the provisions of these Regulations.

Article (29)

The CMA may reject the listing request, provided that its resolution is reasoned. This is applicable in the following conditions:

1. Non-availability of any of the conditions stipulated in these Regulations.
2. If the CMA so decided for considerations related to the markets situation, or the national economy in general.
3. If the CMA so decided for protecting traders due to the occurrence or possibility of the occurrence of material changes related to the company's

financial situation or operational or administrative or relating to the company's assets.

Article (30)

The CMA may, with a reasoned decision, postpone making a decision regarding the company's share listing request in the Securities Exchange based on conditions related to the company's financial situation or administrative or operational or its assets.

Article (31)

The company abides by fulfilling the following requirements within four months as of the date of informing it of the CMA's approval of listing its shares in the Securities Exchange:

1. Submitting the prospectus draft to the CMA and obtaining the approval.
2. All the procedures of listing in the Securities Exchange.
3. The company abides by publishing its financial statements and the results of its business in at least two daily newspapers ten days prior to the specified date of commencing the trade of its securities in the Securities Exchange.
4. Such approval shall be considered as cancelled in case the company did not abide by such period.

Article (32)

Without prejudice to Item (7) of Article (8) and Item (2) of Article (9), and in case of the CMA's approval of the listing request in the Main Market, the company may, within six months of such approval before listing the shares in the Securities Exchange, increase its capital through a Listing Advisor by an Initial Public Offering in a percentage not less than (30%) of the issued and fully paid capital as it is at the time of approving the listing request, subject to obtaining a prior approval from the company's General Assembly, in addition to obtaining the required approvals from the CMA for such increase according to the procedures stipulated in the Executive Bylaw of Law No. (7) of 2010 regarding the Establishment of the Capital Markets Authority and Regulating Securities' Activity, and also the supervisory authorities that that company is subject to.

Article (33)

CMA Data Classification: Public

Resolution No. (23) of 2014 Regarding The Issuance of Listing Regulations of Shareholding Companies' Shares in the Securities Exchange

Companies subject to these Regulations shall abide by paying the fees specified by the CMA and the Securities Exchange.

Article (34)

All the companies concerned of listing shall abide by signing agreements with the Securities Exchange and the licensed deposit parties and the Clearance Agency in which the rights and liabilities of each party is specified.