

## **LISTING RESOLUTIONS**

- 1- Board of Director's Resolution No. (6) of 1996, issued at the meeting No. (57) dated 26/6/1996 regarding the general rules for listing local and foreign bonds at the Bahrain Stock Exchange.
- 2- Board of Director's Resolution No. (6) of 1996, in respect of listing foreign companies securities at the Bahrain Stock Exchange.
- 3- Chairman Board of the Director's Resolution No. (1) of 1993, in respect of the registration of closed bahraini shareholding companies at the Bahrain Stock Exchange.
- 4- Resolution No. (4) of 1992, in respect of defining the requirements of the prospects on the Issuance of securities for shareholding companies.

**Board Meeting No. 57/96**  
**Resolution No. 6/96**

**General Rules for Listing Local and Foreign Bonds:**

- 1- The Local bonds should have been issued in accordance with the Commercial Companies Law for the year 1975.
- 2- Foreign bonds should have been issued in accordance with the relevant laws of the issuing country.
- 3- The company should obtain the Bahrain Monetary Agency's approval.
- 4- Two years should have elapsed from the date of the issuing company's incorporation.
- 5- The company's financial position should be sound.
- 6- The company's paid-up capital should not be less than US\$10,000,000.
- 7- The company should abide by the listing agreement to be signed with the Exchange.
- 8- The company should appoint a representative office in Bahrain for the registration of its bonds, distribution of dividends, reports and other related matters.
- 9- The company should publish its balance sheets and financial results in various media instruments.

**Board Meeting NO:57/96**  
**Resolution NO:6/96**

**General Rules for Listing Foreign Companies at the Bahrain Stock Exchange:**

- 1- The company should be a joint stock company, listed in its country of incorporation or a closed company, established at least three years before the date of listing.
- 2- The company's paid-up capital should not be less than US \$ 10,000,000.
- 3- The company should have realized a net profit on its major activities for the three years proceeding the date of application.
- 4- The company and its country of incorporation should have no restrictions on the free transfer of securities ownership between the investors.
- 5- The financial position of the company should be sound.
- 6- The number of the company's registered shareholders shall not be less than 100.
- 7- The company should issue a semi-annual accounts reviewed by its auditor and an annual audited balance sheet.
- 8- The company should appoint a representative office in Bahrain, to undertake the registration of shares, distribution of dividends, reports and other related matters.
- 9- The company should adhere to the Exchange's Listing Agreement.

**RESOLUTION NO. (1) 1993**  
**IN RESPECT OF THE REGISTRATION OF CLOSED BAHRAINI**  
**JOINTSTOCK COMPANIES ON THE BAHRAIN STOCK EXCHANGE**

**The Chairman of the Exchange's Board of Directors:**

After perusal of Decree Law No. (28) of 1975, in respect of issuance of the Commercial Companies Law and its amendments,

And Decree Law No. (4) of 1987, pertaining to the establishment and organization of the Bahrain Stock Exchange,

And the Minister of Commerce and Agriculture's Resolution No. (13) of 1988, concerning the issuance of the Exchange's Internal Regulation,

And upon the submission of the Director of the Bahrain Stock Exchange,

And pursuant to the approval of the Exchange's Board of Directors,

**RESOLVED AS FOLLOWS:**

**ARTICLE ONE**

The Bahrain Stock Exchange may register the Bahraini closed joint stock companies, subject to the following conditions:

1. The company should have complied with all provisions relating to the closed joint stock companies, as prescribed in Decree Law No. (28) of 1975, in respect of the Commercial Companies Law and its amendments.
2. That the paid-up capital shall not be less than BD200,000, or its equivalent in other currencies. Shares in excess of BD200,000 shares shall be at least 50% paid up.
3. The price of the shares issued by the company shall not be less than the paid percentage of the nominal value of the shares.
4. The company should issue the annual financial reports and final accounts within six months from the end of the company's financial year.
5. If the company undertake activities outside the State of Bahrain, it should appoint a registrar and transfer in Bahrain.
6. The company's financial position should be sound in terms of its assets, liquidity, stability of its financial structure and efficiency of performance.
7. The company should have achieved profits during the last two years preceding the submission of the application, or for three years during the last five years.
8. The company should undertake to comply with the terms of the closed Joint stock companies Registration Agreement (enclosed).
9. Any other conditions that may be issued from time-to-time by the Exchange's Board of Directors.

10- The Exchange's Board of Directors may exclude some of the previous conditions, provided that the company should complete its registration procedures and conditions.

#### **ARTICLE TWO**

The applications for the registration of the Bahraini closed joint stock companies should include the following:

1. Formal application for the registration of the company on the Bahrain Stock Exchange, to be issued by the chairman or the managing director of the company, along with the approval of the company's board of directors at an extraordinary general meeting.
2. Information and financial statements of the applicant company's for the preceding five years.
3. A list of the information and statements required by the Exchange.

The management of the Exchange shall respond to the application within a maximum period of 45 days from the date of application.

#### **ARTICLE THREE**

The Bahrain Stock Exchange shall publish the shares offered for sale, the selling time for the remaining shareholders and the others and the required price. The Director of the Exchange shall issue special resolution to define such timing.

#### **ARTICLE FOUR**

The regulations and resolutions of the Bahrain Stock Exchange shall be applied to Bahraini closed joint stock companies, and the Director of the Exchange shall issue the instructions relating to the execution of the resolution of the Exchange's Board of Directors in respect of regulating the trading of such companies shares and prescribe for the basics and procedures for setting the commission.

#### **ARTICLE FIVE**

The closed joint stock companies should undertake to provide all information and particulars required by the Exchange. Such information and particulars shall be factual and conformant with company's position, subject to the companies responsibility, and in accordance with the Exchange's appropriate resolution. The Exchange shall not bear any kind of responsibility for accepting the trading of the company shares. The Exchange shall have the right to verify the correctness of any information and particulars submitted by these companies.

#### **ARTICLE SIX**

The Director of the Bahrain Stock Exchange shall implement this Resolution, which shall come into effect from the date of its publication in the Official Gazette.

The Minister of Commerce & Agriculture  
and Chairman of the Board of Directors  
of the Bahrain Stock Exchange

Issued on 7<sup>th</sup> Shawal 1413 H  
Corresponding to 29 March 1993

**RESOLUTION NO. (4) OF 1992  
IN RESPECT OF THE JOINT STOCK COMPANIES'  
SECURITIES PROSPECTUS REQUIREMENTS**

**The Chairman of the Exchange's Board of Directors:**

After perusal of Decree Law No. (28) of 1975, in respect of the Commercial Companies Law and its Amendments;

And Decree Law No. (4) of 1987, pertaining to the establishment and organization of the Bahrain Stock Exchange;

And the Minister of Commerce & Agriculture's Resolution No. (13) of 1988, concerning the issuance of the Bahrain Stock Exchange's Internal Regulation, amended by Resolution No. (2) of 1990;

And upon the submission of the Director of the Bahrain Stock Exchange;

And after the consent of the Exchange's Board of Directors;

**RESOLVED AS FOLLOWS:**

**ARTICLE ONE**

Founders of joint stock companies, before offering their securities for public offering for the establishment of a new company, or raising the capital of an existing company, or changing its legal entity and offering its securities to the public after obtaining the Ministry of Commerce & Agriculture's approval, must submit an application along with two preliminary draft copies of the prospectus to the Bahrain Stock Exchange for approval.

**ARTICLE TWO**

The preliminary draft of the prospectus/offering submitted to the Bahrain Stock Exchange for approval, shall contain the following documents, particulars and information:

1. A copy of the company's preliminary Memorandum and Articles of Association.
2. A copy of the approval for the public offering.
3. A copy of the General Assembly's extraordinary meeting Resolution approving the company's increase of capital.
4. A copy of the Resolution regarding the capital contribution in-kind, if available.
5. A list of shareholders who own 5% or more of the company's capital.
6. A declaration of any investment privileges or concessions that the company enjoys under any law, if available.
7. A copy of the existing company's auditor's report, pertaining to the financial matters referred to in the prospectus.
8. A sample of the shares certificates.
9. Any other documentation or particulars that may be required by the Bahrain Stock Exchange.

**ARTICLE THREE**

The Bahrain Stock Exchange shall review the prospectus, approve it and stamp it for publication. Thereafter, the Exchange shall retain one copy of the prospectus and deliver the

other copy to the applicant company.

#### **ARTICLE FOUR**

The joint stock company must publish the prospectus in a printed form, if the securities issue value exceeds BD 200,000.

#### **ARTICLE FIVE**

The joint stock company must provide every subscriber with a copy of the prospectus during the public offering.

#### **ARTICLE SIX**

The joint stock company must submit to the Bahrain Stock Exchange the draft text of the prospectus intended for publication in the press for the Exchange's approval. This text must include all the particulars required in accordance with the Commercial Companies Law and its amendments and the Bahrain Stock Exchange's regulations. This preliminary text shall be submitted to the Exchange one week before its publication.

#### **ARTICLE SEVEN**

The two standard forms of the prospectus attached to this Resolution shall be used.

#### **ARTICLE EIGHT**

The Director of the Bahrain Stock Exchange shall implement this Resolution, which shall come into effect from the date of its publication in the Official Gazette.

**Minister of Commerce and Agriculture**  
and Chairman of the Board of Directors  
of the Bahrain Stock Exchange

Issued on 9 Rajab 1412 H  
Corresponding to 13 January 1992