

Guidelines for the Listing Rules

Version Control

Update No.	Approved by	Meeting Number - Date	Resolution Number	Amended Pages
Initial Version 1.0	Chief Executive Officer	-	-	_

Page 2 of 27

Table of Contents	
Section 1 - General	
Introduction	(4)
Section 2- Admission	
 Admission Process 	(4)
Section 3 - Disclosure and Ongoing Obligations	
Introduction	(4)
 General Instructions for disclosure 	(4)
 Exceptions on disclosure 	(5)
 Financial Reporting 	(6)
 Free Float Requirements 	(7)
 Substantial Shareholders Transaction Requirements 	(7)
 Controlling Shareholders Transaction Requirements 	(7)
Appendix (1) Announcements and Market Messages Templates	(8)

Appendix (2) Corporate Action Form

(25)

Section 1 - General

1.1 Introduction

- 1.1.1 These Guidelines for the Listing Rules ("Guidelines") are issued in accordance with the related provisions under the Listing Rules.
- 1.1.2 These Guidelines set the requirements for listing on BHB and meeting Issuers' ongoing obligations.
- 1.1.3 These Guidelines do not supersede the Listing Rules and should be read in conjunction with the related provisions of the Listing Rules.
- 1.1.4 Unless otherwise defined herein, capitalized terms used in these Guidelines shall have the same meanings as those defined in the Listing Rules.

Section 2 - Admission

2.1 Admission Process

- 2.1.1 An Applicant shall submit two (2) copies of its listing application together with all supporting documentation and two (2) draft copies of its Prospectus to BHB.
- 2.1.2 Pursuant to Rules 3.16, 3.17, and 3.18 of the Listing Rules, BHB will conduct its review of the submitted application and will provide its decision to the Applicant within the timeline stipulated in the aforementioned Rules.
- 2.1.3 Upon the issuance of BHB's approval on the application, the CMSD issues its approval on the offering and the registration of the Prospectus.

Section 3 - Disclosure and Ongoing Obligations

3.1 Introduction

3.1.1 This section sets out additional information on Issuers' disclosure requirements and ongoing obligations stipulated under Section 4 and Section 5 of the Listing Rules.

3.2 General Instructions for Disclosure

3.2.1 Immediate Disclosure of Material Information

Issuers are required to immediately disclose all material information concerning it, its Subsidiaries and Associated Companies before the start of the trading session. Issuers must ensure that such information is fairly presented and that the content is true, accurate, not misleading and does not contain any omissions.

Page 4 of 27

3.2.2 **Disclosure Templates**

Issuers must disclose certain information in the form presented under Appendix (1) Announcements and Market Messages Templates.

3.2.3 Clarification or Confirmation of Rumors and Reports

If an Issuer becomes aware of a rumor or report, either true or false, that contains information that is likely to have, or has had, an effect on the trading of the Issuer's Securities or would be likely to have a bearing on investment decisions, the Issuer must promptly clarify such rumor to the public. Such clarification shall be made in accordance with Article (55) of the Disclosure Standards.

3.2.4 Response to Unusual Market Activity

When unusual market activity occurs on an Issuer's Securities, the Issuer must determine the reason of such activity and make an announcement in accordance with Article (63) of the Disclosure Standards to provide a clarification to the public. If the Issuer is unable to determine the reason behind the unusual market activity, the Issuer shall make a public announcement stating that there has been no undisclosed material development in its business and affairs which would account for the unusual market activity.

3.2.5 Changes in Capital

Pursuant to Rule 5.6.(10) of the Listing Rules, Issuers must immediately announce any proposed change in Capital, including that of the Issuer's Debt Securities listed on BHB after obtaining its board and shareholders' approval. Such announcement must be made by submitting Appendix (2) - Corporate Action Form to BHB.

3.3 Exception on Disclosure

- 3.3.1 The disclosure obligations stipulated under Section (5) of the Listing Rules do not apply in the following situations:
 - a) It would be a breach of a law to disclose the information;
 - b) The information concerns an incomplete proposal or negotiation;
 - c) The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - d) The information is generated for the internal management purposes of the entity; or
 - e) The information is confidential and BHB has not formed the view that the information has ceased to be confidential.

3.4 Financial Reporting

3.4.1 The deadlines for submitting an Issuers financial statements are explained in the following tables:

a) Issuers of Equity Securities

Quarter	Quarter End Date	Duration (from quarter end date)	Disclosure cut-off date of reviewed/audited financial statements
First	31 March	Within 45 days	15 May
Second	30 June	Within 45 days	14 August
Third	30 September	Within 45 days	14 November
Fourth	31 December	Within 60 days	29 February / 1 March

An Issuer of equity securities whose fiscal year ends on a different date other than 31 December will be taken into account.

b) Investment Funds

_	Period End Date	Duration (from period end date)	Disclosure cut-off date of reviewed/audited financial statements
Semi-Annual	30 June	Within 60 calendar days	29 August
Annual	31 December	Within 120 calendar days	29 February / 30 April

An Issuer of Investment Funds whose fiscal year ends on a different date other than 31 December will be taken into account.

c) Debt Securities

	Period End Date	Duration (from period end date)	Disclosure cut-off date of reviewed/audited financial statements
Semi-Annual	30 June	Within 45 calendar days	14 August
Annual	31 December	Within 60 calendar days	29 February / 1 March

An Issuer of Debt Securities whose fiscal year ends on a different date other than 31 December will be taken into account.

d) Real Estate Investment Trusts (REITs)

	Period End Date	Duration (from period end date)	Disclosure cut-off date of reviewed/audited financial statements
Annual	31 December	Within 90 calendar days	31 March / 1 April

An Issuer of Real Estate Investment Trusts whose fiscal year ends on a different date other than 31 December will be taken into account.

3.5 Free Float Requirements

- 3.5.1 The Free Float is the portion of the Issuers issued shares capital that is held by the public excluding the following:
 - a) Treasury Shares;
 - b) Shares held by Directors and the CEO and their immediate family (spouse, son and daughter) and their subsidiaries and associated companies;
 - c) Shares held directly and indirectly by Substantial Shareholders and Controlling Shareholders.
- 3.5.2 Free Float figures will be reviewed by BHB on quarterly basis.
- 3.5.3 Failure to meet the Free Float requirements may lead to a suspension on the trading on an Issuer's Securities or may be subject to administrative fines.

3.6 Substantial Shareholders Transaction Requirements

- 3.6.1 Where an existing shareholder executes a buy or sell transaction amounting to 5% or above (but less than 10%), the Issuer shall immediately disclose the transaction to BHB to be published on the BHB website.
- 3.6.2 Where a new investor executes a buy transaction amounting to 5% or above (but less than 10%), the Issuer shall immediately disclose the transaction to BHB to be published on the BHB website.

3.7 Controlling Shareholders Transaction Requirements

- 3.7.1 Where an existing shareholder executes a buy or sell transaction amounting to 10% or above, the Issuer shall immediately disclose the transaction to BHB to be published on the BHB website.
- 3.7.2 Where a new shareholder executes a buy transaction amounting to 10% or above, the Issuer shall immediately disclose the transaction to BHB to be published on the BHB website.

Appendix (1) – Announcements and Market Messages Templates

Disclosure Templates

Invitation of the O	Invitation of the Ordinary / Extraordinary General Meeting		
The Board of Directors of is pleased to invite you to attend the Annual / Extraordinary General Meeting of that will be held on// at at Kingdom of Bahrain. If the required quorum is not met,			
_		or a third meeting, if require o consider the following AGM	
AGM/EGM Agend	a:		
1-			
2-			
		معية العامة العادية / غير العادية	دعوة لحضور اجتماع الج
يسر مجلس إدارة شركة ش.م.ب. دعوة مساهمي الشركة لحضور اجتماع الجمعية العامة			
			-1
			-2
Name			الإسم
Title			المسمى الوظيفي
Compai	iy Seal ختم الشركة	بع Signature	التوقي

Annual Ordinary	Annual Ordinary / Extraordinary General Meeting Results			
	of B.S.		at: at	
	Manama, Kingo he agenda have been approve	lom of Bahrain with a quor ed:	um of%.The	
1-				
2-				
3-				
		عية العامة العادية / غير العادية	إعلان نتائج إجتماع الجم	
	· · · · · · · · · · · · · · · · · · ·	د اجتماع الجمعية العامة		
		, بنود جدول الأعمال التالية:	هذا وقد تمت الموافقة على	
			-1	
			-2	
			-3	
Name			الإسم	
Title			المسمى الوظيفي	
Compa	iy Seal ختم الشركة	ج Signature	التوقي	

Appointing a New Board Member / تعيين عضو مجلس الإدارة

Date		التاريخ
Company Name		إسم الشركة
Trading Code		رمز التداول
Subject		الموضوع
Material Information	The Board of Directors of decided in its meeting held in/./ to appoint Mr./Mrs as a board member in the company for a term of representing, subject to obtaining the CBB's approval(where applicable). قرر مجلس إدارة في اجتماعه المنعقد في أحضاعه المنعقد في أحضو مجلس إدارة في الشركة لمدة ممثلا عن وذلك خاضعاً لموافقة مصرف البحرين المركزي (إن لزم).	المعلومات الجو هرية
Impact on Financial Position		الأثر على المركز المالي

Name			الإسم
Title			المسمى الوظيفي
Compa	ny Seal ختم الشركة	Signature &	التوقي

Page 10 of 27

إستقالة أحد أعضاء مجلس الإدارة / Resignation of Board Member

Date		التاريخ
Company Name		إسم الشركة
Trading Code		رمز التداول
Subject		الموضوع
Material Information	The Board of Directors ofannounces the resignation of the board member Mr./ Mrsdue toeffective// يعلن مجلس إدارة	المعلومات الجوهرية
Impact on Financial Position		الأثر على المركز المالي

Name			الإسم
Title			المسمى الوظيفي
Compai	ny Seal ختم الشركة	Signature &	التوقي

Page 11 of 27

Appointing a New Chief Executive Officer / General Manager / تعيين رئيس تنفيذي / مدير عام

Date		التاريخ
Company Name		إسم الشركة
Trading Code		رمز التداول
Subject		الموضوع
Material Information	would_like to announce the appointment of Mr. /Mrs as the [Chief Executive Officer/General Manager] of the company effective/ [كرئيس تنفيذي تعلن إ كرئيس تنفيذي / مدير عام] وذلك اعتبارا من	المعلومات الجوهرية
Impact on Financial Position		الأثر على المركز المالي

Name			الإسم
Title			المسمى الوظيفي
Compai	ny Seal ختم الشركة	التوقي	

Page 12 of 27

Resignation of the Chief Executive Officer / General Manager / إستقالة رئيس تنفيذي / مدير عام

Date		التاريخ
Company Name		إسم الشركة
Trading Code		رمز التداول
Subject		الموضوع
Material Information	would_like to announce the resignation of from his/her position as the [Chief Executive Officer/General Manager] due to	المعلومات الجوهرية
Impact on Financial Position		الأثر على المركز المالي

Name			الإسم
Title			المسمى الوظيفي
Compar	نيع Signature ختم الشركة		

Page 13 of 27

Announcement of Items	the Board of Directors M	Ieeting to discuss Ordinary	y / Extraordinary	
would discuss the following		oard of Directors will meet o	n// at to	
1-				
2-				
	ر إعتيادية	س الإدارة لمناقشة أمور إعتيادية وغي	موعد إنعقاد إجتماع مجله	
وذلك في تمام الساعة	 الموافق 	أن مجلس الإدارة سوف يعقد اجتماع ناقشة:	تعلن ش.م.ب. بـ ، حيث ستتم م 1- 2-	
Name			الإسم	
Title			المسمى الوظيفي	
Compai	Company Seal ختم الشركة Signature			

Announcement of the Board of Directors Meeting Results in Relation to Ordinary Extraordinary Items
1-
2-
تانج إجتماع مجلس الإدارة بشأن الأمور الإعتيادية و غير الإعتيادية
علن ش.م.ب. بأن مجلس الإدارة قد عقد اجتماعه يوم الموافق وذلك في تمام الساعة
-1
-2

Name			الإسم
Title			المسمى الوظيفي
Compar	ny Seal ختم الشركة	التوقي	

Announcement of the Board of Directors Meeting to Approve the Financial Results					
would like to announce that its Board of Directors will meet on					
		س الإدارة لإعتماد البيانات المالية	موعد إنعقاد إجتماع مجلس		
تعلن ش.م.ب. بأن مجلس الإدارة سوف يعقد اجتماعه يوم ، حيث ستتم مناقشة وإقرار البيانات المالية للفترة المنتهية في					
Name			الإسم		
Name Title			الإسم الوظيفي		
Title	ny Seal ختم الشركة	Signature &	المسمى الوظيفي		

Central Bank of B	ahrain's Approval to Purch	ase Treasury Shares	
approval to purcha		it has obtained the Central 's issued shares for the purpo	
The current owners	hip is% (if applicable)		
		المركزي لشراء أسهم الخزينة	موافقة مصرف البحرين ا
		حصول الشركة على الموافقة من أسهم الشركة الصادرة لغرض % (في حال وجد)	
Name			الإسم
Title			المسمى الوظيفي
Compa	ny Seal ختم الشركة	Signature 2.	التوقي

Central Bank of B	ahrain's Approval to Sell T	reasury Shares	
	to sell up to 10% of the co	nce that it has obtained th mpany's issued shares effect	
The current owners	hip is% (if applicable)		
		المركزي لبيع أسهم الخزينة	موافقة مصرف البحرين ا
الخزينة ، وذلك بنسبة لا		حصول الشركة على الموافقة من الشركة الصادرة ولمدة تسعين (90) يو% (في حال وجد)	
Name			الإسم
Title			المسمى الوظيفي
Compa	ny Seal ختم الشركة	Signature &	التوقي

Changes in Interest of Substant	ial Shareholders	
	like to announce a Substantial Share	eholder transaction on its
	ىيىن	تغيير في ملكية المساهمين الرئيس
	ب عن تداه ل مساهم دئيس على أسهم الشركة:	تران شرکة الله عند ا

Traded Security	The Substantial	Transaction	Transaction	Transaction Ownership Buy (Direct/Indirect)	Buy Volume	Sell	Before Transaction After Transaction بعد عملية التداول قبل عملية التداول			
Code رمز التداول	Substantial Shareholder المساهم الرئيسي	Date تاريخ التداول	: % ة التملك غير مباشر)	نسبأ	Volunie كمية الشراء	Volume كمية البيع	Number of Shares عدد الأسهم	Ownership (%) نسبة التملك	Number of Shares عدد الأسهم	Ownership (%) نسبة التملك

^{*}Direct Ownership: a company "directly held" by an individual or an entity means that the individual or the entity has a direct ownership interest in the company;

*Indirect Ownership: a company "indirectly held" by an individual or an entity means that the individual or the entity has an indirect ownership interest in the company through (in the case of an individual) his majority controlled company or companies or (in the case of an entity) its subsidiary or subsidiaries;

Name			الإسم
Title			المسمى الوظيفي
Compa	ny Seal ختم الشركة	Signature &	التوقي

Page 19 of 27

Board of Directors	S Nomination Announcemer	nt		
Conditions for nom	Conditions for nomination:			
1-				
2-				
Required Documen	ts:			
1-				
2-				
		رورة وحاسر الإدارة	إعلان بشأن الترشيح لعض	
ىركة لفترة (). و	إنتخابأعضاء لمجلس إدارة الش	لال إجنماع الجمعية العامة العادية بتار		
Name			الإسم	
Title			المسمى الوظيفي	
Compa	التوقيع Signature ختم الشركة		التوقي	

Board of Directors Nomination Results

Further to its announcement on,	B.S.C would like to announce the
candidates for its Board of Directors membership based on the	he nominations received:

- 1- (Name and biography)
- 2-
- 3-
- 4-
- 5-

إعلان بشأن نتائج الترشيح لعضوية مجلس الإدارة

بالإشارة إلى الاعلان الصادر بتاريخ، تعلن شركة ش.م.ب عن القائمة الخاصة بالمرشحين لعضوية مجلس الإدارة، استناداً إلى الترشيحات المستلمة:

- 1- (الاسم، السيرة الذاتية)
 - -2
 - -3
 - -4
 - -5

Name			الإسم
Title			المسمى الوظيفي
Compar	ay Seal ختم الشركة	Signature &	التوقي

Board of Directors	s Election Results		
	B.S.C would like to announceting held on	ee the list of its Board of Dir	ectors elected in its
1-			
2-			
3-			
		ت عضوية مجلس الإدارة	إعلان بشأن نتائج انتخابا
عية العامة العادية للشركة	فبين لمجلس إدارتها في اجتماع الجمع	ش.م.ب عن قائمة الأعضاء المنت	تعلن شركة والمنقعد في:
			-1
			-2
			-3
Name			الإسم
Title			المسمى الوظيفي
Company Seal ختم الشركة Signature		التوقي	

Employee Share Opti	on Plan			
		حة للموظفين	الممنو	خطة خيار شراء الأسهم
والمعتمدة في اجتماع الجمعية	شراء الاسهم الممنوحة للموظفين	•		تعلن شركة العامة العادية / غير العادب
Date of Grant				تاريخ المنحة
Exercise Price				سعر التنفيذ
Number of Options Granted			ä	عدد الخيارات الممنوح
Market price of its Securities on the date of grant			حة	سعر السهم بتاريخ المن
Number of options granted to Directors and Controlling Shareholders (and their associates), where applicable			و	عدد الخيارات الممنوح لأعضاء مجلس الإدارة كبار المساهمين (ملكي 10% فما فوق)
Validity period of the options			٦	الفترة المحددة للخياراه
Name				الإسم
Title				المسمى الوظيفي
Company S	ختم الشركة Seal	Signatu	e ج	التوقب

Disclosure of Mate	Disclosure of Material Information		
	B.S.C would like to announce	e the following material infor	mation:
		<u> </u>	
			الإفصاح عن معلومات جو
	، جو هرية المبين تفاصيلها أدناه:	ش.م.ب عن الإفصاح عن معلومات	تعلن شركة
Date			التاريخ
Company Name			إسم الشركة
Trading Code			رمز التداول
Subject			الموضوع
Material Information			المعلومات الجوهرية
Impact on Financial Position			الأثر على المركز المالي
Previous relevant disclosures (if any)			إفصاحات سابقة ذات صلة (إن وُجدت)
Name			الإسم
Title			المسمى الوظيفي
Compar	iy Seal ختم الشركة	Signature &	التوقي

Appendix (2) – Corporate Action Form

Issuers intending to make a change in capital shall complete and submit the following:

Corporate Action Disclosure Form

Company Details	معلومات الشركة
Company Name	إسم الشركة
Trading Code	رمز التداول
ISIN Code	رقم الترميز العالمي
Trading Currency	عملة التداول
Par Value	القيمة الإسمية
Announcement	الإعلان
OGM /EGM Date	تاريخ اجتماع الجمعية العمومية
Record Date	تاريخ التسجيل
Ex- Date	تاريخ التداول دون إستحقاق
Change Date	تاريخ التغيير
Effective Date	تاريخ العمل بالتغيير
Method of Increase or Decrease in Capital	طريقة الزيادة أو التخفيض في رأس المال
Subscription	إكتتاب
Previous Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة السابقة
New Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة الجديدة
Previous Total issued and fully Paid up Capital	إجمالي رأس المال الصادر و المدفوع السابق
New Total issued and fully Paid up Capital	إجمالي رأس المال الصادر والمدفوع الجديد
Bonus Shares	أسهم منحة
Percentage %	نسبة الزيادة %
Previous Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة السابقة
New Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة الجديدة
Previous Total issued and fully Paid up Capital	إجمالي رأس المال الصادر و المدفوع السابق
New Total issued and fully Paid up Capital	إجمالي رأس المال الصادر و المدفوع الجديد

Capital Decrease	تخفيض رأس المال
Previous Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة السابقة
New Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة الجديدة
Previous Total issued and fully Paid up Capital	إجمالي رأس المال الصادر والمدفوع السابق
New Total issued and fully Paid up Capital	إجمالي رأس المال الصادر والمدفوع الجديد
Other	أخرى
Specify	حدد
Previous Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة السابقة
New Total No. of issued and fully paid shares	إجمالي الأسهم الصادرة والمدفوعة الجديدة
Previous Total issued and fully Paid up Capital	إجمالي رأس المال الصادر والمدفوع السابق
New Total issued and fully Paid up Capital	إجمالي رأس المال الصادر والمدفوع الجديد

Name			الإسم
Title			المسمى الوظيفي
Compai	ny Seal ختم الشركة	Signature &	التوقي

	Guidelines for the Listing Rules
Chief Executive Officer	
Date	