

SUPPLEMENTAL CMA LISTING RULES GLOSSARY

Capitalisation issue: an offer of further shares to existing shareholders, fully paid up out of the issuer's reserves, in proportion to existing shareholders holdings.

Exchange traded fund: an investment fund approved by the Authority to list its units on the Exchange.

Issuance programme: a programme under which a single prospectus is produced pursuant to which a number of debt instruments, convertible debt instruments or rights issue shares may be issued in the future, as stated in the prospectus.

Ordinary course of business: a usual activity that is normal to the day to day operations of the business. Occasional or infrequent activities do not constitute an ordinary course of business.

Pricing supplement: a document which contains the final terms of each debt instruments or convertible debt instruments issue which is intended to be listed.

Public: means in the Listing Rules persons other than the following:

- 1) affiliates of the issuer;
- 2) substantial shareholders of the issuer;
- 3) directors and senior executives of the issuer;
- 4) directors and senior executives of affiliates of the issuer;
- 5) directors and senior executives of substantial shareholders of the issuer;
- 6) persons who were directors or senior executives of the issuer in the (6) months prior to the initial listing of the issuer provided that less than (12) months have passed since their change in status;
- 7) persons who were directors or senior executives of the issuer in the (6) months subsequent to the initial listing of the issuer provided that less than (12) months have passed since their change in status;
- 8) any relative of persons described at (1), (2), (3), (4), (5), (6) or (7) above;

- 9) any company controlled by any persons described at (1), (2), (3), (4), (5), (6), (7), or (8) above; or
- 10) persons acting in concert, with a collective shareholding of (5%) or more of the class of shares or convertible debt instruments to be listed.

Real estate company: an issuer whose principal activity is holding of properties and development of properties, both directly and indirectly. For the purpose of this definition, property includes ownership or rental of real estate or any equivalent.

Restructuring: a merger, arrangement or reorganisation or similar actions.

Rights issue: an offer of additional shares to existing shareholders which enables those shareholders to subscribe in proportion to their existing holdings.

Settlement risk: the risk that the debt instrument or convertible debt instrument will be issued but will not be paid for by the subscriber of the instrument.

Substantial shareholder: a person holding (5%) or more of the class of shares of the issuer.

Trading halt: the temporary suspension of trading in the securities during the trading period.

EXISTING DEFINITIONS WHICH MAY REQUIRE UPDATING:

Listing: listing securities in the Exchange, or where the context permits, the application for registration and admission to listing.

Related party: mean in the Listing Rules the following:

- (1) affiliates of the issuer;
- (2) substantial shareholders of the issuer;
- (3) directors and senior executives of the issuer;
- (4) directors and senior executives of affiliates of the issuer;
- (5) directors and senior executives of substantial shareholders of the issuer;
- (6) the legal advisor and the financial advisor to the issuer;
- (7) any relatives of persons described at (1), (2), (3), (4) or (5) above;

- (8) any company controlled by any person described at (1), (2), (3), (4), (5), (6) or (7) above.

Act in concert: means in the Listing Rules, actively co-operating, pursuant to an agreement or understanding (whether formal or informal) between persons, to be controller of or exercise voting rights in a company, through the acquisition by any of them of shares in that company.

Offeror: in the Listing Rules, shall have the meaning specified in Article (4) of the Offers of Securities Regulations.

Share: share of any company wherever incorporated. The definition of “share” includes every instrument having the characteristics of equity.

Corporate Governance Regulations: Corporate Governance Regulations issued by the Board of the Authority.

Reverse takeover: an arrangement where a listed company makes an offer for an unlisted company on terms that (a) the listed company will offer new shares in itself to the shareholders of the unlisted company in exchange for their shares, and (b) the number of shares to be issued by the listed company under this arrangement is so large that the shareholders of the unlisted company acquire, between them, more than 30%.