

## Joint Stock Companies' Listing on the Dubai Financial Market

Required documents to be attached with the Listing Application to the Dubai Financial Market:

### First: Licensing and Incorporation Documents:

1. DFM Listing Application Signed by the Chairman or his delegate.
2. An official letter requesting listing in the Dubai Financial Market.
3. The Company's Certificate of Incorporation, Memorandum & Articles of Association and its amendments in accordance with the provisions of the Commercial Companies Law.
4. Copy of the Company's Registration Certification from the Securities and Commodities Authority (SCA) stating that the company satisfies all the requirements of the Federal Law No.8 of 1984 concerning Commercial Companies and its amendments. (Applies only to Public Joint Stock Companies).
5. The Company's Registration Certificate issued by the ministry of Economy and Commerce
6. The Company's valid Trade License or equivalent.
7. The Company's valid Trade Register or equivalent.

### Second: Report issued by the Board of Directors including the following:

1. A brief statement on the Company's Incorporation, its objectives and its relations with other companies whether it is a parent company, a subsidiary, sister or an affiliate company, if any.
2. A list of the Company's branches in the United Arab Emirates and their contact details.
3. A list of the Company's commercial agencies, if any.
4. Details of securities previously issued by the Company and the securities that it intends to list.
5. List of names of the members of the Board of Directors and Executive Directors (attaching copies of their Passports), stating details of securities owned by each of them and their first-degree relatives (include their DFM Investor Numbers (NIN) issued by the parent company, subsidiary, affiliate or sister company (if any). It is mandatory to mention the names of the first-degree relatives (parents, Husband / wife, and children on the securities issued by the company.\*
6. The membership of the Company's Board of Directors members on other Public / Private Joint Stock Companies board.
7. List of those who own together with their minor children, 5% or more of the Shares in the Company, or the name of any other entity, which owns through its subsidiaries or parent entity a similar percentage.
8. A list of subsidiary, affiliated and sister companies including percentage of ownership therein, and the names of the founding shareholders.
9. Details of any investment in any other public / private joint stock companies in the UAE (not mentioned in point 8 above) including the percentage of ownership therein.

10. List of names of the Company's Founders (Full name as appears in Passport) alone with each founder's holdings in the company shares and their DFM Investor Number (if Available).
11. Ownership percentage of non-nationals in the Company's capital.
12. A statement of the significant events that the company has experienced from the date of its incorporation until the date of submitting the Listing Application.
13. The Board of Directors assessment, supported by figures, of the Company's performance and achievements, as compared with the business plan.
14. A letter showing that the shareholder's rights are equal in respect of each class of shares issued by the company.\*

**Third: The Company's Financial Statements including the following:**

1. The Company's audited annual Financial Statements for the two financial years preceding the date of the submission of the Listing Application, supported by the Board of Directors' Report, Auditors' Report and minutes from the General Assembly Meetings which approved such reports. (Attach soft copies of the Financial Statements).
2. The interim Financial Statements covering the period from the end of the financial year preceding the date of submission of the Application for listing until the end of the last quarter preceding the date of the application, such statements must be certified by the Company's Auditor. (Attach soft copies of the Financial Statements).
3. An undertaking to publish the annual Financial Statements, Interim Reports and a summary of the Company's Board and Auditors Reports in the daily newspapers (10) ten days before the date of listing and trading in the financial market.

**Fourth: Shares Listing Prospectus, which should include the following information:**

1. The Company's name, Commercial Registration Number, the nominal value of its share capital, number of shares, nominal value of each share, the rights related to the shares, a statement of any changes in the Company's share capital during the year preceding the date of submitting the Listing Application, and the names of the major shareholders of the company together with the number and percentage of their shareholding.
2. A summary of the Company's Incorporation documents and its objectives, a description of its activities, organizational structure, committees, names and background information on the members of the Board of Directors and the senior executive management and their authorities; a detailed statements on the companies owned by the Company and a description of their activities; a summary of the Resolutions of its General Assembly Meetings issued in the two years prior to the submission of the Listing Application.
3. A summary of the significant contracts entered into by the Company and all other companies in which it has a stake of 25% and above which were valid on the date of submitting the Listing Application, with a detailed statement of the Company's key assets, investments, projects and current business inside the UAE and abroad.
4. The Company's Financial Statements as described in paragraph (3) of this article, in addition to a description of the operational performance and cash flows; a detailed statement of all the Company's outstanding loans, or those the

Company approved to withhold and their due dates, including all details related to any debt instruments or Sukuk issued or secured by the Company.

5. Details of any legal cases, claims or potential legal cases or claims against the Company or any of its subsidiaries, that may significantly affect the Company's activities or financial position.
6. Description of any insolvency or inability to repay debts during the two years prior to submitting the Listing Application.

**Fifth: Dubai CSD Document Requirements:**

- 1- Details of shares under pledge in favor of the banks, or under reservation as per the legal authorities' orders with the names of the related shareholders, the quantities of such shares, and DFM Investor Number (NIN), (if available), alone with the official supporting documentation.
- 2- Details of any restrictions on transfer of the Company's shares
- 3- Confirmation whether the company has or has not issued a hard copy Share Certificates to the shareholders prior to listing.
- 4- Coordination with Dubai CSD to sign dual listing and limited representation agreements. (Applies only to Foreign Companies).

**Sixth: Other Documentation:**

1. Minutes of the Board of Directors' meeting in which the board approved the listing of Shares and accepted the listing conditions.
2. Minutes of the General Assembly meetings for the last two financial years prior to the application submission date.
3. Undertaking by the Board of Directors on the responsibility for the accuracy of the data and information contained in the listing application, documents and reports submitted by the company.
4. An official letter that includes the persons authorized to sign the correspondence and communicate with the Dubai Financial Market for the purpose of listing the company.
5. Any other relevant documents.
6. A payment receipt for the fees of the Listing Application as determined by the Securities and Commodities Authority (SCA) and Dubai Financial Market should be attached.

Service	Fees	Payable to	Notes
Application fee to list a company	AED 2,000	SCA	Paid upon submitting an application
<b>Any of the (3) Services below according to capital</b>			
Listing fee of a Company of AED 500 million or less	AED 30,000	40% SCA 60% Market	Upon SCA's Approval
Listing fee of a Company with a capital of more than AED 500 million up to AED 2 billion	AED 50,000	40% SCA 60% market	Upon SCA's Approval
Listing fee of a Company with capital exceeding AED 2 billion	AED 100,000	40% SCA 60% market	Upon SCA's Approval