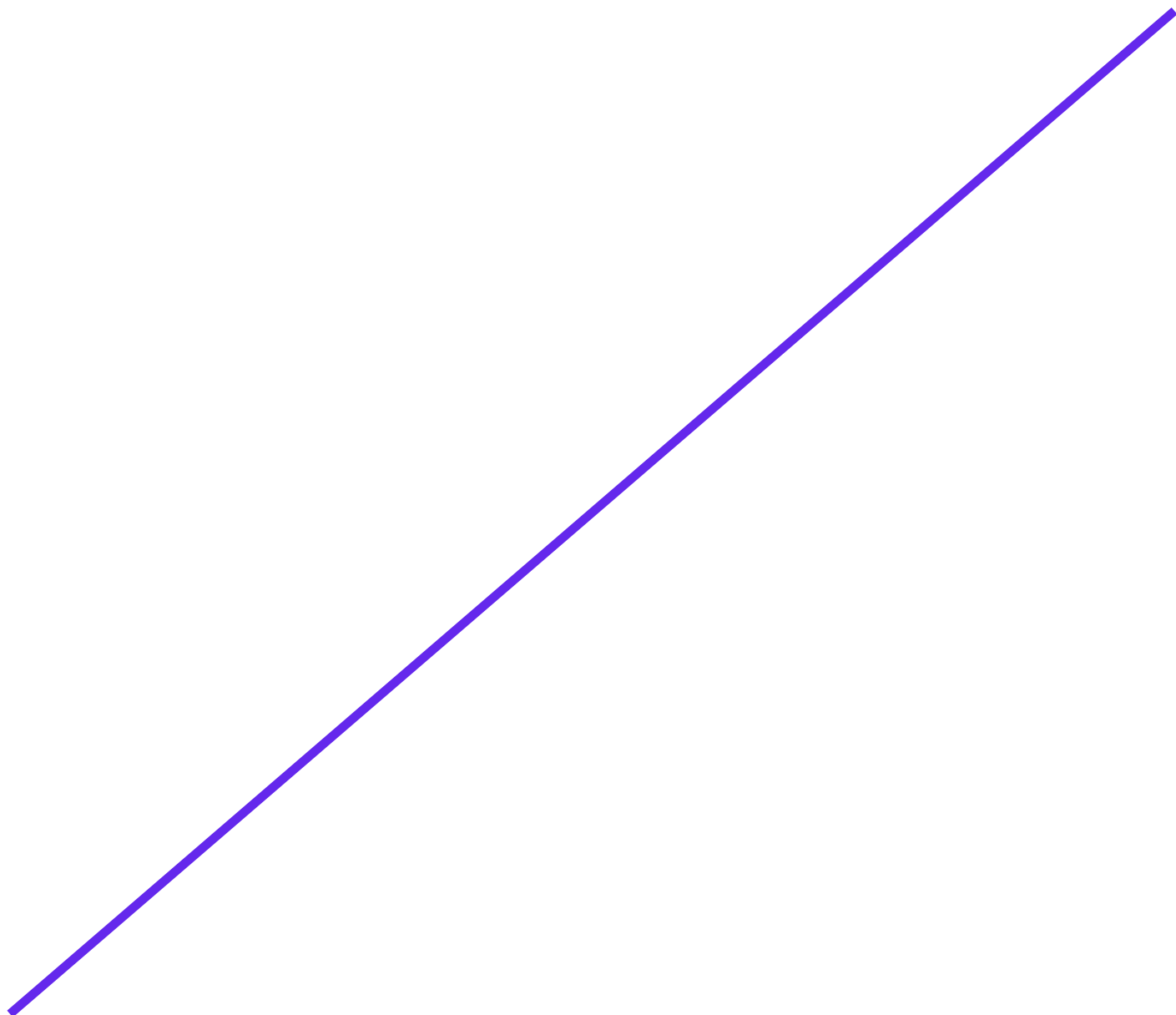


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Regulations for Listing and Trading of Cooperative Associations Shares



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The Board of Directors of Dubai Financial Market

Having perused Federal Law No. (13) of 1976 concerning the Cooperative Societies,
Federal Decree Law No. (32) of 2021 on Commercial Companies, as amended,
Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market, as amended,
Cabinet Resolution No. (12) of 2000 concerning the Regulations as to the Listing of Securities and Commodities, as amended;
Cabinet Resolution No. (13) of 2000 concerning the Regulations as to the Functioning of the Securities and Commodities
Authority, as amended;

SCA Board of Directors' Decision No (2/R) of 2000 concerning the Regulations on the Market Membership, as amended;
SCA Board of Directors' Decision No (3) of 2000 concerning the Regulations of Disclosure and Transparency, as amended;
SCA Board of Directors' Decision No. (2) of 2001 concerning the Regulations as to Trading, Clearing, Settlement, Transfer of
Ownership and Custody of Securities, as amended;

Federal Decree-Law No. (22) of 2020 regarding the Distribution of Responsibilities and Powers between the Securities and
Commodities Authority and the Securities and Commodity Markets Licensed in the State;

Cabinet Resolution No. (2) of 2022 concerning Trading of Shares of Cooperative Societies in the UAE Capital Markets; and
The Decisions and Instructions issued by the Board of Directors of the Dubai Financial Market,

Article (1)

Definitions

I: Unless the context otherwise requires, the following words and phrases shall have the meanings ascribed thereto:

State	The United Arab Emirates.
Government	The government of the State, and a government of one of the Emirates that are members of the Union
Law	Federal Law No. (4) of 2000 concerning the Emirates Securities and Commodities Authority and Market, as amended from time to time.
Cooperative Associations Law	Federal Law No. (13) of 1976 concerning the Cooperative Associations, as amended.
Authority	The Securities and Commodities Authority.
Ministry	The Ministry of Economy.
Market	Dubai Financial Market.
Registrar	The natural person or the concerned unit of the Cooperative Association that is assigned to keep the register indicating membership of the Cooperative Association's shareholders, number of the Cooperative Association Shares, and any profits, mortgage, or trading restrictions attached to them. According to Cabinet Decision No.(2) of 2022 concerning Trading of Shares of Cooperative Associations in the UAE Capital Markets, this role shall be performed by the Market.
CEO	The Market's Chief Executive Officer.
Cooperative Association	The Cooperative Association established in the State in accordance with the Cooperative Associations Law.
Cooperative Association Shares	The shares issued by the Cooperative Association.
Trading	The process of buying and selling the Cooperative Association Shares on the Market Platform.
Insiders	Any person who, by virtue of his position, has access to material non-public information or data which may have a material effect on the Cooperative Association.
Market Platform	The Market and its affiliated institutions' systems of trading, deposit and clearing used to trade, deposit, and settle the Cooperative Association Shares in the Market.
Trading Session	The period during which orders are entered, modified, canceled and transactions are effected through the Market Platform.

II: In these rules the undefined words and phrases shall have the meanings ascribed thereto in the law, regulations, and decisions of the Authority and the Ministry, or the regulations, decisions, and instructions issued by the Market, as the case may be.

Article (2)

Scope Of Application

The provisions of these rules shall apply to the Cooperative Associations that wish to list their shares on the Market.

Chapter I

Article (3)

Listing Requirements

In order to list Cooperative Association Shares on the Market, the following requirements shall be met:

1. Listing of the Cooperative Association Shares on the Market shall be approved by the Cooperative Association's general assembly.

2. The Ministry and the Authority shall have no objection to listing of Cooperative Association Shares on the Market.
3. The share capital of the Cooperative Association shall be fully paid.
4. The shareholders' equity in the Cooperative Association shall not be less than 100% of its paid-up capital.
5. The Cooperative Association has issued its audited budget for the last two financial years, in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).
6. The Cooperative Association shall publish a summary of its audited annual financial statements for the last two financial years and the results of its activities during such period in two daily newspapers issued in the State, one of which shall be in Arabic, ten days prior to the date of its listing on the Market.
7. The listing fees prescribed by the Market shall be paid.
8. The Market may, subject to the public interest, and in coordination with the Ministry and the Authority, impose additional requirements or conditions or waive or exempt such requirements or conditions.

Article (4)

Listing Application

A Cooperative Association that wishes to list its shares on the Market shall submit an application signed by the chairman of its board of directors to the Market, along with the following documents and reports:

1. A copy of the Cooperative Association's memorandum of association and articles of association and their amendments;
2. A copy of the decision on registration of the Cooperative Association with the Ministry;
3. Disclose any restrictions on transfer of ownership and trading of the Cooperative Association Shares;
4. A report issued by the Cooperative Association's board of directors, which includes the following:
 - 1) An overview of establishment of the Cooperative Association, its activities, and main purposes, with indication of its branches, subsidiaries, affiliates, and sister companies, if any
 - 2) A list of the commercial agencies of the Cooperative Associations, if any;
 - 3) The securities that the Cooperative Association has previously issued and those that it wishes to list;
 - 4) Details on the ownership of members of the board of directors, the executive management, along with a statement of the securities which are issued by the Cooperative Association and owned by each of them and their first-degree relatives, and the membership of any of them in the boards of directors of other joint stock companies in the State;
 - 5) A list of persons or entities who own, individually or collectively through other persons or affiliate entities, (5%) or more of the Cooperative Association Shares;
 - 6) A statement of the material events and key achievements that the Cooperative Association has accomplished from the date of its establishment until the date of submitting the listing application;
5. The financial statements of the Cooperative Association, including:
 - 1) The audited annual financial statements of the Cooperative Association for the two financial years preceding the submission date of the listing application, together with the report of the board of directors and the auditor of the Cooperative Association, and the minutes of the meeting of the general assembly that approved the same;
 - 2) Interim financial statements covering the period from the end of the financial year preceding submission of the listing application until the end of the last quarter preceding the date of such application, provided that they are reviewed by auditor of the Cooperative Association (if any).
6. General assembly meeting minutes approving the listing of the Cooperative Association Shares on the Market and accepting the terms of listing;
7. The listing document prepared for listing the Cooperative Association Shares on the Market, provided that it includes, as a minimum, the following data and information:
 - 1) The Cooperative Association's name, commercial register number, nominal capital value, number of shares, the nominal value of each share and the rights associated therewith, in addition to a statement of any change in the share capital of the Cooperative Association during the year preceding the listing application, along with a statement of names of the Cooperative Association's major shareholders, number of their shares and their ownership percentage;
 - 2) A summary of the Cooperative Association's incorporation documents, its purposes, a description of its activities, structure of its management, specialized committees, names and brief biography of members of the Cooperative Association's board of directors and senior executive management and their powers, along with a detailed statement of the companies owned by the Cooperative Association and the activities of such companies, and a summary of the decisions of its general assemblies for the two years preceding submission of the listing application;
 - 3) A summary of all the material contracts concluded by the Cooperative Association (and each of the companies owned by the Cooperative Association by 25% or more) that have been in force on the submission date of the listing application, together with a detailed statement of its assets, main assets, investments, projects, and current business inside and outside the State;

- 4) The Cooperative Association's financial statements as set out above, in addition to a description of the Cooperative Association's operating performance and cash flows, and a detailed statement of all the outstanding loans payable by the Cooperative Association, or the loans which the Cooperative Association has agreed to repay and their maturity dates, including details of any debt securities or sukuk issued or guaranteed by the Cooperative Association;
 - 5) Details of any lawsuit or claim filed against the Cooperative Association or any of its subsidiaries that could materially affect the Cooperative Association's activities or financial position;
8. A description of any insolvency or inability to pay debts during the two years preceding the submission date of the listing application.

The Market shall have the right to request for further clarification, information, or documents as deemed necessary.

Article (5)

Responsibility of Data and Information

The Cooperative Association's board of directors shall be responsible for the correctness and accuracy of the data and information enclosed in the listing application and the documents and reports submitted by the Cooperative Association. The Market's review of the same shall not be considered an acknowledgment of correctness of contents thereof. The Cooperative Association's board of directors shall also be committed to fulfilling all duties, obligations, and disclosures towards the shareholders.

Article (6)

Decision on the Listing Application

In accordance with provisions hereof, the Market shall issue its decision approving or rejecting the listing application, within a period not exceeding thirty (30) days from the date of receiving a complete listing application. If no decision is issued by the Market in this regard within such period, the application shall be regarded as rejected.

Chapter II

Article (7)

Trading of Cooperative Association Shares

1. The Cooperative Association Shares shall be traded on the Market Platform through the Market Trading Members. The trading shall be proven under entries recorded in the Market electronic records and systems.
2. The Market shall determine listing price discovery mechanism at the beginning of the Cooperative Association's listing on the Market; and the limits of movement in the Cooperative Association Share price, in coordination with the Ministry, the Authority, and the Cooperative Association, provided that the Market Trading Members shall be informed of the same. The price limits shall not be applied in the first trading session on the Market; the share price shall be floated until the end of the trading session in which a transaction is executed on the share; and the share closing price at the end of the trading session shall be the reference price for calculating the change limits at the opening of the next session.
3. In a manner that does not conflict with the provisions hereof, and the Market and its affiliates' regulations with regards to trading, clearing, settlement, transfer of ownership and custody of securities, the Market instructions for trading in securities, the manual for using the electronic trading system, the controls of the market maker and the liquidity provider, shall be applied to trading and transferring the ownership of the Cooperative Association Shares.
4. A person wishing to trade the Cooperative Association Shares on the Market Platform shall fulfill all of the following conditions:
 - a. be a member of the Cooperative Association;
 - b. have an Investor Number (NIN) in the Market;
 - c. have a trading account with a broker approved by the Market
5. The Cooperative Association may coordinate with and appoint the Market to carry out the process of arranging the membership mentioned in clause 4 (a), in accordance with the membership requirements approved by the Cooperative Association.

Article (8)
Trading Hours

Trading hours shall be 5 hours from Monday to Friday from 10:00 am to 3:00 pm.
The Trading Session shall be divided into the following sessions:

- a. Pre-opening session (9:30 -10:00).
- b. Opening session (10:00)
- c. Trading session (10:00 – 14:45)
- d. Pre-closing session (14:45 -14:55)
- e. Trading at last (14:55 -15:00).
- f. Market Close (15:00)

Chapter III**Article (9)**
Insider Trading

1. The chairman, members of the board of directors, general manager or any employee of the listed Cooperative Association, may not trade, by themselves or through others, in the Cooperative Association Shares without obtaining the Market's approval on the purchase or sale transaction and its quantities and prices.
2. The chairman, members of the board of directors, general manager or any employee of a Cooperative Association, who has access to insider information of the Cooperative Association whose shares have been listed on the Market, may not trade, either by themselves or through others, in the Cooperative Society Shares or the shares and securities of its parent, subsidiary, affiliate or sister company, if any of those companies is listed on DFM, fifteen (15) days before the end of the quarterly, semi-annual or annual financial period and until the financial statements are disclosed, and ten (10) working days before disclosing any material information, unless such information is resulted from a contingency or sudden events.

Chapter IV**Article (10)**
Suspension or Trading

First: The Market shall suspend the trading of the Cooperative Association Shares in any of the following cases:

1. If the time of the meeting of the general assembly coincides with the Market trading hours, starting from the beginning of the trading session until the Market is provided with the resolutions passed at the meeting.
2. If the time of the a Cooperative Association's board meeting coincides with the Market trading hours provided that the agenda of such meeting include material issues affecting the share price, as of the commencement of the meeting till the Market is provided with the resolutions passed during such meeting.
3. If the Cooperative Association provides the Market, during the Market trading session, with any material information or data that affects the share price. The suspension shall continue until such information and data are disclosed to shareholders.
4. Failure to disclose to the Market the financial data on the specified dates, starting from the Market trading session held on the day following the expiry of the specified date until disclosure of such data to the Market.
5. If the Cooperative Association fails to disclose the results of a general assembly meeting which has been held outside the Market trading hours, from commencement of the trading session on the day following the Meeting till disclosure of the meeting results to the Market.
6. If the Cooperative Association adopts a resolution to amend its capital to comply with the Market procedures.

Second: The Market may suspend trading in the Cooperative Association Shares in any of the following events:

1. If the Cooperative Association violates any of the listing conditions, obligations or requirements stated herein.
2. If the Cooperative Association fails to pay the outstanding fees in accordance with the applicable legislations and decisions.
3. If the net value of the shareholders' equity in the Cooperative Association falls below (50%) of its paid-up capital.
4. If the market value of the Cooperative Association Share falls below its nominal value.
5. If the Cooperative Association's general assembly resolves to sell (50%) or more of its assets.
6. In the event of any material change to the Cooperative Association's main activities.
7. If the Cooperative Association ceases to perform its activities.

8. If the Cooperative Association submits a justified request to suspend trading in its shares, by virtue of a resolution by its general assembly, stating the suspension period, and the proposed mechanism for transferring its shares after suspension of trading.
9. If the Market requires information to be disclosed by the Cooperative Association within a specified period and such period elapsed without making the required disclosure to the Market.
10. If the Cooperative Association provides the Market, during the Market trading session, with disclosures that are insufficient or inconsistent with the applicable legislations until providing the Market with the required information according to such legislations.
11. In case of any increase or decrease in the price of the Cooperative Association Shares for an unjustified reason till the Cooperative Association discloses the material information affecting the share price movement to the shareholders.

Article (11)

Delisting

First: The Market may, upon the approval of the Ministry and the Authority, delist the listed Cooperative Association Shares in any of the following cases:

1. If the suspension of trading continues for six months or more.
2. If the Cooperative Association submits a request to delist its shares, by virtue of a resolution by its general assembly, including the mechanism of transferring its shares after delisting.
3. In the event of any material change to the Cooperative Association's main activities or in the event of any breach of the public interest.

Second: The Market shall delist the Cooperative Association Shares in any of the following cases:

1. If a decision is taken to dissolve and liquidate the Cooperative Association.
2. If the Cooperative Association merges with another Cooperative Association(s) or Company(ies) whereby such merger leads to the cessation of the Cooperative Association's corporate personality.
3. If the Cooperative Association changes to another legal form.
4. If the Cooperative Association ceases to perform its activities.

Chapter V

Article (12)

Disclosure Obligations

1. The Cooperative Association shall disclose to the Authority and the Market the following:
 - 1) Any material information which may affect the price and movement of the listed Cooperative Association Shares upon occurrence.
 - 2) The resolution of the general assembly of the Cooperative Association regarding the distribution of dividends to shareholders or the announcement of profits and losses, or other resolutions that may affect the price and movement of the shares on the Market.
 - 3) Details of the sale or purchase of major assets which may affect the position of the Cooperative Association.
 - 4) Any changes relating to the Cooperative Association's board of directors and its executive management.
 - 5) Any amendments to the Cooperative Association's memorandum and articles of Association.
 - 6) Any other disclosures, statements or reports as may be requested by the Market.
 - 7) Dates and agenda of the general assembly meetings before announcement of invitation to the meeting, and the Cooperative Association shall provide the Market immediately upon its conclusion with the resolutions passed during such meeting.
2. The Cooperative Association shall publish any explanatory information which relates to its circumstances and activities so as to secure the integrity of transactions and to secure the confidence of investors, when requested by the Market.
3. The Cooperative Association shall provide the Authority and the Market with the financial reports according to the following:
 - a. Semi-annual financial reports reviewed by an external auditor, within 45 days from the end of the specified time period, signed by the board of directors or the person authorized to sign on its behalf.

- b. Annual financial reports audited by an external auditor, within 120 days from the end of the financial year, signed by the board of directors or the person authorized to sign on its behalf.

Article (13)

Oversight and Monitoring of Trading

Without prejudice to the powers and authorities granted to the Ministry and the Authority, the Market and the Authority, each within its competence under such controls, shall oversee trading, listing and disclosure and take all the necessary measures to ensure the application of the trading and listing rules issued by the Market.

Article (14)

Penalties

All parties in violation of the provisions hereof shall be penalized in accordance with the laws and regulations, and the decisions issued thereunder.

Article (15)

Final Provisions

1. The Market shall collect a fee of AED 2,000 for the listing application. Annual listing fees shall be applicable in accordance with the same standards and mechanisms applicable to the general joint stock companies.
2. Trading fees shall be applicable to the trading of Cooperative Association Shares to the following entities: the Market, Dubai Clear, the Broker and the Authority as applicable to the trading of shares of joint stock companies.
3. The Market shall apply its approved mechanisms in distributing the cash dividends to the shareholders of the Cooperative Association.
4. Upon consultation with the Authority and /or the Ministry, as the case may be, the Market may treat any case not stipulated upon herein.
5. The Market and the Cooperative Association may appoint one or more market maker according to the relevant laws and regulations.
6. The Market shall register the Cooperative Association Shares as a financial instrument with the Authority.
7. The Market may exempt the Cooperative Association from applying certain provision of these rules if it deems that there are justifications for this exemption without prejudice to the laws of the Authority or the Ministry.

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