**Securities Note for Shares Checklist**

Notes for completing this checklist

* Please submit this checklist in substantially complete and accurate form together with each draft Prospectus.
* Each draft Prospectus must be annotated in the margin to show compliance with the contents of Prospectus requirements of the Markets Rules of the DFSA Rulebook (“MKT”). Please refer to the Prospectus requirements in full the MKT when completing this checklist.
* Please submit updated checklist with each revised draft Prospectus.
* For final Prospectus approval, please submit a final copy of the complete checklist signed by the sponsor.
* The sponsor is not required to provide a separate letter stating that items are non-applicable at the time of Prospectus approval. Instead, the sponsor may state that they are non-applicable at the bottom of the signed checklist.
* When completing this checklist, you may use these options where relevant:

|  |  |
| --- | --- |
| N/A | If an item is either non-applicable, or there is no information to be disclosed within the document at this point |
| Waiver or Modification | If a waiver or a modification is sought from an item of the MKT prospectus requirements  |

| Name of Applicant  |       |
| --- | --- |
| Nature of Transaction |       |
| Name of Sponsor |       |
| Date Submitted |       |

| **Rule A1.2.1**  | **Page Reference** | **Proof No.** | **Comment** |
| --- | --- | --- | --- |
| **(1) Key Information** |
| 1.1 Risk Factors |
| a. | Risks in investing generally |       |       |       |
| b. | Risks in investing in the Issuer |       |       |       |
| c. | Risks in acquiring assets with proceeds of the offer |       |       |       |
| d. | Impact of the risk on Issuer |       |       |       |
| e. | Risks mitigation and management steps |       |       |       |
| f. | Risks of the industry and the jurisdiction where the Issuer operates |       |       |       |
| g. | Any material risks |       |       |       |
| 1.2 Reasons for the offer |
| a. | Amount and use of proceeds |       |       |       |
| b. | Amount and sources of other funds |       |       |       |
| c. | Details of use of proceeds for specific reasons |       |       |       |
| 1.3 Financial Condition |
|  | Historical changes in financial condition, changes in results of operations and causes of changes |       |       |       |
| 1.4 Working capital statement |
|  | Statement by the Directors |       |       |       |
| 1.5 Creditworthiness of the issuer |
| b. | Statement of capitalisation and indebtedness |       |       |       |
| 1.6 Guarantees |
| a. | Information on guarantees (i) Any conditionality; and (ii) guarantor veto power |       |       |       |
| b. | Disclosure by guarantor |       |       |       |
| **(2) Information relating to the Securities offered/admitted to trading** |
| 2.1 Type, class, and ISIN of Securities |
| a. | Type, class, and ISIN of Securities |       |       |       |
| b. | Securities in certificate or book entry form |       |       |       |
| c. | Transferability restrictions, settlement arrangement and limitation  |       |       |       |
| d. | Legislation of Securities  |       |       |       |
| e. | Currency of Securities |       |       |       |
| 2.2 Dividends |
| a. | Policy on dividends |       |       |       |
| b. | Amount of historical dividends |       |       |       |
| c. | Fixed entitlement date |       |       |       |
| d. | Entitlement time lapse |       |       |       |
| e. | Restrictions |       |       |       |
| f. | Rate of dividend or method of calculation  |       |       |       |
| 2.4 Other rights |
| a. | Voting rights |       |       |       |
| b. | Pre-emption rights |       |       |       |
| c. | Right to share profits |       |       |       |
| d. | Rights to surplus during liquidation |       |       |       |
| e. | Redemption rights |       |       |       |
| f | Conversion rights |       |       |       |
| **(3) Terms and conditions of the offer** |
| 3.1 Terms and conditions of the offer |
| a. | Number of Securities |       |       |       |
| b. | Price or price range |       |       |       |
| c. | Identity of seller |       |       |       |
| d. | Categories of potential investors and markets |       |       |       |
| e. | Material and conflicts of interest |       |       |       |
| f. | Offer details |       |       |       |
| g. | Manner of allocation |       |       |       |
| h. | Allotment date |       |       |       |
| i. | Subscription rights |       |       |       |
| j. | Effect on capital  |       |       |       |
| k. | Commission and fees payable |       |       |       |
| l. | Underwriting details |       |       |       |
| m. | Placement agents |       |       |       |
| n. | Secondary market intermediaries |       |       |       |
| o. | Methods of payment for the Securities |       |       |       |
| p. | Return of subscription money |       |       |       |
| q. | Allocation notification and conditional trading |       |       |       |
| r. | Subscription application withdrawal period |       |       |       |
| s. | Resolutions, authorisations, approvals for issuance |       |       |       |
| t. | Convertible, exchange details |       |       |       |
| u. | Procedures on pre-emption rights and subscription |       |       |       |
| v. | Statement on connection of adviser with Issuer |       |       |       |
| w. | Name and address of paying agents and depositary agents  |       |       |       |
| 3.2 Plan of distribution and allotment |
| a. | Pre-allotment details (i) institutional and retail tranches; (ii) claw-back conditions; (iii) oversubscription policies; (iv) pre-determined preferential investor treatment; (v) determination of treatment of subscription; (vi) conditions on early closing of offer; and (iv) conditions on multiple subscriptions |       |       |       |
| b. | Overallotment size, period and conditions |       |       |       |
| 3.3 Price stabilisation |
|  | As required in the Price Stabilisation Module (PRS) of the DFSA Rulebook |       |       |       |
| **(4) Other information** |
| 4.1 Audit and source of information including use of expert reports |
| a. | Audit report or summary |       |       |       |
| b. | Third party information confirmation |       |       |       |
| c. | Statement of a Person as an Expert (i) details of the Person; and (ii) Issuer’s request and consent |       |       |       |
| 4.2 Dilution |
| a. | Details of dilution |       |       |       |
| b. | Dilution effect on existing equity holders |       |       |       |
| 4.3 Takeovers |
| a. | Existence of mandatory takeover |       |       |       |
| b. | Pervious takeover details |       |       |       |
| 4.4 Investments by controllers and lock-up arrangements |
| a.  | Information on (i) subscription by Directors, controllers and Senior Management; and(ii) subscription of more than 5% |       |       |       |
| b. | Details of lock-up arrangements |       |       |       |
| c. | Information on the disparity between price of Securities and the cash cost to Directors and Senior Management  |       |       |       |
| **(5) Admission to trading** |
| 5.1 Details of admission to trading  |
| a. | Proposed dates for (i) admission to the Official List of Securities; (ii) admission to trading on an AMI; and (iii) admission to listing or trading by a Financial Services Regulator or Regulated Exchange; and (iv) a comparable event |       |       |       |
| b. | Actual dates of (i) admission to the Official List of Securities, (ii) admission to trading on an AMI; and (iii) admission to listing or trading by a Financial Services Regulator or Regulated Exchange; and (iv) comparable event |       |       |       |
| **(7) Asset backed Securities** |
| 7.1 Information on: |
| a. | Type of assets that back the Securities (i) securities and trading details; (ii) assets contain material proportion of equity securities; (iii) assets comprise obligations not traded on exchange; (iv) assets secured by or backed by real property; (v) assets part of actively managed pool of assets; (vi) rights to substitute assets |       |       |       |
| b. | Structure of transaction and rate of return (i) structure description; (ii) details of entities participating; (iii) details of sale, transfer, novation, assignment, rights, obligations and use of proceeds; (iv) interest or yield rate; (v) date or repayment of capital and return on capital; (vi) how cash flow form assets meets Issuer’s obligations; and (vii) Security linked to performance |       |       |       |
| c. | Obligors (i) general description of obligors; and (ii) description of each obligor |       |       |       |
| d | Information on (i) terms and conditions of issuance; and (ii) further Securities backed by the same assets |       |       |       |
| e.  | Nature order and priority of entitlements of holders |       |       |       |
| f | Factors that impact repayment of principal or return on capital (i) description of any insurance policies; (ii) overview of parties to arrangement; (iii) material relationship between Issuer, guarantor and obligor; (iv) principal lending criteria for loan and credit; (v) significant representations and collaterals; (vi) credit enhancements; (vii) details on swap counterparties; (viii) details on subordinated debt finance; (ix) investment parameters  |       |       |       |
| g. | Capacity to service payment  |       |       |       |
| h. | Report of performance of underlying assets |       |       |       |

**Non-applicability Confirmation**

We inform you that items marked “N/A” in the Page Reference column of the above checklist are considered not applicable and no equivalent information is available in relation to the enclosed document.

| Signed by |       |
| --- | --- |
| On behalf of |       |