**Registration Statement 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 in 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.
* In addition, please complete the document checklist for Prospectus approval. The document checklist is available on the DFSA website.
* 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 A1.1.1** | | | | | **Page Reference** | **Proof No.** | **Comment** |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **(1) Information about the Issuer** | | | | | | | |
| 1.1General Information | | | | | | | |
| a. | Legal name | | | |  |  |  |
| b. | Commercial name | | | |  |  |  |
| c. | Legal form | | | |  |  |  |
| d. | Country of incorporation and incorporation number | | | |  |  |  |
| e. | The legislation under which the Issuer operates if domiciled outside the country of incorporation | | | |  |  |  |
| f. | Place of registration and registration number if registered outside the country of incorporation | | | |  |  |  |
| g. | Date of incorporation and length of life if appropriate | | | |  |  |  |
| h | Address and telephone number registered office | | | |  |  |  |
| I | Special purpose vehicle if appropriate | | | |  |  |  |
|  | | | 1.2 Investments | | | | |
| a. | | Principal investments | | |  |  |  |
| b. | | Description of principal investments | | |  |  |  |
| c. | | Principal investments in progress, geographic distribution and financing method | | |  |  |  |
| **(2) Operational financial overview** | | | | | | | |
| 2.1 Actual and proposed business activities | | | | | | | |
| a. | Issuer’s history | | | |  |  |  |
| b. | Principal activities and business | | | |  |  |  |
| c. | Important events | | | |  |  |  |
| d. | Key factors relating to operations, product categories and services performed | | | |  |  |  |
| e. | New products, new services and status of development | | | |  |  |  |
| f. | Principal markets, revenues by activity and by geographical market | | | |  |  |  |
| g. | Major customers, suppliers, material dependencies | | | |  |  |  |
| h. | Patents, licenses, industrial, commercial or financial contracts or new manufacturing process | | | |  |  |  |
| i. | Basis of any statement re competitive position | | | |  |  |  |
| j. | Exception factors for the item | | | |  |  |  |
| k. | Group’s activities information | | | |  |  |  |
| 2.2 Significant factors affecting income/operations | | | | | | | |
| a. | Significant factors affecting income from operations, unusual or infrequent events and extent income affected | | | |  |  |  |
| b. | Discussion or reasons for material change in sales or revenues | | | |  |  |  |
| c. | Governmental, economic, fiscal, monetary or political policies or factors affecting operations | | | |  |  |  |
| 2.3 Risk factors | | | | | | | |
| a. | Investment risk and asset acquisition risk if appropriate | | | |  |  |  |
| b. | Discussion on the effect of the risk on business, operations and financial condition | | | |  |  |  |
| c. | Risk mitigation and management | | | |  |  |  |
| d. | Risk affecting industry and jurisdiction | | | |  |  |  |
| 2.4 Production and sales trends | | | | | | | |
| a. | Trends in production, sales, inventory, costs and selling prices since year end to date of Registration Statement | | | |  |  |  |
| c. | Trends, uncertainties, demands, commitments or events likely to affect prospects for at least past 12 months | | | |  |  |  |
| **(3) Constitution and organisational structure** | | | | | | | |
| 3.1 Constitution | | | | | | | |
| a. | Objectives and purposes description | | | |  |  |  |
| b. | Provisions re Directors, Senior Management, administrative, management or supervisory bodies | | | |  |  |  |
| c. | Rights, preferences and restrictions on Securities | | | |  |  |  |
| d. | Change of rights provisions and any supra legal requirements | | | |  |  |  |
| e. | Conditions governing meetings of holders of Securities | | | |  |  |  |
| f. | Provision affecting change of control | | | |  |  |  |
| g. | Shareholder ownership disclosure provisions | | | |  |  |  |
| h. | Supra legal provisions on changes in capital | | | |  |  |  |
| i. | Arrangements with investors on significant influence | | | |  |  |  |
| j. | Other provisions relevant to investors | | | |  |  |  |
| 3.2 Directors powers under constitution - a summary of the provisions on: | | | | | | | |
| a. | Power to vote on interested matters | | | |  |  |  |
| b. | Power to vote on remuneration | | | |  |  |  |
| c. | Power to borrow and variation thereto | | | |  |  |  |
| d. | Retirement and non-retirement matters | | | |  |  |  |
| 3.3 Group structure | | | | | | | |
| a. | Identity of all members of the Group | | | |  |  |  |
| b. | Description of the Group and Issuers position | | | |  |  |  |
| c. | Identity of ultimate Holding Company and domicile | | | |  |  |  |
| d. | Significant subsidiaries names, country of incorporation or domicile, proportion of ownership and voting power | | | |  |  |  |
| **(4) Assets** | | | | | | | |
| 4.1 Property, plant and equipment | | | | | | | |
| a. | Existing fixed assets, leased properties and encumbrances | | | |  |  |  |
| b. | Planned acquisition of fixed assets, leased properties and encumbrances | | | |  |  |  |
| c. | Environmental issues that may affect the assets | | | |  |  |  |
| 4.2. Material contracts – a summary of: | | | | | | | |
| a. | Material contract over past 2 years to the date of Registration Statement | | | |  |  |  |
| b. | Contract that create obligation or entitlement which is material to the Group as at Registration Statement date | | | |  |  |  |
| **(5) Capital** | | | | | | | |
| 5.1 Capital resources | | | | | | | |
| a. | (i) Short and long-term capital resources, (ii) cash flows (amounts and narrative), (iii) borrowing requirements, and (iv) funding structure and restrictions | | | |  |  |  |
| b. | Anticipated sources of funds for (i) existing and planned fixed assets, leased properties, encumbrances; and (ii) future investments | | | |  |  |  |
| c. | Holdings in significant undertakings | | | |  |  |  |
| 5.3 Share capital | | | | | | | |
| a. | Details on issued share capital (i) the number of shares authorised (ii) number if issued and fully or not fully paid, (iii) par or nor par value, and (iv) reconciliation of number of shares | | | |  |  |  |
| b. | Shares not representing capital | | | |  |  |  |
| c. | Shares held by or on behalf of Issuer or its subsidiaries | | | |  |  |  |
| d. | Convertible and exchangeable securities and warrants | | | |  |  |  |
| e. | Acquisition rights or obligations | | | |  |  |  |
| f. | Historical changes in share capital | | | |  |  |  |
| 5.4 Options | | | | | | | |
|  | Details of any options | | | |  |  |  |
| **(6) Management of the Issuer** | | | | | | | |
| 6.1 Details relating to Directors and senior managers (“Key Persons”) | | | | | | | |
| a. | Personal details and their principal activities, including that of (i) Directors of Issuer, (ii) Directors of holding Company, (iii) senior managers of Issuer who are also Directors, (iv) founding members and (v) any other senior managers where appropriate | | | |  |  |  |
| b. | Family or business relationship between Key Persons | | | |  |  |  |
| c. | (i) Previous Board representation and Senior Management position held, (ii) conviction records (iii) bankruptcy, receivership or liquidation details; (iv) public incrimination or sanctions details; and (v) negative statement  of Key Persons | | | |  |  |  |
| d. | Conflicts of interests of Key Persons or negative statement | | | |  |  |  |
| e. | Arrangements between Key Persons and major shareholders, customers or suppliers | | | |  |  |  |
| f. | Restrictions on disposal involving Key Persons | | | |  |  |  |
| 6.2 Other information relating to Key Persons | | | | | | | |
| a. | (i) Remuneration and benefits for last full year, and (ii) amounts set aside or accrued for pensions, retirement or similar benefits | | | |  |  |  |
| b. | (i) Date of expiry of term of office, length of service in that office, (ii) service contract details or negative statement; (iii) audit remuneration and nomination Committees and terms of reference; and (iv) Corporate Governance regime compliance | | | |  |  |  |
|  | | | 6.3 Employees | | | | |
| a. | (i) Number employees over historical financial information; or (ii) up to date of Registration Statement | | | |  |  |  |
| b. | Number of temporary employees if appropriate | | | |  |  |  |
| **(7) Financial information about the Issuer** | | | | | | | |
| 7.1 Historical financial information about the Issuer | | | | | | | |
| a. | Historical financial information covering 3 financial years  (i) Historic financial information prepared in accordance with International Financial Reporting Standards (IFRS) or in accordance to standards acceptable to the DFSA; (ii) audited in accordance with International Auditing and Assurance Standards Board (IAASB); or in accordance to standards acceptable to the DFSA; and (iii) and independently audited | | | |  |  |  |
| c. | Financial information not older than (i)18 or (ii)15 months as appropriate | | | |  |  |  |
| d. | Historical financial information audited | | | |  |  |  |
| e. | Audit qualifications or disclaimers | | | |  |  |  |
| f. | Any other audited financial statement | | | |  |  |  |
| g. | Source of unaudited financial data if appropriate | | | |  |  |  |
| h. | If quarterly or half yearly financial information has been published (i) whether it has been reviewed or audited; and (ii) a statement if it has not been reviewed or audited | | | |  |  |  |
| i. | If Registration Statement is dated more than 9 months an interim financial information (i) first 6 months; (ii) including comparative statement for the period; and (iii) a statement if it is unaudited | | | |  |  |  |
| j. | Consolidated annual financial statements | | | |  |  |  |
| k | Significant change description or statement | | | |  |  |  |
| 7.2 Profit forecasts | | | | | | | |
| a. | Assumption for any profit forecast (i) profit forecast prepared on comparable basis; and (ii) assumption about factors under control or out of control of the Board | | | |  |  |  |
| b. | Report prepared by independent accountants | | | |  |  |  |
| c. | Outstanding profit forecasts | | | |  |  |  |
| **(8) Other information relating to the Issuer** | | | | | | | |
| 8.1 Information about auditors | | | | | | | |
| a. | (i) Details of auditors; and (ii) auditors resignation, removal or non-re-appointment | | | |  |  |  |
| 8.2 Connected Persons | | | | | | | |
| a. | (i) Connected Persons details; (ii) how the Person falls as Connected Persons; and (iii) different voting rights or a statement if not relevant | | | |  |  |  |
| b. | Negative statement if appropriate | | | |  |  |  |
| c. | If Connected Persons is a controller; (i) details of interest; and (ii) control of Issuer and measures in place | | | |  |  |  |
| d. | Description of arrangements | | |  | |  |  |
| 8.3 Related Party Transactions | | | | | | | |
| a. | Names and address of Related Party | | |  | |  |  |
| b. | How the Person falls as Related Party | | |  | |  |  |
| c. | Details of the Related Party Transactions (i) re parties; (ii) date; (iii) value; (iv) prior shareholders’ approval; (v) arms’ length; and (iv) any future transactions | | |  | |  |  |
| 8.4 Research and development | | | | | | | |
|  | Research and development policies and amount spent | | |  | |  |  |
| 8.5 Legal and other proceedings against the Issuer | | | | | | | |
|  | Legal or arbitration proceedings or negative statement | | |  | |  |  |
| 8.6 Other significant matters | | | | | | | |
| a. | Significant matter that investors would reasonably require | | |  | |  |  |
| b. | If Certificates, significant matter affecting the underlying Securities | | |  | |  |  |
| 8.7 Concurrent offers by Directors of the Issuer | | | | | | | |
| a. | Details of offers by Board of Directors (i) identity of member; (ii) number of shares offered; and (iii) proportion of holding | | |  | |  |  |
| b. | Statement if no such offer | | |  | |  |  |
| **(9) Responsibility for the content of Prospectus** | | | | | | | |
| 9.1 Responsibility statement | | | | | | | |
| a. | Compliance with requirements | | |  | |  |  |
| b. | Persons responsible (i) natural; (ii)Body corporate | | |  | |  |  |
| c. | Declaration from each person responsible for the Prospectus | | |  | |  |  |
| 9.2 Signing of the Prospectus by Directors of the Issuer | | | | | | | |
|  | Date of Prospectus signing | | |  | |  |  |
| 9.3 Expert opinions included in a Prospectus | | | | | | | |
| a. | (i) Details of Expert; (ii) Information on material interests; and (iii) Issuer’s request and consent of Expert | | |  | |  |  |
| b. | Third party information | | |  | |  |  |
|  | | | 9.4 Special categories companies | | | | |
|  | Report by an Expert on the assets or rights of Issuer | | |  | |  |  |
| **(10) Documents on Display** | | | | | | | |
| 10.1 Documents for inspection | | | | | | | |
| a. | Constitution | | |  | |  |  |
| b. | Financial information | | |  | |  |  |
| c. | Expert information | | |  | |  |  |
| 10.2 Details | | | | | | | |
|  | Details of how the documents may be inspected | | |  | |  |  |

**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 |  |