Circular No: 03/2025
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Amendment to DFM Rules on Private Company Listing

Pursuant to this Circular, DFM issues an amendment to Sub-section (a) of Article 2.23 and paragraph 17 of Sub-section (a) of Article 2.25 of Section 2 Shares - Module Two - Listing Rules, as shown below.

This circular enters into force as of 05 February 2025

For further information on Module Two - Listing Rules, Please Click Here.

The following Articles will be according to the table shown below:

Market Rules	Article No.	Article before Amendment	Article After Amendment
Listing Rules	Article 2.23 (a)	(a) A Private Company that intends to list its Shares on the Private Market shall comply with the following requirements: (i) the Private Company must have resolved to list its Shares on the Private Market, acting in accordance with its Constitutional Documents; and (ii) the Private Company's capital must be fully paid up; and (iii) the Private Company must have been operating for at least two (2) years preceding the Application Date and published for each of those years its audited financial statements, in accordance with the international accounting standards accepted by the Authority, along with the auditor's report; and (iv) the net shareholder equity in the Private Company shall not be less than 100% of the paid-up capital, according to the latest audited financial	(a) A Private Company that intends to list its Shares on the Private Market shall comply with the following requirements: (i) issuance of a General Assembly resolution with the shareholders' approval of the listing. Article deleted. (ii) the Private Company must have been operating for at least two (2) years preceding the Private Company's establishment, during which it must have issued audited annual financial statements for each year. These financial statements may be accepted if issued as follows: a) financial statements for the subsidiaries of the Private Company for the two years preceding the listing application, in cases where the Private Company conducted its activities through these subsidiaries. b) financial statements of the Private Company's activities for the two years preceding the listing application, in the case of its conversion to a Private Company, regardless of its previous legal form. (iii) the net shareholder equity in the Private Company shall not be less than 100% of the paid-up capital, according to the latest audited financial

		statements of the Private Company; and	statements of the Private Company; and
		(v) the number of shareholders in the Private Company shall not be less than (30) thirty shareholders upon listing; and	Article deleted.
		(vi) the Private Company shall publish a summary of its audited annual financial statements for the last two financial years and the results of its operations during that period in two (2) daily newspapers issued in the State, one in Arabic and the other in English, ten (10) days prior to the date of its listing in the Market; and	(iv) the Private Company shall publish a summary of its audited annual financial statements for the last two financial years and the results of its operations during that period in accordance with the timeframe and mechanism specified in the template prepared by the Market; and
		(vii) the Private Company shall provide means for electronic voting for shareholders in its general assemblies; and	(v) the Private Company may provide mans for voting for shareholders in its general assemblies after receiving the Marlet's approval; and
		(viii) in the case of a Private Company incorporated in a Free Zone, the Issuer company must be subject to equivalent supervision to that of the equivalent Local Company's supervision by commercial registrar and any other competent authority in the State; and	(vi) in the case of a Private Company incorporated in a Free Zone, the company must be subject to equivalent supervision to that of the equivalent Local Company's supervision by commercial registrar and any other competent authority in the State; and
		(ix) any additional requirements, conditions or exemptions imposed by the Market in accordance with the public interest;	(vii) the Market may impose additional requirements, modify, or exempt certain requirements in special cases.
	Article 2.25 (a) (17)	(xvii) major transactions whose value constitutes 5% or more of the Private Company's assets, which the company enters into or cancels; and	(xvii) Article Deleted.