

## ANNEX C

In this Annex, underlining indicates new text and striking through indicates deleted text.



## GLOSSARY (GLO)

<b>Defined Term</b>	<b>Definition</b>
<u>Authorised Person</u>	<u>An Authorised Firm or an Authorised Market Institution.</u>
<u>Bearer Share</u>	<u>A Share that cannot be registered in the name of the holder and proof of ownership is possession of the Share certificate.</u>
<u>Business Rules</u>	<u>The written rules of an Authorised Market Institution which govern its activities as an Authorised Market Institution.</u>
Chief Executive (CEO)	The <del>person</del> <u>individual</u> appointed to the office of Chief Executive of the DFSA by the <del>Council</del> <u>Board</u> .
<u>Clearing House</u>	<u>An Authorised Market Institution which is authorised under its Licence to carry on the Financial Service of Operating a Clearing House.</u>
<u>Commercial Paper</u>	<u>Debentures with a maturity of less than 2 years at the date of issue.</u>
<u>Connected Person</u>	<u>For the purposes of OSR, a Person is 'connected' to a Reporting Entity if the Person:</u>  <u>(a) is a Director or is involved in the senior management of the Reporting Entity or an Associate Body Corporate of the Reporting Entity;</u>  <u>(b) owns or beneficially owns voting Securities carrying more than 5% of the votes attached to all voting Securities or the Reporting Entity or an Associate Body Corporate of the Reporting Entity;</u> <u>or</u>  <u>(c) is a Director of or is involved in the senior management of any Person who owns or beneficially owns voting Securities carrying more than 5% of the votes attached to all voting Securities of the Reporting Entity.</u>

Controller	Has the meaning given in AUT Rule 15.1.2.
<u>Controller</u>	(1) <u>In relation to an Authorised Firm, a Person who, either alone or with any Associate fulfils the criteria specified in AUT Rule 15.1.2; or</u>  (2) <u>In relation to an Authorised Market Institution, a Person who, either alone or with any Associate fulfils the criteria specified in AMI Rule 6.1.2.</u>
Convertible	An <del>investment</del> <u>Investment</u> that gives the <del>an</del> investor the right to convert the Security into <del>equity</del> <u>another form of Security</u> at an agreed price or on an agreed basis.
Council	The governing body of the DFSA, established under Chapter 2 of Part 2 of the Regulatory Law 2004.
DFSA	The <u>Dubai</u> <del>DIFC</del> Financial Services Authority
<u>Board</u>	<u>The Governing Body of the DFSA, established under Chapter 2 of Part 2 of the Regulatory Law 2004.</u>
Domestic Firm	An Authorised Firm <u>Person</u> or an Ancillary Service Provider which:  (a) has its registered and head office in the DIFC; or  (b) if it is a subsidiary of an Undertaking whose principal place of business and head office is in a jurisdiction other than the DIFC, has its registered office in the DIFC.
<u>Exchange</u>	<u>An Authorised Market Institution which is authorised under its Licence to carry on the Financial Service of Operating an Exchange.</u>
<u>Exempt Offer</u>	<u>An Offer prescribed under Article 14(2) of the Markets Law 2004 and further prescribed under OSR section 2.4.</u>
<u>Exempt Offeror</u>	<u>An Offeror who is specified in the list of Exempt Offerors set out in OSR App 5.</u>
<u>Governing Body</u>	The board of directors, partners, committee of <u>management or other governing body of an Authorised Firm or an Authorised Market Institution.</u> <del>Undertaking.</del>

Guidance	<p>Guidance is indicative and non-binding and may comprise:</p> <p>(a) guidance made and issued by the Chief Executive under law administered by the DFSA; and</p> <p>(b) any standard or code of practice issued by the <u>Council Board</u> which has not been incorporated into the Rules.</p>
<u>Issue Note</u>	<u>In relation to a Prospectus structured as two documents, one of the required documents in accordance with OSR Rule 5.4.1(b).</u>
<u>Key Individual</u>	<u>An Employee of an Authorised Market Institution assigned to oversee a Regulatory Function.</u>
<u>Licensing Requirements</u>	<u>The requirements set out in AMI section 7.2 in relation to the granting of a Licence to an Authorised Market Institution.</u>
<u>Market Misconduct</u>	<u>Conduct which contravenes a provision contained in chapter 1 of Part 8 of the Markets Law 2004.</u>
<u>Material Information</u>	<u>In relation to Investments, information that significantly affects, or would reasonably be expected to have a significant effect, on the market price or value of Investments.</u>
<u>Member</u>	<u>A Person admitted as a member of an Authorised Market Institution in accordance with its Business Rules.</u>
Money Laundering Reporting Officer (MLRO)	<p><u>For the purposes of AMI, an individual who is a Director, Partner or other appropriately senior employee of an Authorised Market Institution who has responsibility for the Authorised Market Institution's compliance with the Rules in AMI chapter 11 and any relevant money laundering legislation applicable to the AMI.</u></p> <p><del>The</del> For all other purposes, the Licensed Function described in AUT Rule 10.2.2(g).</p>

<u>Offered Securities Rules</u>	<u>Rules made by the DFSA under Article 8(2)(c) of the Markets Law 2004 and set out in OSR.</u>
<u>Offeree</u>	<u>A Person to whom an Offer of Securities is made.</u>
<u>Offeror</u>	<u>A Person who makes an Offer of Securities.</u>
<u>Offer</u>	<u>An offer of Securities falling within Article 13 of the Markets Law 2004.</u>
<u>Official List of Securities</u>	<u>A list of Securities maintained by an Authorised Market Institution in accordance with the Markets Law 2004 and the Rules in the OSR module.</u>
<u>OSR</u>	<u>The Offered Securities Rules module of the Rulebook.</u>
<u>Personal Exempt Offer</u>	<u>An Exempt Offer of a kind specified in OSR Rule 2.4.1(2).</u>
<u>Price Sensitive Information</u>	<u>Information of a type which is liable to cause substantial movement in the price of Securities or (in the case of Debentures) to affect significantly the ability of the Issuer to meet its commitments.</u>
<u>Partner</u>	<u>In relation to an <del>Authorised Firm</del> Undertaking, which is a Partnership, a Person occupying the position of a partner, by whatever name called.</u>
<u>Professional Investor</u>	<u>A Person whose ordinary activities involve him in acquiring, holding, managing or disposing of Investments and any other Person prescribed by the Offered Securities Rules.</u>
<u>Prospectus</u>	<u>A document containing such information as prescribed by the OSR.</u>
<u>Prospectus Offer</u>	<u>An Offer of Securities made in circumstances where a Prospectus has been filed with the DFSA and published.</u>
<u>Qualified Investor</u>	<u>A Person specified in OSR Rule 3.3.2.</u>
<u>REC</u>	<u>The Recognition module of the Rulebook. [Added/VER3/04-05]</u>
<u>Recognition</u>	<u>The status acquired by a Person to whom the DFSA has</u>

	<u>issued a Recognition Notice pursuant to Article 61 of the Regulatory Law 2004.</u>
<u>Recognised Person</u>	<u>A Recognised Body or a Recognised Member.</u>
<u>Registration Statement</u>	<u>In relation to a Prospectus structured as two documents, one of the required documents in accordance with OSR Rule 5.4.1(b).</u>
Regulatory Appeals Committee	A standing committee of the <del>Council</del> <u>Board</u> , established under the Regulatory Law 2004, and includes a sub-committee constituted under Article 29 of the Regulatory Law 2004.
<u>Regulatory Function</u>	<u>Has the meaning given in AMI Rule 7.2.2(3).</u>
<u>Reporting Entity</u>	<u>Has the meaning given in schedule 1 of the Markets Law 2004.</u>
Rule	Legislation made by the <del>DFSA</del> <u>Board</u> under any DIFC law.
Shari'a Supervisory Board	The board comprised of individuals appointed by an <del>Authorised Firm</del> <u>Authorised Person</u> , and entrusted with the duty of directing, reviewing and supervising the activities of the <del>Authorised Firm</del> <u>Authorised Person</u> <u>conducting undertaking</u> Islamic Financial Business in order to ensure that the <del>Authorised Firm</del> <u>Authorised Person</u> is in compliance with Shari'a.
<u>Supplementary Prospectus</u>	<u>An updated Prospectus produced in accordance with OSR section 5.6.</u>