

Appendix 6

In this appendix underlining indicates new text and striking through indicates deleted text.



Notice of Amendments

Glossary

(GLO)

Consequential changes

Defined Term	Definition
Offer	<p>(1) In relation to Securities other than Units, an offer of Securities falling within Article 4312<u>12</u> of the Markets Law 20042012<u>2012</u>.</p> <p>(2) In relation to Units, an offer of Units falling within Article 19 of the Collective Investment Law 2010.</p>
Takeover Principle	means a takeover principle prescribed in Section 1.5 of TKO in accordance with Article 35 53 <u>53</u> of the Markets Law 2004 2012 <u>2012</u> .
Professional Investor	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.

Changes in relation to Consultation Paper No. 75

A

Defined Term	Definition
<u>Approved Prospectus</u>	<u>Has the meaning given in MKT Rule 2.6.2(2), 2.7.1(4) and 6.3.2(2)</u>

B

Defined Term	Definition
Board	<p><u>In reference to the DFSA, t</u>The Governing Body of the DFSA, established under Chapter 2 of Part 2 of the Regulatory Law 2004.</p> <p><u>In reference to a corporation, the Board of Directors of the corporation</u></p>

C

Defined Term	Definition
Chinese Wall	An arrangement described in Article <u>6349</u> of the Markets Law <u>2012-2004</u> .
Connected Person	<p><u>In relation to:</u></p> <p>(a) <u>a Reporting Entity other than that of a Listed Fund, a Person referred to in MKT Rule 4.3.2; and</u></p> <p>(b) <u>a Reporting Entity of a Listed Fund, a Person referred to in MKT Rule 6.6.1.</u></p> <p>For the purposes of OSR, a Person is ‘connected’ to a Reporting Entity if the Person:</p> <p>(a) is a Director or is involved in the senior management of the Reporting Entity or an Associate Body Corporate of the Reporting Entity;</p> <p>(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; or</p> <p>(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.</p>
<u>Corporate Governance Principles</u>	<u>Principles prescribed in MKT Rules 3.2.3 – 3.2.9.</u>

E

Defined Term	Definition
<u>Exempt Communications</u>	<u>Communications referred to in MKT Rule 2.2.1.</u>
Exempt Offer	An Offer prescribed under Article 14(2) of the Markets Law 2004 and further prescribed under OSR

Defined Term	Definition
	section 2.4.
Exempt Offeror	An Offeror who is specified in the list of Exempt Offerors set out in OSR App 5.
<u>Exempt Offers</u>	<u>Offers prescribed in MKT Rule 2.3.1.</u>
<u>Exempt Securities</u>	<u>In the case of Securities other than Units, Securities prescribed in MKT Rule 2.4.1.</u> <u>In the case of Units, those prescribed in Rule 6.3.3.</u>

F

Defined Term	Definition
<u>Fund Prospectus</u>	<u>Has the meaning given in MKT Rule 6.3.1(b)</u>

I

Defined Term	Definition
<u>Inside Information</u>	<u>Information specified in Article 61(1)(a) of the Markets Law 2012.</u>
<u>Insider</u>	<u>A Person specified in Article 61(1)(b) of the Markets Law 2012.</u>
Issue Note	In relation to a Prospectus structured as two documents, one of the required documents in accordance with OSR Rule 5.4.1(b).

K

Defined Term	Definition
<u>Key Information</u>	1.1.1 <u>Information prescribed in MKT Rule in 2.5.2(2)(b).</u>

M

Defined Term	Definition
Market Abuse Misconduct	Conduct which contravenes a provision contained in chapter 1 of <u>Part 6 of the Markets Law 2012</u> Part 8 of the Markets Law 2004 .
<u>Markets Rules</u>	<u>Rules prescribed in the Market Rules Module of the DFSA Rulebook.</u>

O

Defined Term	Definition
<u>Offer Period</u>	<u>The period during which an Offer of Securities to the Public made pursuant to a Prospectus remains open to investors.</u>
<u>Offer of Securities to the Public</u>	<u>Has the meaning given in Article 12 of the Markets Law 2012.</u>
Offered Securities Rules	Rules made by the DFSA under Article 8(2)(c) of the Markets Law 2004 and set out in OSR.
OSR	The Offered Securities Rules module of the DFSA Rulebook.

P

Defined Term	Definition
Personal Exempt Offer	An Exempt Offer of a kind specified in OSR Rule 2.4.1(2).
Prospectus	<p>(1) In relation to an Offer of Securities to the <u>Public</u> other than Units, a document containing the information <u>specified in Article 15 of prescribed under the Markets Law 2012 2004</u> and the <u>MKT OSR Rules</u>, and includes a Supplementary Prospectus.</p> <p>(2) In relation to a Fund, a document containing the information prescribed under the Collective Investment Law 2010 and the CIR Rules, including a Short Form Prospectus or Supplementary Prospectus.</p>
Prospectus Offer	An Offer of Securities <u>referred to in Article 14(3)(a)</u>

Defined Term	Definition
	<u>of the Markets Law 2012, made in circumstances where a Prospectus has been filed with the DFSA and published.</u>

R

Defined Term	Definition
Registration Statement	<u>In relation to a Prospectus structured as multiple two documents, one of the document referred to in MKT Rule 2.5.1(3)(b) required documents in accordance with OSR Rule 5.4.1(b).</u>
<u>Regulated Exchange</u>	<u>An exchange regulated by a Financial Services Regulator.</u>
<u>Regulatory Announcement Services</u>	<u>A service approved by the DFSA for the purposes of making market disclosure of information pursuant to MKT Rule 4.7.1(c).</u>
<u>Related Party</u>	<u>Has the meaning given to that term in MKT Rule 3.5.2(a).</u>
<u>Related Party Transaction</u>	<u>Has the meaning given to that term in MKT Rule 3.5.2(b)</u>
Reporting Entity	<u>Has the meaning given in Article 37 of the Markets Law 2012 schedule 1 of the Markets Law 2004.</u>
<u>Restricted Person</u>	<u>Has the meaning given to that term in MKT Rule 3.4.1(2).</u>

S

Defined Term	Definition
<u>Schedule</u>	<u>In the case of a schedule referred to in the MKT module, a schedule that forms part of that module.</u>
<u>Securities Note</u>	<u>In relation to a Prospectus structured as multiple documents, the document referred to in MKT Rule 2.5.1(3)(c).</u>
<u>Summary</u>	<u>The document referred to in MKT Rule 2.5.1(3)(a).</u>

Supplementary Prospectus	An updated or replacement Prospectus produced in accordance with Article 18 <u>45</u> of the Markets Law 2012 <u>2004</u> or Article 42 <u>52</u> of the Collective Investment Law 2006 <u>2010</u> , as applicable.
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T

Defined Term	Definition
Takeover	has the meaning given in the Markets Law 2012 <u>2004</u> .

Changes in relation to Consultation Paper No. 76

A

Defined Term	Definition
Auditor	<p>A partnership or company that is registered by the DFSA to provide audit services to:</p> <p>(a) an Authorised firms and Authorised Market Institutions <u>Person</u> that are <u>a Domestic Firms</u> or to</p> <p>(b) <u>a Domestic Funds</u> ;<u>or</u></p> <p>(c) <u>a Public Listed Company.</u></p> <p>References to “Auditor” include “applicant” where relevant.</p>
<u>Audit Principal</u>	A natural person who is appointed by an Auditor in compliance with requirements in GEN Rule 8.9. 13 or <u>MKT Rule 5.2.17.</u>

R

Defined Term	Definition
Recognised Body	Has the meaning given in Article 37(3)(a) of the Markets Law 2012. A Person who holds a Recognition Notice, issued to it pursuant to Article 61 of the Regulatory Law 2004, recognising it as a Recognised Body.
<u>Recognition Criteria</u>	<u>Has the meaning in REC Rule 2.4 or 2.5.</u>
Recognised Member	Has the meaning given in Article 37(3)(b) of the Markets Law 2012. A Person who holds a Recognition Notice, issued to that Person pursuant to Article 61 of the Regulatory Law 2004, recognising it as a Recognised Member.
Recognition	The status acquired by a Person who is admitted to the list of Recognised Persons pursuant to Article 37(5) of the Markets Law 2012, to whom the DFSA has issued a Recognition Notice pursuant to Article 61 of the Regulatory Law 2004.
Recognition Notice	A notice issued by the DFSA pursuant to Article 61 of the Regulatory Law 2004.

P

Defined Term	Definition
<u>Public Listed Company</u>	<u>Has the meaning given in Article 97(2) of the Regulatory Law 2004.</u>

Changes in relation to Consultation Paper No. 77

P

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Defined Term	Definition
<u>Persons Undertaking Key Control Functions</u>	<u>Persons undertaking compliance, risk management, internal audit and similar control functions.</u>

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Changes in relation to Consultation Paper No. 78

L

Defined Term	Definition
<u>List</u>	<u>The Official List of Securities.</u>
<u>Listed Entity</u>	<u>Has the meaning given in MKT Rule 9.1.1(2)</u>
Listed Fund	A Collective Investment Fund which has been admitted to the Official List of Securities of an Authorised Market Institution.
<u>Listed Securities</u>	<u>Any Securities which have been admitted to the Official List of Securities.</u>
<u>Listing Principles</u>	<u>Means the Rules in MKT section 9.2.</u>
<u>Listing Rules</u>	<u>The Rules in chapter 9 of MKT.</u>

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Defined Term	Definition
Official List of Securities	A list of Securities maintained by <u>the DFSA</u> an Authorised Market Institution in accordance with the Markets Law <u>[2012]. 2004</u> and the Rules in the OSR module.

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S

Defined Term	Definition
<u>Shareholder Statement</u>	<u>Means a statement which describes the Share ownership profile of the Applicant prior to listing, summarising the key classes of shareholder and confirming that the Applicant complies with, or will comply with, MKT Rule 9.3.10(1) on its date of admission to the List.</u>