



Merger & Acquisition Application Form

- If the provisions of Article (2 item 2 or 3) of Merger & Acquisition Rules apply, the applicant shall provide the Authority and the Market with the information stipulated in such Article.
- The form shall be filled out if the provisions of the Rules apply to the process.
- In accordance with the provisions of Article (13) of Merger & Acquisition Rules, “The Offeror must submit a proposal to the Authority for the purpose of establishing a timetable for the Acquisition or Merger within a period not exceeding two weeks from the date of Disclosure of the intention to submit a potential Offer.”

General Information:

1

The name of the Offeror Company, its headquarters, objectives, capital, address, names of Top Management members and Major Shareholders and the shareholding percentage of each of them in the Offeree Company

2

The name of the Offeree Company, its headquarters, objectives, capital, address, names of Top Management members and Major Shareholders and the shareholding percentage of each of them in the Offeror Company, if applicable.

3

The price offered by the Offeror, the minimum and maximum of the shares to be acquired and minimum and maximum percentage of the Offeree Company's capital.

3



4	Purpose of the Acquisition or Merger	
5	Subsidiaries of the applicant company (if applicable)	
6	Implications of the Offer completion on the financial position of the Listed Company and its shareholders.	
7	Advantages and disadvantages, opportunities and risks that may result from the completion of the indirect Acquisition or Merger on the Listed Company and its shareholders.	
8	Disclosure of (whether or not) any relationship of interest among the Concerned Persons, their boards' members or Major Shareholders that might the process be involved in.	



Required Documents:

- A copy of Article of Association, Memorandum of Association and Commercial Register for both the Offeror and the Offeree.
- A statement showing the number of shares owned by the Offeror in the listed Offeree Company, (if any).
- An updated copy of the shareholders' register of the Offeror.
- A copy of the Acquisition or Merger agreement after being signed by the process parties.
- A bank guarantee issued by a local bank guaranteeing the capability of the Offeror to pay fully or partially the Offer value in the case of cash payment.
- Evaluation of the Offeree Company's assets issued by the evaluator.
- A copy of the commercial license and the commercial register for the legal advisor of the Listed Company.
- A copy of the commercial license and the commercial register for the financial advisor of the Listed Company.
- A commitment from the Offeror to pay full fees due to the Authority related to the Acquisition and Merger.
- Written commitments from every Insider not to use such information for personal interest or make it available for someone else.
- Audited annual financial reports of both the Offeror and the Offeree Company for the last three years, if applicable.
- The Offer Document to be approved by the Authority in accordance with the provisions of Article (19) of Mergers & Acquisitions Rules.
- A notice of the process to the Competition Protection and Anti-Monopoly Committee.
- A commitment that there is no conflict of interest, directly or indirectly, between the Evaluator and the parties related to the process.
- If any party of the Merger or Acquisition is from a financial institution, the approval must be given by the concerned supervisory authority.
- The Listed Company must provide the Authority with an acknowledgment that the Acquisition or Merger has been completed in accordance with the applicable legislations in the State of Qatar.
- A merging company must, after the merger, provide the Authority with a certificate confirming that the company has transferred the ownership of all assets of the merged company to the Acquirer before re-trading its shares on financial markets. The Authority must also be provided with a certificate confirming that the merged company has been written off after the merger, whether this certificate provided by the external auditor, financial advisor, legal advisor or any other entity accepted by the Authority.
- The merging company shall prepare, disclose and provide financial statements after the Merger process that shall be approved by an auditor.