

QFMA's Board Decision No. (1) Of 2025
Concerning the Issuance of the Code of Market Conduct

The Board of Directors,

Having considered Law No. (8) Of 2012 of Qatar Financial Markets Authority, as amended by Decree-Law No. (22) Of 2018;

QFMA Regulation issued by QFMA's Board Decision No. (1) of 2008;

Relevant QFMA's Legislation;

Qatar Stock Exchange Rulebook;

(QCSD) Qatar Central Securities Depository Rules;

QFMA's Board approval on the draft of this decision at its 4th meeting of 2024/84 on 3rd of December 2024;

Proposal of the QFMA's Chief Executive Officer,

And as required by the public interest,

We have decided the following:

Article (1)

The Code of Market Conduct annexed to this decision shall come into full force and effect.

Article (2)

All competent authorities, each within its jurisdiction, shall implement this decision. The decision shall be effective from the date of issuance and shall be published in the Official Gazette.

Bandar Bin Mohammed Bin Saoud Al-Thani

Chairman of the Board of Directors

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This is a translation of the Official Arabic version. In case of any discrepancies, the Arabic version shall prevail.

The Code of Market Conduct

Preamble:

As part of the efforts of Qatar Financial Markets Authority “QFMA” (the Authority) to achieve its objectives of maintaining confidence in the financial markets dealing system, protecting Securities’ owners and dealers, stabilizing financial markets, and reducing the risks may be faced,

And within the framework of the Authority’s legislations issued to regulate dealing in financial market activities to promote the values of fairness, competitiveness and transparency among the financial markets dealers, as well as to raise public awareness regarding the ethics and conduct of dealing in the market and avoiding practices, transactions and illegal acts that contradict it as per such legislation, as they represent in themselves forms of criminal offences in accordance with the provisions of Article (40) of Law No. (8) of 2012, regarding the Qatar Financial Markets Authority;

This Code is also an elaboration of the provisions of the Authority’s Law, regulations, rules, decisions, instructions and circulars against all forms of market misconduct and abuse, with the aim of preventing anyone who deals in Securities or is a party to such dealings from such manifestations whatsoever. It is also an elaboration of the obligations of Persons subject to the Authority’s jurisdiction and other market participants.

The provisions of this Code shall apply to any deceptive or Misleading act or conduct in accordance with the provisions of the Authority’s legislations. The examples set forth in this Code are considered examples, but not limited to, of market abuse.

The Code shall be divided into eight chapters, as follows:

Chapter One: Definitions

Chapter Two: Scope of Application

Chapter Three:	Market Manipulation
Chapter Four:	Prohibition of Disseminating False or Misleading Information
Chapter Five:	Fictitious Operations and Other Forms of Misleading Acts or Conducts
Chapter Six:	Dealings Based on Inside Information
Chapter Seven:	Conduct of Financial Services Companies
Chapter Eight:	Final Provisions

Chapter One: Definitions

Article (1) Definitions

In the application of the provision of this Code, the following words and phrases shall have the meaning given to them hereunder, unless the context requires otherwise:

Authority:	Qatar Financial Markets Authority “QFMA”.
Authority’s Law:	Law No. (8) Of 2012 of Qatar Financial Markets Authority, as amended by Decree-Law No. (22) Of 2018.
The Regulation:	QFMA Regulation issued by the QFMA’s Board Decision No. (1) of 2008.
Authority’s Legislations:	The Authority’s Law, regulations, rules, decisions, instructions, and circulars issued in implementation thereof, and the relevant legislation.
Person:	Natural or legal Person, as the case may be.
Market:	Financial market licensed for dealing in Securities as per the provisions of the Authority’s Law.
Depository:	A company licensed by the Authority to carry out the functions of registration, depository, ownership transfer and clearance of Securities.
Securities:	Shares and bonds of Qatari shareholding companies; bonds; Sukuk and bills issued by the

government or any Qatari authority or public institution, or any other Securities including licensed digital financial assets and similar instruments, and non-Qatari Securities listed in any of the financial markets. Derivatives, commodities and other investment instruments licensed by the Authority are considered as Securities.

Financial Service Company (s):

Company licensed by or registered at the Authority to conduct any of the activities prescribed in Article (4) of Financial Services Rulebook.

Issuer (s):

An Issuer of Securities offered in the primary market or listed for trading in the secondary market.

Manipulation:

Any conduct, practice or line of action, by any means, intended to defraud investors in the market.

Misleading Act (s):

Presenting information, data, or any other thing that is contrary to the truth with the intent to deceive investors in the market.

Inside Information:

Any information not available to the public relating, directly or indirectly, to the Issuer or the security, which has an impact or is likely to have a positive or negative impact on the security's price or trading volume if it becomes public knowledge, including, but not limited to:

- Everything related to the Issuer's commercial, financial, or capital operations.
- Available information regarding orders issued to Persons in charge of executing them and relating, directly or indirectly, to the security or its Issuer where it has an impact or is likely to have an impact on the

security's price if it becomes public knowledge, including, but not limited to:

- a) The intention to buy or sell Securities.
- b) Stopping the purchase and sale of Securities.
- c) The quantity of Securities to be purchased or sold.
- d) The price, or range of prices, for Securities that have been or will be purchased or sold.
- e) The identity of the Persons participating or likely to participate in the purchase or sale process.

Insider (s):

Anyone who, due to the position, became acquainted with Inside Information or data about the company or its clients (customers) that were not available to the public; This includes, but is not limited to: Board of Directors Members, Board Committee Members, Senior Executive Management Members, employees of the Company or any company of its group, their spouses, minor children, and others who have access to such information due to contractual, professional, or other relations, or any Person who obtains that information in any way before it is made available to the public.

Relatives:

Spouses and minor children.

Chapter Two: Scope of Application

Article (2) Scope of Application

The provisions of this Code shall apply to any act, dealing, behavior, or practice carried out by any means whether directly or indirectly, including using technical tools to generate and enter orders automatically or to initiate any activity with the intent to deceive or mislead investors or manipulate the Market as per the Authority's Legislations without regard to the result thereof whether it is achieving profits, incurring losses, or inflicting harm to others.

The manifestations of Market misconduct included in this Code are mere non-exhaustive examples.

Article (3) Measures to Prevent Market Misconduct

Financial Services Companies, the Market, and the Depository shall issue internal procedures or measures to prevent their members from engaging in any form of Market misconduct and adopt a mechanism to notify the Authority of any violations of the provisions of this Code as soon as they become known to them.

Chapter Three: Market Manipulation

Article (4) Prohibition of Conducts Involving Manipulation or Misleading Acts

Any Person dealing in Securities shall be prohibited from engaging or participating in any acts or practices that would give or are likely to give a false or Misleading idea about Securities, including but not limited to:

- a. Making agreements or transactions with the intent to manipulate Securities' prices.
- b. Taking actions that involve creating a false or Misleading appearance or impression regarding the impact on transactions or trading movement in the Market.

Article (5)

Prohibition of Conducts Influencing Market Transactions

Any Person shall be prohibited from engaging in, directly or indirectly, a conduct, procedure, or practice that would influence or contribute to influencing transactions in the Market or the issuance of trading orders, or engaging in a conduct that would cause, without being limited to, the following impacts:

- a. Giving, or probably giving, a false or Misleading impression regarding the supply or demand of one or more listed Securities, or regarding their price or the existence of related trading activity.
- b. Fixing the price of any listed Securities at an abnormal or artificial level.

Article (6)

Examples of Conduct that Constitutes Manipulation or Misleading Acts Regarding the Supply or Demand for a Security

The following conducts shall amount to Manipulation or Misleading Acts that would give or are likely to give a false or Misleading impression regarding the supply or demand of a security:

- a. Promoting the purchase of a security for the purpose of selling it or to enable another Person to sell it.
- b. Promoting the sale of a security for the purpose of purchasing it or to enable another Person to purchase it.
- c. Entering orders to buy or sell a security with the purpose of creating a false impression about the volume of demand or supply.
- d. Entering a large number of orders, updating orders, or cancelling orders for a security with the purpose of Misleading investors, or making it more difficult to identify real orders in the orders' register.

Article (7)
Examples of Conducts that Constitute Manipulation or Misleading Acts
Regarding the Trading Activity of a Security

The following conducts shall be considered Manipulation or Misleading Acts that may give or are likely to give a false or Misleading impression of the existence of trading activity in a security or a request to buy or sell it:

- a. Conducting trading transactions that result in the transfer of ownership of the security between the accounts of the same Person or accounts managed by the same Person or between colluding parties with the purpose of creating a false impression about the actual trading volume.
- b. Conducting transactions or issuing orders on a security with the purpose of creating a false impression about trading in the security.
- c. Entering one or more purchase orders to support the price of a security with the purpose of executing one or more sell orders, and cancelling the purchase orders after executing the sell order.
- d. Entering one or more orders to buy or sell a security without really intending to execute the orders by cancelling them after their partial execution and doing so repeatedly.
- e. Conducting transactions on the same security by a liquidity provider licensed to practice the activity of a market maker for the account of the liquidity provider and for the account of the market maker.

Article (8)
Examples of Conducts that Constitute Manipulation or Misleading Acts
Regarding Fixing or Creating an Artificial Price

The following conducts shall constitute Manipulation or Misleading Acts that would fix the price or create an artificial price for a security in a manner that gives or is likely to give a false or Misleading impression:

- a. Buying or selling a security at the opening or closing of a trading session or at the end of any quarterly, semi-annual or annual reference period, with the purpose of controlling the level of the reference price or creating an artificial reference price to mislead investors.
- b. Entering or executing orders to buy a security at prices that increase successively, or in a pattern of successively increasing prices.

- c. Entering or executing orders to sell a security at successively decreasing prices, or in a pattern of successively decreasing prices.
- d. Entering or executing orders of a Person, or colluding Persons, with the purpose of controlling the supply, demand, or price of a security.
- e. Executing one or more orders to buy or sell a security repeatedly with the purpose of influencing its price.
- f. Collusion of subscribers who were allocated Securities during the initial offering in order to purchase other shares of the security as soon as it starts trading in the Market with the purpose of creating an unreal price or deceiving investors into believing that there is a high demand for it with the purpose of selling their subscribed shares.
- g. Entering or executing one or more orders to buy or sell a security with the purpose of keeping the price within artificial price limits.
- h. Executing one or more orders of a Person or colluding Persons on a security or Securities with the purpose of manipulating the Market indicators.

Article (9)

Some Conducts that are not Considered Manipulation or Misleading Acts

The following conducts shall not be considered Manipulation or Misleading Acts:

- a. The company's buyback of its own shares in accordance with the provisions of the legislations issued in this regard.
- b. The brokerage company's execution of purchase orders for shares as part of the price stabilization mechanism, if such in accordance with the legislations issued in this regard.
- c. The market maker's purchase or sale of Securities in accordance with the legislations issued in this regard.
- d. The liquidity provider's purchase or sale of Securities in accordance with the legislations issued in this regard.
- e. Trading operations that are carried out with the purpose of buying or selling the listed security within short intervals of time but without the intention of Manipulation in terms of affecting the volume of trading in the security or affecting the price.

Chapter Four:

Prohibition of Disseminating False or Misleading Information

Article (10)

Prohibition of Disseminating Rumours and False or Misleading Information

It shall be prohibited for any Person to engage in any of the following:

- a. Disseminating rumours with the intent to influence Market transactions.
- b. Disseminating, or providing untrue data, information, or statements with the intent to influence Market transactions.
- c. Omitting or withholding information that must be disclosed in accordance with the Authority's legislations.

The legal responsibility for the above shall not be waived if the Person did not engage in trading.

Article (11)

Means of Dissemination

It shall be prohibited for any Person to do or assist in the dissemination of rumours, false information, untrue statements, or other information that would give or is likely to give a false or Misleading impression regarding any listed security regardless of the means of dissemination or promotion, including, but not limited to:

- a. Print, audio, or visual means of publication and media.
- b. Websites on the Internet, smart phone applications, including social media.
- c. Channels of disclosure.
- d. Publishing Market information on trading platforms.
- e. Oral exchange of information from one Person to another.

Article (12)

Presumption of knowledge of False or Misleading Information

A Person shall be presumed to be aware of his dissemination of false or Misleading information in the following cases:

- a. If the Person is aware of the true information by virtue of his job, position, status, kinship, or any other consideration that enables him to have knowledge of it.

- b. If the Person does not verify the accuracy of the disseminated information by exercising the care of an ordinary Person.
- A Person may deny the presumed knowledge through any means.

Article (13)

Examples of Cases of Dissemination of False or Misleading Information

The following are non-exhaustive examples of actions that shall be deemed as dissemination of false or Misleading information:

- a) Spreading or facilitating the spread of rumours.
- b) Disseminating false or Misleading information, news, or statements about a listed company on social media platforms or other forums.
- c) Participating with one or more Persons to spread or facilitate the spread of rumours, false or Misleading information about a company.
- d) An investor disseminating projections of promising future investments for a listed company, or potential profits with the purpose of increasing the value of his own investment portfolio or creating appropriate Market conditions for its sale.
- e) Partial or incomplete disclosure in violation of the Authority's legislations.

Chapter Five:

Fictitious Transactions and Other Forms of Misleading Acts or Conducts

Article (14)

Prohibition of Fictitious Transactions and Other Forms of Misleading Acts or Conducts

It shall be prohibited for any Person to deal in the Market whenever such dealing gives or is likely to give a false or Misleading idea about the price of Securities or

their trading volume, or is likely to cause disturbance in the financial markets. This includes, but not limited to, the following:

- a) Conducting an action that involves creating a false or Misleading appearance or impression regarding the impact on Market transactions.
- b) Executing or participating in the execution of transactions or trading orders by using illegal means or any other forms of deception.

Article (15)

Prohibition of Executing Transactions or Orders through Illegal or Misleading Act or Conduct

It shall be prohibited to execute transactions or enter orders separately or in conjunction with other factors that have, or are likely to have, a Misleading influence on Market transactions, including, but not limited to, the following:

- a. Executing transactions or entering orders by any Person preceded or followed by the dissemination of false or Misleading information.
- b. Executing transactions or entering orders by any Person preceded or followed by issuing or publishing investment opinions, research, or recommendations that are incorrect or biased, or designed to achieve a Personal interest.
- c. Entering, cancelling, or amending a large number of orders manually or by using robots or software for the purpose of giving a false or Misleading idea about the Securities related to the orders.
- d. Publishing Misleading opinions by a Person who has access to the media or other outlets, for the purpose of moving the price of a security in a certain direction to execute Securities' purchase transactions or to sell short.
- e. Failure to disclose a conflict of interest when expressing an opinion, preparing a study, research, or anything else related to a security or an Issuer.
- f. Short selling of Securities and then spreading a rumour that the Issuer is facing administrative or financial difficulties due to a decline in the price of the security.
- g. Purchasing Securities then spreading Misleading positive information about them or their Issuer with the purpose of raising their price.

Chapter Six: Dealings Based on Inside Information

Article (16)

Prohibition of Dealing in the Market Based on Inside Information

It shall be prohibited for any Person to deal or trade, directly or indirectly, in the Market based on Inside Information. In all cases, Inside Information may not be used in any way whatsoever, whether for expressing an opinion, advice, recommendation, or otherwise, and whether directly or indirectly.

Any Person shall be considered a direct trader in a security in any of the following two cases:

- a. If he executes a deal on the security for any account in which he has an interest.
- b. If he submits an offer to buy or sell the security in the Market.

On the other hand, any Person shall be considered an indirect trader in a security in any of the following cases:

- a. If he executes a deal as an agent for another Person.
- b. If he arranges a deal in which one of the parties is a relative of his or a Person with whom he has a business or contractual relationship.
- c. If he arranges for his agent or any other Person acting on his behalf or as per his instructions to trade in the relevant Securities.

Article (17)

Publicly Available Information

Information shall be considered publicly available in the following non-exhaustive cases:

- a. If it is disclosed in accordance with the applicable legal procedures or practices.
- b. If it is included in documents that the public is allowed to access.

- c. If it is available to the public by its nature, including through the Internet or some other publications, including information available only for a fee, or derived from information that has been published to the public.
- d. If it can be obtained through observation by members of the public without infringing on any rights, or obligations of privacy, ownership, or confidentiality.
- e. If it can be obtained by analysing other information that is generally available.

Article (18)

Examples of Cases of Insider Trading

The following shall be considered cases of Insider trading:

- a. A Person trading in a security for his own benefit based on trading transactions he carries out in favour of another account that he manages, or executing trading transactions in favour of that account, but without completing any transaction, in order to benefit from the expected impact of such conduct on the Market.
- b. Modifying or cancelling a buy or sell order based on Inside Information that the order Issuer has come to know after entering the original order.
- c. Using Inside Information obtained during discussions with a potential investor to gauge his interest in a potential offer to invest in Securities or to conclude his opinion on the potential offer price, in order to trade in the relevant Securities.
- d. Trading carried out by a potential acquisition offer presenter or his advisors for their own benefit based on Inside Information about the acquisition offer.

Article (19)

Examples of Conducts that Amount to Insider Trading

The following conducts shall be considered Insider trading:

- a. An Insider disclosing to a certain Person Inside Information that decidedly is to be published to the public and will have an impact on the price of the

security, thus enabling him to issue his own orders to buy or sell the security based on this Inside Information.

- b. An employee of the Issuer purchasing a security based on his knowledge that the company is embarking on a new project that is likely to generate profits for the company, before the project is disclosed the public.
- c. The purchase of a security by an employee of a consulting services company that entered into a contract with the Issuer of the security to provide consultation on an acquisition offer that has not been disclosed yet to the public.

Article (20)

Examples of Cases not Amounting to Insider Trading

The following cases shall not be considered Insider trading:

- a. An Insider buying or selling a security in execution of another Person's instructions as part of his job or work duties without disclosing any Inside Information or relying on such information to influence the decision.
- b. Trading for the benefit of a legal Person, whose representative or other Persons related to the Issuer have access to Inside Information, provided that adequate and effective internal arrangements and procedures are put in place and implemented to guarantee the following:
 - 1. The Person who will issue the buy or sell orders in favour of the legal Person does not obtain the Inside Information.
 - 2. None of the natural Persons who have access to the Inside Information influence the decisions of those entering the buy or sell orders.
- c. Transactions executed within the scope of the work of the Market maker and liquidity provider as per the Authority's legislations.
- d. Orders executed by the broker for the client without either disclosing any Inside Information that he knows in relation to the security subject to the order or giving him advice based on such information.

Article (21)
Disclosure of Inside Information

Any Person shall be prohibited from disclosing any Inside Information unless it is in implementation of a legal duty or a job requirement due to the nature of his work, and this shall include, but shall not be limited to the following:

- a. Disclosure of Inside Information in accordance with the Authority's legislations.
- b. Disclosure of Inside Information to the Authority or the Market with the purpose of complying with a legal or regulatory obligation, or to assist the Authority or the Market in performing their duties.
- c. Disclosure of Inside Information to another supervisory or regulatory body with the purpose of complying with a legal or regulatory obligation or to assist the other body in performing its duties.
- d. Disclosure of Inside Information in implementation of a judicial ruling or anything deemed as such.
- e. Disclosure of Inside Information to government agencies upon their request and in implementation of their legislations that regulate their work.

Article (22)
Non-obligation to Complete a Transaction

A Person's disclosure of Inside Information outside the correct context shall not require proof that he, or the Person to whom the information was disclosed, realized a profit or avoided a loss.

Article (23)
Examples of Cases of Disclosure of Inside Information

The following shall be deemed as cases of disclosure of Inside Information:

- a. The Insider informing another Person who has no connection to the company or its advisors of an acquisition offer at a price higher than the trading price.
- b. The Insider disclosing information to another Person where the same has an impact on the company's annual financial report before its disclosure.

- c. The Insider, or the officials or employees of the company, selectively informing a number of financial analysts of developments related to the company before disclosure of the same.
- d. The Insider, or the officials or employees of the company, giving Inside Information to a journalist, influencer or social media activist before its disclosure.

Chapter Seven: Conduct of Financial Services Companies

Article (24) Clients Orders' Priority and Best Execution

Financial services companies shall comply with the provisions of Chapter Three of Financial Services Rulebook which defines their rights and obligations, including the following:

- a) **Honesty and Fairness:** The Company shall observe honesty and fairness in dealing with its clients and shall work loyally for their interests and protect the integrity of dealing in the Market.
- b) **Providing Information to Clients:** The Company shall make adequate disclosure of all relevant information in its dealing with its clients, and the price at which a transaction was executed must be equal or better than the price that the client could have obtained or paid had he executed the transaction himself.
- c) **Conflict of Interests:** The Company shall seek to manage any conflict of interests in a manner that ensures that all its clients receive fair treatment and that they are not exposed to any adverse procedures, behavior, or treatment due to such conflict of interests. It shall disclose to its clients the significant interests or the conflict of interests whether in general, or in relation to a specific transaction in order to make sure that the client does not object to it.
- d) **Fair Treatment of Clients:** The Company shall not give preferential treatment to any client at the expense of another client, particularly shall send client orders to the concerned Market as they are without any change. The Company shall give priority to client orders over the orders it issues for its own account, or for the account of the shareholders in the Company or its Board members, or its managers, or its Representatives or its Agents.

- e) Misusing Information and Front Running: The Company and its employees shall not use the Company's clients' information related to activities on Financial Markets for achieving any Personal benefit, whether directly or indirectly. Particularly, they shall not front run clients; in other words, concluding one or more transactions for the account of the Company before executing the order received from the client to achieve a benefit from the impact the client order might have on prices.

Article (25)

Brokerage Activities to the Detriment of the Client

The Financial Services Company shall be prohibited from engaging in any conduct that is detrimental to the interests of the client, including, but not limited to, urging the client to repeat trading deals, or urging him to increase the number of deals executed despite the lack of proper justification considering his investment objectives, financial position, and the size and nature of his account.

Article (26)

Prohibition of Dealings Contrary to Recommendation

A Financial Services Company shall be prohibited from providing advice to, or trading on behalf of a client, whose portfolio it manages, in a manner contrary to the recommendation issued by it unless it has disclosed to him, in advance, the said recommendation and the potential conflict of interest.

A Financial Services Company shall also be prohibited from trading in a security in favour of its own account in a manner contrary to the recommendation issued by it unless there are justifications deemed acceptable by the Authority.

Article (27)

Failure to Accept or Execute Client Orders

A Financial Services Company shall not accept or execute a client's order if there are reasonable reasons to believe that the client:

- a. is trading with the intent of Market Manipulation.
- b. is trading based on Inside Information.
- c. is violating the Authority's Legislations.

The company shall notify the Authority of the reasons for its decision before the trading session of the following day and shall keep records and documents related to all its decisions taken under this Article.

Chapter Eight:

Final Provisions

Article (28)

Reporting Violations

Any Person shall have the right to report to the Authority any violation of the provisions of this Code, even if no harm is inflicted upon him.

Article (29)

Violations and Penalties

In the event of a violation of any provision herein, the Authority may take all or some of the actions and measures and impose the penalties as prescribed in the Authority's Law.