

BAHRAIN CINEMA COMPANY BSC

KEY PERSONS' DEALING POLICY

GUIDELINES FOR TRADING BY KEY PERSONS

1. Introduction

Dealing in the securities of a listed company while in possession of inside information is illegal according to; Chapter 1 of Part 5 particularly Article 100 of the Central Bank of Bahrain (CBB) Law in addition to the CBB's volume (6) "Market Abuse & Manipulation" which prohibits such abuse of inside information.

As an added layer of security and transparency however, the Exchange requires each Issuer to issue, maintain and enforce a Key Person Dealing Policy regarding dealing in shares and other securities of the Issuer by members of its Board of Directors, senior management and such other persons as decided by the Issuer's board to have access to inside information relating to the Issuer from time to time.

This introduction and the forms attached to the policy are considered an integral part of the policy.

2. Definitions

The following words and expressions shall have the meaning assigned to them:

"Exchange" Bahrain Bourse.

"Issuer" any issuer's securities' accepted for trading in the Exchange. Here, in this policy, Issuer refers to Bahrain Cinema Company BSC (here in after termed as "BCC" or "the Company").

"Dealing", where referred to in these Guidelines, includes (whether as principal or agent) making or offering to make with any person, or inducing or attempting to induce any person to enter into or to offer to enter into an any agreement for or with a view to acquiring, disposing of, subscribing for, or underwriting securities of BCC. To be clear, dealing includes (but is not limited to) on-Exchange and off-Exchange transactions, including subscriptions of securities of the Issuer, as well as transactions relating to securities of the Exchange -listed Issuer that are quoted on another Exchange.

"Dealing Policy" shall refer to each Issuer's Key Person Dealing Policy adopted pursuant to this directive/ruling/regulation.

"Guidelines" shall refer to the Exchange Guidelines on Issuers' Key Person Dealing Policies.

"Inside Information", as defined in MAM B.2.10, means information that;

(a) Is precise in nature relating directly or indirectly to one or more of the securities of the issuer thereof;

(b) Has not been made public;

(c) If made public, is likely to have a significant impact on the price of those securities or their derivatives;

“Key Persons” refers to members of the BCC’s Board of Directors, senior management, the Company itself, and such other persons as decided by the BCC’s board to have access to inside information relating to BCC from time to time. While key persons may have access to inside information from time to time by nature of their duties performed, they do not necessarily always possess inside information. This fact distinguishes key persons from insiders. Dealing by key persons of BCC, therefore, does not necessarily constitute insider trading.

“Register of Key Persons” refers to a register maintained by BCC which includes basic personal data of Key Persons and information on their holdings and dealings in the Company. The Register of Key Persons is maintained at the Company’s headquarters and updated by the Compliance Officer, Company Secretary or other authorized representative of the Company. Paragraph 3.3 elaborates on the Insiders’ Register.

3. Dealing policy

3.1 Dealing and using of Inside Information

Any person who is in possession of inside information shall not use such information to:

- (a) Deal in any securities to which that information relates;
- (b) Encourage any person to deal in any securities to which that information relates;
- (C) Disclose inside information to any other person, otherwise than in the proper performance of the functions of his employment, office or profession;
- (d) Violate the rules governing the publishing of market information;

3.2 Notifications of dealing

1. Provided he/she is not in possession of inside information, Key Persons may deal in securities of the Issuer.
2. Key Persons are required to advise the Company for its records on details of the dealing by the end of the next business day following the completion of the dealing; the Company shall immediately file with the Exchange such notifications by Key Persons by using Form KP2.
3. The Exchange reserves the right to disseminate to the public, the dealing information as per the rules and regulation issued by the CBB.

3.3 Maintenance of a Register of Key Persons

The Company shall at all times maintain an updated Register of Key Persons containing the following:-

- (1) Basic personal data of Key Persons of the Company;
- (2) Key Persons holdings and interests in the Company; and
- (3) Details regarding dealings by Key Persons in securities of the Company.

The Company shall notify any person of his status as a Key Person of the Company upon his appointment, election or employment in the Company, and procure a declaration of information as required.

3.4 Notifications to the Exchange on Register of Key Persons

The Company shall submit an updated and complete Register of Key Persons to the Exchange as soon as practicable but not more than 10 business days after the following:-

- (1) the start of trading when it is first listed on the Exchange;
- (2) the conclusion of its Annual General Meeting; and
- (3) upon request by the Exchange.

The Company shall further notify the Exchange of any changes to its Register of Key Persons within 10 business days of such change. **Form KP1** should be used for initial filings of the Register of Key Persons with the Exchange, and **Form KP2** should be used for filings of changes to the Register of Key Persons.

4 Availability of Dealing Policy

The Company shall provide a copy of the Dealing Policy to its Key Persons and make its Dealing Policy publicly available on its website.

5 Violations and penalties

Any conduct by relevant parties that contravenes the provisions of the Company's Dealing Policy or any regulations imposed by the regulatory authorities is considered an offence and will be dealt with severely. The courses of action and penalties that the Company may impose and related procedures enforcing such penalties will include among other things:

- Cancellation of the deal
- The profit if any, made on the deal would be recovered together with costs associated with the action.
- Pecuniary punishment.
- Terminate the services of the key person.
- The above mentioned penalties that will be imposed by the Company do not discharge or exempt those who violate the Policy from any action taken by the regulatory authorities including penalties prescribed in the CBB and the Bahrain Bourse law, rules and regulations.

Key Person Application Forms

Type of Application Forms:

1. Register of Key Person **Form (KP1)**
 - Company's Authorized Representative Information (Part 1)
 - Particulars & Holdings of Key Persons (Part 2)
 - Summary of particulars & holdings of Key Persons Register (Part 3)
2. Changes to particulars and holdings of Key Persons **Form (KP2)**

Forms' Filling Instructions:

1. All Forms attached to this guideline must be completed by a duly authorized officer of the Company, i.e., the Compliance Officer, Company Secretary or other authorized representative of the Company, and submitted to the Exchange both in physical form and electronically to Insiders.register@bahrainstock.com (in Excel Format).
2. **Form KP1 (Part 1)** "Company's Authorized Representative Information" should be completed and submitted to the Exchange not more than **10 calendar days** as follows:
 - after the start of trading when the Company is first listed on the Exchange.
 - upon the conclusion of the Company's Annual General Meeting.
 - upon the Exchange's request.
3. **Form KP1 (Part2)** "Particulars & Holdings of Key Persons" Key Persons of the Company refers to members of the Company's Board of Directors, senior management, the Company itself, and such other persons as decided by the Company's board to have access to inside information relating to the Company from time to time. For purpose of filling this form, a person has a holding in a security if he/she is the registered holder of the security or otherwise has the authority (whether formal or informal, or express or implied) to dispose of, or to exercise control over the disposal of, that security.
4. **Form KP1 (Part 3)** should be completed for the purpose of Summary of particulars & holdings of Key Persons Register.
5. **Form KP2** should be completed for changes to the Company's Register of Key Persons either due additions or removals of Key Persons, or changes in the particulars or holdings of existing Key Persons.

استمارة سجل الأشخاص الرئيسيين (KP1)

Form Register of Key Persons (KP1)

Company's Authorized Representative Information
(Part1)

بيانات الشخص المخول بالتوقيع عن الجهة
المصدرة (الجزء الأول)

Name of Issuer:	اسم الجهة المصدرة				
Submitted by:	مقدم من قبل				
<hr/>					
Name	الاسم				
<hr/>					
Designation	المسمى الوظيفي				
<hr/>					
Issuer's Stamp:	ختم الجهة المصدرة				
Signature	التوقيع				
Date of submission:	تاريخ التقديم				
<hr/>					
Day	Month	Year	السنة	الشهر	اليوم

استمارة سجل الأشخاص الرئيسيين (KP1)

Form Register of Key Persons (KP1)

مفردات وملكيات الأشخاص الرئيسيين - (الجزء الثاني) Particulars & holdings of Key Persons ¹ - (Part 2)					
Name الاسم		Designation المسمى الوظيفي		ID Number رقم رقم الهوية	
Nationality تاريخ التعيين		Date of appointment رقم الجواز		Passport Number الجنسية	
Holdings/الملكيات					
Security type نوع الورقة المالية	Number of securities عدد الأوراق المالية		Percentage of Holding (%) نسبة الملكية (%)		
	Direct مباشرة	Indirect غير مباشرة	Direct مباشرة	Indirect غير مباشرة	
Shares أسهم					
Options خيارات					
Rights حقوق					
Warrants ورائتس					
Others (Bonus) أخرى					
Total المجموع					

يرجى تعبئة هذه الاستمارة لكل شخص¹
رئيسي على حده

الختم والتوقيع

Stamp & Signature: _____

Company's Authorized Representative

المخول بالتوقيع عن الشركة

Summary of particulars & holdings of Key Persons Register2 - (Part 3)

ملخص سجل مفردات ملكيات الأشخاص الرئيسيين² - (الجزء الثالث)

Key Person الشخص الرئيس ي	Designation المسمى الوظيفي	Nationality الجنسية	ID / Passport number الهوية رقم الجواز	Person under guardianship / Control of Key Person العلاقة ذات الأشخاص الرئيسي — بالشخص		Security type (shares/options / rights / warrants / others) الورقة نوع المالية / خيارات / أسهم / أوارنتس / حقوق (أخرى)	Total holdings مجموع الملكيات
				ID/CR الهوية رقم السجل التجاري	Name الاسم		

الختم والتوقيع

Stamp & Signature: _____

Company's Authorized Representative

المخول بالتوقيع عن الشركة

يرجى تعبئة هذه الاستمارة لكل شخص²
رئيسي على حدة

استمارة KP2

Changes to particulars and holdings of Key Persons

المفردات/Particulars						
Name الاسم	Designation المسمى الوظيفي	ID Number رقم الهوية	Issuer's Name: اسم الجهة المصد	Nationality الجنسية	Date of appointment تاريخ التعيين	Passport Number رقم الجواز
تحديث الملكيات/Changes to holdings						
Security type نوع الورقة المالية	Number of securities held before changes عدد الأوراق المالية المملوكة قبل التحديث	Date التاريخ	Number of securities acquired / Disposed or off market عدد الأوراق المالية المشتراة / المباعة أو الحالات المستثناة	Direct / Indirect / مباشرة / غير مباشرة	Number of securities held after changes عدد الأوراق المالية المملوكة بعد التحديث	Percentage of issued share capital نسبة (%) الملكيات من رأس المال (%)
Shares أسهم						
Options خيارات						
Rights حقوق						
Warrants ورانتس						
Others أخرى						
Total المجموع						

الختم والتوقيع

Stamp & Signature:

يرجى تعبئة هذه الاستمارة لكل شخص

Company's Authorized Representative

المخول بالتوقيع عن الشركة