



السوق الحرة البحرين
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BAHRAIN DUTY FREE SHOP COMPLEX BSC

Key Persons Trading Policy



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1. INTRODUCTION

This Policy provides guidelines to Board and staff members and consultants to Bahrain Duty Free Shop Complex BSC ("BDFS" or the "Company") with respect to dealing with Company shares and other securities thereof.

2. APPLICABILITY OF THE POLICY

This Policy applies to all transactions in Company securities, and any other shares that BDFS may issue from time to time. The Policy applies to all Directors, Managers, Officers of BDFS and any employees of, or Consultants to, BDFS or any of its subsidiaries who receive or have access to Inside Information with respect to BDFS.

While Directors, Managers and Officers may be Key Persons on a regular and somewhat continuous basis, any employee or consultant can also be a "Key Person" from time to time depending upon the type of information that the employee or consultant comes into contact with in the performance of his or her duties with BDFS.

3. STATEMENT OF THE POLICY

Dealing in the shares and securities of BDFS while in possession of Inside Information is illegal.

Key Persons are prohibited from using inside information acquired in the workplace for their own personal or economic benefit and are further prohibited from disclosing any such Inside Information to any person who is not authorized by BDFS to have access to such information to include all persons directly or indirectly related to the Key Persons.

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. Therefore, dealing by Key Persons of BDFS does not necessarily constitute insider trading.



4. DEFINITIONS

"**BB**", means Bahrain Bourse.

"**CBB**", means the Central Bank of Bahrain.

"**Dealing**" means entering into or offering to enter into any agreement for or with a view to acquiring, disposing of, subscribing for, or underwriting securities of BDFS.

"**Inside Information**", means information that is not precise in nature relating directly or indirectly to one or more of the securities of the issuer thereof; and that has not been made public.

"**Insider trading**", refers to the purchase or sale of BDFS shares. Such trading is deemed to be done by a Key Person whenever a direct or indirect beneficial interest in such shares regardless of whether they are actually held in his or her name

"**Key Persons**", refers to members of BDFS Board of Directors, Senior Management, Managers, Officers, Employees, Consultants, BDFS, and such other persons that have access to inside information relating to BDFS from time to time.

"**Register of Key Persons**", refers to the register maintained by BDFS which includes basic personal data of Key Persons and information on their holdings and dealings in BDFS.

5. SPECIFIC PROHIBITIONS APPLICABLE TO SPECIFIC PERSONS

1. *Purchasing or Selling Securities based on Inside Information*

Key Persons shall not purchase, sell, offer to purchase or offer to sell any Company stock or other securities, during any period that he or she possesses Inside Information regarding BDFS.

During the period that the Key person possesses Inside Information, a Key person must forgo a proposed transaction in Company securities, even though he or she may have planned to make the purchase or sale before learning of the Inside Information and even though failure to execute the purchase or sale may result in an economic loss to, or the non-realization of anticipated profit by, the Key Person.

2. Disclosure of Inside Information

A Key person shall not disclose/tip Inside Information to any person (including a family, household member, friends) who is not specifically authorized by BDFS to have access to such information. If the Inside Information is used by the person disclosed to / tipped by the Key person to purchase or sell Company securities, the Key person will be legally responsible for the consequences of the purchase or sale as if he or she was purchasing or selling for his or her own account. Likewise, a Key person shall not make any recommendation or express opinion about Company securities to any other person on the basis of Inside Information regarding BDFS, even if the Key person does not actually disclose such Inside Information to the other person.

3. Confidentiality of Inside Information

All inside information relating to BDFS is the property of BDFS and it has the sole and exclusive right to determine how and when to disclose such information to the public.

Unless specifically authorized by BDFS, no key person may disclose inside information publicly or otherwise.

In all cases in which a key person is not certain that information in his or her possession is inside information or not, the key person should exercise caution and treat the information confidentially as if it is inside information.

However, there are general categories of information that are particularly important to BDFS and should always be considered material, regardless of whether the information is considered to be positive or negative, to a particular investment decision. Examples of such types of information includes:

- Financial condition or results
- Projections of future financial conditions or results
- Receipt or delay in receiving any key regulatory approvals
- Significant development or product announcements
- Pending or proposed acquisitions or mergers
- Pending or proposed dispositions of significant amount of assets
- Pending or proposed partnerships. Acquisitions, joint ventures, spin-offs
- Impending defaults on indebtedness, bankruptcy or other financial liquidity problem
- Gains or losses of substantial customers or orders
- Pending or proposed equity or debt offerings
- Significant financial exposure in actual or threatened litigation
- Major changes in Senior Management
- Significant changes in dividend policy and
- Significant pricing changes

4. Responsibility of Reporting Purchases and Sales by Key Persons

Key persons are responsible for assuring their own compliance with all report or restrictions with respect to purchases, sales and the other securities law requirements applicable to their purchases or sales of Company securities, including those set forth under the CBB Law and the CBB Market Abuse and Manipulation Module (MAM).

In this regard, key persons are required to advise BDFS for its records on details of the dealing by the end of the next business day following the completion of the dealing.

The Compliance Officer of BDFS is responsible for maintaining the Register of Key Persons and notifying any person of his status as a Key Person of BDFS upon his appointment, election, or employment. The Compliance Officer shall submit an updated Register of Key Persons to the BB as soon as practicable but not more than 10 calendar days after the following:

- a) The Conclusion of BDFS Annual General Meeting
- b) Upon request by BB.

The Compliance Officer shall also notify the BB of any changes to its Register of Key Persons within 10 calendar days of such change.

5. Criminal and Civil Liability and/or Disciplinary Action for Misuse of Inside Information:

1. Criminal and Civil Liability of Trading on Inside Information

A Key person may be subject to penalties which the Board at its discretion deems applicable notwithstanding dismissal.

2. Criminal and Civil Liability for disclosure/Tipping

A Key person may also be criminally and civilly liable for transactions by any person based upon Inside Information regarding BDFS disclosed by a Key person or upon recommendations or expressed opinions by the Key person about the purchase or sale of Company securities in reliance upon Inside Information. The CBB Law and the CBB Market Abuse and Manipulation Module (MAM) may impose large penalties on persons who tipped Inside Information, even when the tipper did not profit personally from the transaction. The Central bank of Bahrain and the Bahrain Bourse can easily uncover Key Person trading based upon tipping of Inside Information.



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3. Possible Disciplinary Action by BDFS for Trading on or Tipping Inside Information.

A Key Person who violates this Policy also may be subject to disciplinary action by BDFS's, which may include ineligibility for future participation in BDFS's stock-based plans, reprimand or termination of employment, and loss of other benefits.

6. APPLICABILITY OF POLICY TO INSIDE INFORMATION REGARDING OTHER COMPANIES ASSOCIATED WITH BDFS

This Policy and the guidelines described herein also apply to Inside Information relating to other related companies, including BDFS's partners, customers, vendors and suppliers ("business partners"), when the Inside Information is obtained in the course of employment with, or services performed on behalf of, BDFS. Criminal or civil penalties and internal disciplinary actions, up to and including possible termination of employment, may result from trading on or tipping others about Inside Information regarding BDFS's business partners. A Key person must treat Inside Information concerning BDFS's business partners in the same manner as it would treat Inside Information relating directly to BDFS.

7. FURTHER INQUIRIES

BDFS is pleased to answer any questions that Key persons may have with respect to any of the matters set forth in this policy. All such questions should be directed to the General Manager.