



Key Person Dealing Policy

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1. Objective

- 1.1 The objective of this policy is to ensure Nass Corporation (“Nass”, or “the Company”) and its employees comply with the applicable key persons dealing in securities policies of the Bahrain Bourse (BHB), the Central Bank of Bahrain (CBB), and all rules and legislations of the Kingdom of Bahrain (the Key Persons Trading Laws).

2. Introduction

- 2.1 The aim of this Key Persons Dealing in Securities Policy (the Policy) is to ensure Nass and its employees comply with the applicable key persons dealing in securities policies of the BHB, the CBB, and all rules and legislations of the Kingdom of Bahrain (the Key Persons Trading Laws).

3. Who Does the Policy Apply To?

- 3.1 This Policy shall apply to all Key Persons relating to Nass (as defined below), who shall, at all times, comply with the Key Persons Trading Laws.

4. Definitions for this Policy

The following definitions shall apply to this Policy:

“**Dealing**” means 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 any agreement for or with a view to acquiring, disposing of, subscribing for, or underwriting securities of the issuer. Dealing also includes (but is not limited to) off-Exchange transactions, including subscriptions of securities of Nass, as well as transactions relating to securities of a BHB-listed that are quoted on another Exchange;

“**Inside Information**” as defined in Market Abuse and Manipulation Module (MAM) issued by the CBB, means information that:

(i) is precise in nature relating directly or indirectly to one or more of the securities of the issuer thereof.

(ii) has not been made public; and

(iii) if made public, is likely to have a significant impact on the price of those securities or their derivatives.

“**Key Person**” refers to members of Nass’s Board of Directors, controlling shareholders, executive team, senior management, middle management, employees in Nass’s business units and support functions, secretaries and personal assistants, auditors, consultants and such other persons as decided by Nass’s Board of Directors who may have access to Inside Information from time to time by the nature of their duties.

“**Key Persons Dealing in Securities Policies**” means the BHB Key Persons Dealing in Security Policy, and the CBB Insider Trading Laws including Regulation 16 of 2010, Articles 56-62, 97-100, 105-106, and Article 361 of the Commercial Companies Law;

“**Material Information**” means any material information of Nass, including but not limited to:

- unpublished financial results;
- unannounced future earnings or losses;
- stock splits;
- issuance or sale of additional Securities;
- call for securities for redemption;
- increases or decreases in near-term earnings prospects;
- declaration or omission of dividends or determination of earnings;
- equity or debt offerings.
- changes in dividend policies;
- change in Nass’s fiscal year;
- impending bankruptcy or other financial liquidity problems;
- proposed merger or acquisition or any other transaction;
- treasury share programs;
- takeover bids or issuer bids;
- changes in capital structure;
- changes in capital investment plans;
- changes in corporate strategies;
- litigation and regulatory proceedings or investigations;

- labour disputes, or disputes with contractors or suppliers;
- changes in ownership;
- changes in corporate structure;
- new product or services announcement; or
- any other information that would have an impact on the price of the Securities or an impact on the investment decisions of an investor.

“**Non-public Information**” means the information that is not disclosed to the general public;

“**Register of Key Persons**” means the register maintained by an authorised representative of the Nass Board which includes basic personal data of Key Persons and information on their holdings and dealings in Nass Securities. The Register of Key Persons is held at Nass Headquarters and maintained and updated by an authorised representative of the Nass Board.

“**Securities**” means Nass’s common shares, puts, calls, options, units, derivatives, or any security the market price of which varies with the market price of Nass’s Securities, and other rights or obligations to purchase or sell Securities.

5. Notification to the Key Person

The Key Person shall be notified, by the authorised representative of the Nass Board, of his status as a Key Person upon his appointment, election or employment, and shall sign the required forms as per BHB Key Persons Guidelines.

6. Register of Key Persons

6.1 Nass shall maintain an updated Register of Key Persons containing the following:

- (a) Basic personal data of Key Persons at Nass;
- (b) Key Persons’ holdings and interests in Nass Securities as reported by Key Persons; and
- (c) Details regarding dealings by Key Persons in Nass Securities as reported by Key Persons.

6.2 All Key Persons shall be responsible for informing the authorised representative appointed by the Board of any change in the information contained in section 6.1 above within 10 calendar days of such a change taking place.

- 6.3 The register data shall be verified at least once a year before the Annual General Meeting (AGM) by the Internal Auditor of Nass. The result of such verification shall be forwarded to the CBB not more than 10 days after the date of the Company's AGM.
- 6.4 The register shall be maintained and kept by Nass for a minimum period of 5 years.

7. Key Persons Trading Law Requirements

- 7.1 The Key Persons Trading Laws require the following compliance by all Key Persons:

A Key Person shall not:

(i) Directly or indirectly, buy or sell any Securities relating to Nass, if he/she is in possession at the relevant time of Material or Non-public Information which could:

- (a) Materially affect the value or price of the Securities; or
- (b) Give a false impression as to the supply or demand of the Securities that could materially affect the value or price of such Securities;

(ii) Engage in any transaction involving buying or selling shares or passing to others that information at any time, or encourage any third party to sell or trade Securities to which the Material or Non-public Information relates, if he/she is in possession at the relevant time of Material or Non-public Information relating to Nass or its affiliates; or

(iii) Engage or encourage any third party in a manner that may give an unrealistic estimate of the volume and prices of any Securities.

- 7.2 A Key Person with possession of Material and Non-public Information shall not:

(i) Trade in Securities that relate to Material and Non-public Information;

(ii) Encourage any third party to trade in Securities that relate to Material and Non-public Information;

(iii) Disclose Material and/or Non-public Information to any third party outside Nass; or

(iv) Breach the CBB rules relating to the publication of market information.

7.3 A Key Person, in possession of Material or Non-public Information which could materially affect the value or price of the Securities, must forego a proposed transaction in Nass's Securities even if the Key Person:

(i) Planned to make the transaction before learning of the Material and/or Non-public Information; and/or

(ii) Believes that he or she may suffer economic loss or forego anticipated loss by waiting.

8. Key Persons Trading Guidelines

8.1 Non-disclosure of Material and Non-public Information

Material and Non-public Information must not be disclosed to any third party, except the individuals within Nass or third party agents, such as advisors or consultants, whose positions require them to know it, until such information has been publicly released by Nass.

8.2 Individual Responsibility:

The Key Person shall:

(i) Be personally responsible for complying with this Policy;

(ii) Notify Nass's authorised representative appointed by the Board of details of any Dealings no later than the next business day following the completion of the Dealing;

(iii) Notify Nass's authorised representative appointed by the Board of any changes to any information under section 6.1 of this Policy within 10 calendar days of such change in order for the Register of Key Persons to be updated; and

(iv) Refrain from trading or encouraging any third party whilst in possession of Material and/or Non-public Information.

9. Exceptions

9.1 Key Persons Trading Policies provide that a Key Person is not violating the Key Persons Trading Law if he or she can demonstrate that:

(a) He or she did not, at the time of the transaction, expect to profit from such transaction while possessing Material and/or Nonpublic Information; or

(b) He or she believed, at the time of the transaction, that the Material and/or Nonpublic Information had been disclosed widely enough to the public that no person taking part in the dealing would be prejudiced by not being aware of the said information;

(c) He or she was not aware of the Material and Non-public Information; or

(d) He or she would have acted as he or she did even if such information was not available to him or her.

10. Penalties

10.1 Any breach of this Policy may result in action being taken against the Key Person, including but not limited to one or more of the following:

(a) A notification by the Authorized Representative to the BHB and/or CBB if it becomes aware of, or suspects, a potential breach;

(b) The CBB referring a breach to Public Prosecution Office;

(c) Nass temporarily suspending the Key Person from service, employment or board membership during any Public Prosecutor's investigation of a breach; or

(d) Immediate termination of employment with Nass following a conviction in respect of a breach.

10.2 Nass shall inform a Key Person within a reasonable time of any notification received by the BHB and/or CBB in relation to a potential breach of this Policy.

10.3 Any investigation carried out by Nass or any subsequent action taken by it is without prejudice to any investigation or action by any competent authority in the Kingdom of Bahrain, including but not limited to the BHB, CBB, and the Public Prosecutor.

11. Policy Enforcement

It is the responsibility of the Audit Committee of Nass to enforce compliance with this Policy. Any questions concerning this policy can be directed to the Audit Committee of Nass.

12. Key personal applications forms

Types 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 Information Instructions:

1. All Forms attached to this guidelines must be completed by a duly authorized officer of the Issuer, typically 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 Issuer is first listed on the Exchange
 - upon the conclusion of the Issuer's Annual General Meeting
 - upon the Exchange's request
3. Form KP1 (Part 2) "Particular & Holdings of Key Persons" Key Persons of an issuer refers to members of the Issuer's Board of Directors, senior management, the Issuer itself, 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. 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 an Issuer'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)

بيانات الشخص الخول بالتوقيع عن الجهة المصدرة (الجزء الأول)

اسم الجهة المصدرة	
مقدم من قبل	
Name	الاسم
Designation	السمي الوظيفي
Issuer's Stamp:	ختم الجهة المصدرة
Signature	التوقيع
تاريخ التقديم	
Day	اليوم
Month	الشهر
Year	السنة

استمارة سجل الأشخاص الرئيسيين (KP1)
Form Register of Key Persons (KP1)

مفردات وملكات الأشخاص الرئيسيين¹ - (الجزء الثاني)

Particulars & holdings of Key Persons¹ - (Part 2)

Particulars / مفردات		الملكات / Holdings	
Name الاسم	Designation تسمية الوظيفي	ID Number رقم الهوية	Passport Number رقم الجواز
Nationality الجنسية	Date of appointment تاريخ التعيين	Percentage of Holding (%) نسبة للاكتمال (%)	
Security type نوع الورقة المالية	Number of securities عدد الأوراق المالية	Direct مباشرة	Indirect غير مباشرة
		Direct مباشرة	Indirect غير مباشرة
Shares أسهم			
Options خيارات			
Rights حقوق			
Warrants ورانتس			
Others أخرى			
Total الجموع			

الختم والتوقيع

Stamp & Signature:
Company's Authorized Representative
المخول بالتوقيع عن الشركة

يرجى تعبئة هذه الاستمارة لكل شخص رئيسي على حدة¹

استمارة سجل الأشخاص الرئيسيين (KP1)
Form Register of Key Persons (KP1)

ملخص سجل مفردات ملكيات الأشخاص الرئيسيين² - (الجزء الثالث) (Part 3) - Summary of particulars & holdings of Key Persons Register²

Key Person الشخص الرئيسي	Designation السمى الوظيفي	Nationality الجنسية	ID / Passport number رقم الهوية/ الجواز	Person under guardianship / Control of Key Person الأشخاص ذات العلاقة بالشخص الرئيسي		Security type (shares/options/ rights /warrants /others) نوع الورقة المالية (اسهم/خيارات/حقوق/اوراق باخرى)	Total holdings مجموع للكميات
				ID/CR رقم الهوية / السجل التجاري	Name الاسم		

الختم والتوقيع
Stamp & Signature: _____
للخول بالتوقيع عن الشركة
Company's Authorized Representative

تم تعبئة هذه الاستمارة من قبل الشخص الخول بالتوقيع عن جهة المصدرة²

تحديث سجل تعاملات الأشخاص الرئيسيين
Changes to particulars and holdings of Key Persons
استمارة KP2

Form KP2

Particulars / التفريعات						
Name الاسم	Designation السمي الوظيفي		ID Number رقم الهوية	Passport Number رقم الجواز		
Issuer's Name: اسم الجهة الصادرة	Nationality الجنسية	Date of appointment تاريخ التعيين	Passport Number رقم الجواز			
تحديث للاكليات/التحليلات						
Security type نوع الورقة للاكليات	Number of securities held before changes عدد الاوراق لالاية الملكوة قبل التحديث	Date تاريخ	Number of securities acquired / Disposed or off market عدد الاوراق لالاية للقرارة للباعة او الحالات للستثناء	Direct / Indirect مباشرة/ غير مباشرة	Number of securities held after changes عدد الاوراق لالاية الملكوة بعد التحدث	Percentage of issued share capital (%) نسبة للاكليات من رأس الال (%)
Shares اسهم						
Options خيارات						
Rights حقوق						
Warrants وarrants						
Others اخرى						
Total الجموع						

الختم والتوقيع

Stamp & Signature:
Company's Authorized Representative
المحول بالتوقيع عن الشركة

يرجى تعبئة هذه الاستمارة لكل شخص رئيسي

