



2019

# Board of Directors & Management Securities Trading Policy

BOD & MGT. SECURITIES TRADING POLICY | REVIEWED ON FEBRUARY 2019

APPROVED BY: BOARD OF DIRECTORS

RAYA HOLDING FOR FINANCIAL INVESTMENTS



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## BoD & Management Securities Trading Policy

BoD & Mgt. Securities Trading Policy	Issue No. 02	
	Issue Date February 7 <sup>th</sup> , 2019	

### 1. Objective of the Policy

The objective of the Board of Directors and Management Securities Trading Policy is to establish a framework for Raya Holding for Financial Investments (“Raya” or “the Company”) members of the Board of Directors and Management with regards to any dealing and transactions on Shares of the Company, as well as any related derivatives and structured products.

Any breach to this Policy will be regarded as a breach of the Egyptian Stock Exchange (“the EGX”) Listing Rules. All Board members and Management must ensure that all transactions and dealings on the Company’s Shares on the EGX are conducted in accordance with this Policy.

### 2. Guidelines

Board members or Management wishing to deal in Shares of the Company must first ensure compliance with the provisions of Article 38 of the EGX Listing Rules re insiders trading, and Article 66 & 67 of the EGX Executive Regulations.

A cornerstone of this Policy is that a member of the Board of Directors or Management who is aware of or party to any negotiations or agreements related to a potential disposal, merger or/and acquisition transaction or any material price sensitive information that may impact the Company’s Share price must refrain from dealing on the Company’s Shares.

A Board member or a Manager must not make any unauthorized disclosure of confidential or non-public information, to any other person or use such information for personal benefit or others. Furthermore, a Board member or a Manager should not provide any opinion or recommendation with regards to buying or selling the Company’s securities. A Board member or a Manager must not discuss material price sensitive or confidential information in public or with any person outside the Company.

No dealings by Board members or Managers would be allowed during Blackout Periods. All members of the Board of Directors and Management team must adhere to a Blackout Period spanning 15 days ahead of quarterly earnings announcement and other material information to

the public and 1 business day after the announcement, in order to minimize the opportunity for selective disclosure before this regular material announcement. Investor Relations is responsible for the dissemination of Blackout Period notifications to all Company employees.

### **3. Definitions**

“Transactions” or “Dealing” refers to any acquisition, disposal or transfer of, or offer to acquire, dispose of or transfer, or creation of pledge, or any other security interest, in any securities of the Company or any entity whose assets solely or substantially comprise Shares of the Company, and the grant, acceptance, acquisition, disposal, transfer, exercise or discharge of any option (whether call, put or both) or other right or obligation, present or future, conditional or unconditional, to acquire, dispose of or transfer Shares, or any interest in Shares of the Company or any such entity.

“Management” refers to the Company’s Chairman, Chief Executive Officer, Chief Financial Officer, Directors and Senior Managers.

“Shares” means listed securities and any unlisted securities that are convertible or exchangeable into listed securities, issued in respect of the listed securities of the Company.

Notwithstanding the definition of “Transactions” or “Dealing” listed above, the following are not subject to the provisions of this Policy:

Uptake of entitlements under a rights issue, or other offers made by the Company to holders of its Shares, including an offer of Shares in form of a bonus issuance but, for the avoidance of doubt, applying for excess Shares in a rights issue or applying for Shares in excess of an assured allotment in an open offer is classified as “Transactions” or “Dealing”.

Allowing entitlements to lapse under a rights issue or other offer made by the Company to holders of its Shares, including an offer of Shares in form of a bonus issuance.

Undertakings to accept or the acceptance of, a general offer for Shares in the Company made to all shareholders.

### **4. Restricted Periods**

A Board member or a Manager must not deal in Shares of the Company or any related derivatives or structured products at any time when he/she is in possession of unpublished price-sensitive information in relation to those listed securities, or where clearance to deal is not otherwise conferred upon him/her by the Investor Relations Department.

A Board member or a Manager must not deal in the Shares of the Company or any related derivatives or structured products when by virtue of his/her position as a Board member of another Company; the Board member or a Manager is in possession of unpublished price sensitive information in relation to those securities.

A Board member or a Manager is prohibited from dealing on the Company's Shares or any related derivatives or structured products during Blackout Periods, which spans 15 days ahead and 1 business day after the public release of the Company's financial results for any period whether interim, semi-annual or annual as well as other material information that may impact the Company's Share price.

The restrictions on transactions and dealings by a Board member or a Manager outlined within this Policy will be regarded as equally applicable to any transactions or dealings by the Board member's spouse or by or on behalf of any minor child (natural or adopted) and any other similar dealings. It is the duty of the Board member to avoid any such transactions or dealings at a time when it's prohibited to trade. Any potential breach to this Policy by a Board member or a Manager, their related parties or even their broker, will be subject to potential sanctions by the EGX. Such sanction may include a financial penalty. The penalty will be fully borne by the respective party who breached the Policy in a timely manner without any liability or legal obligation on the Company.

## **5. Notifications**

A Board member or a Manager must not deal in any Shares of the Company or any related derivatives or structured products, without first notifying in writing the Investor Relations Department for that specific purposes and receiving a dated written acknowledgment.

These rules also apply in relation to any transactions or dealings conducted by any connected person to the Board member or a Manager (i.e., their immediate family or any related trust or Company).

Thereafter, the written acknowledgment is communicated to the Investor Relations Department, which is in turn obliged to notify the EGX at least 1 business day prior to transactions or dealings planned by the Board member or a Manager.

Post notification, the Board member or a Manager is allowed to execute the disclosed transactions or dealings within 3 business days from notifying the EGX, unless the written acknowledgment is restricted to specific dates.

As per the EGX Disclosure Obligations, a register is maintained in accordance with the Insider Log Policy listing all insiders, and is made available for inspection by the Board of Directors, every time there is a Board meeting.

This document may set requirements supplemental to applicable laws, rules and executive regulations. However, nothing herein is intended to replace, amend, supersede or otherwise depart from any applicable law, rules and executive regulations relating to the subject matter of this document. In the event of any conflict or contradiction between the provisions of this document and applicable laws, rules and executive regulations as to the implementation and governance of this document, the provisions of applicable laws, rules and executive regulations shall prevail.

## Approval

Version	Prepared by	Reviewed by	Approved by	Review Date
2.1	Ahmed N. Hassan	Medhat Khalil, Chairman and CEO	Board of Directors	Feb 2019