

## **The Decision No (95)/M**

**The Chairman**

**Of the Board of Commissioners;**

**Based upon the provisions of;**

- The SCFMS' Law No (22) for the year 2005, and its changes;
- The Companies' Law's Provisions which were issued by the Legislative Decree No (29) for the year 2011, and specifically the Article (97) of it;
- The Decree No (311) for the year 2018;
- The proposal of the formed – up Committee by the Decision No (195)/M which was dated on 29/12/2021;
- And the approval of the Board of Commissioners in their Session No (14) which was held – up dated on 31/5/2022;

**Decides the Following:**

**The Directives of the Anonymous Joint – Stock Companies' Purchasing of Their Issued Securities "The Treasury Securities."**

**The Article -1-:**

The following words and Phrases shall have their assigned meanings hereunder:

- **The Commission:** The SCFMS which was established by the Law No (22) for the year 2005.
- **The Stock Exchange:** The Damascus Securities Exchange (DSE) which was established by the Legislative Decree No (55) for the year 2006.

- **The Company:** The Anonymous Joint – Stock Company which is listed at the Stock Exchange with its Tradable Securities at it.
- **The Treasury Securities:** The issued securities by the Company and re purchased once again through the Stock Exchange by the Company.
- **The Purchasing:** The Company’s Purchasing of its issued securities.
- **The Selling:** The Company’s selling of its purchased securities.

**The Article -2-:**

The willing Company for the Purchasing of its issued securities must obtain the approval of the Shareholders’ General Assembly which includes the Securities’ Number and the reason for the purchasing, and to notify the Commission in such regard for obtaining its approval, in a maximum period of the following working day of the Minutes’ Meeting’s publishing, in accordance with the prepared Form which is attached with the following documents as the follows;

- The Decision of the Board of Directors Concerning the Proposal of the Purchasing on the General Assembly.
- The Company’s General Assembly’s Minutes Meeting which includes the approval on the purchasing.
- A Statement of the Securities’ Number of the willing Company’s for its purchasing.
- A Statement which clarifies the expected date for the Purchasing Process’s beginning in addition to the Reservation’s Period of the Treasury Securities.
- A Certificate from the Company’s Accountings’ Auditor which includes his opinion concerning the effect of the Company’s purchasing of its securities on the Liquidity and the Company’s Basic Activity.
- A Guarantee of the Board of Directors for the providing of the necessary liquidity for the completion of the purchasing process, taking into consideration the future changes that may affect the liquidity of the Company.
- Any other documents which are required by the Commission.

**The Article -3-:**

The Company must announce the approval of the Commission’s Board of Commissioners of their securities’ purchasing in at least two official Newspapers

within at least (10) Ten Days from the Beginning date of the purchasing process. And the announcement must include the following:

- The Decision of the Board of Directors.
- The Decision of the General Assembly.
- The Securities' Number that the Company is willing for purchasing.
- The Expected date for the purchasing process's beginning.
- The Expected period for the reservation of the Treasury Securities.
- Any other information which is considered as necessary in such regard.

**The Article -4-:**

It is stipulated for the Company's Purchasing process of its securities the following:

- A. The Number of the intended securities for purchasing must not surpass (5) % of the Company's Securities.
- B. The Purchasing's Financing must be done through the Dividends and the Optional Reserves of the Company.
- C. The Purchasing must not be done through the three (3) Sessions that precede or follow the announcement of the Financial Data or any other substantial information that may affect the price of the security.
- D. The beginning date of the purchasing process must be done within a period that does not exceed one month since the Commission's approval's Data, and the Beginning's date must be disclosed clearly.

**The Article -5-:**

The execution period of the purchasing or selling must not surpass (100) One Hundred Trading's Sessions since the Inserting's Date of the first Purchasing's or Selling's Order.

**The Article -6-:**

- A. The Company is not allowed to purchase or sell in the one Trading Day what increases a (5) % Five Percent of the disclosed amount for the Purchasing during the one Trading Session.  
And the Execution of the Purchasing or selling is not allowed through the Huge Deals.

- B.** The Company must insert purchasing or selling orders that do not decrease the disclosed amount for purchasing or selling during the defined period, stipulated for the required amount for the purchasing or selling in each Session that does not decrease (1) % One Percent of the whole amount.

**The Article -7-:**

The Company must in case of its un ability for the execution of the purchasing process in the defined period in its announcement, abide by notifying the Commission with the caused reasons for such in the next working day for the termination of this Period.

And the Commission's Board of Commissioners in such case has the right to be sufficient with the purchased amount or to extend the period of purchasing.

**The Article -8-:**

**The Disposal in the Treasury Securities:**

The Company is allowed after the termination of the reservation period of securities to dispose them in accordance with the following choices:

- 1)** The selling of the securities at the Stock Exchange.
- 2)** The distribution of them on the shareholders of the Company deducting them from the Dividends and the Optional Reserves stipulated for such the follows:
  - The balance of the Dividends and the Optional Reserve must be sufficient for the distribution of the securities which are decided upon for such.
  - The Status of Liquidity at the Company is allowing for such without affecting the rights of debtors stipulated to obtain a notification from the Board of Directors in such regard.
  - The obtain of an approval from the Company's General Assembly on such.
  - To consider the percents of the mentioned ownership at the effective Laws and Regulations, stipulated for the Company to sell the securities of the shareholders which the distribution of them may case a contradiction in the percent of His ownership, and their values will be paid – up for Him after deducting the Charges of Selling.
- 3)** The Selling of a part and the distribution of another on the Shareholders of the Company in accordance with the Over- mentioned Terms.

**The Article -9-:**

In case the Treasury Securities were not able to be sold – up within the defined period in these Directives, the Company must notify the Commission with such reasons, in the next following day of this period’s termination.

And the Board of Commissioners, based upon a justified requirement by the Company, can extend the Selling’s period of Securities for the considerable period as appropriate in accordance with the necessity of the Company’s interest.

**The Article -10-:**

The Company which is willing to dispose the Treasury Securities, must abide- by conducting the following:

- A-** To notify the Commission previously about such Transaction, and its date of beginning, in addition to the disposable Number of the Securities in accordance with the Provisions of the Article (9), and according to the Accredited Form.
- B-** To notify about the willing of the Company for the selling of these Securities in two Official Newspapers, before the beginning of the Selling’s process in at least Ten days.

**The Article -11-:**

The Treasury Securities do not have any rights in the Dividends of the Shareholders of the Company, and they will be excluded from the participation, quorum, and the Voting at the Meetings of the Company’s General Assembly.

**The Article -12-:**

The period of reservation in the Treasury Securities must not decrease (6) Six months since the date of the Last Purchasing’s Process nor to increase (one) year since this date. And it can be extended by a decision of the Commission’s Board of Commissioners based upon a justified requirement of the Company.

**The Article -13-:**

The Company is not allowed to issue any new securities during its reservation’s period in the Treasury Securities.

**The Article -14-:**

The Company is prohibited to conduct any process of selling during its practices of the Purchasing’s Transactions, in addition to any process of purchasing during its practices of the Selling’s Transactions.

**The Article -15-:**

The Related Parties of the Company is prohibited to deal with the Treasury Securities.

**The Article -16-:**

The purchasing and selling of the Treasury Securities are not allowed except through the Stock Exchange.

**The Article -17-:**

- The Banks must obtain the approval of the Central Bank before they offer the Subject of their purchasing of the Treasury Securities on their General Assemblies.
- The Insurance Companies must obtain the approval of the Supervisory Commission of Insurance before they offer the subject of their purchasing of the Treasury Securities on their General Assemblies.

**The Article -18-:**

The Company must consider the interests of all its shareholders when making – up the decisions of the Treasury Securities’ purchasing and selling and executing them.

**The Article -19-:**

- A-** The Company must disclose all the related information of the Treasury Securities in its issued periodical Financial Data.
- B-** The Company must disclose weekly the Securities’ Number that has been purchased or sold – up, the price’s average that has been executed upon, and the percent of the remained securities that are intended to be purchased or sold – up
- C-** The Stock Exchange will disclose all the Purchasing’s and Selling’s Transactions that are conducted by the Companies in accordance with the followed – up procedures, and according to the issued Directives by the Commission in such regard.

**The Article -20-:**

The working in “The Directives of the Joint – Stock Companies’ Purchasing of Their Issued Securities “The Treasury Securities ““which were issued by the Mr. Chairman of the Board of Commissioners by the Decision No (56) which was dated on 3/5/2011 are considered in effective.

**The Article -21-:**

This Decision is notified the concerned for implementation, and it is considered effective in the following day of its date of issuance.

**Damascus Dated on  
15/6/2022.**

**The Chairman  
Of the  
Board of Commissioners;  
Of Syrian Commission on Financial Markets and Securities;  
Dr. Abd Fadleah.**

17/7/2022 Translation Directorate.  
K. I.