The Securities Law

Article (1)

This Law shall be known as (The Securities Law for the Year 2002), and shall come into effect as of the date of its publication in the Official Gazette.

Definitions

Article (2)

The following words and phrases wherever mentioned in this Law shall have the meanings ascribed thereto hereunder unless the context indicates otherwise:

The Commission	The Securities Commission
The Board	The Board of Commissioners of the Commission
The Chairman	The Chairman of the Board
The Trading Market in Securities	Any organized market or periodic or continuous use of media of public communication to enable trading of securities and financial assets
The Market/ Stock Exchange	The Amman Stock Exchange or any Trading Market in Securities licensed by the Commission in accordance with the provisions of this Law
Center	The Securities Depository Center
Person	A natural or legal person
Financial Broker	Any person engaged in the business of buying and selling securities for the account of others
Dealer	Any person engaged in the business of buying and selling securities directly for his own account through the Market
Investment Trustee	Any legal person engaged in the business of administering and monitoring the management of a client's investments so as to ensure their conformity with the client's investment principles and objectives specified in the investment agreement concluded between the client and the Investment Manager
Investment Manager	Any person engaged in the business of managing securities portfolios for the account of others, including the management of Mutual Funds
Financial Advisor	Any person engaged in the business of providing advice with respect to securities investment to others for a fee, charge or commission
Underwriter	Any legal person engaged in the business of administering

	the issuance and marketing of securities on behalf of the Issuer.
Financial Services Company	Any legal person engaged in the business of performing services as a financial Broker, Dealer, Investment Trustee, Investment Manager, Financial Advisor, Underwriter, or any combination of these functions, or any other service specified by the Commission pursuant to this Law and the regulations, instructions and decisions issued pursuant thereto
Custodian	Any legal person engaged in the business of providing safe custody for securities
Licensed Person	Any person licensed by the Commission in accordance with the provisions of this Law.
Registered Person	Any natural person who is a member of the board of directors or the board of executives, or director, manager or employee of a Financial Services Company, or any person occupying a similar status or performing similar functions at a Financial Broker, Dealer, Investment Trustee, Investment Manager, Financial Advisor, Underwriter or Financial Services Company. The term excludes any person whose functions are solely clerical, supporting services or unrelated to the conduct of any business in securities
Issuer	Any legal person issuing or announcing the intention to issue securities
Public Issuer	Any Issuer who has filed a prospectus that has become effective with the Commission
Public Offer	Any bid for the sale of any security to more than 30 persons of the public, including public issuance and public subscription
Public Take-over Bid	Any bid for the purchase or exchange of 40 % or more of the securities of one Issuer
Mutual Fund	A fund established under, and operating in accordance with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto, in order to invest in a portfolio of securities or other financial assets for the purpose of providing professional management of a collective investment on behalf of its shares or investment units holders
Investment Company	A company whose principal activity is investing and trading in securities, or one which owns or intends to own more than 50% of its total assets in the form of securities. This does not include banks or insurance companies performing banking or insurance business as such
Shared Investment Account	An account that combines the investments of more than one person for the purposes of the account administration
Material Fact	Any event or datum that, to a reasonable person, would have an effect in making a decision to buy, hold , sell or dispose of a security
Prohibited Act	Any action, practice, scheme, course of conduct, or device forbidden in this Law or the regulations, instructions or decisions issued pursuant thereto
Misrepresentation	Any untrue statement of a material fact, or any omission or concealment of a material fact or any other datum required to ensure that a statement made is true and accurate
Deception	An act, scheme, device, practice or course of conduct likely to have the effect of misleading others or intended to

	mislead them
Control	The ability to effectively influence, directly or indirectly, the actions and decisions of another person
Affiliate	The person who controls another person or is controlled by that other person, or who, together with that person is controlled by the same person.
Inside Information	Information relating to one or several Issuers or to one or several securities which has not been made public and which, if it were made public, would likely affect the price of any such security. This does not include inferences drawn on the basis of economic and financial studies, research and analysis.
Insider	A person who possesses Inside Information by virtue of his position or job
Trading Contract	A contract on the basis of which securities are purchased and sold
Dealing	The registration, issuance, subscription, promotion, marketing, custody, listing, depositing, trading, settlement, purchase from Issuer, public offer or public takeover bid of securities or the financing of dealing therein, or the lending, borrowing, short sale or hypothetication thereof or any other activity approved by the Board
Clearance	The process of computing the net rights and obligations of trading counter-parties arising from a trading contract, in order to deliver the securities or settle their price payments on the specified settlement date
Settlement	The process by which a trading contract is completed with the final, unconditional transfer of securities from the seller to the buyer and the final settlement of price payments in their respect
Delivery Versus Payment	A method of settlement according to which the securities are delivered in exchange for price payment
The Competent Court	The Amman Court of First Instance
Relatives	Husband, wife and under-age children

Article (3)

A. The term "Securities" shall mean any ownership , rights or any evidences local or foreign that are commonly recognized as securities and considered as such by the Board.

B. In particular, the term "Securities" shall include the following:

1. Transferable and tradable companies shares.

2. Bonds issued by companies.

3. Securities issued by the Government , official public institutions, public institutions, or municipalities.

4. Securities depository receipts.

5. Shares and investment units of Mutual Funds.

6. Equity option bonds.

7. Spot contracts and forward contracts.

8. Put and call option contracts.

9. Any right to acquire any of the aforementioned in Subparagraphs (1)-(8) of this Paragraph, subject to Board approval.

Article (4)
The following shall not be deemed as securities:

A. Commercial papers including checks and bills of exchange;
B. Documentary credits , transfers and instruments exclusively traded among banks;
C. Insurance policies and entitlements in pension funds for beneficiaries which are financed by other than the contributions .

Article (5)
Every Issuer in the Kingdom shall submit to the Commission an application for registering securities therewith in accordance with the instructions issued by the Board.

Article (6)
Notwithstanding what is stated in any other legislation, the provisions stipulated in this Law and the regulations, instructions and decisions issued pursuant thereto shall apply to company shares and other traded securities on the Market with respect to the following matters:

A. The rights of the parties arising out of the sale, purchase or transfer of securities;

B. The method and specific form of registration of ownership rights and the legal effects thereof;

C. The transfer of ownership rights and the rights arising from such transfer ;

D. The rights of the parties involved in the clearing, settlement and transfer;

E. The rights of the creditors of the trading contract counter-parties arising during the process of the sale, purchase or transfer of securities including the rights relating to the securities and the monetary equivalents thereto;

F. The conclusion and documentation of trading contracts and means of their proof and cancellation;

G. The dealing in securities.

The Securities Commission

Article (7)

A. A Commission known as the (Securities Commission) shall be established, and shall have a legal personality with financial and administrative autonomy . As such, the Commission may acquire movable and immovable property and perform all legal acts necessary to achieve its objectives, including concluding contracts, borrowing, accepting assistance, gifts and donations. The Commission shall have the right to sue and be sued, and may be represented in legal proceedings by the Civil Attorney General or any attorney it appoints for this purpose.

B. The Commission shall report to the Prime Minister.

C. The Commission's headquarters shall be in Amman.

Article (8)

- The Commission shall in particular aim to achieve the following:

    1. Protecting investors in securities;

    2. Regulating and developing the capital market to ensure fairness, efficiency and transparency;

    3. Protecting the capital market from the risks it might face.

- In order to achieve its objectives, the Commission shall assume the following main responsibilities and authorities:

    1. Regulating and monitoring the issuance of securities and dealing therein;

    2. Insuring full and accurate disclosure by Issuers of the material information necessary to investors and relevant to the public issuance of securities;

    3. Regulating and monitoring disclosure including the periodic reports prepared by Issuers;

    4. Regulating licensing and registration, and monitoring the activities of Licensed and Registered Persons in the capital market;

5. Regulating and monitoring the Stock Exchange and Trading Markets in Securities;

6. Regulating and monitoring the Center;

7. Regulating Mutual Funds and Investment Companies.

1.

Article (9)

A. The Commission shall not engage in any commercial activity, participate in commercial projects, lend any funds, or own or issue any securities.

B. Subject to the approval of the Council of Ministers, the Commission may borrow and own securities issued by the Government, public official institutions, public institutions or municipalities.

Article (10)

A. A Board known as the (Board of Commissioners of the Commission) shall undertake the administration of the Commission and the supervision of its affairs. The Board shall be composed of five Commissioners. Each Commissioner must be a Jordanian natural person, must serve on the Board on a full-time basis, and must be experienced and specialized.

B. The Commissioners, including the Chairman and the Deputy C hairman , shall be appointed for a five-year term renewable once, by a decision of the Council of Ministers upon the Prime Minister's recommendation, endorsed by a Royal Decree. Any Commissioner may be replaced by another for the outstanding period of the Board's term in accordance with the same procedures.

C. The salaries , benefits and all financial entitlements of the Commissioners shall be determined by a decision of the Council of Ministers.

D. The Commissioners shall take the following oath before the Prime Minister, prior to assuming their positions:

(I swear by Almighty Allah to be loyal to the King and the Country, to uphold the Constitution, to abide by the Laws and Regulations in force and to perform the functions and duties entrusted to me with honor, honesty and dedication).

Article (11)

A. Upon assuming his duty, each Commissioner shall declare in writing to the Board any securities which are owned thereby, at his disposal or at the disposal of any relatives thereof, as well as any shares or stocks in any Financial Services Company owned thereby, or at his disposal or at the disposal of any relatives thereof. The Commissioner shall also declare in writing to the Board any changes to the aforementioned within three days of the member's knowledge thereof.

A.

Article (12)

The Board shall assume all the necessary authorities to achieve the Commission's objectives in accordance with the provisions of this Law, and carry out the responsibilities and authorities stipulated in accordance with its provisions, including the following:

A. Formulating the Commission's general policy and developing the programs necessary for its implementation;

B. Approving the trading of any security outside the Market ;

C. Approving the listing of any Jordanian security on any trading markets in securities outside the Kingdom;

D. Rejecting applications for the registration of securities, or ceasing or prohibiting any issuance thereof;

E. Suspending or ceasing dealings in any security for the period it deems appropriate;

F. Approving the establishment and registration of Mutual Funds;

G. Granting the license and registration issued pursuant to the provisions of this Law;

H. Restricting, suspending, ceasing or canceling, for the period it deems necessary, the licensing or registration granted to any person;

I. Renewing or declining the renewal of the license or registration granted to any person;

J. Setting the fees for issuing licenses or registrations or for renewals thereof;

K. Approving the services fees, charges and commissions, charged by the Market and the Center pursuant to their respective by-laws;

L. Setting the minimum and maximum limits of commissions which the Financial Services Companies and Licensed Persons may charge their clients;

M. Adopting the accounting, auditing and performance evaluation standards to be followed by

the parties subject to the Commission's monitoring;

N. Setting the standards and eligibility conditions required for auditors qualified to audit the accounts of the entities subject to the Commission's monitoring and supervision;

O. Establishing cooperative relations with Arab and foreign securities commissions and Arab, regional and international organizations specialized in capital markets;

P. Reviewing the decisions issued by the Market and the Center and terminating their implementation of any of them ;

Q. Issuing the required instructions for administering the Commission, and any other instructions or decisions to implement the provisions of this Law and the regulations issued pursuant thereto, or amending or repealing such;

R. Preparing draft laws and regulations related to securities;

S. Preparing the Commission's annual budget and submitting it to the Council of Ministers for endorsement;

T. Any other matters that the Chairman presents to the Board.

Article (13)

A. The Chairman shall be the Commission's chief executive and chief financial officer. He shall be responsible for implementing the Commission's policy and the management of its affairs. As such, he shall assume the following:

    1. Implementing the decisions adopted by the Board;

    2. Signing contracts as authorized by the Board;

    3. Signing, solely or jointly with others, the reports, accounting data, financial statements, correspondence, and documents of the Commission.

B. The Deputy Chairman shall perform the duties and functions assigned to him by the Chairman and shall exercise the powers of the Chairman in his absence or if his post becomes vacant.

C. The Commissioners shall undertake the duties and functions assigned thereto by the Chairman .

D. The Chairman may delegate any of his powers stipulated in this Law to any Commissioner. He may also delegate any of his powers to any employee of the Commission, provided that the delegation is in writing and specific.

Article (14)

A. The Board shall meet at least once each month and whenever it is deemed necessary, upon the invitation of the Chairman or his Deputy when the Chairman is absent. The Board meetings quorum shall consist of four members, provided that the Chairman , or in absence thereof, the Deputy Chairman , is in the quorum. The Board decisions and recommendations shall be adopted by a majority of at least three votes of the attending members. No member shall refrain from voting. A member voting against a decision shall state his opposition in writing and sign thereon.

B. The provisions and procedures governing Board meetings shall be specified in instructions it issues for this purpose.

A.

Article (15)

A. The following shall be subject to the Commission's monitoring and supervision in accordance with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto:

    1. Issuers

    2. Licensed Persons

    3. Registered Persons.

    4. The Market

    5. The Center

    6. Mutual Funds and Investment Companies

B. The entities referred to in Paragraph (A) of this Article shall be subject to inspection and to the auditing of its documents, records and registers by the competent entity within the Commission legally authorized to do so.

C. To realize the purposes of this Law and the regulations, instructions and decisions issued pursuant thereto, the documents, records and registers, wherever mentioned, shall include the bank statements, correspondence, memoranda, documents, computer files, or any other means for filing information and data whether written or electronic.

Article (16)

A. Prior to issuing any instructions in accordance with the provisions of this Law or the regulations issued pursuant thereto, or introducing any amendment thereto, the Board may publish the draft instructions or amendments to enable others to comment in writing thereon within a period of no less than (14) days from the date of publication.

B. The Board shall issue the instructions referred to in Paragraph (A) of this Article after considering any comments received thereon, provided that the instructions shall come into effect as of the date stipulated therein.

C. The instructions shall be published by the means that the Commission deems appropriate, including by posting on its website on the Internet or any other data network.

Article (17)

A. The Commission may, through the competent entity therein, conduct any investigation, inspection or auditing to determine if any person has violated or has taken preparatory measures to violate any of the provisions of this Law or the regulations, instructions and decisions issued pursuant thereto.

B. The Commission may investigate, through the competent entity therein, any information, circumstances or practices it deems necessary and appropriate for the implementation of the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto.

C. The Commission, through the competent entity therein, and for the purpose of carrying out the investigations referred to in Paragraphs (A) and (B) of this Article, may carry out any of the following:

    1. Audit and make copies of the documents, records and registers of any Licensed or Registered Person, or any entity subject to the Commission's monitoring and supervision, and inspect such with or without a prior notice;

    2. Summon witnesses to testify under oath, and to submit any documents and papers pertaining to the investigated matter.

D. The Commission may enlist the services of experts and specialists in conducting the investigations, inspections and audits referred to in Paragraph (A) of this Article.

A.

Article (18)

The following shall be considered violations of the provisions of this Law:

A. Failure of a Licensed Person, Registered Person or any entity subject to the Commission's monitoring and supervision to comply with the Commission's requests to submit the required documents or papers or to appear for testimony, in which case the Board may cancel the license or registration.

B. Failure of any person, other than the Licensed or Registered Person, or any entity subject to the control and supervision of the Commission, to comply with the Commission's requests to submit the required documents or papers or to appear for testimony.

Article (19)

A. If the Board upon a determination of good cause, deems that the protection of investors dictates taking immediate measures, it may take, for the period it deems appropriate, one or more of the following measures:

    1. Ceasing or suspending any activity related to the securities or a specific security;

    2. Suspend the public offer of a security;

    3. Suspend the activities of a Licensed or Registered Person.

B. The Board may adopt a temporary order to cease and desist the activities of a Licensed or Registered Person who commits or attempts to commit any violation that is likely to result in dissipation or conversion of assets, or cause harm to the public interest or to investors. Such temporary order shall remain effective pending the completion of due proceedings by the Commission, unless the order is otherwise cancelled or set aside by the Board .

C. The Board may carry out any of the measures stipulated in Paragraphs (A) and (B) of this Article regardless of whether the concerned person has been given the opportunity to have his statement heard, subject to the dictate of the public interest.

D. The Licensed or Registered Person subject to the temporary order according to the provisions of Paragraph (B) of this Article may petition to the Commission for a hearing, or to have the order set aside, suspended, or restricted.

A.

Article (20)

The Board may, as it deems appropriate, publicize any violation of the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto in order to forewarn investors to avert any resultant consequences.

Article (21)

A. The Board may conduct an investigation or a hearing to determine whether any person has violated or has taken preparatory measures to violate any provision of this Law or of the regulations, instructions or decisions issued pursuant thereto. An order for investigation shall indicate the nature of the suspected violation and shall set forth the scope of the authority to investigate. The notice for hearing shall indicate the nature of the suspected violation, and shall inform the respondent of the right to be heard and present evidence and shall fix a hearing date and time.

B. If the Board finds, after conducting the investigation or the hearing, that any person has violated or has taken preparatory measures to violate any provision of this Law or the regulations, instructions or decisions issued pursuant thereto, it may take one or more of the following measures:

1. Publish the investigation findings;

2. Issue an order requiring such person to cease and desist from committing, attempting to commit, or causing such violation, or requiring elimination of the violation;

3. Impose a monetary fine in accordance with Paragraph (A) of Article (22) of this Law;

4. Order the cessation of issuance of, or trading in any securities of which that person is the Issuer and to which the offense relates;

Article (22)

A. The Board may impose monetary fines of no more than JD 50,000 (Fifty thousand Jordanian Dinars) on any person in any of the following cases:

1. If the person violates the provision of this Law and the regulations, instructions and decisions issued pursuant thereto;

2. If the person willfully aids, abets, counsels or commands any other person to commit the violation;

3. If the person makes, or causes to be made, in any application or report to be filed with the Commission, any information which is false or misleading with respect to any material fact, or has failed to state in any such application or report any material fact that should have been stated.

B. In its decision to impose the fine referred to in Paragraph (A) of this Article, the Board shall take into account that the fine and its amount shall be commensurate with the requirements of public interest, taking into consideration the following:

1. Whether the violation involved fraud, deceit, manipulation, or deliberate disregard or gross negligence of the requirements stipulated in this Law;

2. Whether the violation resulted in, directly or indirectly, harm to any person;

3. Whether the violation has resulted in unjust enrichment, taking into account any restitution made to persons injured by such a violation;

4. Any other matter dictated by fairness and justice.

C. The person subject to the fine may appeal to the Board within a period of no more than two weeks from the date of receiving the Board decision. The Board shall issue its decision regarding the appeal within a period of no more than two weeks from the date of receiving the appeal. Failure to decide on the appeal within the specified period shall be regarded as a decision to turn it down. The person shall have the right to appeal the Board's decision before the High Court of Justice, whether the Board responds to the appeal or not.

D. The Board may refer the committed violations provided for in Paragraph (A) of this Article to the Competent Court.

Article (23)

At the request of any securities commission or foreign capital markets regulator, the Commission may support an investigation by that commission or regulator by providing information about Licensed Persons or their business or by carrying out an investigation itself.

Article (24)

Any information to which Commissioners and the Commission employees have access shall be deemed confidential, subject to legal liability. However, the Board may disclose information it deems necessary for protecting investors.

The Commission 's Financial Affairs

Article (25)

The Commission shall have a separate budget. Its fiscal year shall start on the first day of January of each year and shall end on the 31st day of December of the same year.

Article (26)

The Board shall present to the Council of Ministers, within the first three months of each fiscal year, an annual report summarizing the Commission's activities during the preceding year accompanied by the balance sheet and revenues and expenditures account of the Commission, certified by an auditor.

Article (27)

A. The Commission shall charge fees for the following:

1. The filing of a prospectus and registration of securities therewith;
2. The grant or renewal of any license or registration in accordance with the provisions of this Law;
3. The registration of the Mutual Fund;
4. The listing or approving of the trading in securities on the Market;
5. The membership at the Center of Public Issuers and public shareholding companies;
6. The trading in, and transfer of ownership of securities.

B.The amount of the fees provided for in Paragraph (A) of this Article shall be determined according to regulations issued pursuant to the provisions of this

Article (28)

The Commission's financial resources shall consist of the following:

A. The fees, service charges , and commissions charged in accordance with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto.

B. The fines imposed by the Board pursuant to the provisions of this Law, or by the Courts.

C. The charges for the use of the Commission's facilities, returns on the Commission's

investments, and proceeds from the sale of the Commission's assets.

D. Assistances, donations and grants received by the Commission, provided they are approved by the Council of Ministers.

E. Amounts allocated by the Government to the Commission in the General Budget or for covering a deficit in the Commission's revenue and expenditures account.

F. Any other revenues received by the Commission and approved by the Board.

A.

Article (29)

A. Notwithstanding what is stated in any other legislation, all fees, charges and commissions charged by the Commission, as well as fines imposed by the Board or Courts pursuant to the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto, shall devolve upon the Commission.

B. The Commission shall maintain a general reserve equivalent to the overall expenditures in its annual budget. Any remaining amount shall be paid to the Public Treasury.

C. The excess referred to in Paragraph (B) of this Article shall be determined upon deducting total expenditures from revenues in addition to any special reserves for expected expenses or for covering any deficit in the Commission's assets.

D. Any deficit occurring in the revenues and expenditures account for any fiscal year shall be covered from the general reserve. If the general reserve is insufficient to cover the deficit, the Government shall cover the deficit .

Article (30)

The Commission's accounts shall be audited by the Audit Bureau. The Board may appoint a certified auditor and set his service charges.

Article (31)

The Commission's funds and rights against others shall be deemed as domanial property, to be collected in accordance with the provisions of the Collection of Domanial Property Law in force. For

these purposes, the Chairman shall assume the powers of the Administrative Governor and the Committee for Collection of Domanial Property as stipulated in the aforementioned Law.

Article (32)

The Commission shall enjoy the exemptions and facilities accorded to ministries, government departments, and official public institutions.

Investors Protection Fund

Article (33)

A. The Commission may establish or approve the establishment by any entity of a fund known as the (Investors Protection Fund). The Fund shall have a legal personality.

B. All matters pertaining to the Investors Protection Fund, including its establishment, its objectives, management, terms of membership, financial resources, administration of assets, mode of operation, obligations towards investors in Jordanian securities, and its liquidation shall be governed by instructions issued by the Board.

C. The Fund shall be subject to the Commission's monitoring and supervision.

Disclosure

Article (34)

1. No person shall make a public offer unless a prospectus is filed with the Commission, together with such additional information and data which enables investor to make his investment decision.

2. The Board shall issue instructions specifying the information and data which shall be included in the prospectus or attached therewith.

B. Securities offer shall be in one of the following ways:

1. A prospectus;

2. An advertisement containing a summary of the prospectus and other information or data required by the Commission or authorized thereby pursuant to instructions issued by the Board;

3. A written text attached to or preceding the prospectus, provided the prospectus has come into effect.

C. The sale of securities that are part of a public offer shall not be binding upon the buyer unless the buyer first has received a copy of the effective prospectus.

A.

Article (35)

A. In addition to any other requirements the Commission may impose pursuant to Article (34) of this Law, the information and data to be filed together with the prospectus shall include copies of the following:

1. Any agreement or agreements concluded with the Underwriter;

2. Opinion of legal counsel in respect to the legality of the issue;

3. The Issuer's memorandum of association if the Issuer is a public shareholding company or a private shareholding company, and a copy of

4. its articles of association and any other documents relevant to the company;

5. If the Issuer is a limited liability company, the documents pursuant to which the company is established or declared;

6. If the Issuer is a partnership or any other form of organization, the articles of partnership or association and any other papers pertaining to its organization, and a copy of the underlying agreements or indentures affecting any stock, bonds, or debentures offered or to be offered;

7. All contracts that contain material facts but no disclosure shall be required of any portion of any such contracts if the Commission determines that disclosure of such portion would impair the value of the contract and would not be necessary for the protection of the investors;

8. The agreements concluded between the Issuer, the payment agent , and the Custodian of the securities subject to the offer.

B. The Commission may, in accordance with instructions issued by the Board, request any

information or data, other than what is provided for in Paragraph (A) of this Article, to be included in a written or electronic document, and attached with the prospectus.

A.

Article (36)

The Board may, in accordance with criteria it determines, grant exemptions from submitting a prospectus in the following cases:

A. If the number of investors, to which the Public Offer is made, is limited, and the investors are capable of assessing and bearing the investment risks;

B. If the funds intended to be raised by the offer are limited;

C. If the disclosure submitted to the investors is accurate and sufficient to be considered as a substitute for the prospectus.

Article (37)

A. The prospectus shall be submitted in a written or electronic form specified by the Commission in accordance with the instructions issued by the Board, and shall be signed by the chairman of the board of directors or the chairman of the executive board and each of the chief executive officer or the chief operating officer and the chief financial officer of the Issuer, in addition to the following:

1. If a company is in the process of being established, the majority of the founders ;

2. If the company is a public shareholding company or a private shareholding company, the majority of the members of the board of directors of the Issuer;

3. If the Issuer is a limited liability company, the majority of partners;

4. The Underwriter or Underwriters, as the case may be;

5. The auditor who certified financial reports attached to the prospectus.

B. The Board may prescribe a specific form or type of electronic signature that shall serve as equivalent evidence to a written signature .

Article (38)

A. The prospectus shall become public upon its submission to the Commission.

B. The Commission shall provide public access to the prospectus and to other information filed in accordance with the provisions of this Law.

C. Upon petition by an Issuer or Underwriter, good cause therefore shown, the Board may order portions of the information filed together with the prospectus to be treated as confidential on the grounds that public disclosure would risk disclosing important business secrets. The Board shall hold a hearing to decide the claims presented in the petition.

Article (39)

The prospectus is deemed to be effective 30 days after its submission to the Commission, unless if within this period, the Board declares the prospectus effective or rejected . The Board may specify the period during which the prospectus is considered effective.

Article (40)

The Issuer shall inform the Commission in writing or electronically of any changes to the information in the prospectus as soon as they occur, whether or not the prospectus has been declared effective.

Article (41)

A. The Commission shall review the prospectus and the information attached thereto in accordance with the provisions of Articles (34), (35), and (37) of this Law to determine whether the prospectus satisfies the requirements of this Law and the regulations, instructions and decisions issued pursuant thereto. For this purpose, the Board shall hold hearings for the purpose of evaluating the correctness, accuracy and sufficiency of the information filed therewith.

B. The Board may reject the prospectus or deny its effectiveness if it finds that:

1. The prospectus or any of the accompanying information does not conform to the requirements of this Law or the regulations, instructions or decisions issued pursuant thereto, or with the requirements of the public interest and investors protection;

2. That the prospectus or any of the accompanying information contains false, inaccurate or misleading data, or that it omits material facts that enable the investor to

make an investment decision, or that it presents information in a way that renders the information set forth therein in the context in which it appears, false, misleading or inaccurate;

3. If the required fees for the effectiveness of the prospectus are not paid.

Article (42)

The following shall be considered in violation of the provisions of this Law:

A. Any Issuer who submits a prospectus including false data pertaining to material facts or omissions of such facts;

B. Any person who signs a prospectus that includes false data pertaining to material facts or omissions of such facts;

C. Any person who does not conform to prospectus requirements prescribed by the Commission;

D. Any person who sells securities by public offer without an effective prospectus.

Article (43)

A. Every Issuer shall file with the Commission, in accordance with the instructions issued by the Board, and publish the following periodic reports:

1. An annual report, including financial statements certified by an auditor, within 90 days of the end of its fiscal year;

2. A semi-annual report within 30 days of the end of its bi-annual fiscal year;

3. A preliminary report about its activities submitted after a preliminary audit thereof, within a maximum period 45 days from the end of the fiscal year;

4. A report pertaining to the election of the board of directors or the executive board or any change in the composition or identity of any members thereof.

B. The Board may prescribe the form and content of the reports required under Paragraph (A) of this Article, provided it specifies the persons required to sign the report. In so doing, the Board shall give due consideration to the feasibility of electronic filing.

C. Publication of the reports specified in Paragraph (A) of this Article may be in a local daily newspaper, or by means of written or electronic mailings addressed to each security holder or

by other means adopted by the Commission according to instructions issued by the Board

D. Every Issuer must make public, and file with the Commission, any material facts upon recognizing such.

Article (44)

The Board shall issue instructions specifying those persons who are required to notify the Commission of securities under their ownership or disposal whether relating to issues for their own account or accounts under their disposal. .

Article (45)

A. No person shall publicly bid to purchase, or acquire by exchange, more than 40% of a Public Issuer's securities except by means of a Public Take-over Bid in accordance with instructions issued by the Board.

B. A Public Take-over Bid to purchase or exchange any securities is deemed to be an offer to all owners of such securities.

C. Any person who makes a Public Take-over Bid shall pay any owner of securities that are subject matter of the offer, who offers to sell such securities, the highest price paid to any other seller of such securities, without discrimination.

D. If the number of securities offered for sale or exchange by owners to the person who makes the Public Take-over Bid is higher than the number of securities that the person intends or commits to buy or exchange, then the purchase or exchange shall be from all owners who offer to sell or exchange, in the proportion of the securities offered for sale or exchange to the total securities demanded for purchase or exchange.

Article (46)

A. The Issuer's Board of Directors shall form a committee known as the (Auditing Committee), which shall consist of three non-executive members of the Board, and shall notify the Commission of the committee's formation and any changes thereto.

B. The functions, authorities, and term of service of the Auditing Committee shall be specified by instructions issued by the Board.

Licensing, Registration and Monitoring

Article (47)

A. Unless licensed by the Board in accordance with instructions issued thereby, no person may engage in business as:

1. Financial Broker
2. Dealer
3. Investment Trustee
4. Investment Manager
5. Financial Advisor
6. Underwriter
7. Financial Services Company
8. Custodian
9. Any other activities relating to securities determined by the Board.

B. No natural person may serve as a Registered Person of any of the entities referred to in Paragraph (A) of this Article unless registered with the Commission.

C. The Board shall, in accordance with instructions issued thereby, determine the nature of the activities referred to in Paragraph (A) of this Article, the licensing requirements for each, the registration requirements for Registered Persons, and standards of training, experience, and competence for such. The Board may subject applicants to an examination or to any other demonstration establishing satisfaction of prescribed standards.

D. The Board may, in accordance with instructions issued thereby, grant any person exemption from the licensing and registration requirements set forth in Paragraph (C) of this Article, subject to the dictates of public interest.

Article(48)

A. An application for a license for any of the activities referred to in Paragraph (A) of Article (47) shall be filed in writing with the Commission on the form prescribed thereby, enclosed therewith a statement attesting to the accuracy of the information in the application signed by the applicant . The application shall include:

1. The applicant's name or commercial name;

2. The form of the company ;

3. The applicant's principal place of business, and its principal office and branches in the Kingdom, if applicable;

4. The residence and business addresses of all persons concerned in the company including owners, managers and employees, specifying as to each capacity and title;

5. The nature of the applicant's business and the length of time the applicant has engaged therein.

B. The Commission may also require of the applicant such additional information as the applicant's previous history, record and relation with other companies, as it may deem it necessary to establish the good business repute of the applicant

C. The Commission may take the necessary measures to verify the information filed in the application.

The application for registration shall be filed with the Commission in accordance with the instructions issued by the Board.

D. The Board shall issue its decision granting or denying the license or registration within 60 days as of the date of filing a complete application therewith satisfying all the terms and conditions.

Article (49)

1. The license or registration granted in accordance with the provisions of Article (48) of this Law shall expire on the 31st day of December of each year.

2. The Board may issue a new license for the succeeding year upon written application submitted for this purpose and payment of the fee specified by the Board.

3. An applicant for a license or registration shall file any additional data or information necessary for this purpose. Applications for renewals must be made not less than 30 days before the first day of the ensuing year, otherwise they shall be treated as new applications.

B. The Board may approve petitions to modify licenses due to changes in any information

relating to the company employees, owners, managers or directors of any Financial Broker, Dealer, Investment Manager , Financial Services Company, Investment Trustee or Underwriter, provided this is made in a written application setting forth the information and facts with respect to such change .

Article (50)

The Board may require the Licensed Person to provide unconditional bank guarantees or any other acceptable guarantees so as to secure the Licensed Person's obligations to its clients dealing in securities and ensure its compliance with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto. The Board may liquidate the guarantees and dispose of the guarantees as it deems appropriate.

Article (51)

A. A Financial Services Company may obtain a single license to conduct business as a Financial Broker , Dealer, Investment Manager, Investment Trustee and Underwriter or any combination of these services.

B. Any person licensed to carry out any of the activities referred to in Paragraph (A) of this Article may carry out the activity of a Financial Advisor without a need for a separate license as a Financial Advisor.

Article (52)

No person shall, at the same time, serve both as an Investment Manager and as an Investment Trustee for the same account or for the same client

Article (53)

The names and addresses of all Licensed and Registered Persons, as well as all provision s pertaining thereto, shall be recorded in a register of Licensed or Registered Persons which shall be kept at the Commission and accessible to the public.

Article(54)

A. The Board shall issue the instructions and decisions specifying the records to be maintained and kept by the Licensed Persons and such Person's obligation to submit any copies thereof requested by the Commission.

B. The Commission employees authorized by the Chairman , may at any time inspect and view the records mentioned in Paragraph (A) of this Article periodically or whenever necessary to protect the investors and ensure public interest.

C. Licensed Persons must maintain accounting records in accordance with accepted accounting standards.

Article (55)

Notwithstanding what is stated in any other legislation:

A. The Licensed Person shall segregate client's moneys and securities that are considered a civil deposit therewith from its own moneys and securities, in accordance with the conditions specified by the Board which should be included in the agreements concluded with the clients .

B. Except where otherwise determined by the Board pursuant to instructions issued thereby, money and assets that belong to clients and held by a Licensed Person shall not, under any circumstances, be available to distribute to the creditors of the Licensed Person in the event of the Licensed Person's insolvency or default.

C. The method of naming accounts and the requirements for the segregation and custody of client's money and assets shall be specified in instructions or decisions issued by the Board.

Article (56)

A Licensed or Registered Person shall be deemed in violation of the Law if it carries out any of the following:

A. Misdirect, misapply or otherwise misuse funds entrusted by clients or by shareholders;

B. Practice Deception, Misrepresentation or Prohibited A cts;

C. Individually or in collusion with others, affect competition adversely, by manipulating the commissions or service fees charged to clients, or limiting the types of services provided thereto;

D. Individually or in collusion with others, affect or attempt to affect the capital market adversely or otherwise.

Article (57)

In carrying out their activities, Licensed and Registered Persons, and their employees, shall perform their duties abiding by the rules of professional conduct in accordance with the instructions issued by the Board. This shall include acting with loyalty and dedication so as to maximize their clients'

interests , realize their clients' investment objectives, and refrain from discriminating between clients, charging them excessive commissions and service fees, or guaranteeing or promising clients definite amounts of profits, or otherwise engaging in fraudulent and deceptive practices.

Article (58)

The Board may deny the license of any person or revoke the license granted to any person if it finds that any of that person's board of directors, chief executive officers, directors or managers in a position of responsibility has violated the licensing requirements of this Law or the regulations, instructions and decisions issued pursuant thereto.

Article (59)

A. Any Licensed or Registered Person shall continue to comply with all the licensing and registration requirements provided for by this Law and specified in the instructions issued pursuant thereto, subject otherwise to revoking the license or registration

B. Subject to the provisions of Article (61) of this Law, if a license or registration for an activity is not renewed, the Licensed or Registered Person shall cease to engage in that activity.

Article (60)

A. The Board may deny, suspend or revoke the license or registration of any person, as the case may be, if after notice and hearing it finds that this person has carried out any of the following:

1. Violated any provision of this Law or the regulations, instructions or decisions issued pursuant thereto;

2. Filed false information in the application for license or registration;

3. Committed a Prohibited Act;

4. Demonstrated incompetence to transact business as a Licensed or Registered Person.

B. In cases of charges against a Registered Person, notice thereof shall also be given to the person employing the Registered Person.

C. Pending the hearing, the Board may suspend the license or registration, provided it states the cause for such suspension.

D. Until the entry of a final order, the suspension of a license or registration, though binding upon the persons notified thereof, shall be deemed confidential, and shall not be published, unless it shall appear that the order of suspension has been violated after notice.

E. The final order of the Board refusing, suspending, or revoking a license, together with its findings, shall be entered in the Record of Licensed and Registered Persons. The suspension or revocation of the license of a Licensed Person shall legally suspend or revoke the registration of all its Registered Persons .

Article (61)

Any Licensed Person that decides to discontinue carrying out any of its licensed activities shall promptly inform the Commission about its decision. In such a case, the license shall be revoked upon the fulfillment of all the requirements set by the Commission for the settlement of all claims and matters related to the activity being discontinued.

Article (62)

A. Notwithstanding what is stated in any other law, the liquidation of any Licensed Person, whether voluntary or involuntary, shall be carried out under the Commission's supervision and follow up, provided this provision shall not apply to banks with respect to their banking assets .

B. The Board may take any necessary measures to publicize the bankruptcy of a Licensed Person who is a natural person, or refer a Financial Services Company for compulsory liquidation.

C. Notwithstanding what is stated in any other law, the money and securities belonging to the clients of a Financial Services Company or a licensed natural person, shall not be subject to the procedures of lien, sequestration, liquidation or bankruptcy to which the Financial Services Companies or the natural person is subject.

Article (63)

A. The relationship between the client and the Licensed Person shall be governed by a written agreement that is consistent with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto.

B. Every Licensed or Registered Person, when contracting with its clients or transacting in securities for their interests, shall certify the validity of its clients' signatures after verifying their identities and capacities for contracting. The Licensed or Registered Person shall be responsible for the validity of the said signatures .

C. Any Licensed or Registered Person that sells or disposes of any securities without a written authorization from its owner or a written agreement pursuant to which the sale or disposition is authorized shall be deemed to have committed forgery and fraud.

Article (64)

A. With the approval of the Board, an association for Registered Persons known as the (Association of Capital Market Registered Persons) shall be established, and shall have a legal personality. As such, it may carry out its activities, pursue its objectives, develop financial professions, protect the interests of its members, promote interaction between members, and raise awareness about standards of professional conduct.

B. The rules and procedures pertaining to the establishment of the Association, the contributions of its members, the method of forming its general assembly and board of directors and the tasks entrusted to each, the method of holding its meetings and all administrative and financial matters relevant to the Association, including setting the membership and subscription fees therein, the method of the dissolution of the Association and disposal of its funds shall be specified in accordance with its articles of association and by-laws.

1. The Association shall submit to the Board for approval prior to going into effect any amendments it introduces to its articles of association or by-laws.

2. The Board may request the board of directors of the Association to introduce any amendments the Board deems fit to its articles of association or any of its by-laws and during the period specified in the application.

3. After the lapse of the period referred to in Subparagraph (2) of this Paragraph, the Board may introduce any amendments it deems fit to the Association's articles of association or the by-laws.

D- Upon its establishment, the Association shall be the legal and factual successor for the Certified Financial Professionals' Association , whereby all the latter's rights, obligations, assets, records and money shall devolve upon the Association.

The Stock Exchange

Article (65)

A. A Stock Exchange known as the Amman Stock Exchange shall be established in the Kingdom, and shall have a legal personality with financial and administrative autonomy . As such, it may acquire and dispose of movable and immovable property to achieve its objectives , carry out all legal acts , enter into contracts and shall have the right to sue and be sued and to authorize any attorney to act on its behalf in legal proceedings.

B. The membership of the Amman Stock Exchange shall consist of Financial Brokers and Dealers and any other entities designated by the Board. Its general assembly shall consist of members who have paid their subscription and annual membership fees, whereby each member of the general assembly shall have one vote in the general assembly's meetings.

C. The Amman Stock Exchange shall be managed by a board of directors and a full-time executive manager . The rules and procedures governing the Amman Stock Exchange's general assembly, the formation of its board of directors, the manner of convening its meetings, and of adopting decisions therein, the responsibilities and authority ascribed respectively to the general assembly, the board of directors, the executive manager , together with the procedures for dissolving and liquidating the Amman Stock Exchange and any other administrative and financial matters pertaining thereto, shall be governed by the Amman Stock Exchange's by-laws and instructions issued for this purpose.

D. The executive manager of the Amman Stock Exchange shall be appointed by a decision of the board of directors, subject to Board approval. The person so appointed shall not hold any other job nor be a partner, shareholder or representative of any Licensed Person.

E. The chairman or deputy chairman of the board of directors of the Amman Stock Exchange shall not be a partner, a member of the board of directors, a member of the executive board, an employee or a representative of any member of the Stock Exchange.

F. Upon approval of the Board, the Amman Stock Exchange may borrow or carry out profit-making activities, provided that any such activity shall not adversely affect trading activities at the Amman Stock Exchange .

G. The Amman Stock Exchange shall be subject to monitoring, supervision and inspection by the Commission, which may also audit the Amman Stock Exchange's registers.

H. The Amman Stock Exchange may be restructured by a decision of the Board, upon approval of the Council of Ministers, subject to the provisions of Article (67) of this Law. The Council of Ministers shall determine the entity upon which the Amman Stock Exchange's assets and obligations shall devolve.

Article (66)

A. Any deficit in the revenue and expenditures account of the Amman Stock Exchange for any fiscal year shall be covered from the general reserves. If the general reserves are insufficient to cover the deficit, it shall be covered by equal payments from the Amman Stock Exchange's members, such payments shall be credited for members against net future revenues.

B. Notwithstanding what is stated in Paragraph (A) of this Article, the Amman Stock Exchange board of directors may, subject to Board approval, borrow the amounts needed to cover part or all of the deficit.

Article (67)

1. A Trading Market in Securities shall be licensed as a Stock Exchange in accordance with the provisions of this Law and the instructions issued by the Board in this regard.

2. An application to license a Trading Market in Securities as a Stock Exchange shall be filed with the Commission, and shall have enclosed therewith its by-laws and instructions governing its activities and such other information and documents as the Board may deem necessary or appropriate for the protection of investors or in the public interest.

B. A Trading Market in Securities shall not be licensed as a Stock Exchange unless the Board determines that such a Trading Market is organized and has the capacity to enforce compliance by its members and persons associated with its members with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto, and with its

own by-laws and instructions.

1. The by-laws and instructions of a Trading Market in Securities shall provide for the following:

2. Charging its members, Issuers and other persons using its facilities any fees and charges in a fair and reasonable manner ;

3. Ensuring fairness , efficiency and transparency and preventing fraud, Deception and Prohibited Acts , fostering cooperation and coordination with entities working in the capital market and protecting investors;

4. Establishing fair principles for clients, Issuers, Financial Brokers or Dealers;

5. Imposing disciplinary sanctions upon its members and persons associated therewith for violation of the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto and the provisions of the by-laws and instructions of the Trading Market in Securities;

6. Applying equitable and fair trading procedures;

7. Eliminating any unjustified or inadequate restraints on competition;

8. Establishing standards of training, experience and administrative competence for its members and persons employed by such members , and disciplinary measures against those who do not satisfy such;

9. Assuring the financial adequacy of its members and for monitoring such

D. Neither the chairman nor the deputy chairman of the Trading Market in Securities may be a member of the board of directors or of the board of executives of a Licensed Person, or a director, manager, employee or representative of a Licensed Person during their term in office.

E. The board of directors of the Market shall appoint a certified auditor to audit the accounts of the Market.

Article (68)

A. The S tock Exchange may conduct, or have the Commission conduct on its behalf, such audits and investigations of its members and of trading therein to determine whether its by-laws or instructions, or the provisions of this Law or the regulations, instructions or decisions issued pursuant thereto have been violated. Such investigations shall be conducted in

accordance with the instructions set by the Market in a manner that will provide safeguards for the rights of members during the course of investigations.

1. The by-laws and instructions of the Market shall provide that, in the conduct of audits and investigations, authorized employees of the Market are authorized to inspect, and make copies of the books and records of any Market member, either with or without prior notice, provided such inspection shall be conducted only during customary business hours.

2. Allowing authorized Market employees to carry out the tasks provided for in Subparagraph (1) of this Paragraph shall be a condition for membership in the Market.

C. Any information to which the Market management, employees or counsels have access shall be deemed confidential, and may not be disclosed without Board approval.

D. The Market may, upon justified cause, request the Commission suspend dealings in any traded securities or to cease the business activity of any member, for the period it deems appropriate.

Article (69)

A. A Financial Broker or Dealer shall not trade in securities of a Public Issuer except on a stock exchange, unless such a security is exempt from this condition by the Board.

B. Trading on the Market shall be carried out only through trading contracts between Brokers, either on behalf of clients or for their own account. The contracts shall be recorded in the Market registers in accordance with the Market by-laws and instructions, which shall be binding upon all trading parties.

Article (70)

A. The Market may stipulate membership requirements and conditions, and may refuse the application of any person to become a member or bar him from being employed by a member, if such a person does not meet the standards of training, experience, and competence prescribed by the Market's by-laws and instructions, or if he commits a violation of the provisions of this Law and the regulations, instructions and decisions issued pursuant

thereto.

B. In taking any of the measures stated in Paragraph (A) of this Article, the Market shall give the said person opportunity to be heard, record the minutes of investigation, and provide cause for any decision it takes in this regard.

C. The Market shall specify the violations by members or persons associated therewith which are subject to disciplinary measures, and shall notify the member or the said person of the charge, provide such member with the opportunity to be heard, and keep minutes of the hearing. A determination by the Market to impose a disciplinary sanction shall include the following :

1. Any act or practice which such member or the person associated therewith has been found to have engaged in, or which such member or person has been found to have omitted;

2. The specific provision s of this Law and the regulations, instructions and decisions issued pursuant thereto, and the provisions of the Market by-laws and instructions which the member or the person associated therewith has violated;

3. The investigation's findings, the sanctions imposed and the reasons therefore.

D. Notwithstanding the foregoing provisions of this Article, where the Market determines that a member is in such financial or operating difficulty that the member cannot be permitted to continue to do business without jeopardizing the interests of investors, creditors, other members, or the Market, the Market shall promptly notify the Commission of this. The Market may also, after notice to the Commission, summarily suspend, limit or prohibit the member's access to its services.

E. The event summary action is taken pursuant to Paragraph (D) of this Article, the Market shall promptly thereafter conduct a hearing at which the member shall be permitted to dispute the Market 's decision .

Article (71)

A. The by-laws and instructions of the Market shall be legally binding upon the members and their clients.

B. A member shall sign a written commitment upon becoming a member of the Market pursuant to which he agrees to comply with the Market's by-laws and instructions.

C. Default in the payment of dues and fees by any member , is deemed a violation of the Market by-laws and instructions and may subject the member to sanctions including fines .

Article (72)

A. Only securities deposited with the Center may be traded in the Market, except where otherwise provided by the Board.

B. Every public shareholding company estab lished in the Kingdom, and every Public Issuer in the Kingdom, is required to apply for listing of its outstanding securities for trading on the Market.

C. No Jordanian Issuer shall list its securities on a stock exchange or trading market in securities outside the Kingdom without the Board's prior approval.

D. The Market shall specify in its by-laws and instructions the different sets of standards and conditions for securities to be admitted to trading or listing. The Market may provide for a distinction between listed securities and those admitted to trading. All securities of an Issuer of the same class and type shall be admitted to trading on the same basis.

E. The by-laws and instructions of the Market pertaining to the admission of securities to trading or listing shall provide that the Issuer is required to enter into binding agreements with both the Market and the Center pursuant to which the respective rights and obligations of the Issuer, the Market and the Center shall be established.

Article (73)

A. The by-laws and instructions of the Market , and any amendments or revisions thereto shall be submitted to the Board for approval prior to their being made effective, and the Board may introduce any amendments thereto.

B. The Board may request the Market's board of directors to introduce amendments to its by-laws and instructions as it deems necessary in the public interest and for the protection of investors, and within the period specified in the request. At the end of the specified period, the Board may introduce the amendments which it deems appropriate. The amendments shall be effective as of the date set by the Board.

C. The Board may review the decisions issued by the Market to ensure their consistency with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto, and to take the appropriate decisions thereon

Article (74)

A. The Market shall charge the commissions, fees and any charges provided for in its by-laws.

B. The Market may impose fines in accordance with provisions of its by-laws and instructions.

C. Fines imposed in accordance with the provisions of Paragraph (B) of this Article shall devolve upon the Market.

Article (75)

The Board may suspend the activities of the Market for a period of no more than one week, or for a longer period subject to the Prime Minister's approval.

The Securities Depository Center

Article (76)

A Center known as the (Securities Depository Center) shall be established in the Kingdom. The Center shall be a non-profit public utility entity, and shall have a legal personality with administrative and financial autonomy. As such, it may acquire and dispose of movable and immovable property, and perform all legal acts to realize its objectives , including entering into contracts in its own name. The Center shall have the right to sue and be sued, and to appoint any attorney to represent it in legal proceedings.

Article (77)

A. The Center shall perform the following functions:

1. Register, safekeeping, and transfer of ownership of securities;

2. Deposit securities;

3. Clear and settle securities.

Article (78)

A. The Center shall be managed by a board of directors and a full-time executive manager The

general assembly, the formation of the board of directors, the method of convening meetings of the general assembly and of the board of directors and of adopting decisions therein, as well as the authority and responsibilities of the general assembly, of the board of directors, of the executive manager , and of all administrative an d financial matters related thereto, shall be regulated by the Center's by-laws and instructions issued for this purpose.

B. The executive manager of the Center shall be appointed by the board of directors subject to Board approval. The executive manager shall not engage in any other activity or be a partner, shareholder, or representative of any Licensed Person.

C. The chairman or deputy chairman of the Center's board of directors shall not be a partner, member of the board of directors or of the executive board, nor an employee or representative of any Licensed Person.

Article (79)

A. Subject to Board approval, the Center may borrow funds, provided however, that any borrowings shall not be allowed to create claims against the Center which affect its ability to perform its depository, clearing and settlement functions.

B. The board of directors of the Center shall appoint a certified auditor to audit the Center's accounts.

Article (80)

The Center's organizational structure, areas of activity, membership conditions and requirements, and any fees it charges shall be specified in the by-laws and instructions issued thereby.

Article (81)

A. Subject to the provisions of Article (5) of this Law, any Issuer shall register at the Center the securities issued thereby, in accordance with the instructions issued by the Center.

B. The certificates of ownership of securities deposited at the Center shall be cancelled according to the instructions issued by the Center.

C. Registration and transfer of ownership of securities traded on the Market and the price settlements of such securities between Brokers shall be by means of entries in the Center's records.

D. The Center may accept electronic data from its members and from the Market in accordance with its issued by-laws and instructions.

E. Unless otherwise proven, the entry records and the accounts maintained by the Center, whether manually or electronically, as well as any document issued by the Center, shall constitute *prima facie* legal evidence of ownership, registration, transfer of ownership and settlement of the securities, at the price and on the date stated in those records, accounts or documents.

F. If a lien, or other restriction of ownership resulting from a court decision, is imposed on deposited securities, the Center shall fix that restriction in its records on the date of receiving the court decision, unless the ownership of the respective deposited securities has been transferred prior to that date.

G. The respective rights and obligations of the seller of securities, of the purchaser thereof and of third parties thereto shall be established on the date of concluding the contract at the Market.

H. The Center shall document the ownership of the sold securities and shall enter the transfer of their ownership in the Center's records, according to instructions issued thereby.

I. The settlement of the trading contracts of securities deposited in the Center shall be on the basis of Delivery- Versus -Payment.

Article (82)

A. Membership in the Center shall be mandatory for the following entities:

1. Public shareholding companies;

2. Public Issuers;

3. Legal persons licensed as Financial Brokers or Dealers;

4. Custodians;

5. Any other entity determined by the Board.

B. No person shall serve both as a member of the Center's board of directors and a member of a Market's board of directors.

1. The Center's employees authorized by the competent authority may, in respect of the Center's functions, inspect, and make copies of, the documents and records of any Center member, either with or without prior notice, provided any such inspection be conducted only during business hours.

2. Allowing authorized Center employees to carry out the tasks provided for in Subparagraph (1) of this Paragraph shall be a condition for membership in the Center.

D. The Center's by-laws and instructions shall be binding upon its members and the clients of those members who are Licensed Persons.

E. A member shall sign a written commitment upon becoming a member of the Center pursuant to which they agree to comply with the Center's by-laws and instructions.

Article (83)

A. The by-laws and instructions of the Center, and any amendments thereto shall be submitted to the Board for approval prior to their being made effective , provided they include the following in particular:

1. The procedures for registration of securities, transfer of their ownership, and clearance and settlement of the trading contracts related thereto;

2. Specification of the rights and obligations of the parties involved in the securities clearing, settlement and ownership transfer processes;

3. The time of the vesting of rights of creditors of the parties to securities trades, including rights with respect to both the cash or cash equivalents and the securities involved, as a result of the process of sale, purchase or ownership transfer;

4. Information, data, and records that are considered confidential and the persons authorized to have access thereto, by virtue of their job;

5. Information, data and records that the Center must disclose and the information, data and records that are accessible to the public for viewing and copying;

6. Standards of professional conduct applicable to the members of the Center, members of the board of directors, to the executive manager and the Center's employees.

B. The Board may request the Center's board of directors introduce amendments to its by-laws and instructions as it deems necessary for the protection of investors and the public interest, and within the period specified in the request. At the end of the specified period, the Board may introduce the amendments which it deems appropriate to any of the by-laws o r instructions . The amendments shall be effective as of the date set by the Board.

Article (84)

A. The Center shall charge the commissions, fees and other charges provided for in its by-laws.

B. The Center may impose fines in accordance with provisions of its by-laws and instructions.

C. Fines imposed in accordance with the provisions of Paragraph (B) of this Article shall devolve upon the Center.

Article (85)

The Center may impose a lien on the securities owned by its members who fail to settle their obligations that relate to the Center's functions .

Article (86)

A. Notwithstanding what is stated in any other legislation, if a Financial Broker, Dealer or Center member is subject to a bankruptcy, liquidation or sequestration order, the Center, before the commencement of the bankruptcy, liquidation, or sequestration proceedings pursuant to the legislation in force, and according to instructions issued thereby, shall take all appropriate measures to fulfill the settlement of any pending trading contracts to which such member was a party before issuance of that order. Such trading contracts, after the settlement thereof, shall be considered valid against third parties.

B. Notwithstanding what is stated in Paragraph (A) of this Article, the Board by itself or at the request of a concerned party, and upon good cause shown, may amend or cancel in part or in whole, any of the trading contracts referred to in Paragraph (A) of this Article.

Article(87)

A. Any deficit in the revenues and expenditures account of the Center for any fiscal year shall be covered from the general reserves. If the general reserves are insufficient to cover the deficit, it shall be covered by equal payments from the Center members, these payments shall be credited for members against net future revenues.

B. Notwithstanding what is stated in Paragraph (A) of this Article, the Center's board of directors may, subject to Board approval, borrow the amounts needed to cover part or all of the deficit .

C. Upon termination of its legal personality whether by dissolution, liquidation or termination in any manner, the Center's property shall devolve upon the Public Treasury.

Article (88)

The Center's funds and rights against others shall be deemed as domanial property, to be collected in accordance with the provisions of the Collection of Domanial Property Law in force.

Article (89)

The Board may suspend the activities of the Center for a period of no more than one week, or for a longer period subject to the Prime Minister's approval.

Settlement Guarantee Fund

Article (90)

A. A fund known as (The Settlement Guarantee Fund) shall be established at the Center, and shall have a legal personality with financial autonomy. The Fund shall be administered by the Center.

B. Membership in the Fund shall be mandatory for Financial Brokers, Dealers and any other entity specified in the Fund's by-laws.

C. In particular, the Fund shall have as its objectives the following:

1. Covering the cash deficit of Fund members in connection with their purchases of securities;
2. Covering the deficits in the securities account of Fund members in connection with sales of securities on the Stock Exchange.

D. Subject to Board approval, the Center's board of directors, shall issue a by-law providing for the fund management, covering, *inter alia* , the fund's subscription and membership fees and its member obligations, administration of assets, mode of operation, obligations towards members, and liquidation procedures .

E. The Fund shall be the legal and factual successor of the Financial Broker's Guarantee Fund, whereby all the latter's rights, obligations, assets, records and moneys shall devolve upon the Fund.

F. The Fund shall be subject to the Commission's monitoring, supervision, inspection and audit of its records.

Mutual Funds and Investment Companies

Article (91)

A. A Mutual Fund may be established, and shall have a legal personality with financial and administrative autonomy. As such, it may own and dispose of movable and immovable property, and perform any legal act necessary to realize its objectives, including entering into contracts and issuing securities. The Fund shall have the right to sue and be sued and to authorize any attorney to act on its behalf in legal proceedings.

B. The purpose of the Mutual Fund is to invest in a portfolio of securities or other financial assets by providing professional management of a collective investment on behalf of the interests of its share or investment unit holders.

C. The Board shall issue instructions specifying all matters relevant to the Mutual Fund, including its establishment, the requirements and procedures of its registration with the Commission, its capital, the rights of its share or investment unit holders, the conduct and administration of its business, the commissions and fees it charges, the principles and criteria

for the diversification of its investments, and the duties and responsibilities of managers of the Fund and its investments.

Article (92)

A. An application to register a Mutual Fund shall be filed with the Commission in writing, and shall have enclosed therewith the Mutual Fund's articles of association. The application shall comply with all the requirements specified by the Commission in accordance with the instructions issued by the Board.

B. The Board shall issue a decision approving or denying the registration of the Mutual Fund within 30 days from the date of filing the registration application.

C. Upon issuance of the Board decision approving the registration of the Mutual Fund and payment of the set fees, the Mutual Fund shall be listed in a special registry for this purpose at the Commission, which shall issue the Mutual Fund's certificate of registration.

D. The Mutual Fund shall not carry out its activities or sell its shares or investment units before the issuance of its registration certificate by the Commission and completion of the requirements specified by the Board.

Article (93)

The board of directors of the Mutual Fund shall appoint a certified auditor to audit the Fund's account.

Article(94)

A. No person shall engage in any activity whereby the money of investors are pooled for the purpose of investing in securities or other financial assets, the management of such assets, and sharing profits on such investments, unless such person is organized as a Mutual Fund or an Investment Company in accordance with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto.

B. The Board, in accordance with instructions it issues, may exempt from the provisions of Paragraph (A) of this Article, the following:

1. Banks with respect to their banking activities in accordance with legislation in force;

2. Insurance companies with respect to their insurance activities, in accordance with legislation in force;

3. Venture capital companies with fewer than 25 investors;

4. Any Shared Investment Account , combined, or co-mingled account maintained by a bank aimed exclusively at collective investment of moneys held in separate accounts;

5. Investment Companies which do not treat the funds of investors as a joint portfolio for investment in financial assets;

6. Any other cases determined by the Board in accordance with the requirements of the public interest and the protection of investors.

D. The Board may exempt any person from the requirements pertaining to Mutual Funds or Investment Companies stipulated in this Law, and in accordance with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto.

Article (95)

A. A Mutual Fund shall be administered by a board of directors which shall be elected by shareholders at an annual meeting, whereat each share or investment unit shall have one vote, and provided no more than 20% of the board of directors are affiliated with an Investment Manager.

B. The board of directors shall appoint and supervise an Investment Manager to manage the Mutual Fund 's portfolio.

Article (96)

A. A Mutual Fund may be organized either as "Open-end" or as "Closed-end". The Mutual Fund's activities shall be governed by instructions issued by the Board in accordance with the provisions of this Law.

B. If so stipulated by its articles of association, a Closed-end Fund may transform into an Open-end Fund, subject to making the required adjustments according to the provisions of this Law

and the regulations, instructions, and decisions issued pursuant thereto.

Article (97)

A. An Open-end Fund shall have the authority to issue and repurchase its shares and investment units. The fund's shares and investment units shall not be transferable except through inheritance or succession.

B. The price at which an Open-end Fund issues and repurchases its shares and investment units shall be based on the net asset value of the Open-end Fund at the time of such issue or repurchase.

Article (98)

A. A Closed-end Fund shall be organized on the basis of a fixed capital, and its shares or investment units shall be transferable and tradable .

B. The shares and investment units of a Closed-end Fund may be issued either by public offer or by private placement and may be traded on the Market.

Article (99)

A. The board of directors of an Open-end Fund shall have the right to increase its authorized capital, without the need to obtain the approval of the share or investment unit holders.

B. The shares or investment units of an Open-end Fund may be issued or repurchased only at the price calculated on the basis of its net asset value , in accordance with the principles prescribed in the instructions issued by the Board.

Article (100)

A. The Mutual Fund's capital shall be divided into shares or investment units with equal entitlements. Owners of such shares or investment units shall be liable only in the amount of their subscription in the Fund's capital. Payments for the shares or investment units shall be in cash in one installment upon subscription.

B. A share or investment unit holder of an Open-end Fund may request the Fund to redeem his shares or investment units at a price representing the net value of the shares calculated on the date of redemption less the value of any applicable fees or commissions, calculated in accordance with principles prescribed in instructions issued by the Board.

Article (101)

Assets of the Mutual Fund may not be utilized to secure or collect any debts of the share or investment unit holders.

Article (102)

A. The principles and criteria for diversification of the investments of Mutual Funds and the acceptable types of dealings therein shall be specified in instructions issued by the Board.

B. Mutual Funds and Investment Companies shall not perform any of the following:

1. Borrow in an amount equal to or greater than 10% of the value of their net assets;

2. Invest more than 5% of their assets in the securities of the same Issuer, except for securities issued by the Government or the Central Bank of Jordan, or guaranteed by either;

3. Own more than 10% of the securities issued by one Issuer;

4. Invest more than 10% of their assets in securities issued by other Mutual Funds or Investment Companies;

5. Invest in the securities issued by the Investment Manager of a Mutual Fund or by any company affiliated therewith.

Article (103)

A. A Mutual Fund's investments shall be managed by a licensed Investment Manager, pursuant to a contract concluded between the Mutual Fund and the Investment Manager, subject to the approval of the Mutual Fund's shares and investment unit holders, and in accordance with the conditions prescribed in instructions issued by the Board.

B. The term of the contract referred to in Paragraph (A) of this Article shall not exceed one year, and shall be renewable subject to approval of the Mutual Fund investment unit holders or shareholders. The contract shall be published and provided to each unit and share holder prior to coming into effect.

C. The Mutual Fund's Investment Manager shall not have a direct or indirect beneficial investment interest in any transaction he conducts for the Mutual Fund. No person shall jointly act as the Investment Manager and the Custodian, Investment Trustee or Underwriter for the Mutual Fund.

Article (104)

The Investment Manager shall perform the following duties and responsibilities:

A. Preparing and filing the Mutual Fund's prospectus with the Commission;

B. Registering the Mutual Fund's shares or investment units with the Commission;

C. Managing the Mutual Fund's investments in accordance with the Mutual Fund's stated investment policy;

D. Promoting and marketing the Mutual Fund's shares or investment units;

E. Administering the trading in the Mutual Fund's shares or investment units.

Article (105)

Subject to the approval of the Mutual Fund's board of directors, the Investment Manager shall arrange appropriately for registering and transferring the Mutual Fund 's shares or investment units, calculating its asset and net asset value, holding custody of Mutual Fund assets, auditing the Mutual Fund's account s and monitoring and supervising the Mutual Fund's management in accordance with instructions issued by the Board.

Article (106)

A. Subject to the provisions of Article (95) of this Law, no Mutual Fund shall have a Board of Directors comprised of more than 40% of interested persons . For the purposes of this Article, "interested persons " shall include any member of the board of directors or board of executives , or employee of any Investment Manager, Financial Broker, Dealer, Underwriter, Registered Person, or legal counsel of such Licensed Persons.

B. An Investment Manager, Custodian , Underwriter, promoter of a Mutual Fund , or any person affiliated therewith shall not carry out any of the following:

1. Sell any security or other assets to such a Mutual Fund, unless such a sale involves solely securities of which the seller is the Issuer and which are part of a public offer to the holders of a class of its securities;

2. Knowingly purchase from such a Mutual Fund any security or other assets except securities of which the Mutual Fund is the Issuer;

3. Borrow any moneys from such a Mutual Fund.

C. A promoter , an Investment Manager , Custodian , or Underwriter of a Mutual Fund , or any employee or affiliate thereof shall not purchase or sell, directly or indirectly, any security owned or intended to be owned by the Mutual Fund in a manner that violates the instructions that are issued by the Board.

Violations And Penalties

Article (107)

A. The following shall be regarded as a violation of the provisions of this Law:

B. Submitting false or misleading data in any document filed with the Commission;

C. Offering or selling securities on the basis of false or misleading data regarding:

1. The rights and privileges conferred by the security being offered or sold;

2. The nature of the Issuer's business, the success thereof, the Issuer's financial conditions or future prospects .

D. Certifying by an auditor or accountant of false or misleading financial statements or statements which are in violation of adopted accounting and auditing standards. In such a case, the accountant or auditor, as the case may be, shall be liable for damages to any party suffering financial loss as a result of such false or misleading financial statements.

E. Any Deception or Misrepresentation relating to securities or any Prohibited Act relating to the licensed activities in accordance with the provisions of this Law.

Article (108)

A person shall be in violation of the provisions of this Law, upon committing any of the following acts:

A. Trading in securities or influencing others to trade in such securities on the basis of inside information;

B. Using inside or confidential information to attain material or moral gains whether for his own benefit or for the benefit of others, including members of the board of directors and employees of the Market and the Center;

C. Disclosing inside information to other than the competent authorities or the Courts.

Article (109)

It shall be prohibited for any person:

A. To disseminate and promote rumors or to provide false or misleading information, data or statements which may affect the price of any security or the reputation of any Issuer;

B. Solely or in collusion with others, to effect any transaction in securities with the intention of creating a false impression of the price or volume of trades of a security or any related security.

Article (110)

A. Any person who violates the provisions of this Law or the regulations, instructions or decisions issued pursuant thereto shall be subject to a fine of not more than one hundred thousand (100,000) Dinars, in addition to a fine of not less than twice the amount, and not more than five times the amount, of profit made or loss avoided by the person committing the violation.

B. Without prejudice to any stricter penalties imposed by any other legislation, and in addition to the fines specified in Paragraph (A) of this Article, any person violating the provisions of the Articles mentioned hereunder shall be subject to the following penalties:

1. Imprisonment of up to three years for violations of the provisions of Paragraph (C) of Article (63), Paragraphs (A) and (B) of Article (108), and Article (109) of this Law;

2. Imprisonment of up to one year for violations of the provisions of Subparagraph (1) of Paragraph (A) of Article (34), Paragraph (D) of Article (42), and Paragraphs (A) and (B) of Article (47) of this Law.

C. The Competent Court may exempt from the imprisonment penalty first offenders and offenders who deposit in Court or with the Commission sufficient funds to pay the amount of the fines which may be ordered by the Court, provided the funds are paid before the Court decision becomes final.

D. Accomplices, aiders and abettors shall be subject to the same penalties.

E. If the offender is a legal person, then members of its board of directors or board of executives , general partners and concerned employees shall be deemed liable for the violation, unless it is established that they had no knowledge of the violation.

F. A person who is convicted of a violation, whether the violation is intentional or as a result of negligence, or of failing to exercise due care, shall be held liable for the damages incurred by other persons in the amount of loss incurred or profits foregone.

G. The Competent Court may sequester the assets of a person who stands trial before the Court to ensure that sufficient funds are available for possible future fines or restitution the Court may order, and may appoint a judicial custodian over such assets.

Article (111)

A. Any investor who incurs financial loss as a result of the sale of securities may claim remedies for damages from the seller or the Issuer, as the case may be, provided he establishes that :

1. The sale was carried out in a manner that violates the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto;
2. That he has incurred a financial loss as a result of the sale of such securities.

B. Any investor who incurs a financial loss because of incorrect, inaccurate or inadequate disclosure in a prospectus, or its attachments, or in any reports filed with the Commission in accordance with the provisions of this Law may claim restitution from any person who signed such documents, provided he establishes that:

1. The prospectus, its attachments, or the reports omitted facts material and necessary to an investor in the decision to sell , buy, or continue to hold the securities ;

2. The prospectus, its attachments, or the reports set forth false or misleading data material to an investor in the decision to sell , buy or continue to hold securities .

C. A person incurring damages shall institute the action for restitution before the Competent Court no later than two years following:

1. The date of the sale, where the damages have resulted from sale of a security;

2. The effective date of the prospectus or the date of filing the report or the date at which it should have been filed, as the case may be.

Article (112)

The Board may restrict, suspend or revoke the license or registration granted in accordance with the provisions of this Law in any of the following cases:

A. If the Licensed or Registered Person violates any of the provisions of this Law or the regulations, instructions or decisions issued pursuant thereto;

B. If the Commission finds that such a person has committed fraud or deceit;

If the Licensed or Registered Person is convicted by the Competent Court of fraud or deceit in connection with any transaction in securities.

Article (113)

A. Civil and criminal securities cases shall be handled by the Competent C ourts expeditiously, including the enforcement of court decisions.

B. Notification procedures in court cases involving securities shall be carried out pursuant to the Civil Proceedings Law. However, notification of persons whose place of residence or business is outside the Kingdom, shall be either at the address of choice thereof within the Kingdom, if any, or by advertising the notification in at least one local daily newspaper, and sending a copy of the notice voucher or announcement by registered, courier or first class mail to the address outside the Kingdom, filed at the Commission. In the latter case, the notification date shall be the seventh day from the date of depositing the notification voucher with the mail.

C. Notwithstanding the provisions of any other legislation, all means of proof shall be admitted as evidence in securities cases, including electronic or computer data, telephone recordings, and telex and facsimile messages.

General and Interim Provisions

Article (114)

Securities shall enjoy, in accordance with the provisions of this Law, the following privileges:

A. The finality and conclusiveness of securities trades in stock exchanges.

B. Ownership rights and due prices in accordance with the Center's accounts.

C. Irrevocability of the final settlement of trading contracts on the Market.

Article (115)

A. Subject to the provisions of Paragraph (B) of this Article, all licenses issued by the Commission pursuant to the provisions of the Securities Law No. (23) for the Year 1997 are hereby deemed valid. All Licensed Persons shall make adjustments in accordance with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto, and within the time period specified thereby.

B. All licenses issued by the Commission for any person to carry out depository activities in accordance with the Temporary Securities Law No. (23) for the Year 1997 shall be deemed cancelled *de jure* . Any person licensed to carry out such activities shall discontinue to do so and must abide by the Board's decisions issued with respect to the liquidation of these activities.

Article (116)

The provisions of this Law pertaining to the Center's operations shall come into force pursuant to

decisions issued by the Board, and on such date s as it deems appropriate.

Article (117)

All Issuers of securities shall submit to the Center the registers of owners of securities issued by them, and any data related to such registers and owners of securities entered therein, in accordance with instructions issued by the Center for this purpose.

Article (118)

The Amman Stock Exchange shall be deemed as licensed pursuant to the provisions of this Law, provided that it adjusts its status to comply with the licensing requirements and conditions provided for in this Law.

Article (119)

A. If the board of directors of the Amman Stock Exchange or that of the Center resigns, or in case the quorum thereof is not met, or for any other reason pertaining to public or capital market interest, the Board may form a temporary management committee of experience and competence.

B. The term of the committee referred to in Paragraph (A) shall be six months, renewable once. This committee shall be responsible for managing the Amman Stock Exchange or the Center, calling upon invitations for its general assembly within that period to elect a new board of directors, in accordance with the by-laws of the Amman Stock Exchange or the Center.

Article (120)

A. The Commission may establish provident and housing funds for its employees and personnel, which funds shall be regulated by regulations issued for this purpose.

B. The Amman Stock Exchange and the Center may establish provident and housing funds for their employees and personnel, which funds shall be regulated pursuant to the Amman Stock Exchange and Center's by-laws.

C. The funds referred to in Paragraphs (A) and (B) of this Article shall have a legal personality.

Article (121)

Notwithstanding the provisions of the Stamp Duties Law in force , prospectuses of securities, registration thereof, trading therein and any transactions related thereto shall be exempt from stamp duties .

Article (122)

A. The Temporary Securities Law No. (23) for the Year 1997 and its amendments shall be repealed.

B. Any provision stated in any other legislation, to the extent it is in conflict with the provisions of this Law and the regulations, instructions and decisions issued pursuant thereto, hereby is repealed.

C. All regulations, instructions and decisions issued pursuant to the Temporary Securities Law No. (23) for the Year 1997 shall remain in force until they are repealed or replaced by others.

D. All by-laws and instructions issued by the Amman Stock Exchange and the Center shall remain in force until they are repealed or replaced by others.

Article (123)

A. The Council of Ministers, upon the recommendation of the Board, shall issue the necessary regulations to implement the provisions of this Law, including the administrative and financial affairs, supplies and works affairs, and the affairs of the employees and personnel of the Commission, including the creation of incentives to assist them in directing their efforts towards achieving the objectives of the Commission and enhancing professional standards.

B. The Board shall issue the instructions and decisions necessary to implement the provisions of this Law.

Article (124)

The Prime Minister and the Ministers shall be responsible for executing the provisions of this Law.