OFFERING OF SECURITIES MODULE
MODULE OFS: Offering of Securities

Table of Contents

OFS-A Introduction
OFS-A.1 Purpose 01/2014
OFS-A.2 Division of Responsibilities 01/2014
OFS-A.3 Module History 04/2016

OFS-B Scope of Application
OFS-B.1 Scope 01/2014

OFS-1 Issuance of Securities
OFS-1.1 General Eligibility 01/2014
OFS-1.2 Types of Securities 01/2014
OFS-1.3 Types of Offer 01/2014
OFS-1.4 Exempt Offers 01/2014
OFS-1.5 General Requirements for the Issuing of Securities 01/2014
OFS-1.6 Eligibility to Issue and Offer Equity Securities 04/2014
OFS-1.7 Eligibility to Issue and Offer Debt Securities 01/2014
OFS-1.8 Eligibility to Issue Asset-backed Securities 01/2014
OFS-1.9 Eligibility to Issue Shari’a Compliant (Islamic) Securities 01/2014
OFS-1.10 Eligibility to Issue Convertible Debt Securities 04/2014
OFS-1.11 Eligibility to Issue Warrants and other Securities 01/2014
OFS-1.12 Eligibility for States and Supranational to Issue Securities 01/2014
OFS-1.13 Eligibility for State Corporations to Issue Securities 01/2014
OFS-1.14 Eligibility for Overseas Issuers to Issue Securities 04/2014

OFS-2 Offering of Securities
OFS-2.1 Permission Requirements 01/2014
OFS-2.2 Methods of Offering 01/2014
OFS-2.3 Public Offering 01/2014
OFS-2.4 Private Placement 01/2014
OFS-2.5 Rights Offering 01/2014
OFS-2.6 Employee Share Benefit Plan 01/2014

OFS-3 Capital Market Advisory Services Provider
OFS-3.1 Definitions 01/2014
OFS-3.2 General Eligibility 04/2016
OFS-3.3 Role and Responsibilities of Appointed Advisors 04/2016
OFS-1.4 Exempt Offers

OFS-1.4.1 The following offerings are exempt from this Module:

(a) Securities approved or authorised as part of a collective investment undertaking and offered or marketed subject to CBB Rulebook Volume 7;
(b) Securities offered, allotted, or to be allotted in connection with securities offered because of a take-over, merger, acquisition and share repurchase by means of an exchange offer; these are subject to Module TMA;
(c) Equity securities offered, allotted or to be allotted free of charge to existing shareholders if dividends are paid out in the form of shares of the same class; and
(d) Securities utilised for lending and borrowing transactions concluded under the CBB Rules and the relevant licensed exchange’s requirements for such transaction; and
(e) An offering of ordinary shares by means of crowdfunding offer by an equity crowdfunding issuer through an equity crowdfunding platform operated by a licensed equity crowdfunding market operator and subject to the requirements of Module MAE.

OFS-1.4.2 An offer made outside Bahrain, but marketed from within Bahrain is subject to the filing requirement as laid out in this Module.

Structured Products

OFS-1.4.3 Where structured products are offered outside but marketed inside the Kingdom of Bahrain, the following must be adhered to by the issuer and any advisor or agent acting on behalf of the issuer, in addition to the general requirements for exempt offers laid out below:

(a) The marketing may only relate to offers to accredited investors who are existing account holders of the issuer or its agent (dealer);
(b) The securities related to the structured product is in registered form;
(c) The specific structured product disclaimer, as prescribed by the CBB, is contained in the base prospectus which is filed with the CBB; and
(d) An approval of the issuer’s home securities or financial market regulator (which must be a full member of IOSCO) for such structured product(s) being marketed in other jurisdictions must be obtained.