



Jordan Securities Commission

Owners of Islamic Finance Sukuk Committee Instructions
For the year 2013

Issued by the Board of Commissioners of the Securities
Commission based on Article 3 / A and Article 16 of the
Islamic Finance Sukuk Law No. 30 for the year 2012



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Article 1

These instructions shall be named Owners of Islamic Finance Sukuk Committee Instructions and they enter into force as of 3 / 10 / 2013.

Article 2

A. The following words and phrases, where they appear in these instructions shall have the meanings ascribed to them hereunder unless the context indicates otherwise:

Owner of the sukuk: Any natural or legal person who owns one or more Islamic finance sukuk of a specific issuance.

Sukuk owners' group: All owners of sukuk of a particular issuance.

Sukuk Owners' Committee: Natural and / or legal persons who are elected by the Sukuk owners' group to represent them and look after their interests before stakeholders.

Material information: Any fact or piece of information that may affect the person's decision to buy, keep, sell, or dispose of the sukuk.



B. Words and expressions not defined in these instructions shall have the meanings ascribed to them in the Islamic Finance Sukuk Law No. 30 of 2012 and the Securities Law No. 76 for the year 2002, unless the context indicates otherwise.

Article 3

A. A Committee shall be formed of sukuk owners to represent the sukuk owners' group, look after the interests before all the parties concerned, and perform the tasks required under the provisions of these instructions.

B. An issuance trustee shall be appointed in the prospectus pursuant to the provisions of Article 15 / A of the Islamic Finance Sukuk Law No. 30 for the year 2012 to take care of the rights of the sukuk owners' group, cooperates with the sukuk owners' committee in protecting these rights, and performs the following tasks:

- i.** Follow-up on the issuing company's distribution of the expected profits and redemption of the sukuk on the dates specified in the prospectus.
- ii.** Attend the issuer's meetings related to the sukuk.
- iii.** Monitor all acts contrary to the sukuk issuance prospectus and notify the Sukuk owners' Committee of the contravening act.
- iv.** Invite the Sukuk owners' Committee to meet whenever he deems it necessary.
- v.** Any other tasks stipulated in the prospectus that do not violate the provisions of Law and the rules and regulations issued pursuant thereto.



Article 4

A. The Sukuk owners' Committee shall consist of five members from the sukuk owners' group. Candidates shall fulfill the following conditions to be nominated:

- i.** Not to have any direct or indirect interest with the issuer.
- ii.** Not to have been sentenced by a competent court for any crime or misdemeanor involving moral turpitude, such as bribery, embezzlement, theft, forgery, abusing trust, giving false testimony, or any other crime involving violation of morality and public ethics. He also shall not have lost his capacity or be of diminished capacity and shall not have been convicted of bankruptcy unless he was reformed.

B. Membership of any member of the sukuk owners' Committee shall automatically be revoked if that member loses any of the conditions set forth in Paragraph A of this Article.

Article 5

A. The issuers shall invite the sukuk owners' group to hold their first meeting within one month from completion of the allocation process, to elect the sukuk owners' Committee, by addressing an invitation to the sukuk owners' group by mail at least 14 days before the date of the meeting, and the issuer shall publish an announcement of the meeting in one of the local daily newspapers at least once.

B. The Sukuk owners' Committee shall be re-elected annually one year after the date of their election.



Article 6

A. The first meeting of the Sukuk owners' Committee shall be held on the invitation of the issuer within one month from the date of their election. In this meeting they shall elect a chairman and vice-chairman and the Committee shall appoint a secretary.

B. The sukuk owners' Committee shall have the right to attend meetings of the issuer related to the sukuk, and the right to access any documents, deeds, or contracts related to the project, and to request reports and information that it deems appropriate from any competent authority. The Committee shall also have the right to participate without voting.

C. The Sukuk owners' Committee shall prepare reports on the project to be presented to sukuk owners' group.

D. The chairman of the Sukuk owners' Committee shall perform the following tasks:

- i.** Call the sukuk owners' group and the Sukuk owners' Committee to hold meetings.
- ii.** Preside over the meetings of the sukuk owners' group and the sukuk owners' Committee.
- iii.** Inform the sukuk owners' group of any material information that becomes available to the Sukuk owners' Committee.
- iv.** Inform the Securities Commission, issuer, and the issuance trustee of the formation of the sukuk owners' Committee and provide them with copies of its decisions.



- v. Inform the Companies Control Department of the formation of the sukuk owners' Committee and provide it with copies of its decisions if the issuer is a company.
- vi. Any other business assigned to him by the sukuk owners' group during its meetings.
- E. The vice chairman shall perform the duties of the chairman in case of the latter's absence.
- F. The secretary shall perform the following tasks:
 - i. Keep copies for all records of the Sukuk owners' Committee and the Sukuk owners' group.
 - ii. Send correspondence to hold meetings of the sukuk owners' Committee and the sukuk owners' group and keep all correspondence pertaining to the Sukuk owners' Committee.
 - iii. Any other duties assigned by the chairman of the sukuk owners' Committee.

Article 7

A. The sukuk owners' group shall hold a meeting at least once a year on the invitation of the sukuk owners' Committee chairman or at the request of the owners of at least one-third of the subscribed value of the sukuk, provided that this meeting takes place during the four months following the end of the fiscal year of the project and in the presence of the issuance trustee. The invitation to the meeting shall be accompanied by the agenda of the meeting. The invitation shall also be announced in a local Arabic daily newspaper at least once, and the announcement shall appear at least seven days before date of the meeting.



B. The sukuk owners' group meeting shall be in quorum if attended by sukuk owners who represent more than half of the subscribed sukuk. If this quorum is not realized an hour after the time set for the meeting, the chairman of the Sukuk owners' Committee shall address an invitation to sukuk owners' group to hold a second meeting within ten days from the date of the first meeting. The invitation shall be made by means of an announcement published at least once in a local daily newspaper, at least three days before the date of the meeting. The second meeting shall be in quorum irrespective of the number of sukuk represented by those who attend the meeting.

C. Decisions of sukuk owners' group shall be issued by a majority of the total number of shares represented at the meeting.

Article 8

In case of suspicion, through the information that issuance trustee provides to the Sukuk owners' Committee, or if they discover that the issuer has violated the Islamic Finance Sukuk Issuance and Registration Instructions or the provisions indicated in the prospectus, the sukuk owners' Committee may request the issuer to provide it with a written explanation regarding the suspected violation. The sukuk owners' Committee shall inform the Securities Commission of the situation within a maximum period of the working day following receipt of the response.



Article 9

The issuer shall inform the Sukuk owners' Committee and the issuance trustee of any data or information that may have a material impact on the sukuk, on the progress of the project, and the measures taken in this regard. This shall be done within three business days from the date of when the information becomes available, without prejudice to the disclosure requirement of material information to the Securities Commission under the Securities Law and regulations, instructions and decisions issued pursuant thereto.

Article 10

The expenses needed by the sukuk owners' Committee shall be set in the prospectus