

EMPLOYEE SHARE OWNERSHIP SCHEMES/PLANS (ESOPS)

Regulation 111 of the Capital Markets (Collective Investment Schemes) Regulations, 2001

A. DOCUMENTS IN SUPPORT OF APPLICATION

| | Requirement |
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| 1. | Application Letter |
| 2. | Proposed Trust Deed; |
| 3. | Proposed Scheme Rules; |
| 4. | Names of the Proposed Trustees; |
| 5. | Board of Directors resolution approving the establishment of ESOP Unit Trust and the appointment of the proposed trustees; |
| 6. | Shareholders' approval for the establishment of the ESOP Unit Trust and the terms of the Trust Deed (where already obtained) |

NOTE: Regulation 111 (v) stipulates that the Authority may require additional information

B. TRUST DEED – DISCLOSURE REQUIREMENTS CHECKLIST

| | Requirement | Met: Y, N or N/A | Indicate the paragraph and page number of the Trust Deed where the requisite disclosure has been made |
|--|--|------------------------|---|
| | Every Trust Deed to an ESOP Unit Trust shall include the following particulars – | | |
| | (i) Parties to the Trust Deed | | |
| | (ii) Interpretation of terms used in the Trust Deed | | |
| | (iii) Declaration of trust | | |
| | (iv) Appointment and removal procedures for trustees | | |
| | (v) Procedure for creation and issuance of units | | |
| | (vi) Method of pricing and valuation of units | | |
| | (vii) Procedure for repurchase of units | | |
| | (viii) Procedure for income distribution | | |
| | (ix) Apportionment of unit holders' entitlements in respect of dividends, rights and capitalization issues | | |
| | (x) Company's and trustees covenants | | |
| | (xi) Restrictions on the trustees | | |
| | (xii) Trustees fees and charges | | |
| | (xiii) Liability of the trustees | | |
| | (xiv) Register of unit holders and records of trust fund charges and commissions | | |
| | (xv) Audit and periodic reports | | |

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|---------|---------------------------------------|--|--|
| (xvi) | Procedures for winding up | | |
| (xvii) | Applicable law | | |
| (xviii) | Procedure for variation of Trust Deed | | |
| (xix) | Procedure for settlement of disputes | | |

C. SCHEME RULES - DISCLOSURE REQUIREMENTS CHECKLIST

| Requirement | Met: Y, N or N/A | Indicate the paragraph and page number of the Scheme Rules where the requisite disclosure has been made |
|--|---------------------------|---|
| Every ESOP Unit Trust shall have scheme rules which shall include the following:- | | |
| (i) eligibility for membership | | |
| (ii) procedure for saving and/or acquisition and repurchase of units; | | |
| (iii) maximum individual holding | | |
| (iv) employee rights in respect to units | | |
| (v) pricing and valuation of units | | |
| (vi) in case of an options scheme there shall be a procedure for granting options, maximum limit, executive rights in respect to units and entitlement in the event of reconstruction or winding up | | |
| (vii) the price at which an ESOP Unit Trust shall allot the units to the employee, the price at which the trustees shall re-purchase units and the liability for incidental expenses but such re-purchase shall reflect the latest traded price of the company's shares at the securities exchange | | |