

## Ministerial Decision No. (83) of 2026

### Concerning the Amendment of the Restriction Period for the Transfer of Shares of a Private Joint Stock Company or Exemption Therefrom

The Minister of Economy and Tourism,

- Having reviewed Federal Law No. (1) of 1972 concerning the competencies of ministries and the powers of ministers, as amended;
- Federal Decree-Law No. (32) of 2021 concerning Commercial Companies, as amended;
- Ministerial Resolution No. (50) of 2025 on reducing the restriction period for the transfer of shares of private joint stock companies listed in the financial markets in the State;
- And based on the proposal of the Undersecretary,

**Has decided as follows:**

#### Article (1)

##### Definitions

In the application of the provisions of this Resolution, the words and expressions defined in Federal Decree-Law No. (32) of 2021 concerning Commercial Companies shall have the meanings assigned thereto, unless the context requires otherwise. The following words and expressions shall have the meanings assigned opposite each of them:

- **Decree-Law:** Federal Decree-Law No. (32) of 2021 concerning Commercial Companies, as amended.
- **Company:** The private joint stock company.
- **Professional Investor:** As defined in Article (5) of Chapter Three of the Chairman of the Board of Directors of the Securities and Commodities Authority Resolution No. (13/R.M) of 2021 concerning the Rulebook on Financial Activities and Mechanisms for Adjusting Status.

#### Article (2)

##### Scope of Application

1. This Resolution shall apply to the Company.

2. The Company that offers its securities through private subscription and is listed on one of the financial markets in the State shall be exempt from the restriction period and from the provisions of this Resolution.

### **Article (3)**

#### **Amendment of the Restriction Period for the Transfer of Shares and Exemption Therefrom**

##### **1. Amendment of the Restriction Period:**

The restriction period stipulated in paragraph (1) of Article (266) of the Decree-Law shall be amended in respect of the Company in a manner that ensures flexibility in the transfer of shares, without prejudice to the protection of interests and the professional standards that ensure such protection, including standards of transparency, disclosure and governance, so as to avoid risks of speculative trading or disposal of shares in a manner that may harm the interests of the Company and its shareholders, in any of the following cases:

- a. Upon publication of two consecutive quarterly financial statements reviewed by the Company's duly licensed external auditor after registration of the Company in the commercial register with the competent authority, the period shall be reduced to seven (7) months.
- b. Upon approving multiple classes of shares and allocating them to Professional Investors outside private subscription, the period shall be reduced to six (6) months for such classes, provided that the reduction shall be limited to such classes only and shall not extend to the remaining shares of the Company.
- c. Upon adopting an employee share incentive programme, the period shall be reduced to six (6) months for the programme shares only, provided that the reduction shall be limited to such shares and shall not extend to the remaining shares of the Company.

##### **2. Exemption from the Restriction Period:**

1. Certain shares of the Company shall be exempt from the restriction period stipulated in paragraph (1) of Article (266) of the Decree-Law where any of the following cases is fulfilled:
  - a. Completion of a transaction for the entry of a strategic partner resulting in ownership of not less than (10%), subject to exemption from the restriction period.
  - b. Inclusion of provisions relating to compulsory sale and tag-along and drag-along rights in the Articles of Association, provided that the transfer of shares is effected to one or more strategic partners within the same transaction.
  - c. Capital restructuring through the creation of multiple classes of shares.

- d. Enforcement of a registered pledge over the Company's shares pursuant to a final court judgment.
  - e. Any special cases in respect of which a specific ministerial decision is issued in coordination with the competent authority concerning a particular Company, as the case may be.
2. Subject to paragraph (1) of this section, the exemption shall be limited only to the shares concerned and shall not extend to the remaining shares of the Company.

#### **Article (4)**

##### **Notification of Completion of Procedures**

1. The Ministry shall issue, in coordination with the competent authority, the decision concerning the reduction of the restriction period or exemption therefrom.
2. Subject to Article (265) of the Decree-Law, the Company shall notify the Ministry and the competent authority of completion of the procedures relating to the reduction or exemption within ten (10) working days, including updating the commercial register and its data.
3. The Ministry may, in coordination with the competent authority, extend the period stipulated in paragraph (2) of this Article once, based on justified reasons.
4. The Ministry's approval referred to in paragraph (1) shall be deemed null and void if the procedures referred to in paragraph (2) are not completed.

#### **Article (5)**

##### **Repeals, Entry into Force and Publication**

1. All previous decisions concerning the restriction period are hereby repealed, including Ministerial Resolution No. (50) of 2025. Any provision that contradicts the provisions of this Resolution shall also be repealed.
2. This Resolution shall enter into force from the date of its issuance and shall be published in the Official Gazette.

**Abdulla bin Touq Al Marri**  
Minister of Economy and Tourism