

**Terms and Conditions of Professional licensing for the Financial
Consultant and Investment Consultant
Issued under the Instructions of Securities Firm licensing
No. 1 for the year 2006**

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First: Appellation

These conditions are called "Conditions for ranting Professional Licensing for the Financial Consultant and Investment Consultant for the Year 2008" and applied from the date of its issuance.

Second: Financial Consultant Tasks

The Financial Consultant performs the following tasks:

1. Provide advice to the issuer and investment consultant regarding the issuance of securities, whether for an initial public offering or secondary public offering.
2. Prepare reports and financial statements in accordance with International Accounting Standards issued by the International Standards Committee.
3. Prepare a full description of the Securities related to the issuer.
4. Prepare reports and conduct researches and feasibility for the issuance of securities or any change on the financial position of the issuer in future.
5. Analyze, illustrate, present and interpret the financial data other in a clear manner and in a scientific way.

Third: Terms for licensing the Financial Consultant

The Financial Consultant: Any natural person who performs the tasks of the financial consultant must be committed to the following conditions/terms:

1. First university degree holder in one of the areas of banking and finance.
2. The first-university degree holder must have experience of minimum seven years in financial analysis, investment or financial evaluation or financial consultancy in securities; the second-university degree holders must have five years of experience and the third-university degree holders must have 2 years of experience.

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3. In addition to what mentioned in item 1 above, if the consultant was a Legal accountant, then the following conditions are required:-
 - a. Be a certified accountant or a certified legal auditor in Palestine.
 - b. Be a member of the Palestinian Legal Auditors Assembly.
 - c. Pass the final professional exam prepared by the Authority to complete the rehabilitation
4. Pass the professional examinations which are prepared by the Authority and held every six months
5. Provide the Authority with the adopted written agreement form which the financial consultant has to sign with his clients once the license application is submitted.
6. Has a certificate testifying that he is of good conduct.
7. Pay the license fees in accordance with the Fees Regulation adopted by the Authority

Fourth: Duration of Licensing the Financial Consultant

1. The license validity will be one-year and is renewable at the end of each year.
2. In order to renew the license; the licensee has to attend courses related to financial analysis adopted by the Authority within a set date.

Fifth: Investment Consultant Tasks

The Investment Consultant is a natural or legal person and he performs the following tasks:

1. Provide advice and guidance in the area of securities investment.
2. Clarify the risks that may result from market conditions and their impact on shareholders.
3. Clarify the risks that may result from securities exchange.
4. Meet with clients and follow up with them over the phone or any other means of communication, to discuss future prospects and develop investment plans.
5. Follow the latest developments in the field of securities investment.
6. Have awareness of the changes and developments of the rules and regulations of investment and inform the clients accordingly.

Sixth: Conditions to be met by the Investment Consultant

The Investment Consultant: Any natural person, who performs the Investment Consultant the tasks, has to be committed to the following conditions:

1. Hold a first university degree of a major subject related to the economy and/or Finance.
2. Have experience in consulting and investment in securities of a minimum of seven years to the first university degree and five years to the second university degree and two years to the third university degree.
3. Present a certificate to prove that he is a good conduct.
4. Pass examinations and/or related courses which are prepared by the Authority within a set date.
5. Provide the Authority with the approved written agreement signed between the financial consultant and his clients upon submitting the license application.
6. Pay the license fees in accordance with the Fees Regulation adopted by the Authority.

Seventh: The Licensing Conditions of Legal Persons to perform the Investment Consultant Tasks

Investment Consultant: any Legal person, who wishes to perform the investment consultant tasks in the field of securities, must comply with the following:

1. Register with the Companies Controller as a Shareholding Company; supply the Authority with the registration certificate.
2. Provide the capital for performing the Investment Consultant tasks which equals (JD 100.000) then provide the Authority with the relevant evidence.
3. Must be a member of the Palestine Securities Exchange Market and subject to the provisions of the Securities Companies Licensing in case the application is a securities firm.
4. Hire people licensed by the Authority to submit investment advice\consultation.

Eighth: Duration of licensing the Investment Consultant

1. The license duration will be for one year and is renewable at the end of each year.
2. The license has to attend courses related to financial analysis prepared by the Authority within a reason noble time.

Ninth: Performing the Investment Consultant and/or Financial Consultant Tasks by the Securities Companies licensed by the Authority

1. The company, which is licensed by the Authority to perform the financial businesses and activities, can do the work of the Investment Consultant without getting additional license, but it is committed to assigning a licensed person or persons to carry out the Investment Consultant provided issuing the consultations on company's behalf (which is responsible for the consultation contents).
2. The Company may not interfere in the Investment Consultant work just in the case it indicates that in the request form in order to obtain a license to do financial businesses and activities, and the license certificate issued by the Authority will include the ability to perform the Investment Consultant tasks.
3. The investment consultant who does not have an additional license as contained in paragraph 2 above must only provide consultation for the company's client.
4. If the Securities Company, licensed by the Authority, wishes to provide investment advice to others; it must obtain additional license as Investment Consultant and agree to provide the capital contained in the Securities Companies Licensing Instructions and pay the fees due.
5. Securities Company, which is licensed by the Authority, is not allowed to perform the tasks of the Financial or Investment Consultant except through a natural person licensed by the Authority. The financial consultations, analysis and studies will be issued on behalf of the company that bears full responsibility for what is contained in consultation.
6. Securities Company must be committed to the financial solvency standards approved by the Authority.

Tenth: Obligations and Responsibilities of the Financial Consultant and/or Investment Consultant

1. The Financial Consultant and/or Investment Consultant has to explain clearly to the investors when he presents or displays or publishes any studies or publications or researches showing that his tasks and duties are limited only to providing advice and financial analysis to the issuer or the investor in securities for the purposes of investment through sale or purchase or retain with the clarification that he does not guarantee any result return profits to investors.
2. The Financial Consultant and/or Investment Consultant agrees to publish researches and studies on the securities via all means of publicity available to him, whether in the form of printed publications or electronic ones through the website, considering to mention in these published researches that they reflect the views of the securities issuer disclaiming responsibility for any

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default done by the issuer. When the Financial Consultant and/or Investment Consultant recommends to purchase or sell or retain any securities in any study or publication or report or book, or other publications; the Financial Consultant and/or Investment Consultant shall mention in certain terms, the following information, (if any):

- a. If the Company or any of its board members or executive management, Partners or the director general has held the responsibility of the director of Issuance and/or Issuance Agent and/or Underwriter for the issuer or to those securities during the last twelve months.
 - b. If he has received any remuneration or commission from the issuer in return for any service provided by him.
 - c. If the company or any of its board members or its executive management, partners, or director receives any remuneration or commission as a result of the procedure recommended.
3. When the Financial Consultant and/or Investment Consultant provide financial consultation and analysis to the issuer or any other consultation relating to their client's securities pertaining to investments he has, directly or indirectly or one of his relatives has (up to the second-degree) securities or any other interests; he shall inform its clients of that in the case these interests may affect directly or indirectly on the ability to make unbiased, objective and accurate recommendations. On the other hand; he must submit a statement explaining the following:
- a. Ownership of any of them for these securities or any securities issued by the same issuer
 - b. Any commission or remuneration received or expected to be received of any person related to any exchange in these securities.
4. The Financial Consultant and/or Investment Consultant must be committed to provide the Authority with a copy of all researches, studies, reports and publications as soon as they are completed.
5. The Financial Consultant and/or Investment Consultant should make the effort and take care of the ordinary person once performing his tasks and duties.
6. The Financial Consultant and/or Investment Consultant should keep a file including researches, studies and publications produced by him. He should keep the sources adopted in the preparation of such studies, publications, researches, and provide the Authority with a copy of their.

Eleventh: Prohibitions on the Financial Consultant and/or Investment Consultant

The Financial Consultant and/or Investment Consultant are prohibited to do the following:

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1. Do any of the financial businesses or activities which are not licensed.
2. Receive payments from clients.
3. Retain securities belonging to clients.
4. Prepare any study or disseminate a declaration containing incorrect or incomplete information, or ignore the essential information in advertising or the study deliberately and under legal responsibility.
5. In the case of prior knowledge, he must not exchange any related securities on his behalf except after giving an adequate opportunity to the clients, who have received a recommendation, in order to take a decision on it.

Twelfth: Rights of the Financial Consultant and/or Investment Consultant

1. The Financial Consultant and/or Investment Consultant has the right to exchange transactions after the approval of the Authority, provided he presents acceptable justifications to the Authority indicating that by doing so he does not affect the price of the securities pertaining to the research topic, study or any related securities once the recommendation or research or study or analysis is prepared.
2. The Financial Consultant Investment Consultant entitled to get a paid or commission determined by a written agreement between him and potential clients and provides a copy of it to the Authority.

Thirteenth: Responsibility of the Financial Consultant and/or Investment Consultant

1. The Financial Consultant and/or Investment Consultant will be responsible for the damages suffered by the Complainant in case he submits incorrect statement or deliberately ignore to give or publish any essential information concerning the financial status or securities investment to the issuer.
2. The Financial Consultant and/or Investment Consultant will be responsible for following-up and keep up with developments regarding the area of Financial Consultant and/or Investment Consultant work.

Fourteenth: Violations and Disciplinary Procedures

Once violating the rules of these terms and non-compliance with what has been stated; the Authority may take any of the following actions:

1. Refusal of a request to renew the license with mentioning the reasons.

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2. If the license was granted; the license application will be suspended until the reasons for the no longer exist.
3. Authority will take appropriate actions: disciplinary actions and/or administrative ones and/or imposing a fine in accordance with the Penalties and Fines Regulation issued by the Authority

**These terms and conditions will take effect as from the date of 1/4/2008
corresponding to 25/ Rabe'i Al-Awwal 1429, Hijri**

Maher Al-Masri

Chairman of the Board