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The English translation is made to the best knowledge of the Tunis Stock Exchange and is meant to provide information to those whose mother tongue is not Arabic. Consequently Tunis Stock Exchange will not be held responsible for misinterpretation arising from the English translation or from using the electronic versions of the text (Arabic & English).

Interested parties may obtain the up-to-date copies of the original and its amendments from the original sources of those laws, rules and regulations.

GENERAL RULES OF TUNIS STOCK EXCHANGE*

Approved by decree of the Minister of Finance dated 13 February 1997

Updated on: 20/10/2008

*as amended in 1999, 2005, 2007, and 2008

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TITLE I

RULES APPLICABLE TO THE OPERATORS

IN MARKET MANAGEMENT

SUB-TITLE 1: TUNIS STOCK EXCHANGE

Article 1

The decisions taken by Tunis Stock Exchange, herein called “the Stock Exchange”, within its area of competence, are published in the form of Floor Rules when relating to the rules of trading. It may take the form of internal resolutions when they relate to the brokers or the issuers. They may take the form of notices when they interest the public.

The decisions and the notices of the Stock Exchange are published in the Stock Exchange Bulletin, provided for in article 2 hereafter.

Article 2

The Stock Exchange publishes a daily bulletin called “Official Bulletin of the Stock Exchange”. This bulletin includes specifically the information cited in paragraph 5 of article 68 of the law n° 94-117 of November 14, 1994 relating to the reorganization of the Financial Market.

Article 3

The Stock Exchange ensures that the persons working under its authority or acting on its behalf respect their professional obligations.

Article 4

The market supervisory function in the Stock Exchange requires the detention of a professional card. The conditions of attribution of the aforesaid card are fixed by a general decision emanating from the Financial Market Council.

Article 4 (a)

Each broker appoints a traders' supervisor who is the interlocutor of the Stock Exchange and other brokers concerning all the transactions carried out on the trading electronic system.

Article 5

The activity performed at the Stock Exchange relating to the functioning of the markets is accomplished promptly with loyalty, neutrality and impartiality.

This activity is carried out respecting the integrity of the market.

Article 6

Any person working under the authority of the Stock Exchange or acting on its behalf is bound to professional secrecy and the duty of loyalty.

Article 7

The persons referred to in the previous article must be expressly authorized by the chairman of the Stock Exchange to carry out transactions on the Stock Exchange for their own account or for the account of their minor children. They can only hold an account of securities to carry out these transactions in one of the establishments authorized by the Financial Market Council. Each transaction carried out within this framework shall be declared by the beneficiary to the Financial Market Council and to the Stock Exchange in order to avoid disciplinary penalties.

The above-mentioned establishments must communicate a report on the aforesaid transactions quarterly to the Financial Market Council.

Article 8

The Stock Exchange transactions carried out by the persons referred to in article 6 for their own account, cannot be accomplished under privileged conditions compared to those available to the broker's other clients .

The orders relating to these transactions are obligatorily transmitted, carried out and counted under and according to rules allowing the checking of the respect of the principles provided for in article 5 above.

Article 9

The persons who perform a supervisory function on the market cannot manage the securities under their responsibility for their own account or for the account of their minor children.

Article 10

The executives of the Stock Exchange oversee the respect of the rules provided for in articles 5 to 9 and if necessary, inform the Financial Market Council of any noted irregularities.

Article 11

The Stock Exchange establishes internal rules, including the rules of ethics applicable to its personnel. These rules fix the conditions of respect of the principles provided for in articles 5 to 10 and of any other rule drawn up on the subject by the Stock Exchange.

The Stock Exchange may fix complementary restrictions for the transactions carried out by the members of its personnel for their own account.

Sub-TITLE 2: THE MARKET GUARANTEE FUND

Article 12

The brokers must constitute a Market Guarantee Fund intended exclusively to guarantee among themselves, the settlement of the transactions traded on the market, in case of failure of payment or delivery after using up the other means provided for in the Stock Exchange regulations.

The Fund is managed by the association of brokers.

The regulation of the Fund is established by the association of brokers and approved by the Financial Market Council.

Article 13

Under delegation, the financial management of the Market Guarantee Fund is assumed by the Stock Exchange. The resources and the expenses of the Fund are registered in a separate account. The sums of the Fund may be the subject of an at call investment.

Article 14

The brokers, who, for some reason, cease their activity, have the right to the repayment of their contributions, according to methods fixed by the administration of the Fund, after closure of all their contracted commitments.

Article 15

The financial contributions to the Market Guarantee Fund undertaken by the brokers are:

1. The initial contribution
2. The regular provision
3. The exceptional contribution.

Article 16

The initial contribution is the first payment carried out by each broker and its amount is fixed by the administration of the Fund.

This contribution is readjusted periodically, according to methods fixed by the administration of the Fund or by the institution delegated for this purpose.

Article 17

The regular provision is the proportional contribution paid by each broker according to the risk that he would bring to the market. The rate, the methods of calculation and payment of this contribution are fixed by the administration of the Fund.

This provision is calculated at the end of each trading session by the administration of the Fund or by the delegated institution. According to the situation of the broker, the administration of the Fund or the institution having the delegation thereof as the case may be, proceeds with the calling up or the restitution of funds.

The methods of call up and the methods of restitution of funds are fixed by the regulation of the Market Guarantee Fund provided for in article 12 above.

Article 18

The exceptional contribution is paid by all brokers, when the balance of the Fund is not enough to cover the totality of the amount due, according to the procedure described in article 19. The amount and the date of this contribution are determined by the administration of the Fund.

Article 19

If the deficiency of a broker requires the intervention of the Market Guarantee Fund, the sums used to cover the noted default are in order of priority:

1. The regular provision of the defaulting broker;
2. The initial contribution of the defaulting broker;
3. The regular provisions of all the operating brokers;
4. The initial contributions of all the operating brokers;
5. The call for exceptional contribution from all the brokers to make up the difference.

Article 20

The intervention of the Market Guarantee Fund depends on the observation of the deficiency of the broker, by the body in charge of clearing, whatever the cause of the default.

The methods used to implement the procedure of intervention of the Market Guarantee Fund are fixed by the regulation of the Fund.

Article 21

In case of intervention of the Market Guarantee Fund to cover the deficiency of the broker, the body in charge of the compensation draws up a report on the circumstances of the default and how it was covered, and transmits it to the Financial Market Council.

Until the Financial Market Council takes a decision on the defaulting broker, the decision of closing access to the system of quotation taken against him, in accordance with the provisions of article 215 of these General Rules, remains in force.

TITLE II

ORGANIZATION AND FUNCTIONING OF THE MARKET

SUB-TITLE 1: THE OFFICIAL LIST OF THE STOCK EXCHANGE

CHAPTER 1: THE MARKETS OF THE OFFICIAL LIST

Article 22

The securities admitted to the official list of the Stock Exchange are listed on the capital equities markets which include the principal market and the alternative market or on the bond market or on the market of the debt securitization funds.

Article 23

The capital equities markets are opened to public limited companies which meet the criteria of opening to the public, of size, of performance, of liquidity and of transparency as provided for in sections 2 and 3, of chapter 2 of this sub-title.

Article 24 (repealed, 2005)

Article 25

The bond market is opened to debt securities issued by the State or the Local Public Collectivities, as well as all other debt securities issued by the organisms under civil law and admitted for trading on this market.

Article 25 (a)

The market of the debt securitization funds is opened to the securities issued by the debt securitization funds.

CHAPTER 2: ADMISSION OF SECURITIES TO THE OFFICIAL LIST

Section 1: Common provisions

Article 26

Except for debt securities issued by the State and the Local Public collectivities, which are listed according to the procedure defined in article 75 sub- paragraph 3 of the law n° 94-117 of November 14, 1994, any other transferable security must be subject of an application of admission to the official list via a broker.

Article 27:

The admission is requested for all the securities of the same category, already issued.

Article 28

The file for admission to the official list includes legal, economic, financial, and accounting documents of the company or of the debt securitization funds requesting the admission.

The list and the contents of these documents are fixed by the Stock Exchange. The Stock Exchange is entitled to request any additional information from the issuer.

Article 29

In addition to the obligations stipulated by the regulation currently in force, the legal entity which requests the admission of its securities to the official list shall:

- before the introduction of its securities for trading, prove the deposit of these securities at the company of deposit, clearing and settlement of securities (Tunisian central depository) and the agreement of the latter to take charge of the operations of payment-delivery.

- obtain the agreement of the Financial Market Council in order to fix the calendar of issuing and subscription for any financial transaction entailing a right of preference or a right of priority;

- transmit to the Financial Market Council and to the Stock Exchange all official statements and notices of a financial character , the publications to be diffused by the issuer , as well as any document including economic or financial information that the issuer shall publish and obtain the approval of the Financial Market Council for their diffusion;

- propose to the market authorities if necessary, a contract of liquidity of its securities admitted to the official list , signed by one or several brokers;

- guarantee, without costs, the financial services and the payment of dividends or interests for securities holders, by itself or by an organism acting on its behalf, and notify the Financial Market Council, the company of deposit, clearing and settlement of securities and the Stock Exchange of any modification in the designation of the funds entrusted with the financial services.

- if the securities of the issuer are quoted abroad, communicate to the Financial Market Council and to the Stock Exchange information at least as complete as that granted to the authorities of the concerned markets;

-appoint from within its administrative structure, a department in charge of the affairs of the shareholders and of the relations with the Financial Market Council, the Stock Exchange and the company of deposit, clearing and settlement of securities.

Article 30

In the interest of the market and of the savers, the Stock Exchange may subject the admission of a security to any particular condition communicated to the requesting entity.

Article 31

Without prejudice to the prerogatives of the Financial Market Council, the Stock Exchange may reject the application for a security admission to the official list, if it deems that the admission of this security is against the interest of the market and the savers.

Article 32

The Stock Exchange notifies the applicant entity or its broker of its decision, no later than three months after the reception of the application.

If the Stock Exchange requires further information within this time limit, the deadline is extended to one month following the additional request.

The validity of a decision of admission is four months. At the request of the requesting entity, the Stock Exchange may extend the validity of its decision by two additional months.

Article 33

The Stock Exchange fixes the conditions of trading and quotation of the newly admitted securities.

Article 34

The admission of a transferable security is announced by a notice published in the Stock Exchange bulletin, indicating the conditions of trading, the date of the first quotation and the procedure of introduction.

Section 2: Admission of capital equities to the principal market

Article 35

Ordinary or privileged shares, the shares with priority dividend but without voting rights and the certificates of investment are considered capital equities.

Article 36

The company must have published the certified financial statements for two financial years prior to the application for admission. However the Stock Exchange may grant an exemption for companies who have been in operation for less than two years.

The company must present forecast information for five years with the assumptions attached thereto. This information is established by and under the responsibility of the board of directors or the board of management as the case may be. It must be accompanied by the report of the auditor. This report is given on the company achievement in due diligence, according to the professional standards currently in force as regards checking of forecast information.

If, at the date of the decision of admission, the last financial year has been closed for more than eight months, the board of directors or the board of management of the company must establish and publish, under its responsibility, the accounts of the first half year. These accounts must be accompanied by the report of the auditor.

The last two financial years must have shown a profit.

The company which requests the admission of its securities to the market by the procedure of direct registration, following a capital increase for the public, is not required to yield a profit.

Article 37

The company whose securities are the subject of a file for admission must present an assessment report of its assets carried out either by an auditor member of the Order of Charter Accountants of Tunisia other than the auditor of the company, or by any other auditor whose valuation is recognized by the Financial Market Council.

Article 38

The company whose securities are the subject of a file for admission to the market, must prove the existence of:

- a manual of procedures of organization, treatment and disclosure of financial information;
- a structure of internal audit which must be the subject of a valuation included in the auditor's report on the system of the internal control of the company;
- a minimum capital of three millions dinars on the day of the introduction.

Article 39

The company securities held by the public and intended to be admitted to the market must be distributed among at least two hundred shareholders, by the day of the introduction.

Considered as public, are the shareholders holding individually at most 0.5% of the capital and the institutions holding individually at most 5% of the capital.

Considered as institutional, are the organisms for collective investment, credit establishments, insurances, fixed-capital investment companies, risk-capital investment companies and retirement funds.

Article 40

Admission to the market implies the diffusion for the public of a number of securities representing at least 10% of the capital no later than the day of the introduction.

The Stock Exchange can grant an exemption to the issuer who diffuses for the public at least one million dinars.

Article 41

The company whose securities are the subject of a decision of admission must inform the Stock Exchange of all the operations on the transfer or on the abandoning of its assets carried out before the introduction.

Section 3: admission of capital equities to the alternative market

Article 42

The provisions of section 2 , chapter 2 of the first sub-title of title II of these General Rules are applied to the capital equities admitted to the alternative market provided that it does not contain stipulations contrary to the following provisions :

- the conditions of profits and minimum capital are not required for the company which requests admission to the alternative market,
- admission to the alternative market can be requested by a company under constitution by public offering after the approval of the prospectus of issuing by the Financial Market Council. In this case, the admission is pronounced by the Financial Market Council after examination of the file,

-the securities of the company held by the public and whose admission to the alternative market is requested, must be distributed between , at least, one hundred shareholders or five institutional shareholders by the day of the introduction.

-the company whose securities are the subject of a file for admission to the alternative market must present a valuation report on its assets reviewed by an auditor registered at the Order of Charter Accountants of Tunisia or by any other auditor whose valuation is recognized by the Financial Market Council, provided that he is not its own auditor nor the listing sponsor set forth in article 36 (a) of the statute of the brokers.

Article 43:

The company must appoint a listing sponsor during all the period in which its securities are listed on the alternative market. The period of the mandate conferred on the listing sponsor must not be less than 2 years.

In the event of cancellation of the mandate, for some reasons, the company must appoint a new listing sponsor without delay.

The Financial Market Council must be informed of any such appointment.

Article 44

A company admitted to the alternative market can request the transfer of its securities to the principal market once it meets the admission requirements of the said market.

In this case, the company is not bound to provide the valuation set forth in article 37 of these General Rules.

Section 4: Admission of debt securities issued by Tunisian legal entities under civil law, to the bond market

Article 47

Considered debt securities are bonds, bonds convertible into capital equities, participating securities or any other bill giving the right to debt securities.

Article 48

The application for admission relates to all the debt securities belonging to the same issuing.

Article 49

The Stock Exchange may require a note proving that the debt securities, which admission, were the subject of a valuation recognized by the Financial Market Council as a support to any application for admission to the bond market.

Failing that, it may ask for a guarantee in capital and in interest.

Article 50

The acquisition of bonds must be at least equal the sum of a million dinars on the day of the introduction.

Article 51 (repealed, 1999)

Article 52

Except dispensation granted by the Stock Exchange, the debt securities enabling access to the capital of a company cannot be admitted to the bond market unless the capital equities of the same company are themselves listed.

When the dispensation is granted, the issuer is bound to present a dossier for admission to the official list on the capital equities, within a sufficient time limit before the effective date of gaining the right of access to the company's capital.

Section 5: Admission to the market of the debt securitization funds

Article 52 (a)

The file for admission to the trading on the market of the debt securitization funds covers all the units of the debt securitization funds. It is presented by the fund management company.

The remaining life of the debt securitization fund whose admission is requested shall not be less than one year on the day of the request of its admission to trading.

The Tunis Stock Exchange verifies that the amount and the number of the units whose admission is requested are sufficient to guarantee the liquidity of the market.

Article 52(B)

The fund management company requesting the admission to trading of debt securitization funds units shall file with the Tunis Stock Exchange the following documents:

- an application for admission to the Stock Exchange,
- a copy of the definitive prospectus mentioning the visa number granted by the Financial Market Council and the fund regulation.

If the fund management company has not previously submitted an application for admission to trading of debt securitization funds units, the application must also include its charter documents.

Article 52 (C)

The fund management company shall notify the Tunis Stock Exchange of any change in the acts, documents and information set forth in the preceding article.

This commitment shall be formalized in the letter by which the fund management company requests the admission of the securities for trading.

Article 52 (D)

The fund management company that requested the admission to trading of debt securitization funds units shall:

- notify the Tunis Stock Exchange of the schedule for repayment of principal and payment of coupon interest;
- inform the Tunis Stock Exchange of the following before each payment date:

- coupon interest to be paid to each fund unit,
- principal repayment to be allocated to each unit,
- the new nominal value of the unit after each repayment,

the new principal-repayment schedule, if any, associated with fund units that have been admitted to listing.

Article 52 (E)

If the fund is liquidated, the management company sets the timetable and the terms for early amortization and for de-listing the fund units from the list of the securities admitted for trading on the market, in agreement with the Tunis Stock Exchange.

CHAPTER 3: INTRODUCTION OF SECURITIES TO THE OFFICIAL LIST

Article 53

The securities admitted to the official list may be introduced under conditions provided for in the following sections.

Section 1: Procedure of diffusion

Article 54

The diffusion for the public of the capital equities admitted for trading can be carried out entirely or partially at the same time as the first quotation on the market or during the period immediately preceding it.

Article 55

With the agreement of the Financial Market Council, the diffusion of admitted securities during the period immediately preceding the first quotation, may take the form of a guaranteed investment or the form of an investment in the public carried out by banks or brokers individually or jointly. In this last case, a bank or a broker must be designated as a leader.

Article 56

The Financial Market Council can authorize the investment of a part of the securities offered to one or several investors within the framework of a guaranteed investment as provided for in article 55 of these General Rules, when the initial investment is a firm price offer or an open price offer according to the procedures set forth in articles 67, 67 A , 67 C and 68 of these General Rules and when the offer represents at least 10% of the capital of the company concerned or an amount of 2 million dinars.

In this case, the guaranteed investment must be carried out on the basis of a price at least equal to the price fixed for the launch of the firm price offer or of the open price offer.

Article 57

The bank or the broker leader of the investment operation, provided for in the two previous articles, communicates a detailed report on the result of the investment at the end of the operation to the Financial Market Council and to the Stock Exchange. This result is published through a notice emanating from the Stock Exchange.

Section 2: The first quotation procedures

Article 58

The first quotation of securities admitted to the official list is established according to one of the four following procedures: the procedure of the offer at a minimum price, the procedure of direct registration, the procedure of the offer at a firm price or the procedure of the offer at an open price.

Article 59

The procedure of minimum sale price setting allows the introducers (shareholders and executives of the issuing company, brokers) with the aim of opening of the capital for the public, to offer a quantity of securities for sale on the market at a minimum price the day of the introduction.

The purchasing orders expressed in answer are centralized and allotted by the Stock Exchange in accordance with article 66.

Article 60

When the capital of the company concerned is sufficiently diffused in the public, the procedure of direct inscription allows the Stock Exchange to proceed to the direct registration of the security on the market to be traded there under the conditions of quotation usually practiced on the said market beginning with a price of introduction fixed by the Stock Exchange.

The procedure of direct registration to the alternative market may be requested by a company when its capital is held over one year at the level of 20% at least by a minimum of two institutional investors.

Article 61

The procedure of introduction through an offer at a firm price allows the introducers, before the opening of the trading of the company securities on the market, to open the capital to the public according to the procedures set forth in articles 67,67 A and 68 of these General Rules.

Article 61 (a):

The procedure of the open price offer consists of putting a quantity of securities at the disposal of the public, by fixing a price range according to procedures fixed by articles 67, 67A and 68 of these General Rules.

The price of the investment is fixed by mutual agreement between the introducer leader and the issuer according to the technique of book building.

For the introducer leader, the technique of book building is to collect the orders issued by institutional investors in order to determine the final price of the investment according to this request.

Sub-section 1: Common provisions

Article 62

The first quotation of the securities admitted to the official list is announced by a notice in the Stock Exchange bulletin identifying the issuer and the broker(s) conducting the operations of admission and introduction, the number, the nature and the characteristics of the admitted securities, the price stipulated by the issuer or the seller, the procedure chosen for the first quotation and generally all details necessary to the information of the public.

Article 63

Except contrary provision is announced by a notice provided for in the previous article, the orders not executed the first day of quotation and without a determined period of validity are considered as good- till-cancelled orders.

Article 64

The result of the first quotation is published in the Stock Exchange bulletin by a notice indicating the listed price or the registered indicative price, the number of exchanged securities and the conditions under which the quotation will continue.

Sub-section 2: The minimum sale price procedure

Article 65

The notice of the Stock Exchange announcing the introduction of a security by setting a minimum sale price specifies in particular the number of securities offered on the market by the introducers - shareholders and executives of the issuing body, brokers and the minimum price of transfer fixed by the aforementioned persons. This notice is published at least five market-days before the date of the first quotation.

With the agreement of the Stock Exchange, the introducers can reserve the right to revise the minimum price initially stipulated, provided that the possibility has been envisaged in the notice of introduction and that the price finally set is published two market-days at least before the date of the first quotation. These amendments are published by a notice in the Stock Exchange bulletin indicating how the purchasing orders previously issued must be confirmed.

Article 66

The Stock Exchange centralizes the purchasing orders submitted by the brokers to carry out the operation of sale. It only accepts orders with a limited price. It may eliminate from the introductory market the limited orders which it considers to have abnormally exceeded the price of minimum offer.

The Stock Exchange may divide the securities offered on the market and allocate each part to satisfy a number of purchasing orders selected and classified according to their price limit. It may also satisfy these orders partially.

The introduction listed price corresponds to the lower limit of the last order served. This price is single.

Sub-section 3: The procedure of an offer at a firm price and the procedure of an offer at an open price

Article 67

A notice of the Stock Exchange announcing the introduction of a security by the procedure of an offer at a firm price or the procedure of an offer at open price specifies the number of securities, the proposed price or the price range proposed as the case may be. This notice is published five market-days at least before the date planned for the first quotation.

With the agreement of the Stock Exchange, the introducers can reserve the right to modify the price or the price range initially proposed, on condition that this contingency has been envisaged in the prospectus of the offer.

These amendments are published through a notice in the Stock Exchange bulletin indicating the conditions under which the purchasing orders previously issued must be confirmed.

Article 67 (a):

On the day fixed for the launch of the firm price offer, the Stock Exchange centralizes the orders submitted by the brokers. It accepts only the orders presented at the offer price.

The quotation price is the offer price.

Article 67 (B):

On the day fixed for the launch of the open price offer, the Stock Exchange accepts only orders presented at a price included with the limits of the proposed price range.

The quotation price is fixed at the end of the offer taking into consideration the investment price set forth in the second paragraph of article 61 (a) of these General Rules.

Article 68

With the agreement of the Stock Exchange, the introducers may sort into different categories the orders submitted in response to the firm price offer or the open price offer.

These categories can be established according to the quantity of securities requested and the status of the subscribers.

A notice emanating from the Stock Exchange indicates the conditions of admissibility of the purchasing orders by the brokers. This notice also fixes the conditions under which these orders are retransmitted to the Stock Exchange and the extent of the details that it can require from the brokers regarding the identification of the clients. It also determines the standards according to which the purchasing orders are accepted when the securities targeted by the offer are distributed among the clients.

Sub-section 4: The procedure of direct registration

Article 69

A notice emanating from the Stock Exchange announcing the introduction of a security according to the procedure of direct registration, must be published at least two market days before the day of the first quotation.

It must stipulate, specifically, the date of the first quotation and the introduction price.

CHAPTER 4: LISTING REQUIREMENTS AND DE- LISTING

Article 70

Except in the case of opposition emanating from the Financial Market Council, the Stock Exchange may decide the de-listing of securities from the official list. The de-listing may also be requested by the issuer under the conditions indicated in the following articles.

Article 71

The Stock Exchange notifies the issuer of the decision on a security de-listing from the official list and publishes it in a note indicating the effective date of the decision.

Article 72

In addition to cases of de-listing following the dissolutions of companies, the Stock Exchange may justify the de-listing of transferable securities from the official list considering the following elements:

-The daily average of the transactions expressed in dinars and in exchanged securities, as well as the number of quotation days estimated over one year;

-The payment of dividends for the last two financial years;

-The percentage of the capital diffused in the public;

-The respect of the commitments of information and organization incumbent on the issuing company;

-The respect of regulatory and legal provisions by the companies admitted to the official list.

The Stock Exchange determines periodically the methods used to study a file of de-listing. Any revision is published by a notice in its bulletin.

Article 73

Except contrary decision emanating from the Stock Exchange, the de-listing of a capital equity entails the de-listing of all the other securities referring to it, such as the participating securities, bonds convertible into shares as well as the bills relating to these securities.

Except contrary decision emanating from the Stock Exchange, the debt securities which do not give access to the capital are maintained on the bond market until final repayment.

SUB-TITLE 2: THE PARALLEL MARKET

Article 74

The capital equities and debt securities of any public limited company offering securities to the public, not-admitted to the official list of the Stock Exchange, are traded on a market, hereafter called, the parallel market.

Article 75

Upon a decision emanating from the Stock Exchange, unlisted securities with a regular frequency of quotation are traded on the parallel market according to rules applicable to the official list. The Stock Exchange publishes a daily report on the trading of these securities.

The transmitting company which asks for the quotation of its values concerned with except dimension on the electronic system must justify before the first quotation on this system, the admission of its titles to the operations of the company of deposit, compensation and payment and communicate to the Stock Exchange the following documents and information:

financial statements certified by an auditor of the last two financial years,

- updated statutes,
- the number of shareholders.

The Stock Exchange can require transmitting company any other document or information which it considers necessary.

The issuing company which requests the trading of its securities through the electronic system on the parallel market must prove before the first trading, the admission of its securities to the operations of the company of deposit, clearing and settlement of securities and communicate to the Stock Exchange the following documents and information:

- The financial statements of the last two financial years certified by an auditor,
- The updated statutes,
- The number of shareholders.

If it deems necessary, The Stock Exchange can require from the issuing company any other document or information.

Article 76

The securities not admitted to the Stock Exchange official list and without a regular frequency of quotation are traded according to the formula “fill or kill”, with the assistance of the computer or by outcry. In this last case, the transactions susceptible to take place on the above mentioned securities are carried out by auction.

The initial buying or selling order without counterparty must be published until the date of its expiry. This publication is carried out during three market-days at least.

The request to sale the securities must be published during three market-days at least before the day of auction.

A fixed day can be reserved to carry out the auction by the brokers.

A decision of the Stock Exchange fixes the conditions under which the operations of sale by auction are carried out.

The transferable securities issued by private shareholding companies whose buyers or sellers intend to take advantage of the market as provided for in article 71 of the law n° 94-117 of November 14, 1994, are traded according to the conditions of this article.

SUB-TITLE 3: THE TRADING

CHAPTER 1: GENERAL RULES

Article 77

The official list of the Stock Exchange and the parallel market are cash markets.

Article 78

Listed prices result from free confrontation during the trading session between purchasing and selling orders presented by brokers on the quotation platform, under the control of the Stock Exchange.

The orders issued or received by the brokers are introduced on the market without delay and without preliminary clearing or without prior grouping of purchasing and selling orders relating to the same transferable security, except the provisions of article 90 hereafter.

However, the broker may, after informing the client and the Financial Market Council, put on the market or reveal only part of the quantity or of the order when the latter includes a quantity, in the offer or in the demand, the size of which is obviously disproportionate to the degree of liquidity of the security and the capacity of absorption of the market.

Article 78 (a):

The securities admitted to the alternative market can be negotiated with the assistance of a market maker provided for in the statute of the brokers, under the conditions fixed by the Floor Rules and a contract concluded with the Stock Exchange.

Article 79

The securities admitted to the Stock Exchange official list as well as those listed on the parallel market provided for in article 75 of these General Rules, are traded, with computer assistance, by fixing or on a continuous basis, under the conditions fixed by a decision of the Stock Exchange.

The technique commonly used for market making may be associated to the two cycles of trading referred to above under the conditions fixed by decision of the Stock Exchange.

The transactions provided for in article 76 of these General Rules are carried out by outcry under the conditions fixed by a decision from the Stock Exchange.

Article 80

The Stock Exchange is entitled to close the access to the system of quotation against the broker in case of failure of payment or delivery or non-payment of the contributions due to the Market Guarantee Fund, or non-payment or non-repayment of the fees and commission, or in case of intrigues contrary to the interest of the market and the safety of the transactions.

Article 81

The Stock Exchange has a central structure for electronic supervision intended to monitor the course of trading.

Depending on the market statistics, the aforementioned structure may, under the authority of the chairman of the Stock Exchange or of his representative, reserves and restart the quotation during the session, modulates the variations authorized according to the Floor Rules and petitions the competent authorities when the suspension of a security's quotation is required.

Article 82

The trading is carried out by unitary securities, excepting a decision emanating from the Stock Exchange.

Article 83

For the securities traded on the parallel market according to the procedure of article 74, the offered or requested price is published at least one day before the quotation, when the last quotation dates back to more than three months.

Article 84

On the request of the Financial Market Council, the issuer, and/or its principal shareholders whose securities are admitted to the official list appoints a broker specialised in this security with whom it signs a contract of liquidity for a specific period.

Under the terms of this contract, the broker guarantees the regulation of the market of this security by purchasing or selling operations on behalf of the issuer, and/or its principal shareholders.

A copy of the contract of liquidity is communicated to the Financial Market Council and to the Stock Exchange. The Financial Market Council draws up the model of the contract of liquidity including its principal provisions.

The conclusion of a contract of liquidity is announced by a notice published in the Stock Exchange bulletin.

Article 85

According to the circumstances of the market of a specific security, the Stock Exchange can provide on the official list only the offered or the requested price on this security without quotation.

If the system of quotation permits, the Stock Exchange may agree that on one security only a single price is listed.

Article 85 (a)

Except opposition of the Financial Market Council, the Stock Exchange can, register in a special group the listed companies which are affected by events susceptible to disturb durably their situation or to alter the normal functioning of the market.

Except opposition of the Financial Market Council, the Stock Exchange can decide, the withdrawal of the concerned company from the aforesaid group.

Article 86

Through a decision, the Stock Exchange decides the maximum adjustments acceptable, according to the nature of the securities and the conditions of their trading, as well as the measures to be taken if these adjustments limits are reached.

Article 87

The working days and the opening and closing hours of trading sessions are fixed by the Stock Exchange.

Article 88

The Stock Exchange determines the presentation of its bulletin and the naming of the chapters. A section is reserved for notices and decisions.

The daily bulletin indicates the opening and closing price as well as the highest and the lowest listed price on each security at the time of the trading session of the day.

Once the Stock Exchange bulletin has been published, only prices that have been omitted or cancelled and material errors may be corrected.

The Stock Exchange bulletin includes a daily report on the parallel market, providing information relating to the securities traded on this market and presented to the Stock Exchange by the issuers or the brokers.

CHAPTER 2: THE ORDERS

Article 89

A Stock Exchange order is an instruction given by a client to a broker, or issued by the latter within the framework of a mandate of management or an activity of counterparty, or an activity of market making.

Article 90

The orders collected for the brokers, by Tunisian financial organisms or independent foreigners must be the result of a written agreement between the broker and the organism concerned, a copy of which must be deposited beforehand with the Financial Market Council.

These orders must be retransmitted to the broker and individualized in accordance with article 91 hereafter. However, only the orders coming within the framework of agreements of management of transferable securities portfolios on behalf of others established between the collectors of orders above-mentioned and their clients can be retransmitted to the broker as a group. In this last case and if the orders were executed on the Stock Exchange, the identity of the final client must be provided to the broker no later than two market-days after the trading session and in all cases before the settlement of the operation at the company of deposit, clearing and settlement of securities .

These orders are carried out by the broker according to their classification and in competition with the other orders received or issued by the aforementioned broker.

The orders issued by the broker within the framework of a contract of management of transferable securities on behalf of others can be transmitted in a group to the person (s) in charge of the trading by the person responsible for the management of portfolios.

Section 1: orders designation

Article 91

Any Stock Exchange order must include the indication of the identity of the client , the indication of the objective of the operation (purchasing or selling), the name or the

characteristics of the security on which the trading is carried, the number and the price of securities to be traded, and generally all details necessary to its good execution.

Article 92

The orders are designated according to the following types:

- **Market on open order:** This order is accepted during the pre-opening phase and during the period in which the orders have been accumulated. It is executed during the fixing. Any remaining unexecuted portion is transformed into a limit order and enters the Central Order Book at the fixing price.

- **Limit order:** It is the order by which the buyer fixes the maximum price at which he is prepared to buy and the seller the minimum price at which he is prepared to sell his securities. It is executed at its specified price limit or at a better price. The price limit must be consistent with the tick specified by decision of the Stock Exchange.

However, submitting a limit order with a validity day outside the limit thresholds authorized and fixed by a decision of the Stock Exchange is prohibited.

- **Market -to-limit order:** this order is accepted only in continuous trading, it is executed immediately at the best opposite price limit, any remaining unexecuted portion is automatically transformed into a limit order at the last executed price and added to the Central Order Book.

- **Market order:** it is unlimited order to be executed at the next prices determined by the trading system at the maximum of the quantity immediately available, any remaining unexecuted portion is added to the Central Order Book for execution as soon as possible at the next prices.

- **Stop order:** is bid or ask order which is triggered when a specified price limit is reached in trading. In the case of a stop loss order, a market order shall then automatically be generated. In the case of a stop limit order, a limit order shall automatically be generated.

- **Cross trades:** cross trade involve the simultaneous production and execution by the same broker of opposing buy and sell orders of Clients for an identical quantity of a particular Security and at the same price in the Central Order Book. Cross trades can be made only for Securities traded on continuous basis and shall be effected at a price within the market's best bid/ask.

The operation of counterparty set forth in article 48 (a) of the decree n°99-2478 of

November 1st, 1999 referred to above is carried out by cross trade. The client must be informed of the identity of his counterparty in this operation.

Article 93 (repealed,2008)

Article 94(repealed,2008)

Article 95

The amount of payment of a coupon of dividend or interest is deducted, the day of its detachment, at the limited price fixed by the client, excepting contrary instruction emanating from him.

The deduction of the amounts of the coupons of the dividends or interests is operated by the brokers from the proposed price before the entry of the orders on the quotation platform.

Section 2: orders transmission

Article 96

The Stock Exchange order is transmitted in writing or by telephone at the convenience of the client and the broker.

The order in written form must be drawn up along the lines of a model used by the broker and obligatory signed by the client. The aforementioned model must be approved by the Financial Market Council.

In the case of an order by telephone, the conversation must be recorded on an electronic document approved by the Financial Market Council and must be kept for at least six months. It must be carried out under the terms of a written transcription drawn up by the agent of the broker charged to receive the telephone calls. In all cases, it must give place to written confirmation from the client.

The orders issued by the broker, within the framework of a mandate of management or an activity of counterparty must be the subject of a written document, transmitted by the person responsible for the management of the portfolios of the clients or by the person in charge of the operations of counterparty, to the person in charge of the trading operations.

The client can modify or cancel his order at any time before its execution. In case of modification and at the stage of the execution of the orders by the broker, the modified order returns to its rightful place among the orders already in the register.

Article 97

Any order is time stamped at its reception by the broker. The conditions, under which the orders are updated, are the subject of a general decision emanating from the Financial Market Council.

Section 3: Orders validity

Article 98

Orders entered into the Central Order Book may be valid:

- for the trading day;
- until a specified date;
- until it is executed , cancelled by the client or removed by the trading system. In this last case, the order is considered till-cancelled.

Absent specification of its duration, an order shall be deemed to be valid for the trading day.

In all cases, the time limit of the order cannot exceed 365 days as from the date of entry.

Article 99(repealed,2008)

Article 100(repealed,2008)

Article 101

Without prejudice to the provisions of article 95, the order validity expires automatically with the detachment of subscription or allotment right and, generally, with the detachment of any particular advantage on the considered security.

In case of suspension of a security, the validity of the orders in the Order Book also expires automatically when this suspension exceeds a trading session.

By decision, the Stock Exchange may fix a date from which unexecuted orders in a particular security must be renewed by the clients. This decision is published by a notice in the Stock Exchange bulletin indicating if necessary, the new conditions of transmission and renew of the orders.

CHAPTER 3: CORPORATE ACTIONS

Article 102

Three market-days at the latest before the entry into force of a corporate action, the issuer informs the Stock Exchange and the company of deposit, clearing and settlement of securities, of the effective date.

A notice providing information about this corporate action must be published by the Stock Exchange at least one market-day before its entry into force.

Section 1: subscription or allotment rights

Article 103

Subscription or allotment rights are detached on the day on which the subscription or allotment operations begin. They are traded on the market under the conditions fixed by the Stock Exchange.

Article 104

At the end of the normal period for exercising subscription rights, the Stock Exchange organizes, under pre-determined conditions, a session of regularization.

However, this session allows the execution of the orders submitted by the brokers on the last day of the period of exercise of rights, in the interval separating the end of the trading session and the end of the working day without guarantee.

The orders remaining without execution in the Order Book can also be executed during this session of regularization.

Section 2: The coupons

Article 105

The detachment of a dividend or interest coupon takes place on the day of payment.

CHAPTER 4: BLOCK TRADES

Article 106

The transaction relating to an amount, agreed between the buying broker and the selling broker and authorized according to rules defined in this chapter is considered as block trade.

Article 107

Block trades are carried out outside the Central Order Book.

Block trades relate only to one of the securities enumerated by the Stock Exchange.

A decision established by the Stock Exchange determines the minimum amount of the block.

Article 108

Block trades are authorized before the opening, during the continuous trading and after the close of the trading session.

A decision from the Stock Exchange fixes the phases during which the block trades are reported and authorized.

Article 109

Block trades can be carried out at a price fixed by decision of the Stock Exchange.

This price can be decreased or increased by a margin its maximum rate is fixed by decision of the Stock Exchange.

Article 110

Except explicit authorization emanating from the Stock Exchange, published by a notice in its bulletin, block trades are prohibited when the security is suspended.

Article 111

Any block trade is declared to the Stock Exchange by the brokers who carried out the transaction under the conditions determined by a decision emanating from the Stock Exchange.

Article 112

Block trades are cleared under the same conditions as the securities traded on the central market.

Article 113

In case of default of one of the two parties, the Stock Exchange cancels the block trade. Block trades are not covered by the Market Guarantee Fund.

Article 114

The Stock Exchange controls the regularity of block trades. It integrates them into the daily statistics of the market.

CHAPTER 5: COUNTERPARTY ON TRANSFERABLE SECURITIES

Article 115

Counterparty is an operation by which the broker buys or sells, voluntarily and for his own account, transferable securities in response to an order issued by one of his clients.

The operations of counterparty are carried out by the confrontation of buying and selling orders presented by the brokers during the trading session on the Central Order Book under the conditions fixed by the Floor Rules.

Article 116

All the securities admitted to the official list or appearing in the daily statement of the parallel market may be the subject of operations of counterparty.

Article 117

The ordinary operations of counterparty are carried out during the trading session.

The operations of counterparty relating to blocks of securities are carried out under the same conditions as those applicable to block trades defined in the preceding chapter.

Article 118 (repealed 2007)

Article 119 (repealed 2007)

Article 120 (repealed 2007)

CHAPTER 6: CANCELLATION OF THE TRADING

Article 121

The Stock Exchange can cancel a listed price and consequently all transactions carried out at this price when they are carried out in contravention of the regulation currently in force or because of a material error, if this price or this transaction did not lead to irreversible effects.

TITLE III
REGISTRATIONS
AND DECLARATIONS

Article 122

The transactions qualifying for registration provided for in article 70 of the law n° 94-117 of November 14, 1994, as well as the transactions provided for in article 71 of the above -mentioned law are registered at the Stock Exchange by the brokers in registers held for this purpose under the conditions of this chapter.

Before the registration, the Stock Exchange must ascertain that the aforementioned transactions are not susceptible to trading on the trading markets.

Article 123

The registers can take the form of a manual register or an electronic document.

Article 124

The registers must obligatorily indicate:

1. The identity of the buyer or buyers;
2. The identity of the seller or sellers;
3. The identification of the security;
4. The name of the issuer;
5. The unit price and the total price;
6. The number of exchanged securities;
7. The broker(s) representative of the parties on the transaction;
8. The date of the deposit;
9. The date and the number of registration.

Any file for registration must be accompanied by the transfer contract, the statutes of the company and include the information cited in paragraphs 1, 2, 3, 4, 5, 6 and 7 of this article.

Article 125

In addition to the documents set forth in article 124:

The file for registration of the transactions taking place between husband and wife must be accompanied by the document attesting their marriage;

- The file for registration of the transactions taking place between parents and descendants must be accompanied by the birth certificates of both parties;
- The file for registration of the transactions taking place between two companies one of which holds directly 34% at least in the capital of the other or those taking place between a legal entity other than a company and a company in which the legal entity holds directly at least 34% in the capital , must be accompanied by the certificate of participation;
- The file for registration of the transactions taking place between parties to an agreement of “portage” must be accompanied by the reference of the prior deposit of the agreement of “portage” with the Financial Market Council and with the Stock Exchange;
- The file for registration of the transactions taking place between two shareholders, when the transaction relates to the shares of guarantee, must be accompanied by a copy of the resolution of designation of the new administrator;
- The file for registration of the operations decided within the framework of restructuring of public companies and companies with public participation or companies with public majority must be accompanied by the notification of the competent authorities;
- The file for registration of transactions taking place between two individuals or two legal entities when the transaction is included in an agreement other than a simple sale contract and constitutes an essential element of it must be accompanied by the aforesaid agreement.

Except for the transactions resulting from the operations of merger, of acquisition, or contribution in capital of portfolios, which are automatically registered by the legal documents proving these operations, any other transaction included in an agreement other than a simple sale contract and constituting an essential element of it, must be the subject of a notice emanating from the Stock Exchange published in its bulletin for 10 market-days.

If at the end of this period, no justified opposition relating to the registration is addressed to the Stock Exchange, the latter carries out the registration. In the contrary case, the file is submitted for decision to the Financial Market Council which decides on the validity of the opposition.

SUB-TITLE 2: THE DECLARATIONS

Article 126

The transactions provided for in article 87 of the law n° 94-117 of November 14, 1994, declared with the Stock Exchange are registered in ad-hoc registers.

These registers must take the form of a manual register or an electronic document.

Article 127

The Stock Exchange delivers a certificate of declaration to the company concerned

Article 128

The declaration registers must obligatorily indicate:

1. The identity, the nationality and the residence of the buyer or buyers;
2. The identity, the nationality and the residence of the seller or sellers;
3. The identification of the security;
4. The name, the residence and the nationality of the issuer;
5. The unit price and the total price;
6. The number of exchanged securities;
7. The date and the number of the declaration.

TITLE IV
SPECIFIC OPERATIONS

SUB-TITLE1: PUBLIC OFFERS OF ACQUISITION

CHAPTER 1: FACULTATIVE PUBLIC OFFERS OF ACQUISITION

Article 129

The provisions of this chapter relate to public offers of acquisition of capital equities or debt securities, issued by a company offering securities to the public, by a person acting alone or jointly within the meaning of article 6 of the law n° 94-117 of November 14, 1994 on the reorganization of the Financial Market.

Article 130

The public offer of acquisition may be either a purchasing or an exchange public offer.

When the public offer is an exchange offer with balance in cash, the particular rules applicable are those of the purchasing public offer or those of the exchange public offer as the case may be and according to the principal character given to the operation by the originator of the public offer, under the agreement of the Financial Market Council.

Section 1: purchasing or exchange public offers relating to equities securities

- the ordinary procedure-

Sub-section 1: Common provisions to purchasing and exchange public offers

Article 131

The draft of the public offer is filed with the Financial Market Council by one or several brokers guaranteeing on behalf of one or several persons who take the initiative of the operation, the irrevocable character of the contracted commitments.

In support of the draft public offer, the broker(s) leader deposits a file with the Financial Market Council specifying:

-the objective targeted by the originator, his intentions at the day of the deposit of the offer, in particular his intentions for the next twelve months vis-a-vis the company concerned in the field of industrial, financial and social policy, the existence or not of an agreement between the originator of the offer and the executives of the company concerned;

-If necessary the number and the nature of the securities of the concerned company that the originator of the offer holds already;

-If the offer relates to the totality of the securities or only a determined number fixed by the originator;

- When the offer relates to the totality of the securities issued, determines the minimum number of securities which must be presented in response to maintain the offer, and determines if the originator reserves the right to give up or will give up his operation;

-the price or parities of exchange to which the originator offers to acquire the securities, the elements which he retained to fix them and the envisaged conditions of payment or exchange.

-The file, established according to standards set by the Financial Market Council, is submitted to the latter by a letter, guaranteeing under the signature of the broker(s) leader the irrevocable character and the contents of the contracted commitments.

If the offer is an exchange public offer by which the originator proposes the delivery of securities to be issued in exchange for the company concerned securities, the irrevocability of the commitments contracted by the originator entails the obligation for the executives of the company concerned to propose a resolution at the shareholders general meeting aimed at deciding the issuing of the securities intended to compensate the sellers under conditions provided for in the public offer.

As soon as the Financial Market Council receives the draft, it publishes a notice of deposit in its bulletin and informs the Stock Exchange which suspends the quotation of the concerned securities. The Stock Exchange then publishes a notice relating to the suspension due to the deposit of a public offer.

The Financial Market Council has a deadline of ten market-days following the day of the deposit of the file to decide on the admissibility of the offer.

During the same time, the Financial Market Council informs the company concerned, which must communicate within five market-days an information note specifying in particular:

-The distribution of its shareholding;

-The existence of possible agreements with third parties;

-The existence or not of an agreement between the originator of the offer and the executives of the company concerned;

-The financial situation of the company;

-The justified opinion of the board of directors on the public offer.

If the Financial Market Council declares the public offer admissible, it publishes a notice of the opening of the offer.

If the Financial Market Council declares the public offer inadmissible, it publishes a notice on the offer's inadmissibility.

Article 132

The public offer may be on all the capital equities and the securities giving access to the capital of the company or may relate only to a part of them.

When the public offer does not relate to the totality of the capital equities and the securities giving access to the capital of the issuing company, it must cover at least 10% of the securities.

When the securities of the company concerned are traded on the parallel market, the statutory clauses of pre-emption and approval are non-opposable to the originator.

Article 133

The Financial Market Council is entitled to order the broker(s) leader, during the ten day period referred to in article 131, to provide all proofs and complementary guarantees and requires the deposit of a covering in cash or in securities.

It can also ask him to revise his draft if deemed unacceptable:

- the price or parities of exchange proposed, according to the objective criteria of assessment usually applied and according to the characteristics of the company concerned;
- the limit of the right of renunciation of the originator, expressed in a minimum number of securities presented;
- the nature, the characteristics of the market of the securities proposed in exchange.

Article 134

The resumption of quotations of the securities of the concerned companies takes place two market-days after the publication of the notice on the offer opening or the notice on the offer inadmissibility.

Article 135

The notice on the public offer opening indicates the identity of the originator of the offer, the name of the establishment(s) leader, the number of securities already held by the originator of

the offer, if any the number of securities which must be presented in response to maintain the offer, the offered price or the parities of exchange proposed, the offer opening and closing dates, the conditions planned for delivery of securities and cash payment and the timetable of the operation.

The notice of opening of the public offer includes also the note of information established by the company concerned.

The duration of the offer cannot be less than ten market-days.

During the validity of the offer, the Financial Market Council can extend the offer closing date. A notice emanating from the Financial Market Council indicates the new calendar of the public offer and the changes which it may include.

Article 136

The persons who wish to present their securities in response to the offer submit their orders to the qualified brokers up to and including the offer closing date. These orders may be revoked at any time up to and including the closing date.

Article 137

The brokers remit the securities offered by their clients to the Stock Exchange in response to the public offer within the deadline fixed in the notice of opening of the offer. The Stock Exchange centralizes the public offer.

The file of deposit is enclosed with a letter certifying that the deposit has been carried out under the clauses and conditions of the public offer, accompanied by a summary note indicating, by client file, the number of securities offered. The settlement of the operation in cash and in securities is carried out in accordance with title VI of these General Rules.

When the offer relates only to a part of the existing securities, the reduction of the orders presented in response is dealt with proportionally, subject to the necessary adjustments.

Article 138

The Stock Exchange communicates the public offer result to the Financial Market Council, and publishes in the subject a notice indicating if the offer is declared successful or unsuccessful.

If the offer is declared unsuccessful, the same notice, or a later notice indicates the date on which the securities presented in response to the offer will be restored to the brokers depositors.

If the offer is declared successful, the notice indicates the number of securities acquired by the originator. In the case of a reduction of orders, it also indicates the date on which the securities presented in response to the offer will be restored to the brokers depositors.

Article 139

During the interval between the offer closing date and the date of publication of the notice announcing that the offer is successful, or the date on which the securities will be restored to the brokers depositors, the originator of the offer and the persons who act jointly with him, cannot sell the securities of the concerned company held at the offer close on the market, nor buy the securities of the same company at a price higher than that of the offer.

The provisions of the preceding subparagraph are applicable to the operations of counterparty, except when dispensation is granted by the Stock Exchange.

Article 140

A public offer competing with another one already opened, may be presented to the Financial Market Council and may be declared admissible by the latter, if satisfying the rules provided for in articles 131 and 132 above and being deposited five market-days at least before the closing date of the previous offer.

Article 141

As soon as the Financial Market Council is informed about the competing offer draft, it immediately notifies the Stock Exchange which suspends the quotation of the securities of the concerned companies.

The Financial Market Council also informs the company concerned in order to communicate the justified opinion provided for in article 131.

The Financial Market Council publishes the notice on the deposit of the competing offer draft.

Article 142

The Financial Market Council shall decide on the admissibility of the competing offer no later than five market-days from the day following the deposit of the file. At the end of this deadline, it indicates its decision by a notice of admissibility or inadmissibility.

If the Financial Market Council declares the competing public offer admissible, the publication of the notice of admissibility is considered as opening the competing offer.

This publication makes null and void the orders issued in response to any previous offer, addressed to the brokers after this publication.

Article 143

The originator of an earlier offer indicates, no later than five market-days after the publication of the notice of opening the competing offer, whether he maintains his initial proposals, abandons them, modifies the nature and the conditions of his initial offer, overbids on his purchasing public offer or modifies his public offer of exchange.

Article 144

If public offers are published successively, the Financial Market Council fixes the closing date of the last offer as the date planned for the closing of the previous offer or offers.

The persons who wish to answer favorably choose the offer (s) to which they intend to present their securities.

Article 145

During the period of the public offer, block trades are prohibited.

For the same period, the orders intended to be executed on the market must include expressly the mention: “for the market”.

During the period of the offer, the validity of unexecuted orders expires by right with the closure of the offer.

Article 146

During the period of the public offer, the companies concerned, their administrators, the persons holding at least 5% of the capital or voting rights at the ordinary general meetings and the other persons acting jointly with them, directly or indirectly, are bound to declare to the Financial Market Council and to the Stock Exchange, their purchasing and selling operations. These operations are published by a notice in the Stock Exchange bulletin at the latest two market-days from the date of deposit of the declaration.

The notice also indicates the total number of the securities of the concerned companies exchanged during the trading session.

The same rule applies to the persons who beginning with the deposit of the offer, directly or indirectly, acquired a quantity of securities of one of the companies concerned, representing at least 0, 5% of the capital or of voting rights at the general meetings of this company.

Article 147

In the case of a public offer of exchange by which the originator of the offer proposes shares or securities enabling access to the capital to the holders of the securities of the company concerned, the declarations and the publications made by a notice emanating from the Stock Exchange shall include the securities proposed in exchange and the securities of the said companies.

Article 148

When more than six weeks have passed since the publication of the notice of opening of a public offer, the Financial Market Council, in order to accelerate the confrontation of the successive public offers with respect of their alternation, can fix a time limit for the deposit of each successive over bid. This cannot be less than three market-days from the date of publication of the notice of the official opening of each over bid. The Financial Market Council's decision is published in a notice.

Sub -section 2: particular Provisions relating to purchasing public offers

Article 149

The originator of a purchasing public offer has the right to overbid on the terms of his offer up to the closing date. The new conditions and if necessary, the new deadlines fixed for the offer are communicated to the public by a notice emanating from the Financial Market Council. The orders in response to the offer which have already been transmitted remain valid.

Article 150

During the period of his offer, the originator or the persons acting jointly with him are authorized to intervene on the market of the company concerned securities, except if the originator reserved the right of renunciation provided for in the 4th point of the 2nd subparagraph of article 131 or if the offer relates only to a part of the securities.

When the intervention on the market is carried out over the offer price, the latter is increased at least by 102% beyond the price stipulated in the offer. If the price of intervention on the market exceeds this level, the offer price is automatically increased to the price actually paid

on the market, whatever the quantity and the price of the securities bought and with no modification of the other conditions of the offer by the originator.

The same rule applies, if necessary to the subscription rights market for the issuing of capital equities by the company in question, when the intervention on the market, is carried out at a price higher than the parity price, calculated by comparing the offer price and the issue price. This price is increased at least by 102% beyond the stipulated price. If the price of intervention on the market exceeds this level, the effective parity price is automatically increased, under the same conditions provided for in the preceding subparagraph.

Article 151

The competing purchasing public offers and the over bids are set at a price higher by at least 2% than the price indicated in the last purchasing public offer or in the last over bid relating to each security of the company concerned by the last public offer or the preceding over bid. The competing public offer or the overbid must relate to a number of securities at least equal to that of the preceding offer.

However, a competing purchasing public offer or an overbid may be declared admissible without increase of the stipulated price, if its originator is committed to delete the condition of a minimum number of securities presented in response to maintain his offer or if he proposes to acquire at least 10% of the securities in addition to those targeted by the preceding offer.

Sub-section 3: Provisions relating to public offers of exchange

Article 152

The originator of a public offer of exchange has the right to modify the terms of his offer up to the closing date.

If the modified offer is declared admissible, the Financial Market Council publishes a notice indicating the new conditions and, if necessary, the new offer deadlines. The orders already submitted in response remain valid.

Article 153

When a public offer of exchange is in competition with one or several public offers, the Financial Market Council estimates if the modifications added to the offer, may improve the stipulated exchange conditions significantly and may defer the envisaged deadlines.

Article 154

Throughout his offer, the originator or the persons acting jointly with him cannot intervene directly or indirectly on their own account or on behalf of others, on the market of the securities of the company concerned, or on the market of the securities proposed in exchange.

Section 2: Purchasing or Exchange public offers relating to equities securities

- The simplified procedure –

Article 155

The Financial Market Council may authorize the use of a simplified procedure to purchase or exchange public offers, when the originator holds directly or indirectly, alone or jointly, at least two thirds of the capital or/and two thirds of voting rights of a company.

Sub-section 1: Case of exchange public offers

Article 156

The Stock Exchange centralizes the simplified public offer of exchange, which is allowed only in the case referred to in article 155 taking into consideration the provisions of article 133.

With the agreement of the Financial Market Council, the duration of a simplified public offer of exchange may be limited to fifteen market-days.

Sub-section 2: Case of purchasing public offers

Article 157

The simplified purchasing public offer is carried out by purchase on the market, under conditions fixed by the notice of opening of the offer except when dispensation is granted by the Financial Market Council according to provisions provided for in sub-title 3 of title II of these General Rules.

At the offer opening day, the originator of the purchasing public offer is considered as a buyer of the totality of the securities on the market.

With the agreement of the Financial Market Council, the duration of a simplified purchasing public offer may be limited to ten market-days.

Article 158

If the public offer is a purchasing offer resulting from the application of article 155 considering the provisions of article 133, the price stipulated by the originator of the offer cannot be less than the price decided through the calculation of the average of the Stock Exchange prices balanced by the volume of transactions during the sixty market-days preceding the publication of the notice of deposit of the draft of public offer, if possible, except contrary decision emanating from the Financial Market Council .

At the end of the interval of the public offer, the originator indicates the number of securities acquired during this period to the Stock Exchange which ensures their publication.

Section 3: purchasing or exchange public offers relating to debt securities which do not give access to the capital

Article 159

With the agreement of the Financial Market Council, the public offers aiming to buy or to exchange debt securities which do not give access to the capital admitted to the official list or traded on the parallel market, are carried out by centralizing the orders referring to them at the Stock Exchange according to the simplified procedure of public offer.

These public offers can be purchasing or exchange offers with or without balance.

Article 160

The originator of the offer submits to the Financial Market Council a letter in which he pledges irrevocably to acquire or accept in exchange, within at least ten market-days, the debt securities presented to him entirely or partially. When the offer relates only to a part of the existing debt securities, the reduction of purchasing or exchange orders presented in response to the offer is carried out proportionally considering to the necessary adjustments.

The originator indicates in his letter the reasons of his offer, the conditions enabling the debt securities holders, who will not accept the offer, to remain creditors of the company, and the conditions allowing them to trade their debt securities once the offer is closed.

He shall indicate also the debt securities purchasing price or the conditions of exchange proposed by specifying the nature and the characteristics of the securities offered in exchange, the envisaged parities of exchange and, if appropriate the amount of the balance in cash.

He must back his commitments with the guarantee of one or several financial establishments.

Article 161

If the offer is declared admissible, the notice of simplified public offer published by the Financial Market Council indicates specifically the identity of the originator of the offer, the number of securities of the company or the legal entity targeted by the offer, the name of the establishments guaranteeing the operation, the offered price and, if appropriate, the conditions of exchange proposed and the period of validity of the offer.

Article 162

Considering the particular provisions provided for in the present section, the provisions of section 2 of this chapter are applicable to purchase or exchange public offers of debt securities which do not give access to the capital.

CHAPTER 2: ACQUISITION OF PUBLIC OFFERS RELATING TO CAPITAL EQUITIES– THE OBLIGATORY DEPOSIT-

Article 163

When an individual or a legal entity, acting alone or jointly detains a number of securities sufficient to confer on him the majority control of voting rights of a company whose securities are admitted to the official list or are traded on the parallel market, he shall immediately inform the Financial Market Council and, if necessary, file with the latter a draft of public offer on the rest of the capital.

The draft of public offer cannot include any clause requiring the obligatory presentation of a minimum number of securities in order to maintain the offer.

Article 164

The Financial Market Council may grant an exemption from the deposit of the public offer draft, if the person or persons provided for in article 163 prove the adherence to one of the following conditions:

- a) if the acquisition results either from a free transfer, or from an increase of capital in cash reserved for specific persons, or from an operation of merger or a partial contribution of assets approved by the shareholders of the company whose securities were acquired;

- b) if the acquisition of capital equities or voting rights is allowed to go beyond the threshold of half of the capital without exceeding 3% of the whole number of the company capital equities and if the buyer or the buyers commit themselves to reinvest in the market the securities acquired in excess of 50% of the capital before the next shareholders general meeting;
- c) if the increase of capital or voting rights percentage results from the reduction of the total number of capital equities or voting rights of the company concerned;
- d) If the acquisition results from the conversion of convertible bonds into shares;
- e) If the acquisition results from the privatization of public companies or the sale of securities by public organisms.

Article 165

If the Financial Market Council grants the requested exemption, the decision is published in its bulletin through a notice indicating the reason of the exemption and, if necessary, the contents of the commitments subscribed by the buyer.

SUB-TITLE 2: ACQUISITIONS OF CONTROL BLOCKS

Article 166

The individuals or legal entities acting alone or jointly who plan to acquire a block of securities which might entitle them to a majority control of voting rights in a public shareholding company, provided for in article 6 of the law n° 94-117 of 14 November 1994, must deliver beforehand to the Financial Market Council, a file specifying :

- The identity of the control blocks sellers;
- The identity of buyers;
- The number of securities or voting rights which they hold in the company concerned and their participation percentage;
- The number of securities to acquire and their percentage in the capital;
- The intention of the buyers;
- The detailed structure of the rest of the capital;
- The agreed price;
- A copy of the securities' transfer protocol.

Article 167

If the Financial Market Council authorizes the acquisition of the block of control, it orders the applicants to proceed to a purchasing public offer under the conditions of articles 163 to 165 or to commit themselves to a procedure of maintaining of the price registered at the Stock Exchange, as the case may be and considering the interests of the remaining shareholders, in conformity with article 168 hereafter.

Article 168

The persons who detain, without a preliminary agreement, a number of securities susceptible to give them a majority control of voting rights in a public shareholding company, if they are not subjected by the Financial Market Council to the obligatory purchasing public offer provided for in articles 163 to 165, they must apply the procedure of maintaining of the price registered at the Stock Exchange in accordance with article 169 hereafter.

Article 169

The procedure of maintaining of the price registered at the Stock Exchange must be ensured during a period which cannot be less than fifteen trading sessions. The maintained price is similar to the block of control purchasing price or the price registered at the Stock Exchange if it is higher, provided that it does not exceed thirty trading sessions beginning at the date from when the procedure of maintaining was ordered by the Financial Market Council.

The commitment of acquisition within the framework of this procedure relates to all the securities offered on the market during the above-mentioned period and emanates from shareholders who do not hold more than 5% of the capital.

Article 170

When the Financial Market Council orders the application of the procedure of price maintaining registered at the Stock Exchange, it publishes in its bulletin a notice specifying the identity of the block buyer, the percentage of his participation, the methods of carrying out this procedure and when concerned shareholders can present their securities for sale.

The notice of the Financial Market Council must be published at least three market-days before the implementation of the procedure.

SUB-TITLE 3: PUBLIC OFFERS OF WITHDRAWAL

Article 171

Subject to the provisions provided for in this sub-title, and unless otherwise specified, the public offers of withdrawal are carried out in accordance with the provisions of articles 157 and 158 above.

Article 172

When an individual or a legal entity, a group of individuals or a group of legal entities acting jointly detain at least 95% of the voting rights of a company whose securities are admitted to the official list or are traded on the parallel market, any other holder of securities conferring voting rights may ask the Financial Market Council to request the deposit of a draft of public offer of withdrawal by that person or that majority group.

Once the necessary checks have been made, the Financial Market Council takes a decision on the presented file. If the latter is declared admissible, the Financial Market Council notifies the shareholder or the majority group and imposes to them the launching of a public offer of withdrawal.

The Financial Market Council then decides on the admissibility of the draft of the public offer of withdrawal. If the draft is declared admissible, the Financial Market Council publishes the notice of opening the offer.

Article 173

The individual or the legal entity, the group of individuals or group of legal entities, acting jointly, who detain at least 95% of the voting rights of a company whose securities are admitted to the official list or are traded on the parallel market, may file with the Financial Market Council a draft of a public offer of withdrawal on the total number of equities securities not held by them.

Once the necessary checks are done, the Financial Market Council takes a decision on the file presented. If the file is declared admissible, the Financial Market Council publishes the notice of the opening of the offer.

Article 174

The notice of opening of public offers of withdrawal must specify that by the end of the offer and whatever its result, the delisting from the official list of the total number of equities

securities will be pronounced against the listed company, or the re-classifying of the company from being a public shareholding company without prejudice of the provisions of the article 1st of the law n° 94-117 of November 14, 1994.

Article 175

Except in the case cited in article 173 and whatever the size of his or their majority participation, the person or persons who control a company whose securities are admitted to the official list or traded on the parallel market, must inform the Financial Market Council in order to study the possibility of an implementation of a public offer of withdrawal in the following cases:

- when they intend to submit for the approval of the extraordinary general meeting , one or several significant modifications of the statutory provisions, in particular those relating to the company form , to the conditions of transfer and sale of capital equities and the rights attached thereto ;
- When they decide the transfer of the totality or the main assets or the contribution in another company, or they change the company's activity or the suppression of any remuneration of the capital equities during several financial years.

The Financial Market Council studies the consequences of the envisaged operation taking into consideration the rights and interests of capital equities and voting rights holders. With the agreement of the person or persons who control the company, it determines the conditions of implementation of a public offer of withdrawal. If the procedure of a public offer of withdrawal is implemented, the Financial Market Council publishes the notice of opening of the offer.

Article 176

In the event of a public offer of acquisition under the conditions of the sub-title 1st of this title, and if the originator intends to maintain the quotation of the company concerned securities once the offer is closed, the Financial Market Council can grant him a deadline to repeat the diffusion for the public of the number of securities necessary to the establishment of a market. During this time limit, no request for public offer of withdrawal in accordance with articles 172 and 173 will be declared admissible by the Financial Market Council.

Article 177

The draft of a public offer of sale of securities admitted to the official list or traded on the parallel market, is the subject of a file submitted to the Financial Market Council by the holder of the securities for sale under the conditions of article 179 below.

Article 178

Except a derogation granted by the Financial Market Council considering in particular the number of securities offered and the amount they represent in the capital, the public offer of sale must relate to a quantity of securities representing at least 10% of the number of the similar capital equities of the company concerned, or a total of 100.000 securities provided that this quantity is higher than 5% of the similar capital equities.

When the securities of the company concerned are traded on the parallel market, the statutory clauses of pre-emption and approval are non-opposable vis-a-vis the buyers, during the period of the offer.

Article 179

The draft of the public offer of sale is filed with the Financial Market Council by the broker leader, guaranteeing, on behalf of the person or persons who take the initiative of the operation, the irrevocable character of the contracted commitments.

In support of the public offer of sale draft, the broker leader deposits with the Financial Market Council a file specifying:

- the objective targeted by the originator;
- the number and the nature of the securities for sale;
- if necessary, the minimum number of securities which must be actually sold by the originator in order to maintain his offer;
- the price at which the originator offers to sell the securities if the latter opts for a firm price as from the day of the deposit of his draft;
- the conditions of payment of this price.

The file, established according to standards set by the Financial Market Council, is submitted to the latter via a letter guaranteeing, under the signature of the broker leader, the irrevocable character of the commitments taken by the originator of the offer. This irrevocability enters into effect at the day of publication of the notice provided for in article 180 hereafter. The Financial Market Council can require the guarantee of a financial establishment or the prior deposit of the securities presented in the public offer of sale by a transfer to the company of deposit, clearing and settlement of securities or with a custodian adherent therein.

Article 180

As soon as the Financial Market Council is informed of the draft, it publishes a notice of deposit in its bulletin and informs the Stock Exchange which can suspend the quotation of the securities subject of the public offer of sale.

The Financial Market Council has a deadline of five market-days following the day of the deposit of the file to decide on the admissibility of the offer. The declaration of admissibility emanating from the Financial Market Council relates only to the principle of the operation.

If the Financial Market Council declares the offer admissible, it publishes a notice specifying the identity of the originator, the number of securities offered, the proposed price, the conditions under which the offer is carried out and all the details necessary for the information of the public.

This notice is published at the latest four market-days before the date planned for the launch of the public offer of sale. For the investors the offer duration shall not be less than three market-days.

With the agreement of the Financial Market Council and if the contingency has been envisaged in the notice, the originator may reserve the right to offer for sale a minimum quantity of securities to maintain the offer or to increase the number of sold securities according to the demand presented in response to the offer within the limit of 25% of the total number of sold securities.

Article 181

On the day fixed for the launch of the public offer of sale, the Stock Exchange centralizes the purchasing orders submitted by the brokers. Only the orders limited to the offer price, issued in response and good-for-day, are accepted.

Article 182

The resumption of quotations of the securities targetted by the pubic offer of sale takes place two market-days after the publication of the notice of the opening of the offer or the notice of inadmissibility of the offer.

Article 183

With the agreement of the Financial Market Council, the originator may sort the orders submitted in response to his pubic offer of sale into different categories under the conditions provided for in article 68 of these General Rules.

Article 184

Parallel to the pubic offer of sale and if the latter relates at least to 20% of the company concerned capital equities or relates to an amount of capital of 2 millions dinars, the Financial Market Council can authorize the originator to diffuse a part of these securities by a guaranteed investment as defined in article 56 proposed to one or several categories of investors.

In this case, the securities investment must be carried out at a price at least equal to the price fixed to launch this pubic offer of sale.

Article 185

At the end of the period of the pubic offer of sale, the Stock Exchange communicates a detailed summary on the result of the offer to the Financial Market Council. This result is published through a notice emanating from the Stock Exchange.

TITLE V
SALE ON ADJUDICATION

SUB-TITLE 1: JUDICIAL SALES

CHAPTER 1: JUDICIAL SALES OF TRANSFERABLE SECURITIES ISSUED BY PUBLIC SHAREHOLDING COMPANIES

Article 186

The sale of transferable securities on execution of judicial decisions are carried out under the responsibility of the notary conducting and the broker charged with the sale, according to one of the two following procedures decided by the Stock Exchange:

- direct sale on the market.
- sale by public auction.

Article 187

The conducting notary appoints a broker in order to entrust him with the sale and provides him to this purpose with :

1. a copy of the enforceable court order;
2. the securities object of the sale or the certificate of their deposit with the company of deposit, clearing and settlement of securities or with a custodian or with the issuing organism;
3. the issuing organism's legal and financial documents required by the Stock Exchange relating to the securities to be sold.

Article 188

Without prejudice to the provisions relating to the legal publicity provided for in the regulation currently in force, the judicial sale is announced in the Stock Exchange bulletin, at the request of the broker charged with the sale, at least three trading sessions before the session of execution.

Article 189

The direct sale on the market concerns listed securities provided that the quantity of securities offered for sale does not exceed the normal capacity of the market.

The appointed broker proceeds to the sale of the securities under the conditions usually practiced on the market.

Article 190

The sale by public auction takes place on the day and under the conditions determined by the Stock Exchange. This procedure is reserved for unlisted securities or the securities for which the procedure of direct sale does not apply. The sale by public auction is announced by the Stock Exchange through a notice indicating the quantity of securities to be sold, the nature and the specificity of these securities, as well as the minimum price demanded.

The biddings are made by the brokers.

The adjudication is pronounced by the Stock Exchange once the biddings are used up. The price of the adjudication is published through a notice.

The Stock Exchange determines by a decision the conditions under which the sale by public auction is carried out.

Article 191

The sale of the seized securities may be executed in one or several sessions, taking into account the market capacity.

Article 192

The statute's restrictive clauses such as the clauses of approval and pre-emption are null and void in the case of a judicial sale of transferable securities on the Stock Exchange.

CHAPTER 2: JUDICIAL SALES OF TRANSFERABLE SECURITIES ISSUED BY PRIVATE SHAREHOLDING COMPANIES

Article 193

The Judicial sale of transferable securities issued by private shareholding companies may be carried out, at the convenience of the notary, either at the Stock Exchange in which case it is carried out under the conditions of the preceding chapter or, at his request, outside the Stock Exchange. In the latter case, the adjudication must be registered at the Stock Exchange by the broker appointed by the notary in accordance with the provisions of sub-title 1 of title III of these General Rules.

SUB-TITLE 2: EXECUTION ON THE STOCK EXCHANGE FOR DEFAULT OF RELEASE

CHAPTER 1: EXECUTION ON THE STOCK EXCHANGE FOR DEFAULT OF RELEASE OF SECURITIES ISSUED BY PUBLIC SHAREHOLDING COMPANIES.

Article 194

The execution on the Stock Exchange for default of release provided for in article 18 of the law n° 94-117 of November 14, 1994 are carried out under the responsibility of the issuing company and the broker entrusted with the sale according to one of the two following procedures decided by the Stock Exchange:

- direct sale on the market.
- sale by public auction.

Article 195

The issuing company appoints a broker in order to entrust him with the sale and provides him to this purpose with:

1. A Copy of the decision of the call for the release of the capital due or a portion of it;
2. A Copy of the notice of the call for the release published in newspapers or a copy of any document justifying the use of another means of information;
3. The confirmation that the legal, regulatory and statutory formalities set forth to prove the defaulting were respected;
4. A Copy of the formal notice and a copy of its acknowledgment of receipt.

The execution on the Stock Exchange for default of release is announced in the Stock Exchange bulletin by the broker seller at least three trading sessions before the session of execution.

Article 196

The direct sale on the market concerns listed securities provided that the quantity of securities offered for sale does not exceed the normal capacity of the market.

The appointed broker proceeds to the sale of the securities under the conditions usually practiced on the market.

Article 197

The sale by public auction takes place on the day and under the conditions determined by the Stock Exchange. This procedure is reserved for unlisted securities or the securities for which the procedure of direct sale was not retained. The sale by public auction is announced by the Stock Exchange via a notice indicating the quantity of securities to be sold, the nature and the specificity of these securities, as well as the minimum price demanded.

The biddings are made by the brokers.

The adjudication is pronounced by the Stock Exchange once the biddings are used up. The price of the adjudication is published by a notice.

The Stock Exchange decides the conditions under which the sale by public auction is carried out.

Article 198

The sale of the securities for default of release may be carried out in one or several sessions, taking into account the capacity of the market.

CHAPTER 2: EXECUTION ON THE STOCK EXCHANGE FOR DEFAULT OF RELEASE OF SECURITIES ISSUED BY PRIVATE SHAREHOLDING COMPANIES

Article 199

Private shareholding companies may sell its transferable securities partially released on the Stock Exchange markets. In this case, the provisions of the preceding chapter are applicable.

When the company concerned carries out an operation for default of release outside the Stock Exchange markets, the sale must be registered at the Stock Exchange via a broker in accordance with the provisions of sub-title 1 of title III of these General Rules.

TITLE VI
CASH PAYMENT
AND
DELIVERY OF SECURITIES TRADED ON THE STOCK EXCHANGE

Sub- TITLE 1: GENERAL PRINCIPLES

Article 200

The provisions in the present section apply to cash payment and delivery of securities following trading on the Stock Exchange.

Article 201

Any purchase or sale of securities is the subject of payment in cash and delivery of securities. Payment and delivery are correlative and simultaneous and are carried out according to the provisions of these General Rules and the rules of professional practices decided by the Financial Market Council vis-a-vis the company of deposit, clearing and settlement of securities, with regarding to the securities undertaken by the latter.

For the securities which are not under the responsibility of the company of deposit, clearing and settlement of securities, the payment in cash and the delivery of securities are carried out under the aegis of the Stock Exchange acting as clearing house, in accordance with a procedure fixed by a decision emanating from the Stock Exchange.

Article 202

Cash payment and delivery of securities between brokers must be made within a maximum deadline commencing from the trading date and published by a decision in the Stock Exchange bulletin. This deadline depends on the nature of the security concerned.

Article 203

The trading is considered irrevocable as soon as its registration by the Stock Exchange, except the case of cancellation provided for in article 121 of these General Rules.

The trading carried out is validated, day per day under the conditions and the deadlines decided by the Stock Exchange.

Article 204

Each broker acting for his own account or on behalf of his clients will daily receive from the Stock Exchange, in particular the following documents:

The report of the validated trading between the purchase and the sale, of which he is in charge of the payment-delivery, order by order;

-The amount of the commissions on transactions;

-The amount of the regular provision which he must have in the registers of the Market Guarantee Fund.

Article 205

As of the day of the execution of his order, the buying client becomes owner of the concerned securities and the client seller loses its property.

The registration of the movements of capital and the corresponding securities is simultaneous.

However, these provisions are applicable in accordance with the procedures of payment-delivery provided for in the present title.

SUB-TITLE 2: PAYMENT AND DELIVERY BETWEEN BROKERS

CHAPTER 1: THE SECURITIES UNDERTAKEN BY THE COMPANY OF DEPOSIT, CLEARING AND SETTLEMENT OF SECURITIES

Article 206

The Stock Exchange transmits to the company of deposit, clearing and settlement of securities the instructions of payment in cash and delivery of securities resulting from the validated trading relating to each working day.

Article 207

The brokers accounts in securities, at the company of deposit, clearing and settlement of securities, and in cash at the compensation bank, must, at least, cover, within the regulatory deadlines, the commitments resulting from the trading, so that the company of deposit, clearing and settlement of securities may proceed to the treatment of the movements transmitted by the Stock Exchange.

The movements of the brokers which cannot be cleared are automatically carried by the company of deposit, clearing and settlement of securities pending.

The positions of pending registered by the company of deposit, clearing and settlement of securities are communicated to the Financial Market Council and to the Stock Exchange.

CHAPTER 2: THE SECURITIES WHICH ARE NOT UNDERTAKEN BY THE COMPANY OF DEPOSIT, CLEARING AND SETTLEMENT OF SECURITIES

Article 208

The instructions of payment in cash and delivery of securities resulting from the validated trading and relating to every working day are communicated by the Stock Exchange to the concerned brokers, in the clearing house, under the conditions fixed in the decision of the Stock Exchange provided for in article 101 of these General Rules.

Article 209

Payment and delivery are carried out on the day planned for the settlement of the operations at the convenience of the brokers, either operation by operation, or by clearing.

Article 210

The positions of the brokers, which, for reasons accepted by the clearing house, cannot be settled within the intended deadlines, may be declared pending at the clearing house for a period not exceeding two trading sessions.

The aforementioned positions are communicated to the Financial Market Council.

SUB-TITLE 3: THE RESOLUTION OF THE DEFAULT OF PAYMENT-DELIVERY BETWEEN BROKERS

CHAPTER 1: THE SECURITIES UNDERTAKEN BY THE COMPANY OF DEPOSIT, CLEARING AND SETTLEMENT OF SECURITIES

Article 211

Without prejudice to the provisions provided for in article 207 of these General Rules, and in case of default in securities or in cash of a broker, the company of deposit, clearing and settlement of securities transmits immediately to the Stock Exchange all the details on the operations for which delivery of securities has not been made against cash payment within the end of the fixed deadlines, declares the movement of the concerned broker pending and informs the Financial Market Council.

The Stock Exchange will immediately send a formal notice to the broker failing to regularize his situation.

Section 1: Resolutions of shortage of securities

Article 212

As of the notification of the default of payment, the defaulting broker is bound to proceed immediately to take the necessary measures of regularization.

Article 213

If the default was not covered, by the end of a deadline fixed by the Stock Exchange, the latter assigns the defaulting selling broker. It informs him that in case of non-delivery of the securities within a time limit decided by the Stock Exchange, a procedure of repurchase will be implemented. The methods of this procedure are determined by the Stock Exchange.

If the default remains after the end of the procedure of repurchase, the delivery of securities is transformed to a payment in cash. The amount of the pecuniary compensation paid by the defaulting broker to his counterparty is determined by the Stock Exchange.

After using up the procedures described above and in case of persistence of the default, the remainder is taken in charge by the Market Guarantee Fund through a procedure of recourse.

The Stock Exchange informs the Financial Market Council of the results of this procedure.

Section 2: Resolutions of cash shortage

Article 214

Directly and as from the notification of the cash shortage, the defaulting broker is bound to take measures in order to regularize his situation before the next trading session.

Article 215

If the cash shortage remains after the deadline fixed by the Stock Exchange, the latter closes the access to the system of quotation against the defaulting broker, implements the procedure for the intervention of the Market Guarantee Fund and concomitantly transmits his file to the Financial Market Council.

Article 216

If at the end of the deadlines provided for in article 210 above, the positions of the brokers could not be settled, the secretariat of the Clearing house draws up against the defaulting broker a report of non-payment or of non- delivery.

In the light of this report, the Stock Exchange will immediately notify the broker failing to regularize his situation.

Article 217

If, following the formal notice provided for in the preceding article, the shortage of securities or of cash persists; the Stock Exchange applies the procedures provided for in articles 213, 214 and 215 except those relating to the covering by the Market Guarantee Fund.

A decision of the Stock Exchange determines the guarantee required from the brokers for the operations not covered by the Market Guaranteed Fund.

TITLE VII
TRANSITIONAL PROVISIONS

Article 218

Within a time limit not exceeding a year ,commencing from the date of the enforcement of these General Rules ,the President of the Financial Market Council may , while acting within the framework of article 52 of the law n° 94-117 of November 14, 1994, and each time the circumstances of the transition from the provisions of the law n°89-48 of March 8, 1989 to that of the law n° 94-117 of November 14, 1994, require it, decide the suspension of a measure provided for in these General Rules, or renew a regulation or a practice in force at the date of the publication of these General Rules, or grant a transitional dispensation.

TITLE VIII
FINAL PROVISIONS

Article 219

Without prejudice to the provisions of article 218 above, all contrary provisions to these General Rules and particularly the Stock Exchange General Rules of January 8, 1990 and the Stock Exchange General Decision n° 1 of October 29, 1991 are repealed