

MKT Form 4.6-3

Application to deem an investment a Security

1. Application request

| | |
|---|--|
| Name of applicant: | |
| Name of applicant's investment (the Investment): | |
| The Security the Investment has characteristics of: | |
| Type of transaction: | <ul style="list-style-type: none"> - Offer of Securities in ADGM - Exempt Offer - Application for Securities to be admitted to the Official List - Other¹ |

The applicant hereby applies to the FSRA to deem the Investment, which is not a Security, to be a Security for the purposes of the Financial Services and Markets Regulations 2015 (FSMR) and the Market Rules (MKT), pursuant to section 58(2)(b) of FSMR.

2. Contact details

Contact person in relation to this application:

| | |
|-------------------|--|
| Name: | |
| Position: | |
| Company: | |
| Business address: | |
| Email: | |
| Telephone number: | |

3. Confirmation

The applicant acknowledges the legal implications of deeming the Investment a Security under section 58(2)(b) of FSMR and its resulting obligations under FSMR and MKT.

The applicant confirms that supporting information has been provided in Annex 1 to this form and that the application contains the following attachments:

- a) A legal opinion(s)

¹ Please delete as appropriate.

- b) A Prospectus/Exempt Offer documents²
- c) Other³

SIGNED BY _____

Director or other duly authorised officer, for and on behalf of:

name of applicant

DATE _____

The capitalised terms in this form have the same meaning as defined in FSMR or the FSRA Glossary Rulebook.

Please send complete application to LA@adgm.com

² Please delete as appropriate. Exempt Offer documents will only be reviewed by the FSRA for the purposes of making a determination under section 58(2)(b) of FSMR.

³ Please specify and note that the FSRA may request additional information / supporting documents from the applicant (e.g. constitutional documents).

Annex 1 – Supporting information

In this section, please describe:

1. Current and proposed business activities of the applicant and its group (if any).
2. Legal and economic characteristics of the Investment, and similarities with a Security as defined in section 258 of FSMR.

Please address the following, non-exhaustive, areas in your assessment:

- Rights of the holders of the Investment (e.g., voting rights, the dividend or payout policy, rights on winding up of the applicant, anti-dilution rights)
- The relative seniority of the Investment in the applicant's capital structure in the event of insolvency
- Free transferability of the Investment
- Legal ownership of the Investment
- Fungibility of the Investment
- Differences between the Investment and a Security

Please continue on as many pages as necessary.

