



# **CENTRAL BANK OF BAHRAIN**

## **Appendix BR-18**

### **Requirements for Report on Private Placements**



# Private Placement Progress Report Letter for Private Equity Purchases of Existing Companies

(as required under BR-2.2)

- 1. Update of developments at company:**
  - a. Report of any strategic or organisational changes since last report.
  - b. Next steps and anticipated exit date.
- 2. Disclosure of fees (first report only):**
  - a. Disclosure of total amounts of fees received from investors at placement, relative to amounts solicited.
  - b. Disclosure of amount of placement commission or up-front discount paid to ‘underwriters’, promoters, placement agents, or others (to be specified).
- 3. Disclosure of financial results of investee company or companies:**
  - a. Reviewed quarterly or audited annual financial statements, must be available to investors and summarised in the letter.
  - b. Annual comparison of actual audited financial results versus budgeted or forecast results in the PPM and explanation for divergence from the Board for any variance above 5% (negative or positive).
  - c. Where the investee company is part of a group of companies the consolidated financial statements of the parent entity must also be available to investors.
- 4. Identities of the Board Members and Members of Senior Management of the investee company:**

List of board members and senior management of the investee company and aggregate remuneration paid during the period must be available to the investors.
- 5. Litigation or disputes:**

Disclosure of any claims brought against the investee company or its associated companies identified under 3.c., or any complaints brought by investors or any investigations by regulatory bodies against the concerned companies, their directors or senior management.



**6. Board Resolutions:**

Briefing on resolutions passed by the board.

**7. Pledging or sale of assets of, or acquisition of additional debt by the investee company:**

- a. Details of any charges or pledges created over the assets of the investee company, or sales of assets and whether such sales or pledges are consistent with disclosures made in the original PPM.
- b. Details of any additional debt facilities undertaken by the investee company and amounts drawn down.



## Private Placement Progress Report Letter for Real Estate and other Projects Under Development

- 1. Update of onsite development of project:**
  - a. Original development plan and its deliverables and milestones and any amendments thereon.
  - b. Report of physical progress made since last report.
  - c. Report of any official planning or other permission obtained or outstanding.
  - d. Next steps and anticipated completion date.
- 2. Disclosure of fees (first report only in case of new project):**
  - a. Disclosure of total amounts of fees received from investors at placement, relative to amounts solicited.
  - b. Disclosure of amount of placement commission or up-front discount paid to 'underwriters', promoters, placement agents, or others (to be specified).
- 3. Utilisation of Proceeds:**
  - a. Report of amounts spent during the quarter and on a cumulative basis, and identification of the recipients of material amounts (10% or above) of such amounts spent. This would include payments made to any related party of the investee.
  - b. Reporting of names of banks holding clients' money and amounts held.
  - c. Comparison of amounts identified in (1) a. and (1) b. above with budgeted amounts in PPM.
- 4. Disclosure of financial results of investee company or companies:**
  - a. Reviewed quarterly or audited annual financial statements, must be available to investors and summarised in the letter.
  - b. Annual comparison of actual audited financial results versus budgeted or forecast results in the PPM and explanation for divergence from the Board for any variance above 5% (negative or positive).
  - c. Where the investee company is part of a group of companies consolidated financial statements of the parent entity must also be available to investors.



**5. Identities of the Board Members and Members of Senior Management of the investee company**

List of board members and senior management of the investee company and aggregate remuneration paid during the period must be available to the investors.

**6. Litigation or disputes:**

Disclosure of any claims brought against the investee company or its parent company, if any, or any complaints brought by investors or any investigations by regulatory bodies against the concerned companies, their directors or senior management.

**7. Board Resolutions:**

Briefing on resolutions passed by the board.

**8. Pledging or sale of assets of, or acquisition of additional debt by the investee company:**

- a. Details of any charges or pledges created over the assets of the investee company, or sales of assets and whether such sales or pledges are consistent with disclosures made in the original PPM.
- b. Details of any additional debt facilities undertaken by the investee company and amounts drawn down.