

AQSE Main Market – Admission & Disclosure

March 2020

Introduction

The **AQSE Main Market** provides an on-exchange **Listing** destination for companies which are seeking, or have obtained an Official Listing of their **Securities** by the Financial Conduct Authority (“**FCA**”) or other EU Competent Authority. The market also provides an attractive trading platform based on the established quote-driven system provided by **Aquis Stock Exchange**, supported by leading market makers.

In particular, a quotation on the **AQSE Main Market** facilitates compliance by certain tax-privileged **Issuers**, such as investment trusts and VCTs, with their regulatory **Listing** obligations in a cost-effective manner. In addition, the **AQSE Main Market** provides a fully compliant **Listing** solution to property investment companies seeking REIT status in the UK.

Admission of Securities to trading on the **AQSE Main Market** is conditional on compliance with the initial and continuing obligations set out in these **Admission and Disclosure Standards**. The Regulation Department of **Aquis Stock Exchange** is available to answer any queries on the application of these requirements, which may be contacted at the details provided below.

AQSE Regulation Department
regulation@nexexchange.com

Part 1 Admission to Trading

Eligibility Criteria

1. The **Exchange** may not approve an **Application for Admission** to the **AQSE Main Market** unless the **Applicant** is in compliance with the eligibility criteria set out below.
2. An **Application** for the **Admission of Securities** must:
 - relate to **Securities** which are **Listed** or for which an **Application for Listing** has been made; and
 - cover all **Securities**, whether issued or proposed to be issued, of the class to which they belong.
3. The **Applicant** must be in compliance with the law of its place of incorporation and the requirements of any regulatory authority to which it is subject.
4. The **Securities** to which the application relates must be freely transferable and eligible for electronic settlement within a **Relevant System** or other system approved by the **Exchange** allowing for the expeditious settlement of transactions.
5. The **Applicant** must make arrangements with a **Regulatory Information Service** for the dissemination of regulatory announcements.
6. An **Applicant** must submit the prescribed application fee.

Legal Positioning

7. The **AQSE Main Market** is classified as a **Regulated Market**. Consequently, the **Admission of Securities** requires the publication of an **Approved Prospectus** unless the **Applicant** is exempt from such requirement under an applicable provision of **FSMA**.

An **Applicant** which has produced an **Approved Prospectus** within a 12 month period preceding the expected date of **Admission** or whose **Securities** have been admitted to trading on a **EU Regulated Market** for more than 18 months may qualify for an exemption under **FSMA**, subject to specific requirements in relation to the production of a supplementary prospectus or summary document in certain circumstances. An **Applicant** must seek appropriate professional advice on its disclosure obligations under **FSMA**.

Application Process

8. An **Applicant** must submit a provisional **Application for Admission** to the **Exchange** at least 10 Business Days prior to the intended date of **Admission**.
9. An **Applicant** must submit the following additional documents to the **Exchange** at least 3 Business Days prior to the intended date of **Admission**:
 - a duly completed and signed final **Application for Admission**;
 - an electronic copy of the **Approved Prospectus** (or if applicable, the summary document or supplementary prospectus); and
 - an electronic copy of the board resolution allotting the **Securities** which are the subject of the application (or written confirmation of allotment by an authorised representative of the **Applicant** pending such resolution becoming available).
10. Following **Admission**, an **Applicant** must provide written confirmation to the **Exchange** in the event that the number of **Securities** issued is different from the number of proposed **Securities** stated in its application.

Block Admission

11. If an **Applicant** issues **Securities** on a regular basis in circumstances which do not require the production of a prospectus or **Listing Particulars**, it may apply for the **Admission** of a specified number of **Securities** which may be issued in a particular case (“a **Block Admission**”).
12. The grant of a **Block Admission** constitutes **Admission** of the total number of **Securities** that are the subject of the application.

Enquiries by Aquis Stock Exchange

13. The **Exchange** may carry out any enquiries and request any further information which it considers appropriate including consultation with other regulators and stock exchanges.
14. The **Exchange** may make acceptance of an application subject to one or more special conditions.

Determination of Applications

15. Notwithstanding compliance with the eligibility criteria, the **Exchange** may refuse an application if in its opinion:
 - the **Admission** of the **Securities** to which the application relates would be detrimental to investors’ interests or the integrity of the **AQSE Main Market**;
 - the **Issuer** is in breach of, or is likely to breach, the requirements of these **Standards** or a special condition.
16. An **Admission** of **Securities** is effected via the issue of a **Market Notice** by the **Exchange**.

Part 2 Continuing Obligations

Compliance with Regulatory Requirements

17. An **Issuer** must comply with all requirements applicable to it by reason of the **Listing** and **Admission** of its **Securities**, and these **Standards** (as amended from time to time by **Market Notice**).

Regulatory Enquiries

18. An **Issuer** shall co-operate with any regulatory enquiries conducted by the **Exchange** in relation to compliance with these **Standards** and shall furnish the **Exchange** with such information and within such timescales as it may reasonably require. All information received from **Issuers** shall be treated as market confidential information and not disclosed to any third party without the prior consent of the **Issuer**, save that the **Exchange** may disclose such information to the **FCA** and other legal or regulatory authorities owing equivalent duties of confidentiality, or as otherwise required or permitted by law.

Further Issues of Securities

19. An **Issuer** which proposes to issue further **Securities** of a class which is **Listed**, must:
 - apply for the **Admission** of those further **Securities**;
 - ensure that the application relates to all further **Securities** belonging to that class;
 - comply with any obligation to publish a prospectus or other shareholder document; and
 - provide an electronic copy of any public document relating to the issue to the **Exchange**.

The application should be submitted in the manner prescribed by paragraph 10 above and co-ordinated with the **Issuer's** application to the appropriate competent authority for the **Listing** of the further **Securities**.

Corporate Actions

20. An **Issuer** must notify the timetable for any corporate action affecting holders of its **Securities** to the **Exchange**, such as to allow the **Exchange** to maintain an orderly market in the **Issuer's Securities**. The notification should include, as appropriate, ex-dates, record dates and payment dates. In particular, an **Issuer** must notify the **Exchange** of:
- proposed interim and full-year dividends;
 - any pre-emptive offers of **Securities** including open offers and rights, bonus and scrip issues of **Securities**;
 - an event involving the re-organisation, consolidation, sub-division or early redemption of **Securities**; and
 - schemes of arrangement.
21. A dividend timetable should generally follow the guidance provided by the **Exchange** in its dividend procedure guidelines which are available for inspection on the **Exchange** website.
22. The notification should be provided in advance of the regulatory announcement of the corporate action, such that the **Exchange** has an opportunity to comment on the proposed timetable. In any event, the notification must be made no later than 12.00 pm on the **Business Day** preceding the announcement, unless the announcement relates to a dividend following the **Exchange** dividend procedure guidelines (in which case prior notification is not necessary).

Suspension

23. A request for the suspension of the **Admission** of **Securities** must be made by an **Issuer** in writing including the reasons for the request and if appropriate a draft announcement.
24. In the event that the **Listing** of **Securities** is suspended the **Admission** of those **Securities** will be suspended by the **Exchange**.
25. Whether or not the **Listing** of **Securities** is suspended, the **Exchange** may suspend the **Admission** of **Securities** if in its opinion such action is appropriate for the maintenance of an orderly market or the protection of investors.
26. A suspension of **Admission** is effected by the issue of a **Market Notice** by the **Exchange**.

Cancellation

27. A request for the cancellation of the **Admission of Securities** must be made by an **Issuer** at least 20 days prior to the date that trading is intended to cease.
28. In the event that the **Listing of Securities** is cancelled, the **Admission** of those **Securities** will be cancelled by the **Exchange**.
29. Whether or not the **Listing of Securities** is cancelled, the **Exchange** may cancel the **Admission of Securities** if in its opinion the continued **Admission** would seriously prejudice the interests of investors or an **Issuer** is in breach of its obligations under these **Standards** which is not capable of rectification within a reasonable period.
30. A cancellation of **Admission** is effected by the issue of a **Market Notice** by the **Exchange**.

Sanctions

31. If, in the opinion of the **Exchange**, an **Issuer** has breached its responsibilities under these **Standards** it may:
 - censure the **Issuer**;
 - publish such censure and the reasons for it;
 - impose a fine of up to £100,000; or
 - suspend or cancel trading in the **Issuer's Securities**.
32. A decision to initiate disciplinary proceedings against an **Issuer** will be taken in accordance with the procedures set out in the **Exchange** disciplinary handbook.

Fees

33. An **Issuer** must pay the prescribed annual fee as it falls due.

Glossary

| Term | Definition |
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| Admission | The Admission of Securities to trading on the AQSE Main Market . |
| Applicant | An entity applying (or proposing to apply) to the Exchange for the Admission of Securities to the AQSE Main Market . |
| Application for Admission | The regulatory form prescribed by the Exchange for the making of an application. |
| Approved Prospectus | The document required under the provisions of FSMA to be approved by the home competent authority of an Applicant or Issuer and published, in relation to the Admission of Securities to a Regulated market or an offer of Securities to a Regulated Market or an Offer of Securities to the Public (including where the context requires any supplementary prospectus or summary document). |
| AQSE Main Market | The market segments operated by the Exchange for Listed Securities. |
| Block Admission | The Admission of a specified number of Securities which may be issued in a particular case. |
| Business Day | A day on which the Exchange is open for business, excluding weekends and public holidays in the UK. |
| Exchange | Aquis Stock Exchange Limited, a company incorporated in England with registered company number 4309969 whose registered office is located at Palladium House, 1-4 Argyll Street, London, United Kingdom, W1F 7LD and the RIE, as appropriate. |
| FCA | The Financial Conduct Authority, acting in its capacity as the competent authority for Listing in the UK. |
| FSMA | The Financial Services and Markets Act 2000 (including where the context requires the prospectus rules of the FCA made under Part 6 of FSMA). |
| Issuer | An entity with a class of Securities admitted to trading on the AQSE Main Market (irrespective of whether trading in such Securities is suspended or not). |
| Listing/Listed | The Admission of Securities to Listing by a competent authority under the law or regulation of a member state implementing EU directive 2001/34/EC. |
| Listing Particulars | A document in such form containing such information as may be prescribed by the Listing Rules of the FCA . |
| Market Notice | A regulatory notice issued by the electronic regulatory news service operated by the Exchange . |
| Offer of Securities to the Public | As defined by section 102B of FSMA , determining whether an obligation arises to publish a prospectus. |

| Term | Definition |
|---------------------------------------|---|
| Regulated Market | A market which is classified as an EU Regulated market in accordance with Article 16 of the Investment Services Directive (93/22/EC). |
| Regulatory Information Service | A service approved by the FCA for the dissemination of regulatory news on behalf of Listed companies and which appears on the register maintained by the FCA . |
| Relevant System | A system for the electronic holding and transfer of Securities as defined by the Uncertificated Securities Regulations 2001 (SI 2001/3755). |
| RIE | A Recognised Investment Exchange which is the subject of a Recognition Order under section 290 of FSMA . |
| Securities | The Securities of an Applicant or an Issuer , of a class admitted to trading on the AQSE Main Market or for which an Application for Admission has been (or is proposed to be) made. |
| Standards | The requirements set out in these Admission and disclosure Standards , as amended by Market Notice from time to time. |

