



[non-binding translation]

# **Additional Rules for the Listing of Bonds (ARB)**

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## **1. Purpose, object and scope**

- 1.1. In addition to the Listing Rules (LR), the present Additional Rules for the Listing of Bonds (ARB) govern the specific requirements for the listing, maintaining and cancellation of listing of bonds on BX Swiss AG (hereinafter "BX").
- 1.2. The ARB applies to all bonds issued by domestic and foreign issuers (including money market instruments, asset-backed securities, convertible bonds, etc.) which are eligible for a listing on BX in accordance with the following provisions.
- 1.3. The requirements for the listing of bonds are defined in Clauses 3 to 5 LR, unless different or supplementary provisions are set out below. Clauses 4.1 and 4.2 LR are not applicable.
- 1.4. The admission office may define additional listing requirements for certain bonds.
- 1.5. Admission to trading of domestic and foreign bonds is regulated in the Rules for the Admission to Trading in the Segment Sponsored Bonds. The ARB is not applicable to these kinds of bonds.
- 1.6. Other than that, the provisions of the Listing Rules apply analogously.

## **2. Listing**

- 2.1. The prerequisite for the listing of bonds is the fulfilment of the listing requirements prescribed in the LR and the ZRA with proof by the applicant.
- 2.2. For processing the trade,
  - a) the admission office may stipulate additional technical requirements, in particular regarding custody and delivery (clearing & settlement);
  - b) BX may provide for implementing trade provisions, for example regarding market making.
- 2.3. Even if the listing requirements are met, the admission office may reject a listing application without stating its reasons, provided this is in the interest of the public or for other objective reasons.
- 2.4. The listing does not imply any value judgement on the issuer or any statement on the economic performance of the issuer. The listing does not constitute a value judgement about the risks associated with the bond. Subject to gross negligence or wrongful intent, BX shall not be liable to third parties for any damages arising from the listing or its cancellation.
- 2.5. The Directive on the Listing Procedure for Bonds governs the details of the listing process.

## **3. Requirements for the issuer**

- 3.1. The founding of the company, the statutes or the articles of association of the issuer must comply with the respective national law which the issuer is subject to.
- 3.2. The financial statements must be drawn up in accordance with an accounting standard recognized by BX in accordance with the published list pursuant to Article 51 para. 2 of the Ordinance on Financial Services (FINSO).

- 3.3. The issuer must have prepared its financial statements in accordance with the accounting standard applicable to that issuer for the two full financial years preceding the listing application or for the period of existence.
- 3.4. The obligations associated with the bonds pursuant to Clauses 4.3 - 4.6 LR and 3.1 - 3.3 ARB may be assumed by a third party (guarantor) instead of the issuer if this third party provides a guarantee commitment (such as a guarantee, a surety or a keep-well agreement).
- 3.5. With the exception of Clauses 4.3 - 4.6 LR and 3.2 - 3.5 ARB, the obligations with regard to listing and in the context of maintaining listing must in principle be fulfilled by both the issuer and the guarantor.
- 3.6. New bond issuers or, alternatively, the guarantor must provide evidence that they comply with these requirements.
- 3.7. In connection with a listing of asset-backed securities, Clauses 4.2 and 4.6 LR are not applicable.
- 3.8. If the issuer or the guarantor is a state, a municipality or another public corporation, the provisions must be complied with analogously.
- 3.9. The requirements for the issuer pursuant to Clause 3 ARB and Clause 4 LR must be fulfilled and proven on the initial offering of the issuer. For subsequent issues, the renewed proof may be waived if the issuer confirms that the requirements will be met unchanged. The admission office may ask the issuer for proof of compliance with the requirements even if the circumstances remain unchanged (e.g. if an issuer has not listed securities on BX for a longer period of time).
- 3.10. The issuer shall appoint a contact person responsible for communication between BX and the issuer.

#### **4. Requirements for securities**

- 4.1. Only bonds that are securities within the meaning of Art. 2. lit. b of the Swiss Financial Market Infrastructure Act (FinMIA) may be listed on BX.
- 4.2. The terms of the securities must be governed by Swiss law or the foreign law of an OECD member state.
- 4.3. The nominal amount of a bond must be at least CHF 5 million. Bonds denominated in foreign currencies may be admitted if the settlement of the exchange transactions is possible via a clearing house recognised by BX.
- 4.4. The issuer must ensure that clearing and settlement can take place via the settlement systems approved by BX.
- 4.5. The issuer must ensure that interest and principal servicing as well as all other customary administrative actions, including the receipt and processing of exercise notices, are ensured in Switzerland.
- 4.6. The issuer may delegate the activities stated under Clause 4.5 to a third party provided that the third party is able to meet the necessary professional and technical requirements in Switzerland.

- 4.7. The assigned office must be a bank, securities firm or another entity that is subject to supervision by the FINMA; foreign offices must be subject to regulation and supervision equivalent to that of Switzerland.

## **5. Obligations with regard to listing**

- 5.1. The publication of an Official Notice on the occasion of the listing of bonds is not required. Clause 10 LR does not apply to listings under the ARB.
- 5.2. In the listing application, the issuer must principally provide evidence that it has a prospectus that has been approved by a reviewing body according to FinSA or is deemed to have been approved under the FinSA. BX may exempt the issuer from submitting this proof, provided that this information can be obtained in electronic form from the responsible reviewing body.

## **6. Application**

- 6.1. The submission of the application and the attachments that must be enclosed, are governed by the Directive on the Listing Procedure for Bonds.
- 6.2. If certain listing requirements have not been met, the application must include a reasoned request for the granting of an exemption. The admission office may grant exceptions if this is compatible with the interests of the public, BX, market participants and the other issuers, and if the applicant provides evidence that the purpose of the relevant provisions is otherwise satisfied in the specific case.
- 6.3. The admission office examines the application based on the submitted documents. It may request further details and additions, in particular to ensure transparent and fair information.
- 6.4. The admission office approves the application if the listing requirements are met.
- 6.5. If the requirements are not met, the admission office rejects the application provisionally or definitively. If the listing is rejected, the independent appeal body may be called upon.
- 6.6. BX may provide for an electronic interface for the submission of listing applications.

## **7. Maintaining the listing**

- 7.1. Continued listing requires ongoing fulfilment of the applicable maintaining provisions under the LR and ARB. However, Clause 14.2 (Interim Reporting) and Clause 17 (Disclosure of Management Transactions) LR are not applicable to listings under these Additional Rules.
- 7.2. The issuer is obliged to publish an annual report. This includes the audited annual financial statements in compliance with the applicable accounting and financial reporting standards, as well as the report from the auditors.
- 7.3. The issuer informs the market about price-relevant facts which occurred in its area of activity (ad hoc disclosure) according to the provisions on ad hoc publicity.
- 7.4. The issuer is obliged to ensure the submission of the required notices and disclosures to BX in compliance with the Directive on the Regular Reporting Obligations for Bonds, as well as all other actions for the care of the instrument during the entire term.

7.5. The conditions for maintaining listing must generally be fulfilled by both the issuer and the guarantor. If a guarantee commitment exists, the requirements under Clause 7.2 apply only to the guarantor. Those under Clause 7.3 apply only to the guarantor if the issuer is a fully consolidated subsidiary of the guarantor.

## **8. Exemptions**

8.1. The admission office may grant exemptions from individual provisions of these rules provided it is compatible with the interests of the public, the stock exchange or the market participants, and that the applicant provides proof that the purpose of the relevant provisions in the specific case are served satisfactorily by other means.

## **9. Suspension of trading and delisting**

9.1. Suspension of trading and delisting are governed by Clauses 21 and 22 LR, unless different or supplementary rules are set out below or in the Directive on the Listing Procedure for Bonds.

9.2. The admission office has the right to temporarily suspend the listing of bonds upon the request of the issuer or if extraordinary circumstances indicate that a suspension is advisable.

9.3. The suspension may be lifted when the reasons for it no longer exist.

9.4. For the duration of the suspension, the issuer is still obligated to comply with the obligations for maintaining the listing.

9.5. The issuer itself assesses whether a bond can be delisted under the applicable conditions.

9.6. The listing of a bond may be cancelled for the following reasons:

- a) upon a substantiated request by the issuer or guarantor, whereby the admission office considers the interests of exchange trading, investors and the issuer or guarantor;
- b) if the solvency of the issuer is seriously called into question, or if insolvency or liquidation proceedings have already been initiated; the bond will be delisted at the latest when the tradability is no longer ensured;
- c) if the suspension has been maintained for three months and the reasons for these measures did not cease to exist;
- d) in the course of or upon completion of sanction proceedings;
- e) if the listing requirements are no longer met.

9.7. The application must be submitted by the issuer or its representative no later than ten trading days prior to the announcement of the delisting, stating the desired delisting date. BX may set a shorter or longer deadline in the interest of investor protection.

9.8. The ordinary delisting of maturing or early redeemable securities shall take place without prior notice by BX at the end of the term of the bond.

## **10. Sanctions**

- 10.1. The violation of obligations of the LR, ARB or further implementing decrees may lead to the imposition of sanctions by the sanction commission. While taking into account the culpability and the severity of the violation, the following sanctions may be imposed: reprimand, fines up to CHF 500,000, suspension of trading or cancellation of the listing and publication of one of the mentioned sanctions. These sanctions may be imposed cumulatively.
- 10.2. Sanction decisions of the sanction commission may be appealed at the appeal body within 30 days after the notification of the decision. The appeal has no suspensive effect.

## **11. Appeal against decisions of the admission office**

- 11.1. Issuers and guarantors who do not agree with a decision of the admission office regarding the listing, suspension and cancellation of the listing may appeal at the appeal body of BX within 30 days after the notification of the decision.

## **12. Fees**

- 12.1. BX charges fees for the listing of bonds. Details are governed by the List of Fees.

## **13. Final provisions**

- 13.1. These rules were adopted by the admission office and approved by the FINMA on 9 June 2021. They enter into force on 26 July 2021.