BX Swiss

[non-binding translation]

Additional Rules for the Listing of Derivatives (ARD)

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BX Swiss

1. Purpose and subject matter

1.1. In addition to the Listing Rules (**LR**), the present Additional Rules for the Listing of Derivatives (**ARD**) define the special requirements for the listing, maintaining and cancellation of listings of derivatives at the BX Swiss AG (**BX Swiss**).

1.2. Within the meaning of these ARD, considered as derivatives are financial instruments, issued en masse as securities in a standardised form, and characterised by the fact that their value depends on the value of one or several underlying instruments.

1.3. Unless diverging or supplementing provisions are stipulated below, the requirements for the listing of derivatives according to the present AR comply with clause 3 and 4 LR. Clause 4.2, 4.3, 4.4 and 4.6 are not applicable. Other than that, the provisions of the LR apply analogously.

1.4. The Admission Board may stipulate additional requirements for the listing of certain derivatives.

2. Listing

2.1. The prerequisite for the listing of derivatives is that the applicant fulfils the listing requirements prescribed in the LR and the present ARD and provides evidence of this.

2.2. For the purpose of processing the trade,

a) the Admission Board may stipulate additional technical requirements, in particular regarding custody and delivery (clearing & settlement);

b) the BX Swiss may stipulate implementing trade provisions, for example regarding market making.

2.3. If it is in the interest of the public or the BX Swiss, the Admission Board may also reject a listing application without giving reasons, even if the listing requirements were met.

2.4. The listing does not entail a value judgment about the issuer, nor a statement about the economic performance of the issuer, nor a value judgment about the risks associated with the derivative. The BX Swiss is not liable to third parties except for gross negligence and wrongful intent, for loss or damages arising from the listing or its cancellation.

2.5. The details of the procedure are governed by the Directive to the Listing Procedure for Derivatives.

3. Requirements for the issuer

3.1. The founding of the company, statutes or articles of association of the issuer must comply with the respective national law the issuer is subject to.

3.2. The issuer must either:

a) have a licence as securities firm from the Swiss Financial Market Supervisory Authority (**FINMA**) in accordance with Article 41 of the Federal Act on Financial Institutions of 15 June 20218 (Financial Institutions, **FinIA**),

b) be subject to the Swiss Federal Banking Act of 8 November 1934 as a bank, or

c) be subject to an equivalent foreign supervision.

3.2bis The issuer must have prepared its annual financial statements for the last two full financial years in accordance with the accounting standards applicable to the issuer. Companies whose economic substance has only been in existence for a shorter period of time must submit corresponding shortened financial statements.

3.3. The financial statements shall be prepared in accordance with an accounting standard recognized by BX Swiss in accordance with the published list pursuant to Article 51 para. 2 of the Ordinance on Financial Services of 6 November 2019 (Financial Services Ordinance, **FinSO**).

3.4. Issuers that issue derivatives within the meaning of these regulations on their own underlying instruments or on underlying instruments of group companies are exempt from the requirements of clause 3.2 ARD.

3.5. New issuers of derivatives, or alternatively the guarantor, have to provide proof of meeting these requirements.

3.6. The issuer appoints a contact person who is responsible for the business transactions and communication between the BX Swiss and the issuer.

3.7. The obligations under the LR and these ARD associated with the bonds must generally be fulfilled by both the issuer and any guarantor. If there is a guarantee commitment (such as a guarantee, surety or keep-well agreement), the requirements may also be fulfilled by the guarantor as an alternative.

4. Paying agent and administrative activities

4.1. The issuer must ensure that the asset servicing as well as all other usual administrative activities, including receiving and processing exercise declarations, are provided.

4.2. The issuer may delegate the activities stated under clause 4.1 to a third party, provided that the third party is able to meet the necessary professional and technical requirements.

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

5. Requirements for securities

5.1. Only derivatives which are securities within the meaning of Art. 2 lit. b) bbis of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (Financial Market Infrastructure Act, **FinMIA**) can be listed on the BX Swiss.

5.2. The issuer must ensure that clearing and settlement can be carried out via the clearing and settlement systems approved by the BX Swiss.

5.3. The terms and conditions of the securities must be subject to Swiss law or the foreign law of an OECD member state.

5.4. There is no minimum volume requirement for the issue.

5.5. Derivatives denominated in foreign currencies may be admitted if settlement of the exchange transactions is possible via a recognised clearing office.

6. Requirements for underlying instruments

6.1. Possibly considered as underlying instruments are:

a) equity securities or bonds which are admitted to trading or listed on a Swiss stock exchange or admitted to trading or listed on a recognised foreign trading venue;

b) freely convertible currencies;

c) swap and interest rates according to market standard;

d) precious metals according to bank standard, such as gold, silver and platinum;

e) commodities traded on a domestic or a recognised foreign trading venue;

f) standardised option and futures contracts traded on a domestic or a recognised foreign trading venue;

g) crypto -based assets (**crypto assets**):

h) electricity, certificates of other energy sources and CO2 certificates;

i) domestic or foreign collective investment schemes that have been approved by FINMA in accordance with the provisions of the Federal Act on Collective Investment Schemes of 23 June 2006 (Collective Investment Schemes Act, **CISA**);

j) indices based on prices of the underlying instruments specified in these rules, provided that the corresponding index is recalculated and published at regular intervals;

k) baskets consisting of underlying instruments specified in these rules.

6.2. Recognised foreign trading venues within the meaning of clause 6.1 ARD are those trading venues which BX Swiss has recognised pursuant to Art. 48 of the Ordinance on Financial Services of 6 November 2019 (Financial Services Ordinance, **FinSO**). BX Swiss maintains a list of the foreign trading venues it recogniszes on its website.

6.3. The Admission Board may admit additional underlying instruments.

7. Special requirements for crypto assets as underlying instruments

7.1. Crypto assets are assets that are issued and transferred on the basis of distributed ledger technology (**DLT**).

7.2. Crypto assets that facilitate private and anonymous blockchain transactions (so-called 'privacy coins') or that qualify as asset tokens or hybrid asset tokens if they represent an equity security in their economic function are not permitted as underlying instruments.

7.3. Further requirements and technical details are governed by the Directive on Crypto Assets as Underlying Instruments.

7.4. BX Swiss is free to reject the admission of crypto assets as underlying instruments, even if all requirements are met, if this is in the interest of the public, the exchange or for other objective reasons.

7.5. The Admission Board may cancel the admission of an underlying instrument if this is in the interests of the public, the exchange or for other objective reasons.

8. Issuance volume and currency *(cancelled)*

9. Application

9.1. The submission of the application and the attachments that must be enclosed, are governed by the Directive to the Listing Procedure for Derivatives.

9.2. If certain listing requirements have not been met, the application must include a reasoned request for the granting of an exemption. The Admission Board may grant exceptions if this is compatible with the interests of the public, the BX Swiss, market participants and the other issuers and if the applicant provides evidence that the purpose of the relevant provisions is otherwise fulfilled in the specific case.

9.3. The Admission Board examines the application based on the submitted documents. It may request further details and additions, in particular to ensure transparent and fair information

9.4. The Admission Board approves the application if the listing requirements are met, subject to rejection for important reasons in accordance with clause 9.6.

9.5. If the requirements are not met, the Admission Board rejects the application preliminarily or definitively. If the listing is rejected, the independent appeal body of BX Swiss may be called upon.

9.6. The Admission Board may reject a listing application even if the listing requirements are met if this is in the interests of the public, the stock exchange or for other objective reasons. In the event of a refusal of listing, an appeal may be lodged with the independent appeal body of the BX Swiss

10. Maintaining listing

10.1. The issuer is obliged to publish an annual report. This includes the audited annual report in compliance with the applicable accounting and financial reporting standards, as well as the report from the auditors.

10.2. The issuer informs the market about facts which are relevant for pricing and occurred in its area of activity (ad hoc disclosure), according to the specifications of clause 16 LR.

10.3. The issuer is obliged to ensure the submission of the required notices and disclosures to the BX Swiss in compliance with the Directive on the Regular Reporting Obligations (in the event of, for example, corporate actions, barrier breaches, suspensions), as well as all other actions for the care of the instrument during the entire term.

10.4. If guarantee commitments exist, the requirements of clause 10.1 *(Periodic reporting)* only apply to the guarantor, while those of clause 10.2 *(Ad hoc publicity)* only apply to the guarantor if the issuer is a fully consolidated subsidiary of the guarantor.

11. Exemptions

11.1. The Admission Board 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.

12. Suspension of trading and delisting

12.1. The Admission Board is authorised to temporarily suspend trading in a derivative at the request of the issuer or on its own initiative if listing requirements that must be met on a permanent basis during the term of the derivative are no longer fulfilled.

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

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

12.4. The listing of a derivative may be cancelled for the following reasons:

a) upon a substantiated request by the issuer or guarantor, whereby the Admission Board considers the interests of the official exchange trading and the investors and, where appropriate, of the issuer;

b) if the solvency of the issuer is seriously called into question, or if insolvency or liquidation proceedings have already been initiated, the derivate 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 Admission Board terminates the admission of a crypto asset as an underlying instrument;

f) if the conditions for admission are no longer met.

12.5. A delisting application is particularly considered as sufficiently substantiated if:

a) the issuer is keeping all the derivatives in question on its own books and thus, the delisting does not infringe any rights to investor protection; or

b) if there is 'open interest',

aa) all investors concerned have been informed about the intended delisting and agree with it, or

bb) if:

- the announcement of the delisting is made three months in advance of the last trading day; and
- it is ensured that the announcement of the delisting is accompanied by a publication in accordance with the applicable conditions.

13. Sanctions

13.1. The sanction commission is authorised to impose sanctions if the issuer breaches its obligations under these regulations. 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.

13.2. Sanction decisions of the sanction commission may be appealed at the appeal body of BX Swiss within 30 days after the notification of the decision. The appeal has no suspensive effect.

14. Appeal against decisions of the Admission Board

14.1. Anyone disagreeing with a decision of the Admission Board regarding the listing, suspension and cancellation of the listing may appeal at the appeal body of BX Swiss within 30 days after the notification of the decision.

15. Fees

15.1. The BX Swiss charges fees for the listing of securities. Details are governed by the List of Fees.

16. Final provisions

16.1. These rules were adopted by the Admission Board and approved by FINMA on 17 December 2024. They enter into force on 15 July 2025 and supersede the existing Additional Rules for Derivates of 1 Novmeber 2020.