

[Non binding translation]

## Segment Swissfunds

# Rules for the listing of Collective Investment Schemes and Exchange Traded Funds

### 1. Purpose and validity

- 1.1. These rules govern the requirements for the listing, maintenance and delisting of Funds at BX Swiss (BX) in the segment BX Swissfunds.
- 1.2. For the purpose of these rules “Funds” encompass collective investment schemes (CIS) of domestic and foreign issuers, which according to the Federal Act on Collective Investment Schemes (CISA) are:
  - a) approved by FINMA;
  - b) approved by FINMA for distribution.
- 1.3. For the purpose of these rules “Funds” also encompass Exchange Traded Funds (ETF).

### 2. Listing

- 2.1. The applicant has to provide evidence that the requirements for the issuer (Art. 3) and securities (Art. 4) are met.
- 2.2. The precondition for the listing of a fund is compliance with the requirements of these rules and
  - a) for domestic Funds: a valid FINMA approval according to CISA;
  - b) for foreign Funds: a valid FINMA approval for distribution in or from Switzerland.
- 2.3. The BX admission board may, if in the interest of the public or BX, decline an application without any justification, regardless if listing requirements are met.
- 2.4. For trading, clearing and settlement purposes
  - a) BX admission board may demand additional technical requirements, in particular regarding custody, clearing and settlement;
  - b) BX may foresee specific trade provisions eg. regarding market making, ETFs or real estate funds.
- 2.5. No value judgement whatsoever and no statement on the economic performance of the issuer are granted with listing. No value judgement on risks associated to Funds are granted with listing. With the exception of gross negligence or intent, BX shall not be liable for any loss or damage which may arise from listing or delisting.

### 3. Requirements for the issuer

- 3.1. The issuers’ foundation, bylaws or articles of association have to be in compliance with the domestic regulation by which it is regulated.
- 3.2. The issuer must be in compliance of regulatory and supervisory requirements of competent authorities.

- 3.3. The issuer identifies one contact person responsible for the ordinary course of business and communication between BX and the issuer.
- 3.4. The issuer ensures that all of the information provided in connection with the listing application and continuous obligations is in all respects accurate, complete and not misleading.

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

- 4.1. The securities shall:
  - a) be freely negotiable;
  - b) be eligible for electronic clearing and settlement;
  - c) be capable of being traded in a fair, orderly and efficient manner;
  - d) have an adequate free float at latest at trading start.

#### **5. Issue volume and currency**

- 5.1. No minimum issuance volume is prescribed.
- 5.2. Foreign currencies may be admitted, if clearing and settlement is possible on a recognized clearing house.

#### **6. Application**

- 6.1. Application shall refer to all issued securities of the instrument. Should the instrument be already listed on BX, the application relates to the additional securities only.
- 6.2. The application has to be in German, English, French or Italian.
- 6.3. For foreign Funds the application may be submitted by the Swiss recognized representative.
- 6.4. The application includes the desired first trading day. Application shall be submitted at latest ten exchange days before the desired first trading day.
- 6.5. In case any listing requirement is not met, application shall include justified request for approval of an exception. The admission committee decides on admissibility of exceptions at its sole discretion.
- 6.6. In the application applicant shall warrant the following (with name and function):
  - a) its responsible officers or bodies agree with the listing;
  - b) the Fund has received the necessary FINMA authorisation;
  - c) the prospectus is complete according to these rules;
  - d) the official notice (if required) is complete according to these rules;
  - e) the annual and semi-annual report are submitted regularly;
  - f) all information related to and published regarding the securities will be immediately notified;
  - g) listing fees will be timely paid.
- 6.7. The following shall be enclosed to the application:
  - a) one copy of the latest prospectus approved by the competent authority and complementary documents;
  - b) one copy of the last annual report and, in case reporting date has passed since more than nine months, one copy of the last semi-annual report;
  - c) one copy of FINMA approval, or for foreign Funds one copy of the FINMA authorisation to distribute.

- 6.8. The complete application and enclosures shall be additionally submitted to BX by electronic means (zulassung@bxswiss.com).
- 6.9. The admission committee reviews the application based on the submitted documents. It may request additional information and additions to the official listing notice, especially if the basic principle of fair information is not observed.
- 6.10. The admission committee approves the application if the requirements set in these rules are met. Approval will be published on the BX website at least three days before listing.
- 6.11. If any requirements are not met, the admission committee declines listing on a provisional or final way. Upon refusal the issuer may call the BX Appeals Board.

## **7. Prospectus**

- 7.1. The latest FINMA approved prospectus will be accepted.
- 7.2. The prospectus needs to be completed with following information:
  - a) Swiss valor number, ISIN and ticker;
  - b) trading and base currencies (ISO codes);
  - c) type of securitisation, central securities depository (CSD) and clearing house;
  - d) reference price for opening at first trading day;
  - e) dividend payments type (accumulative/cash) and frequency;
  - f) other trading relevant information;
  - g) if available, information on development of net asset value (NAV) over the last three years;
  - h) declaration, that full responsibility for the prospectus is assumed;
  - i) declaration, that information provided is in good faith correct and no material circumstances are missing;
  - j) declaration, that the last annual report and, if applicable, the last semi-annual report, are integrating parts of the prospectus.
- 7.3. For foreign Funds the prospectus needs to be completed with following additional information:
  - a) paying agent in Switzerland;
  - b) recognized representative in Switzerland;
  - c) information on the authority which approved the Fund;
  - d) if applicable, disclosure of the exchange at which the Fund is primarily listed.

## **8. Official notice**

- 8.1. The purpose of the official notice is to draw the attention of the public on the listing application and allow investors to appraise the instrument.
- 8.2. The public has to be informed by an official notice on any material change to the prospectus between publication and listing.
- 8.3. The official notice has to be published at latest before trading opening at listing day (first trading day).
- 8.4. An official notice according to art. 8.2 has to be published at latest 60 minutes before trading opening at listing day (first trading day).
- 8.5. Official notices are published on the BX Website.
- 8.6. The official notice includes following information:
  - a) Company name, seat and address of issuer;

- b) For foreign Funds additionally name, seat and address of authorized representative in Switzerland;
- c) Type of Fund;
- d) Intended listing and first trading day, if known;
- e) Fund manager, custodian and clearing house;
- f) Swiss valor number, ISIN and ticker;
- g) Date of FINMA authorization and Fund launch date;
- h) Financial year and accounting principles applied;
- i) Description, nominal amount, number and denomination of the securities;
- j) Information on possible conditions attached to the securities to be listed;
- k) Information on possible deviations from standard market provisions highlighted in the prospectus;
- l) Dividends, net profit and NAV per unit for the last three years (if available);
- m) Indication on which exchanges listing exists or has been submitted to;
- n) Indication on where the prospectus, additions and other reference documents may be obtained and in which language;
- o) Indication, that only the prospectus is decisive for the listing;
- p) Indication, that the official notice is not a prospectus within the meaning of Art. 652a and 1156 of the Swiss Civil Code;
- q) Applicable law;
- r) Limitations to distribution.

## **9. Maintenance and continuous obligations**

- 9.1. The issuer shall publish an annual report containing the audited financial statement according to accounting principles requirements and the audit report and certificate.
- 9.2. The issuer shall publish an unaudited semi-annual report and submit it to the admission board at latest at publication.
- 9.3. If issuer publishes additional interim reports, these have to be submitted to the admission board at latest at publication.
- 9.4. The issuer shall submit the financial calendar to the admission committee and notify immediately any modification.
- 9.5. The issuer informs the public on price-sensitive facts occurred (ad-hoc publicity). As price-sensitive are considered facts which could lead to a remarkable price fluctuation.
  - a) The issuer informs as soon as he is aware of the facts on their essential points. The issuer may delay publication of a price-sensitive fact if
    - aa) the new fact is based on a plan or decision of the issuer, and
    - bb) the publication may damage the issuer.In such a case the issuer shall ensure complete confidentiality.
  - b) Publication shall be made on best effort for equal treatment of all market participants.
  - c) Notices which may potentially contain price-sensitive information have, where possible, to be published 60 minutes before market opening or after market closing and have to be made accessible to all market participants as far as possible. The notice shall be sent to the admission board at latest at publication.

- d) In specific cases, where publication needs to be made during trading hours or later than 60 minutes before market opening, the foreseen notice needs to be sent and advised per phone to the admission board at least 60 minutes before planned publication time. The admission board may in such a case temporarily suspend trading.
  - e) The admission board uses the notice till publication only for market supervision purposes. After publication it holds the received wording available for interested parties.
- 9.6. The investor notifies immediately any modification in the rights connected to the securities. If legitimate interests of the issuer are not affected, he draws the public's attention on planned modifications in an appropriate manner to allow them to exercise their rights.
- 9.7. The issuer shall notify the admission board any information useful for investor protection and orderly trading.
- 9.8. The admission board may request the issuer to publish certain information. If the issuer fails to follow instructions, the admission board may itself publish the information after hearing the issuer.
- 9.9. The requirements for the issuer according to Art. 3, to the security according to Art. 4 and for listing according to Art. 6.6, have to be fulfilled for the whole duration of the listing.
- 9.10. The issuer needs to be in compliance of all applicable legal or supervisory requirements for the whole duration of the listing.

## **10. Corporate Actions**

- 10.1. The issuer submits the calendar of corporate actions having an impact on investor rights to the admission committee at latest ten days before the first planned action following the calendar takes place.
- 10.2. BX may demand and agree with the issuer amendments to the whole calendar or single corporate actions.
- 10.3. Any modification to the calendar or single corporate action shall be notified immediately and agreed with BX.
- 10.4. For dividends or similar corporate actions, the Issuer publishes at least amount, record-date, ex-date and payment-date.

## **11. Exceptions**

- 11.1. The admission board may grant exceptions to single provisions of these rules, if compatible with the interest of the public, the exchange and the market participants and the applicant evidences that the purpose of the respective provisions has been otherwise met.

## **12. Trading suspension and delisting**

- 12.1. Trading of a security may be temporarily suspended for following reasons:
- a) on request of the issuer
  - b) on request of an authority;
  - c) on breach of important disclosure obligations;
  - d) in the framework of a sanction proceeding;
  - e) at the sole discretion of BX, if an orderly trading in the security cannot be guaranteed.
- 12.2. After trading suspension of a security, trading is resumed only at the moment BX judges that an orderly trading can take place.

12.3. The issuer shall be in compliance of continuous obligations also during a trading suspension.

12.4. A security may be delisted for following reasons:

- a) on substantiated request of the issuer, whereas the admission board shall consider the interest of exchange trading, investors and eventually the issuer. If delisting is planned on year end or a on specific date, a three months' notice period shall be observed and confirmed by the issuers responsible officers or bodies;
- b) if the solvency of the issuer is in serious doubt or insolvency or liquidation proceedings have already commenced, the security will be at latest delisted when tradability is not any longer guaranteed;
- c) when suspension duration reaches three months and reason for suspension has not been resolved;
- d) in the framework or after closing of a sanction proceeding.

### **13. Sanctions**

13.1. The admission board is vested to sanction the issuer failing to comply with his obligations under these rules. The following sanctions may be ordered, taking into account severity and negligence of the issuer, whereas fault and gravity are taken into consideration: reprimand, monetary fine up to CHF 500'000, suspension, delisting and publication of the decision. Said sanctions may be cumulative.

13.2. Against admission board sanctions, an appeal may be submitted to the BX Appeals Board within 30 days. Any sanction remains in place until an appeal is granted.

### **14. Appeal: BX Appeals Board**

14.1. A party who disagrees with an admission board decision on listing or delisting, may appeal to the BX Appeals Board within thirty days after decision is sent.

### **15. Fees**

15.1. BX charges fees for listing and maintenance of a Fund. Details are set out in a specific segment price list.

### **16. Final provisions and validity**

16.1. These rules have been approved by the BX board of directors on September 15th 2016, approved by FINMA on October 20th 2016 and enter into force on November 7th 2016.