

Supplement Denmark

In addition to the rules stated in Spotlight's Rulebook dated 2019-04-01 the following in Chapter 1, 2, 4 and 7 also applies for Spotlight Denmark operated by ATS Finans AB.

The Company must be compliant with Danish legislation as well as regulations and reporting obligations to local Financial Services Authority (FSA) both in Denmark and Sweden.

In accordance with Swedish legislation, a Company with domicile in Denmark are not subject to the Lex Leo in the Swedish Company Act Chapter 16. Therefore, the Supplement for Denmark has been supplemented by a provision corresponding to the Lex Leo in the Swedish Company Act Chapter 16.

All communication with Spotlight must be in English or Swedish.

General acceptable behaviour on the Swedish Securities market

The Company whose shares are traded on Spotlight must comply with generally acceptable behaviour relating to disclosure and information requirements in the Swedish Securities market and the Danish Securities market.

In order for the Danish companies to comply with acceptable behaviors in the Swedish Securities market, the most important rules have been included as appendices to the Rule Book.

Please see Appendices 1 and 2.

The Swedish Corporate Governance Board

Appendix 1: Private Issue of shares

The Swedish Corporate Governance Board has issued a recommendation that expresses what is regarded as generally accepted principles in the stock market for private placement of shares, convertibles and warrants in companies whose shares are admitted to trading on Spotlight's trading platforms, Private placement of shares.

Appendix 2: Public takeover

The Swedish Corporate Governance Board has issued rules regarding public takeover applicable when someone make a public takeover offer to holders of shares issued by a company which are admitted to trading on Spotlight's trading platforms, Takeover rules for certain trading platforms.

1. GENERAL PROVISIONS

1.2. The Company's general undertakings as towards the Marketplace

As long as its shares are listed on the Marketplace, the Company must:

- i. abide by the Regulations and provide the Marketplace with the particulars and information that the Marketplace considers it needs to monitor the Company's compliance with the Regulations, relevant statutes and regulations issued by public agencies. The requirement also means that the Company accepts that its auditors may provide the above particulars and information to the Marketplace;
- ii. appoint a market maker if the Marketplace decides that conditions for effective trade do not exist;
- iii. carry out a reverse split or split of the Company's shares if the Marketplace decides that this is necessary to achieve effective trade;
- iv. Comply with (i) good practice in the Swedish stock market, (ii) The Swedish Corporate Governance Board at any time applicable recommendation on Private Placements, see Appendix 1, and (iii) The Swedish Corporate Governance Board at any time applicable Takeover Rules Certain Trading Platforms see Appendix 2.
- v. pay regular fees to the Marketplace in accordance with the price list and payment terms in effect from time to time, available on the Marketplace's website. Changes in fees will apply to the Company no earlier than 30 days after the Marketplace informs the Company of the changes;
- vi. observe a written notice period of three (3) months.

2. LISTING REQUIREMENTS

2.7. Number of shareholders

The Company must have a sufficient number of shareholders.

Commentary

The basic requirement is that there must be at least 300 shareholders, each having a holding worth at least DKK 3,000 (following broadening of share ownership or a share issue in conjunction with the listing). A company with substantially more shareholders with a smaller holding per person may be accepted in some cases. A lower number of shareholders may be accepted in some cases if the Company engages a market maker

Ongoing ownership requirement

If the Marketplace decides that the number of shareholders does not meet the requirement while the Company is listed on the Marketplace, the Marketplace will urge the Company to take action to meet this requirement once again. The Marketplace may require the Company to engage a market maker. If trade in the shares nonetheless remains sporadic, it may become necessary to place them on the observation list. A decision by the Marketplace to this effect will be preceded by a discussion with the Company.

Listing a second series of shares

If the Company wishes to list a second series of shares, the Marketplace will determine whether liquidity may suffice for that series. In practice, this means at least 100 shareholders each owning shares worth approximately DKK 3,000.

2.8. Pricing

The market price of shares in the Company must be at least DKK 4.00 per share at the time of listing.

Commentary

This listing requirement applies only at the time of listing. Exemption from this requirement may be granted if there are particular reasons for doing so.

4. OTHER DISCLOSURE REQUIREMENTS

4.2. Time for publication of financial reports and annual report

Regular financial reports must be published within two months from the end of the reporting period.

An annual report accompanied by an auditor's report must be published.

Commentary

The Company must keep its annual report and auditor's report available to the shareholders on the Company's webpage. The annual report and auditor's report must also be published in the form of press release.

4.4. Interim reports

Interim reports must contain at least the following information.

- i. Summarised profit and loss account for the reporting period in question, and to date for the current financial year, with comparative figures for the same period the preceding financial year;
- ii. the revenue and cost shall be presented before gross profit in the consolidated income statement, with comparative figures for the same period the preceding financial year;
- iii. summarised balance sheet as at the end of the reporting period in question, with comparative figures for the end of the preceding financial year;
- iv. significant income and expenses;
- v. earnings per share after tax at the end of the reporting period, with comparative figures for the same period the preceding financial year;
- vi. information on the number of outstanding shares at the end of the reporting period, with comparative figures for the preceding financial year. The information must be provided both before and after exercise of outstanding convertibles, warrants and the like, if they result in an increase in the number of shares;
- vii. comments on earnings performance and position, with emphasis on the most recent quarter, stating, among other things, the effect of important non-recurring events;
- viii. the date of the next report;
- ix. if projections about the future are given, the corresponding information given in the preceding report must also be specified, along with any changes made public since the preceding report; and information about whether the report has been reviewed by the Company's auditors; if so, the auditor's statement is to be included in the report.

4.5. Half-yearly report

The half-yearly report must contain at least the following information.

- i. Summarised profit and loss account for the reporting period in question, and to date for the current financial year, with comparative figures for the same period the preceding financial year;**
- ii. the revenue and cost shall be presented before gross profit in the consolidated income statement, with comparative figures for the same period the preceding financial year;**
- iii. summarised balance sheet as at the end of the reporting period in question, with comparative figures for the end of the preceding financial year;**
- iv. summarised cash flow statement, with comparative figures for the same period the preceding financial year;**
- v. significant income and expenses;**
- vi. earnings per share after tax at the end of the reporting period, with comparative figures for the same period the preceding financial year;**
- vii. information on the number of outstanding shares at the end of the reporting period, with comparative figures for the preceding financial year. The information must be provided both before and after exercise of outstanding convertibles, warrants and the like, if they result in an increase in the number of shares;**
- viii. brief comments on earnings performance and position, with emphasis on the most recent quarter, stating, among other things, the effect of important non-recurring events;**
- ix. the date of the next report;**
- x. if projections about the future are given, the corresponding information given in the preceding report must also be specified, along with any changes made public since the preceding report; and**
- xi. information about whether the report has been reviewed by the Company's auditors; if so, the auditor's statement is to be included in the report.**

4.6. Annual earnings figures, unaudited

The press release of unaudited annual earnings figures must include at least the following information.

- i. Summarised profit and loss account for the reporting period in question, and to date for the current financial year, with comparative figures for the same period the preceding financial year;**
- ii. the revenue and cost shall be presented before gross profit in the consolidated income statement, with comparative figures for the same period the preceding financial year;**
- iii. summarised balance sheet as at the end of the reporting period in question, with comparative figures for the end of the preceding financial year;**
- iv. summarised cash flow statement, with comparative figures for the same period the preceding financial year;**
- v. significant income and expenses;**
- vi. earnings per share after tax at the end of the reporting period, with comparative figures for the same period the preceding financial year;**
- vii. information on the number of outstanding shares at the end of the reporting period, with comparative figures for the preceding financial year. The information must be provided both before and after exercise of outstanding convertibles, warrants and the like, if they result in an increase in the number of shares;**
- viii. brief comments on earnings performance and position, with emphasis on the most recent quarter, stating, among other things, the effect of important non-recurring events;**
- ix. the date of the next report;**
- x. if projections about the future are given, the corresponding information given in the preceding report must also be specified, along with any changes made public since the preceding report;**
- xi. proposed dividend;**
- xii. information on where and when the annual report and auditor's report are expected to be made available to the public;**
- xiii. information on the planned date and place of the AGM; and**
- xiv. information about whether the report has been reviewed by the Company's auditor; if so, the auditor's statement is to be included in the report.**

Commentary on sections 4.4 – 4.6

A financial report should begin with a summary of the most important information, at least comprising information about net turnover/sales and earnings per share, possibly accompanied by a forecast, if one is made in the report. The introductory summary should also give some performance measures for the period in question, with comparative figures for the same period the preceding financial year. The same performance measures should be used in all reports during the financial year. It is recommended that any alternative performance measures used by the Company in the report also be defined in the report. To increase comparability, the performance measures must be accompanied by comparative figures for the same period the preceding financial year.

The financial comments must give the reader an additional understanding of the Company's earnings performance and financial position. If necessary, details of the financial outcome can be repeated, but the comments should primarily focus on enabling the reader to achieve a deeper understanding and analysis, e.g. why the Company's income and expenses have changed in comparison with previous reporting periods.

The comments made by the Company in the financial reports must be adapted to the business conducted and the market conditions under which the Company operates. The financial comments also govern the extent to which the Company's financial spokesperson is able to comment the Company's financial performance in dialogue with analysts or investors, for example. It may be of value, for instance, to comment on circumstances or events that have impacted turnover/sales, and how the financial situation has developed.

If the report has been examined by the Company's auditor, the auditor's report must be included in the publication of the report.

Alternative performance measures

As regards IFRS, ESMA has issued guidelines on alternative performance measures in order to enhance the utility of, and insight into, financial measures of historical and future earnings performance, financial position, financial results or cash flow used by companies. Measures defined in IFRS are not covered by the guidelines. ESMA has also published guidance on how the guidelines should be applied. Companies are expected to take account of the guidelines and guidance where they are applicable.

4.8. The Company's shareholders' equity is less than one-half of the registered share capital

The board of directors shall immediately disclose information if there exists reason to believe that the Company's equity is less than one-half of the registered share capital together with a description how the Company plans to restore the registered share capital.

Commentary

In conjunction with the public disclosure, the Company's Shares may be placed on the observation list under section 6.1.

4.10. General meetings of the shareholders

Notice of a general meeting must be announced in accordance with current legislation.

The notice shall always include the following:

- i. the time and place of the meeting;**
- ii. the agenda as well as the main proposals under each item of the agenda;**
- iii. a description of the procedures the shareholders must comply with in order to participate in and vote at the general meeting either in person or through proxy representative;**
- iv. the record date that defines the right to participate in and vote at the general meeting;**
- v. a description of shareholders' right to ask questions related to an item on the agenda either during the meeting or by submitting the question to the company in advance;**
- vi. the internet address where the general meeting documents and proposed resolutions are available;**
- vii. the total number of shares and voting rights on the date of the notice to convene; and**
- viii. the address of the company website.**

Commentary

Notice of general meetings must be given both via a press release, and by announcement in accordance with the Danish Companies Act (Selskabsloven). The press release must always be publicly disclosed as a press release no later than the morning before start of trading on the day that the notice is published in a newspaper and/or made available on the Company's website.

A draft notice of a shareholders' meeting should be submitted to the Marketplace in good time before publication, so that any errors can be corrected by the Company before announcement.



Proposed resolutions to be put before a general meeting that contain insider information must be publicly disclosed as soon as possible under Article 17 (1) of MAR. This means that a proposal containing insider information must be made public as soon as possible, even though the proposal will later be set out in a notice of a general meeting.

At general meetings of the shareholders it is not permitted to publicly disclose new information that is insider information. If the Company plans to disclose such information at a general meeting, it must publish the information in a press release at the same time.

4.16. Issue memorandum

If the Company makes a rights issue or public issue, and an issue prospectus is not legally required, the Company must publish an issue memorandum presenting relevant information about the Company and the offer no later than one trading day before the subscription period begins.

The issue memorandum must at least include the information specified in the Marketplace's Riktlinjer för emissionsmemorandum ("Guidelines on Issue Memorandums"), available on the Marketplace's website¹.

The issue memorandum must be reviewed by the Marketplace before it is made public.

Commentary

As a rule, when shares are issued, a prospectus must be prepared and approved by the Danish FSA (Finanstilsynet). Exemption from the obligation to prepare a prospectus is granted in some cases. In this context, the most relevant instances where exemption may be granted are when the amount that the Company has intended to raise by issues, including the issue in question, over the previous 12-month period does not exceed €2.5 million, or the issue in question is directed to fewer than 150 private individuals or legal entities.

If the Company is not obliged to prepare a prospectus, it must prepare and publish an issue memorandum. The issue memorandum must clearly state the use to which the capital that the Company intends to raise will be put. The purpose is to give investors an understanding of the Company's intended aim in raising capital.

If the Company makes an issue directed to customers of a bank or stockbroker in order to broaden share ownership, an issue memorandum must be prepared.

The Marketplace must receive the full issue memorandum, including a completed checklist (available on the Marketplace's website) no later than seven (7) whole trading days before publication. The memorandum, including the completed checklist, is to be sent to the Marketplace by e-mail.

The Marketplace may require information to be added to the emission memorandum if it considers that information to be important to the stock market.

¹ <https://www.spotlightstockmarket.com/sv/redan-noterad/vaegledning/>.

4.17.a. Private placements

If the board of directors of the Company has drawn up a proposal or decided to issue shares to predetermined private individuals or legal entities, the Company must disclose all material information about the proposal or decision as soon as possible, including

- i. the name(s) of the person or persons to whom the issue is directed, together with the number of shares for which the person in question intends to subscribe;
- ii. the reasons for disapplication of shareholders' preferential rights;
- iii. how the issue price has been decided or is to be decided;
- iv. the issue costs; and
- v. how the Company has ensured or will ensure that the issue takes place on fair market terms.

If an insurance company subscribes by way of a kapitalförsäkring (endowment insurance policy) or the like (giving the policy holder the power to make investment decisions within the scope of the policy), the name of the policy holder must be stated.

Commentary

Listed companies must abide by generally accepted stock market practice, which means complying with statements issued by the Swedish Securities Council and the Swedish Corporate Governance Board "Recommendation on Private Placements", please see Appendix 1². The recommendation states that issues must primarily take place with preferential rights for existing shareholders. Provided there are objective grounds for concluding that disapplication of preferential rights is in the interests of the shareholders, private placements may in some cases be deemed consistent with generally accepted stock market practice. Examples of objective grounds may be the cost of the issue, time factors or a desire for the Company to acquire one or more major, strategically important shareholders.

If there are particular reasons for doing so, the Marketplace may grant exemption from the requirement that the Company state the name(s) of the person or persons who have subscribed in the private placement. Exemption may be granted in certain cases for companies or funds regulated by the Swedish or Danish FSA (or equivalent foreign regulatory authority), since those entities must comply with rules and regulations governing conflicts of interests, among other things.

If there are particular reasons for doing so, the Marketplace may grant exemption from the requirement that costs incurred for the issue be specified, e.g. where the costs are unusually low.

² <http://www.bolagsstyrning.se/rekommendationer>.

4.17.b. Certain private placements, i.e. Lex Leo

The following provisions of this rule shall apply when the Company and its subsidiaries resolve upon

- i. a new issue of shares or issue of warrants or convertible instruments;
- ii. a transfer of shares, warrants or convertible instruments which have been issued by the Company within the same group; or
- iii. loans where the interest or the amount by which repayment shall take place is dependent, in whole or in part, on dividends to the shareholders, the change in the price of the Company's shares, the Company's results or the Company's financial position.

Issue of shares or issue of warrants or convertible instruments

A resolution regarding a new issue of shares or issue of warrants or convertible instruments must always be adopted or approved by the general meeting of the issuing company where

- i. the shareholders of the Company shall not hold pre-emption rights to subscribe pro rata to the number of shares they own or in accordance with the provisions of the articles of association; and
- ii. the persons who are, instead, entitled to subscribe for shares, warrants or convertible instruments belong to one or more of the following categories:
 - a) members of the board of directors of the issuing company or another undertaking within the same group;
 - b) the managing director of the issuing company or another undertaking within the same group;
 - c) other employees of the issuing company or another undertaking within the same group;
 - d) a spouse or co-habitee of any person referred to in points a-c;
 - e) a person who is under the custody of any person referred to in subsections a-c; or
 - f) a legal person over which any person referred to in points a-e, alone or together with any other person referred to therein, exercises a controlling influence.

Where a company which is a subsidiary, the resolution must also be approved by the general meeting of the parent company i.e. the Company.

Majority requirements

A resolution must be adopted or approved by a general meeting shall be valid only where supported by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the general meeting.

Where a resolution must be approved by the general meeting of the parent company i.e. the Company

4.18.b. Incentive programs

The Swedish Corporate Governance Board has issued a statement that expresses what is regarded as generally accepted principles in the stock market for incentive program, AMN 2002:1 – Incentive programs.

Commentary

AMN 2002:1³ – Incentive programs – is available on the webpage of the Swedish Corporate Governance Board (www.aktiemarknadsnamnden.se). There is an official English translation, from the Swedish Corporate Governance Board, of AMN 2002:1. The main recommendations in AMN 2002:1, according to the Marketplace, are:

- Decisions on incentive programs can be made by either the annual general meeting or an extraordinary general meeting.
- Decisions should have the support of shareholders with at least nine tenths of both the votes cast and the shares represented at the general meeting.
- Board members should not participate in incentive programs for key decision-makers or employees in general unless there are special reasons for their doing so.
- Incentive programs designed solely for board members should not be prepared by a board member or the company's management and the board shall not presents the proposal to the general meeting.
- The recommendations regarding incentive programs should apply not only to members of the board but also those who are likely to be elected board members or former board members.

When the AMN 2002:1 refers to the Leo Act, please see rule 4.27.b.

³ <http://www.aktiemarknadsnamnden.se/200201eng>

4.21. Agreements with associated closely-related parties

If the Company enters into an agreement with an associated party, this must be publicly disclosed unless the agreement is of minor importance to the Company. In this context, the term “associated party” means

- i. a director, the CEO or other employees of the listed company or another company in the same group;
- ii. a spouse, cohabitant, or a person under the guardianship or custody of any person listed in i) above;
- iii. a legal entity controlled by any person listed in i) and/or ii) above;
or
- iv. a shareholder who controls more than ten per cent of the shares or voting rights in the Company.

The Swedish Corporate Governance Board has issued a statement that expresses what is regarded as generally accepted principles in the stock market for closely-related party transactions, AMN 2012:5.

Commentary

Information must be disclosed under this section if the agreement does not constitute a normal part of the Company’s business. This means that disclosure is not necessary for matters that are available to many employees on similar terms.

AMN 2012:5

AMN 2012:05⁴, which addresses transactions between a company and executives or major shareholders of the company (parties associated with the company), is available on the webpage of the Swedish Corporate Governance Board (www.aktiemarknadsnamnden.se). The main recommendations in AMN 2012:5, according to the Marketplace, are:

- The transfer or acquisition must be approved at a general meeting of the shareholders of the company, or its parent company if the transaction takes place at a subsidiary.
- The board must obtain a written valuation or fairness opinion from an independent expert.
- The valuation or the fairness opinion and the statement of the board must be publicly disclosed at least two weeks before the general meeting at which the matter is to be dealt with. The documents must also be presented at the general meeting.
- The main contents of the proposal must be set out in the notice to attend general meeting at which the matter is to be dealt with.
- The resolution is passed by a simple majority, disregarding the holding(s) of the executive in question and/or the shareholder.

⁴ <http://www.aktiemarknadsnamnden.se/201205>



The term “executive” means the persons specified as:

- members of the board of directors of the Company or another undertaking within the same group;
- the managing director of the Company or another undertaking within the same group;
- other employees of the Company or another undertaking within the same group;
- a spouse or co-habitee of any person referred to in points a-c;
- a person who is under the custody of any person referred to in subsections a-c; or
- a legal person over which any person referred to in points a-e, alone or together with any other person referred to therein, exercises a controlling influence.

The term “major shareholder” means a shareholder of the company or, if the transaction takes place at a subsidiary, of the parent company, who holds at least ten per cent of the shares or voting rights in the company. If the shareholder is a private individual, the term “shareholder” includes a spouse or cohabitant, anyone who is under the custody or guardianship of the shareholder, and a legal entity over which the shareholder, alone or together with their spouse, cohabitant or person under their custody or guardianship, exercises control. If the shareholder is a legal entity, the term “shareholder” includes subsidiaries.

4.27. Good practice in relation to changes of terms or conditions of financial instruments already in issue

The Swedish Corporate Governance Board has issued a statement that expresses what is regarded as generally accepted principles in the stock market for changes of terms or conditions of financial instruments already in issue, AMN 2015:26.

Commentary

AMN 2015:26⁵, which addresses good practice in relation to changes of terms or conditions of financial instruments already in issue, is available on the webpage of the Swedish Corporate Governance Board (www.aktiemarknadsnamnden.se). The main recommendation in AMN 2015:26, according to the Marketplace, it is generally accepted in the securities market that convertibles, warrants and the like must be traded on predictable terms and that changes in those terms are acceptable only in special circumstances.

4.28. Rules regarding purchase and sale of the Issuer’s own shares

The Company’s resolution at a general shareholder meeting to purchase or sell the Company’s own shares and decisions by the board of directors to utilise possible authorisations to purchase or sell the Company’s own shares must be disclosed as soon as possible.

⁵ <http://www.aktiemarknadsnamnden.se/201526>



The disclosure must contain information about

- a) the period during which the decision to purchase or sell the Company's own shares is to be effected or during which the authorisation may be utilized;
- b) existing holdings of the Company's own shares and the maximum number of shares intended to be purchased or sold;
- c) highest and lowest price per share;
- d) purpose of the purchase or sale; and
- e) other conditions for the purchase or sale.

The Company must disclose to the Market all acquisitions and transfers involving the Company's own shares which have occurred not later than within seven trading days following the day of the purchase or sale.

The disclosure must contain information about

- a) the date of the transaction;
- b) details of the number of shares, distributed by class of share, covered by the purchase or sale;
- c) the price – or where applicable the highest or lowest price – paid or received per share,
- d) the Company's current holding of its own shares;
- e) the total number of shares in the Company;
- f) trading venue for the transaction; and
- g) the firms conducting the purchase or sale on behalf of the Company.

Commentary

The Company must comply with applicable regulations when purchase and sale of the Company's own shares is made on the Marketplace.

7. PENALTIES

7.1 Penalties

7.1.1. Penalties – Disciplinary Committee

If the Company breaches the information rules of the Regulations, law, ordinance, other statute or generally accepted practice in the stock market, the Marketplace may report the matter to its Disciplinary Committee.

If the breach is serious, the Disciplinary Committee may decide to delist the Company's Shares or, in other cases, impose a fine on the Company in a maximum amount of one million Swedish kronor (SEK 1 million). If the breach is less serious or excusable, the Disciplinary Committee may issue a public warning to the company instead of imposing a fine.

A fine may be payable according to a ten-point scale. In fixing an individual company's fine, account must be taken of the extent of the breach, other circumstances, and the market capitalisation of the Company the day before the Disciplinary Committee issues its decision, as shown in the table below.

Market capitalisation of the Company	Amount	Severity	Fine
SEK 1 – 50 million	SEK 20,000	1 – 10	SEK 20,000 – 200,000
SEK 50*– 200 million *SEK 50,000,001	SEK 25,000	1 – 10	SEK 20,000 – 250,000
SEK 200* – 500 million *SEK 200,000,001	SEK 30,000	1 – 10	SEK 30,000 – 300,000
SEK 500* – 1,000 million *SEK 500,000,001	SEK 50,000	1 – 10	SEK 50,000 – 500,000
SEK 1,000* – 5,000 million *SEK 1,000,000,001	SEK 75 000	1 – 10	SEK 75,000 – 750,000
SEK 5,000* million – *SEK 5,000,000,001	SEK 100 000	1 – 10	SEK 100,000 – 1,000,000

Market capitalisation of the Company will recalculated from SEK to DKK.

7.1.2. Penalties – Marketplace

The Marketplace may decide on criticism. If the Marketplace concludes that the breach is serious, the matter will be referred to the Disciplinary Committee for its decision. Criticism of this kind made by the Marketplace is disclosed publicly in anonymised form in the annual report of the Market Surveillance Unit.

Commentary

The Marketplace decides whether a breach of the Regulations is so serious that the matter is to be referred to the Disciplinary Committee for its decision.



Before the matter is referred to the Disciplinary Committee, the Marketplace requests a written explanation by the Company concerning what has occurred. Depending on the nature of the breach and the Company's attitude, the Marketplace may choose to close the matter by issuing a critical statement about the Company, published in anonymised form in the annual report of the Market Surveillance Unit, or to close the file on the matter without taking further action.

If the breach is serious, and the Company's statement does not give cause for any other assessment, all documents in the matter are sent to the Disciplinary Committee. The Disciplinary Committee then sends a written enquiry to the Company asking whether it wishes to submit additional comments in the matter before it is decided. It is open to the Company to present its arguments orally to the Disciplinary Committee. When it submits its comments, the Company must also state whether it requests an oral hearing. The Marketplace is also entitled to request an oral hearing. If neither party requests an oral hearing, the matter will normally be decided by the Disciplinary Committee on the basis of the documents submitted, unless the Disciplinary Committee finds there to be particular reasons for holding an oral hearing. If a fine is imposed, the Marketplace undertakes to use the fine on measures to promote good ethical standards and sound practice in the securities market.

Members of the Disciplinary Committee

The Disciplinary Committee is to comprise a chair and at least two other members. All members must be independent and well-suited to the task.

A member of the Disciplinary Committee must not have a dependent relationship with the Marketplace. Hence, the Disciplinary Committee may not include persons who are employed by, or work under a long-term engagement for, the Marketplace, a company with a major holding in the Marketplace or a company belonging to the same group of companies as the Marketplace.
