



Unofficial translation

To:

Issuers with financial instruments on Oslo Børs, Oslo Axess, Nordic ABM and Merkur Market
Members of Oslo Børs

4 January 2017

Changes to the timing of the publication of information subject to the duty of disclosure and of announcements of large shareholdings where such information comes into existence outside exchange trading hours.

The Financial Supervisory Authority of Norway (Finanstilsynet) has contacted Oslo Børs to state that the duty to publicly disclose inside information “*without delay*” and the duty to publish announcements of large shareholdings “*immediately*” (“flagging announcements”) cannot be linked only to exchange trading hours. The current market practice by which the time of public disclosure is linked to exchange trading hours can therefore not be continued. Finanstilsynet has asked for the required changes to be implemented by the end of the first quarter of 2017.

Public disclosure of information subject to the duty of disclosure

Section 5.2, first paragraph, of the Securities Trading Act states that “An issuer shall without delay and on his own initiative publicly disclose inside information which concerns the issuer directly; see section 3-2 subsections (1) to (3)”. The duty of disclosure for Oslo Børs and Oslo Axess is regulated by the Securities Trading Act. The duty of disclosure for Nordic ABM and Merkur Market is not regulated by the Securities Trading Act, but identically worded provisions are included in the ABM Rules and the Continuing obligations for Merkur Market. In guidance included in the Continuing obligations of stock exchange listed companies, it is stated that the duty to publish without delay information that is subject to the duty of disclosure is only deemed to apply during exchange trading hours. This understanding of the provision is established market practice in Norway but, based on Finanstilsynet’s assessment, this practice cannot continue.

As a result of developments in the capital markets, Oslo Børs has reached the view that it is appropriate to apply an updated interpretation of the phrase “as soon as possible” as contained in the Market Abuse Directive. Companies’ information distribution systems, including Oslo Børs NewsPoint, are now available 24 hours a day, and securities listed on the Oslo Børs marketplaces may also be available for trading on other marketplaces that have different trading hours.

Oslo Børs had wanted to change the above-mentioned practice in connection with the implementation of the new Market Abuse Regulation. This regulation has been implemented in the EU, but the legislative work to implement it in Norway has been delayed and the regulation is not expected to be implemented into Norwegian law until 2018. On the basis of the request from Finanstilsynet, Oslo Børs has decided to change how the provision is practiced before the Market Abuse Regulation is implemented into Norwegian law. A corresponding change will enter into force for Nordic ABM and Merkur Market at the same time in order to ensure the duty of disclosure to which companies are subject is practiced in a uniform manner across all the marketplaces administered by Oslo Børs.

For the reasons set out above, Oslo Børs will change the guidance in the issuer rules in order to bring how the duty of disclosure is practiced into line with both the current Market Abuse Directive, the coming Market Abuse Regulation and international practice. This means that in future issuers will be required to publicly disclose information subject to the duty of disclosure without delay, regardless of whether or not the marketplace is open.

Oslo Børs is aiming to implement the change with effect from the start of the second quarter of 2017. We want to provide issuers who will be affected with advance warning of the impending change now as it is thought that it may have a significant impact on issuers' procedures and how on a practical level they manage information subject to the duty of disclosure. Oslo Børs will provide further information on the changes and their practical consequences in good time before they enter into force. Oslo Børs recommends issuers to consider what measures will be required in order to adapt to the changes as soon as possible. With regard to Oslo Børs, the issuer rules with the updated interpretation will enter into force on 1 April 2017.


Disclosure of large shareholdings:

The duty to disclose large shareholdings applies to shareholders that reaches, exceeds or falls below thresholds for large shareholdings, rights to shares and voting rights as specifically regulated in Section 4-3 of the Securities Trading Act. The wording of the Act is that notification shall be given immediately an agreement on acquisition or disposal has been entered into, or the party concerned becomes aware, or should have become aware, of circumstances causing their ownership to reach or fall below the thresholds specified. For the sake of good order, it is mentioned that the duty to disclose large shareholdings is not applicable on Merkur Market.

Oslo Børs has up to now assumed that transactions that take place outside the market's trading hours (after 16:30) that trigger the duty to disclose large shareholdings can be publicly disclosed by when the market opens (09:00) on the following trading day. However, Oslo Børs enables other announcements containing information subject to the duty of disclosure (submitted by parties without access to NewsPoint) to be published up until 17:30. Therefore, it has now been decided that announcements of large shareholdings also must be submitted by investors without delay to Oslo Børs for publication up until 17:30. It is not thought that this change will have major practical consequences, but if a transaction triggering the duty to disclose large shareholdings is carried out between 16:30 and 17:30, there will now be less scope than today for announcements to be delayed until the start of the following trading day. This change will enter into force with effect from 1 April 2017.

If you have any questions, please contact your company's contact person at Oslo Børs, or alternatively telephone the Oslo Børs Market Surveillance and Administration Department on +47 22 34 19 11.

Best regards,
Oslo Børs ASA


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