



**LISTING AND ADMISSION TO TRADING RULES FOR**

**SHORT TERM PAPER**

RELEASE 6

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## SCOPE

These Listing and Admission to Trading Rules (“**Rules**”) relate to the Listing and admission to trading on the Regulated Market of Euronext Dublin of debt securities issued as Short Term Paper. Euronext Dublin operates a regulated market named Euronext Dublin.

These Rules apply to an Issuer seeking admission of Short Term Paper to the Official List of Euronext Dublin and to simultaneous trading on the Regulated Market of Euronext Dublin.

In relation to these Rules, Euronext Dublin is performing its functions as:

1. Competent Authority under Regulation 6 of the European Communities (Admission to Listing and Miscellaneous Provisions) Regulations 2007; and
2. the operator of a regulated market, authorised by the Central Bank of Ireland, under the European Union (Markets in Financial Instruments) Regulations 2017.

In accordance with its regulatory obligations, Euronext Dublin may submit information to the Central Bank of Ireland/the European Securities and Markets Authority, including information that has been provided to it by or on behalf of an issuer or which Euronext Dublin has sourced regarding an issuer’s financial instrument reference data.

## DEFINITIONS

THE FOLLOWING DEFINITIONS APPLY:

“ <b>Appeals Committee</b> ”:	means the Regulatory Committee constituted to hear appeals under these Rules.
“ <b>Board</b> ”:	means the Board of Euronext Dublin.
“ <b>CARD</b> ”:	means the Directive 2001/34/EC of the European Parliament and of the Council of 28 May 2001 on the admission of securities to official stock exchange listing and on information to be published on those securities.
“ <b>Competent Authority</b> ”:	means Euronext Dublin, in its capacity as the competent authority for Listing in Ireland.
“ <b>Contractual Terms</b> ”:	means a separate document containing the economic terms of a security issuance and should be read in conjunction with the Information Memorandum and any

supplement to the Information Memorandum.

**“Directives”:**

means any or all of the following, as the context requires:

- Market Abuse Directive 2014/57/EU and Regulation (EU) No 596/2014, and the relevant Irish transposing legislation, as amended; and
- Directive 2014/65/EU on Markets in Financial Instruments and Regulation (EC) No. 600/2014, and the relevant Irish transposing legislation, as amended.

**“Disciplinary Committee”:**

means the Regulatory Committee constituted to hear disciplinary cases under these Rules.

**“Euronext Dublin”:**

means the Irish Stock Exchange plc, trading as Euronext Dublin, a company incorporated in Ireland (registration no. 539157) whose registered office is 28 Anglesea Street, Dublin 2, Ireland and which is regulated by the Central Bank of Ireland.

**“Information Memorandum”:**

means the most recently approved information memorandum containing information about the Issuer, the guarantor (if applicable) and the securities.

**“Issuer”:**

means a legal entity which issues (or proposes to issue) securities and applies to have those securities admitted to Listing and trading on the Regulated Market of Euronext Dublin.

**“Listing”:**

means admission to the Official List of Euronext Dublin.

**“Listing Particulars”:**

means the documentation, including the Information Memorandum (together with any supplement) and Contractual Terms, required by Euronext Dublin for the

purpose of admission to Listing and trading of Short Term Paper on the Regulated Market of Euronext Dublin.

**“Member State”:**

means a Member State of the European Union or a State of the European Economic Area.

**“MiFID”:**

means Directive 2014/65/EU on Markets in Financial Instruments and Regulation (EC) No. 600/2014, and the relevant Irish transposing legislation, as amended.

**“Regulated Market”:**

means any organised market for Financial Instruments within the scope of Article 4(1)(21) of MIFID.

**“Regulatory Committee”:**

means the relevant regulatory committee(s) established and operating under the articles of association of Euronext Dublin and these rules.

**“Rules”:**

means the Listing and Admission to Trading Rules for Short Term Paper.

**“Short Term Paper”:**

means commercial paper or certificates of deposit.

## **1 Conditions for Listing and Trading**

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- 1.1** Euronext Dublin may make admission of securities to Listing subject to any special condition which Euronext Dublin considers appropriate in the interests of protecting investors and of which Euronext Dublin has explicitly informed the Issuer.
- 1.2** Euronext Dublin is not able to make the admission of securities conditional on any event. Euronext Dublin may, in particular cases, seek confirmation from an Issuer before the admission of securities that the admission does not purport to be conditional on any matter.
- 1.3** Euronext Dublin may refuse an application for admission to Listing and trading:
- 1) if it considers that the Issuer's situation is such that admission of the securities may be detrimental to the interests of investors, the orderly operation of Euronext Dublin's markets or to the integrity of such markets; or
  - 2) for securities already listed in another EEA state, if the applicant has failed to comply with the obligations to which it is subject by virtue of that listing; or
  - 3) if it considers that the Issuer does not comply or has not complied or will not comply with the requirements of the Rules or with any special condition imposed upon the Issuer by Euronext Dublin.
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- 1.4** The Issuer must be duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation and establishment, and be operating in conformity with its constitutive documents.
- 1.5** The securities to be listed must conform with the law of the Issuer's place of incorporation; be duly authorised according to the requirements of the issuer's constitutive documents; and have any necessary statutory or other consents.
- 1.6** An Issuer with or seeking admission to Listing and trading on Euronext Dublin must be in compliance with the requirements of any stock exchange on which it has securities admitted to trading and/or any securities regulator which regulates it and the Directives, as applicable.
- 1.7** To be listed, securities must be admitted or proposed to be admitted to trading on the Regulated Market of Euronext Dublin.
- 1.8** The securities to be listed and traded must have a maturity of less than twelve months.
- 1.9** The securities to be listed must be freely transferable. In circumstances approved by Euronext Dublin, an Issuer can take power to disapprove the transfer of the securities provided that the exercise of such power would not disturb the market in those securities.
- Euronext Dublin may allow partly paid securities to be listed if it is satisfied that their transferability is not restricted and investors have been provided with appropriate information to enable dealings in the securities to take place on an open and proper basis. In case of transferable securities, all such securities must be freely negotiable.
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- 1.10** An application for admission to Listing and trading of securities of any class must relate to all securities of that class issued or proposed to be issued and, after admission relate to all further securities of that class issued or proposed to be issued. Save where otherwise permitted by Euronext Dublin, an application for admission to trading of any class of securities must only relate to securities which are listed or proposed to be listed by Euronext Dublin.

- 1.11** The physical form of securities, if they have a physical form, issued by an entity of a Member State must comply with the standards laid down by that Member State. Where securities are issued by an Issuer of a non-Member State, the physical form of such securities must afford sufficient safeguards for the protection of the investors.
- 1.12** Except where securities of the same class are already listed, the expected aggregate market value of the securities to be listed must be at least €200,000 (except that there is no minimum limit in the case of tap issues where the amount of the securities is not fixed). Euronext Dublin may admit securities of a lower value if satisfied that there will be an adequate market for the securities concerned.
- 1.13** The directors of the Issuer must have, collectively, appropriate expertise and experience for the management of its business.
- 1.14** The auditors to the Issuer must be independent of the Issuer and comply with applicable guidelines on independence issued by their national bodies.
- 1.15** Securities that are admitted to trading on the Regulated Market of Euronext Dublin must be capable of being traded in a fair, orderly, efficient and transparent manner.
- 1.16** To be admitted to trading, securities must be traded in a currency recognised by Euronext Dublin.
- 1.17** Save as provided for in paragraph 1.18, an Issuer must have published or filed audited accounts that:
- 1) cover at least two years and the latest accounts must be in respect of a period ending not more than 18 months before the date of the Listing Particulars; and
  - 2) have been independently audited.
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- 1.18** Accounts relating to a shorter period than two years may be accepted if Euronext Dublin is satisfied that:
- 1) such acceptance is desirable in the interests of the applicant or of investors and investors have the necessary information available to arrive at an informed judgment concerning the applicant and the securities for which Listing is sought; or
  - 2) where the application is in respect of guaranteed securities, the guarantor has published or filed accounts which cover at least two years; or
  - 3) the obligations created in respect of such securities are fully secured.
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- 1.19** The Issuer must be carrying on as its main activity, either by itself or through one or more of its subsidiary undertakings, an independent business which is supported by its historic revenue earning record covering at least two years.
- An applicant whose business does not meet these requirements may be admitted to Listing if Euronext Dublin is satisfied that such admission is desirable in the interests of the applicant and investors and that investors have the necessary information available to arrive at an informed judgment concerning the applicant and the securities for which Listing is sought.
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- 1.20** Securities admitted to Listing and trading must have a corresponding International Securities Identification Number (ISIN).
- 1.21** An Issuer with securities admitted to Listing and trading on Euronext Dublin must have a Legal Entity Identifier (LEI).

## **2 Structure of Listing Particulars**

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- 2.1** A Listing Particulars shall comprise of an Information Memorandum (together with any supplement) and Contractual Terms.
- 2.2** The Listing Particulars shall contain the following information:
- 1) Description of the Issuer;
  - 2) Description of the Guarantor (if applicable);
  - 3) Risk Factors;
  - 4) Description of the securities; and
  - 5) Contractual Terms.

### **INCORPORATION BY REFERENCE**

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- 2.3** Information that has been filed with Euronext Dublin may be incorporated by reference in an Information Memorandum.
- 2.4** Information may be incorporated by reference in an Information Memorandum, notably if it is contained in one of the following documents:
- a) annual and interim financial information;
  - b) documents prepared on the occasion of a specific transaction such as a merger or demerger;
  - c) audit reports and financial statements;
  - d) memorandum and articles of association;
  - e) earlier approved and published prospectuses and/or base prospectuses;
  - f) regulated information; or
  - g) circulars to security holders.
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- 2.5** Information may be incorporated by reference contemporaneously with the submission of the Listing Particulars.
- 2.6** Information incorporated by reference must be the latest available to the Issuer and shall be drawn up in English.
- 2.7** If a document which may be incorporated by reference contains information which has undergone material changes, the Listing Particulars shall clearly state such a circumstance and shall give the updated information.

## **3 Content of Listing Particulars**

### **3.1 CONTENT**

The Listing Particulars shall contain all information which according to the particular nature of the Issuer and the securities, investors and their professional advisers would reasonably require, and reasonably expect to find there, for the purpose of making an informed assessment of:

- a) the assets and liabilities, financial position, profit and losses, and prospects of the Issuer and of any guarantor; and
- b) the rights attaching to such securities.

The information contained in the Listing Particulars shall be consistent and presented

in an easily analysable and comprehensible form.

### **3.2 PERSONS RESPONSIBLE**

All persons responsible for the information given in the Listing Particulars , including members of the Issuer's administrative, management or supervisory bodies. A declaration by those responsible for the Listing Particulars that the information contained therein is true and accurate in all material respects and not misleading and that there are no other facts the omission of which makes the Listing Particulars as a whole or any such information contained or incorporated by reference therein misleading.

### **3.3 LANGUAGES**

For the purposes of an application for admission to Listing on Euronext Dublin, the Listing Particulars shall be drawn up in English.

### **DESCRIPTION OF ISSUER**

#### **3.4 INFORMATION ABOUT THE ISSUER**

- a) The legal and commercial name of the Issuer.
- b) The place of registration of the Issuer and its registration number.
- c) The date of incorporation and the length of life of the Issuer, except where indefinite.
- d) The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, and the address of its registered office.
- e) Any recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.
- f) A brief description of the Issuer's principal activities stating the main categories of products sold and/or services performed.
- g) If the Issuer is part of a group, a brief description of the group and of the Issuer's position within it.

#### **3.5 FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**

Audited historical financial information covering the latest two financial years (or shorter period that the Issuer has been in operation) and the audit report in respect of each year.

#### **3.6 STATUTORY AUDITORS**

Names and addresses of the Issuer's auditors for the period covered by the historical financial information (together with their membership of any professional body).

#### **3.7 LEGAL AND ARBITRATION PROCEEDINGS**

Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months, which may have, or have had in the recent past, significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement.

**3.8 SIGNIFICANT CHANGE IN THE ISSUER'S FINANCIAL OR TRADING POSITION**

A description of any significant change in the financial or trading position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or an appropriate negative statement.

**DESCRIPTION OF THE GUARANTOR**

**3.9 NATURE AND SCOPE OF THE GUARANTEE**

The Listing Particulars shall contain a description of the guarantee setting out how the arrangement is intended to ensure that the guaranteed payments will be duly serviced by the guarantor. This shall include the terms and conditions and scope of the guarantee.

**3.10 INFORMATION ON THE GUARANTOR**

The guarantor must disclose information about itself as if it were the Issuer of the securities.

**RISK FACTORS**

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- 3.11** The Listing Particulars shall contain a section detailing any credit and/or liquidity risk that may affect payments of interest and/or principal to noteholders.

**DESCRIPTION OF THE SECURITIES**

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- 3.12** The description of the securities shall include (where applicable):

- (a) Total amount of securities being admitted to trading;
- (b) ISIN code;
- (c) Governing law of securities;
- (d) Form of securities;
- (e) Currency of securities;
- (f) Issue date;
- (g) Denomination of securities;
- (h) Maturity date; and
- (i) Nominal interest rate.

**CONTRACTUAL TERMS**

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- 3.13** The economic terms of each security issuance. Accepted documentation for the Contractual Terms includes: final terms, global notes, Excel pricing sheets (or similar).

**4 Review and Approval Procedures**

**4.1 SUBMISSION OF DRAFT INFORMATION MEMORANDUM FOR REVIEW**

A copy of the Information Memorandum must be submitted in draft form to Euronext Dublin at [ecp@ise.ie](mailto:ecp@ise.ie) (marked for the attention of the Regulation Department) at the time of the initial submission.

The draft document must be:

- 1) in substantially complete form; and
- 2) in an agreed electronic format.

The Information Memorandum receives a two day turnaround on first draft and one day on subsequent drafts.

A copy of amended drafts must be marked to show all changes made since the previous draft reviewed by Euronext Dublin.

#### **4.2 APPROVAL OF INFORMATION MEMORANDUM**

Euronext Dublin will approve an Information Memorandum if it is satisfied that the requirements of these Rules have been complied with.

To obtain approval, the following documents must be submitted to Euronext Dublin at [ecp@ise.ie](mailto:ecp@ise.ie) in final form (marked for the attention of the Regulation Department) no later than 2.00pm on the day on which approval is sought:

- 1) the Information Memorandum (in electronic format);
- 2) a Short Term Paper Admission Application;
- 3) a formal notice; and
- 4) documentation to enable Euronext Dublin to identify and verify the identity of an applicant or listed Issuer, and its beneficial owner(s), where appropriate.

In addition, an Issuer must submit to Euronext Dublin the relevant fees as set out in Chapter 6.

#### **4.3 VALIDITY OF AN INFORMATION MEMORANDUM**

An Information Memorandum shall be valid for 12 months from the date of approval.

#### **4.4 FORMAL NOTICE**

An Issuer must publish a notice stating how the Information Memorandum has been made available and where it can be obtained by the public, unless the securities for which the application is being made are of a class already listed and traded.

The notice must be approved by Euronext Dublin before its issue and contain the following information:

- 1) the identification of the Issuer;
- 2) the type, class and amount of the securities in respect of which admission to Listing is sought, provided that these elements are known at the time of the publication of the notice;
- 3) the intended time schedule of the admission to Listing and trading;
- 4) a statement that the Information Memorandum has been published and where it can be obtained;
- 5) if the Information Memorandum has been published in a printed form, the addresses where and the period of time during which such printed forms are available to the public;
- 6) if the Information Memorandum has been published in electronic form, the addresses to which investors shall refer to ask for a paper copy; and
- 7) the date of the notice.

#### **4.5 SUPPLEMENTARY INFORMATION MEMORANDUM**

An Issuer may submit a supplementary Information Memorandum to Euronext Dublin for approval at any time during the life of a valid Information Memorandum. The supplementary Information Memorandum receives a one day turnaround.

#### **4.6 APPLICATION FOR LISTING AND TRADING OF CONTRACTUAL TERMS**

To be admitted to the Regulated Market of Euronext Dublin the Contractual Terms of each issue must be submitted to [ecp@ise.ie](mailto:ecp@ise.ie) no later than 2.00pm on the day before Listing. The email template for these submissions is set out in Annex I.

The Contractual Terms may be submitted by the Issuer or one or more firms designated by the issuer.

On the day of Listing an admission notice will be released to the market confirming the admission of the securities to Listing on the Official List and trading on the Regulated Market of Euronext Dublin.

### **5 Continuing Obligations**

Short Term Paper admitted to the Regulated Market of Euronext Dublin falls within the definition of 'financial instruments' in the Market Abuse Regulation (EU) 596/2014. Issuers are therefore reminded that they must comply with all relevant obligations under this Regulation such as the need to disclose inside information without delay and maintain insider lists.

#### **FILING OF FINANCIAL STATEMENTS**

Unless previously filed with Euronext Dublin an Issuer must submit its annual report and accounts as soon as possible after they have been approved, and in any event no later than the timeframe permitted under its national legislation.

The annual financial report must include:

- 1) the audited financial statements;
- 2) a management report; and
- 3) statements made by the persons responsible within the Issuer, whose names and functions shall be clearly indicated in the responsibility statement that, to the best of their knowledge:
  - (a) the financial statements prepared in accordance with the applicable set of accounts standards give a true and fair view of the assets, liabilities, financial position and profit or loss of the Issuer and the undertakings including the consolidation taken as a whole; and
  - (b) that the management report includes a fair review of the development and performance of the business and the position of the Issuer and the undertakings including in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

### **6 Fees**

The payment of appropriate Listing and admission to trading of Short Term Paper fees, calculated in accordance with Euronext Dublin's scale of fees for the time being in force (available on Euronext Dublin's website [www.ise.ie](http://www.ise.ie)) must be received by

Euronext Dublin no later than 2.00pm on the date on which approval of the listing particulars by Euronext Dublin is sought.

## **7 Compliance and Enforcement**

This chapter contains rules regarding compliance with and enforcement of the Rules and regarding suspension and cancellation of Listing. This chapter applies to Issuers (defined to include applicants for Listing and trading), directors and former directors of Issuers only.

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**7.1** Issuers must comply with all Rules applicable to them.

### **MODIFYING RULES AND CONSULTING WITH EURONEXT DUBLIN**

#### **7.2 MODIFYING OR DISPENSING WITH RULES**

- 1) Euronext Dublin may dispense with or modify the application of these Rules in such cases and by reference to such circumstances as it considers appropriate (subject at all times to all applicable legislation).
- 2) A dispensation or modification may be either unconditional or subject to specified conditions.
- 3) If an Issuer has applied for, or been granted, a dispensation or modification, it must notify Euronext Dublin immediately once it becomes aware of any matter which is material to the relevance or appropriateness of the dispensation or modification.
- 4) Euronext Dublin may revoke or modify a dispensation or modification which it has granted in such cases and by reference to such circumstances as it considers appropriate.
- 5) Euronext Dublin may give guidance consisting of such information and advice as it considers appropriate in respect of the *rules* and may publish such guidance.

#### **7.3 APPLICATION TO DISPENSE WITH OR MODIFY A RULE**

- 1) An application to Euronext Dublin to dispense with or modify a Rule must be in writing.
  - 2) The application must:
    - (a) contain a clear explanation of why the dispensation or modification is requested;
    - (b) include details of any special requirements, for example, the date by which the dispensation or modification is required;
    - (c) contain all relevant information that should reasonably be brought to Euronext Dublin's attention;
    - (d) contain any statement or information that is required by these Rules to be included for a specific type of dispensation or modification; and
    - (e) include copies of all documents relevant to the application.
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**7.4** An application to dispense with or modify a rule should ordinarily be made at least two business days before the proposed dispensation or modification is to take effect.

#### **7.5 EARLY CONSULTATION WITH EURONEXT DUBLIN**

An Issuer should consult with Euronext Dublin at the earliest possible stage if it:

- 1) is in doubt about how the Rules apply in a particular situation; or
- 2) considers that it may be necessary for Euronext Dublin to dispense with or modify a rule.

#### **INFORMATION GATHERING AND PUBLICATION**

#### **7.6 INFORMATION REQUESTS BY EURONEXT DUBLIN**

An Issuer must provide to Euronext Dublin as soon as possible:

- 1) any information and explanations that Euronext Dublin may reasonably require to decide whether to grant an application for admission of listing and trading;
- 2) any information that Euronext Dublin considers appropriate in order to protect investors or ensure the smooth operation of the market; and
- 3) any other information or explanation that Euronext Dublin may reasonably require to verify whether Rules are being and have been complied with.

#### **7.7 PUBLICATION OF INFORMATION (AT THE REQUEST OF Euronext Dublin)**

- 1) Euronext Dublin may, at any time, require an Issuer to publish such information in such form and within such time limits as it considers appropriate to protect investors or to ensure the smooth operation of the market.
- 2) If an Issuer fails to comply with a requirement under paragraph 7.7(1) Euronext Dublin may itself publish the information (after giving the Issuer an opportunity to make representations to Euronext Dublin as to why it should not be published).

#### **7.8 INFORMATION PUBLISHED MUST NOT BE MISLEADING**

An Issuer must take all reasonable care to ensure that any information it notifies to a RIS or makes available through the CAO of Euronext Dublin is not misleading, false or deceptive and does not omit anything likely to affect the import of the information.

#### **7.9 NOTIFICATION WHEN A RIS OR THE CAO IS NOT OPEN FOR BUSINESS**

If an Issuer is required to notify information to a RIS or the CAO at a time when a RIS or the CAO is not open for business it must distribute the information as soon as possible to:

- 1) a national newspaper in Ireland;
- 2) two newswire services operating in Ireland; and
- 3) a RIS or the CAO for release as soon as it opens.

#### **MISCELLANEOUS**

#### **7.10 ENGLISH LANGUAGE**

A document that is required under a rule to be filed, notified to a RIS, provided to the CAO of Euronext Dublin or sent to security holders must be in English.

#### **7.11 FEES**

An Issuer must pay the fees set out in Chapter 6 to Euronext Dublin when they are due.

#### **ELECTRONIC COMMUNICATION**

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**7.12** If the Rules require an Issuer to send documents to its security holders, the Issuer may use electronic means to send those documents.

**7.13** The requirements of paragraph 7.12 are in addition to and without prejudice to the Issuer's obligations to comply with the requirements of the Electronic Commerce Act 2000 and without limitation to the generality thereof, in particular section 17 thereof.

#### **7.14 ADDRESS FOR CORRESPONDENCE**

Euronext Dublin's address for correspondence is:

Euronext Dublin  
28 Anglesea Street  
Dublin 2  
Ireland.

Tel: +353 1 617 4200

Fax: +353 1 617 4244

Website: [www.ise.ie](http://www.ise.ie)

Email: [ecp@ise.ie](mailto:ecp@ise.ie)

#### **IMPOSITION OF SANCTIONS**

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**7.15** If Euronext Dublin considers that an Issuer has contravened the Rules and considers it appropriate to impose any sanction as set out in paragraphs 7.16 and/or 7.17 it will refer the matter to the Disciplinary Committee save where the Issuer or director concerned agrees to a private censure by Euronext Dublin and Euronext Dublin considers that to be the appropriate sanction.

**7.16** If the Disciplinary Committee finds that the Rules have been contravened by the Issuer it may do one or more of the following:

- 1) censure the Issuer and, in addition, it may publish such censure; or
- 2) suspend or cancel the Listing of the Issuer's securities, or any class thereof.

**7.17** If the Disciplinary Committee finds that any contravention of the Rules is due to a failure of all or any of the Issuer's directors to discharge their responsibilities under the Rules it may censure the relevant director and, in addition, it may publish such censure. Further in the case of wilful or persistent failure by a director to discharge his responsibilities following such a censure, the Disciplinary Committee may state publicly that in its opinion the retention of office by the director is prejudicial to the interests of investors and if the director remains in office following such a statement the Disciplinary Committee may suspend or cancel the Listing of the Issuer's securities, or any class of its securities.

**7.18** Upon a referral under paragraph 7.15, the Disciplinary Committee shall state the reasons for its decision in writing.

**7.19** Such a decision may be appealed by any relevant party to the Appeals Committee.

**7.20** The Appeals Committee shall state the reasons for its decision in writing.

**7.21** The decision of the Appeals Committee is final.

## **SUSPENSION, CANCELLING AND RESTORING LISTING AND TRADING**

### **SUSPENSION OF LISTING AND TRADING**

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**7.22** Euronext Dublin may suspend, with effect from such time as it may determine, the Listing and trading of any securities if the smooth operation of the market is, or may be, temporarily jeopardised or such suspension is necessary to protect investors (whether or not at the request of the Issuer or its agent on its behalf).

**7.23** An Issuer that has any of its securities suspended from Listing and trading must continue to comply with all Rules applicable to it, unless Euronext Dublin otherwise agrees.

**7.24** Any request by an Issuer for suspension of its securities must be confirmed to Euronext Dublin in writing by it or by its agent on its behalf, in accordance with paragraph 7.33.

**7.25** If Euronext Dublin suspends the Listing and trading of any securities, it may impose such conditions for lifting the suspension as it considers appropriate.

### **CANCELLATION OF LISTING AND TRADING**

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**7.26** Euronext Dublin may cancel the Listing and trading of securities if it is satisfied that there are special circumstances that preclude normal regular dealings in them.

**7.27** For the purpose of paragraph 7.26 'special circumstances' will normally include a suspension lasting longer than six months without the Issuer taking adequate action to obtain restoration of Listing and trading. During a suspension Euronext Dublin will review the progress made by the Issuer towards obtaining restoration and will notify the Issuer in advance of the intention to cancel the Listing on a specified date.

**7.28** Except where otherwise provided in the Rules, Euronext Dublin may cancel the Listing and trading of securities:

- 1) where the securities are no longer admitted to trading as required by these Rules;
- 2) where the Issuer no longer satisfies its continuing obligations for Listing and trading;
- 3) when the listed company completes a reverse takeover; or
- 4) it is directed to do so by the Central Bank of Ireland under the Directives.

### **CANCELLATION AT ISSUER'S REQUEST**

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**7.29** An Issuer must satisfy the requirements applicable to it in paragraphs 7.33 – 7.35 before Euronext Dublin will cancel the Listing and trading of its securities at its request.

**7.30** 7.29 applies even if the Listing and trading of the securities is suspended.

### REQUESTS TO CANCEL OR SUSPEND

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- 7.31** An Issuer that wishes Euronext Dublin to cancel the Listing and trading of listed securities must notify a RIS or the CAO of the intended cancellation.
- 7.32** Issuers must also notify, in accordance with the terms and conditions of the issue of those securities, holders of those securities or a representative of the holders, such as a trustee, of intended cancellation of those securities, but the prior approval of the holders of those securities in a general meeting need not be obtained.
- 7.33** A request by an Issuer for the Listing and trading of its securities to be suspended or cancelled must be in writing (wherever possible in case of a suspension) and must include:
- 1) the Issuer's name;
  - 2) details of the securities to which it relates and the market for listed securities acceptable to Euronext Dublin on which they are traded;
  - 3) the date on which the Issuer requests the suspension or cancellation to take effect;
  - 4) for a suspension, the time the Issuer wants the suspension to take effect; and
  - 5) the name and contact details of the person at the Issuer (or, if appropriate, an agent) with whom Euronext Dublin should liaise with in relation to the request.
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- 7.34** A written request by an Issuer to have the Listing and trading of its securities cancelled must be made not less than two business days before the cancellation is expected to take effect.
- 7.35** A written request by an Issuer to have the Listing and trading of its securities suspended should be made as soon as practicable. Requests for a suspension to be effective from the opening of the market should allow sufficient time to allow Euronext Dublin to deal with the request prior to the commencement of trading.

### RESTORATION

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- 7.36** Euronext Dublin may restore the Listing and trading of any securities that have been suspended if it considers that the smooth operation of the market is no longer jeopardised or if the suspension is no longer required to protect investors. Euronext Dublin may restore the Listing and trading even though the Issuer does not request it.
- 7.37** Euronext Dublin will refuse a request to restore the Listing and trading of securities if it is not satisfied of the matters set out in paragraph 7.36.

### MISCELLANEOUS

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- 7.38** An Issuer must inform Euronext Dublin without delay if its Listing and trading has been suspended, cancelled or restored by any stock exchange or securities regulator.

## Annex I

### Contractual Terms email template

To:	ecp@ise.ie
RE:	CONTRACTUAL TERMS SUBMISSION

### Debt Team

Name of Issuer:	
Name of Guarantor (if applicable):	
Name of Programme:	
Please find enclosed contractual terms for listing: [name of series]	
Listing Date: [please insert date]	
Payment method and date: [please insert details]	
For bulk account: I confirm you can deduct [amount] from [account name]	

### Regards

[please insert contact name]	
[please insert	

contact telephone number]	
[please insert contact email address]	