



EURONEXT

ATLANTIC SECURITIES MARKET **RULES FOR ASM ADVISORS**

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Introduction

Pursuant to the *ASM Rules for Companies*, an ASM Advisor is responsible to *Euronext Dublin* for assessing the appropriateness of an *applicant* for ASM, or an existing ASM company when appointed its ASM Advisor, and for advising and guiding an ASM company on its responsibilities under the *ASM Rules for Companies*.

The *ASM Rules for Companies* state that an ASM Advisor must be approved by the *Admissions Committee of Euronext Dublin* and included on the current *register* maintained by *Euronext Dublin*. A copy of this *register* is available for public inspection on the ASM section of *Euronext Dublin's* website: www.ise.ie.

These *Rules for ASM Advisors* ("these rules") set out the eligibility, on-going obligations and certain disciplinary matters in relation to *ASM Advisors*.

These rules should be read in conjunction with the *ASM Rules for Companies*. Where application is made for the *admission* to the ASM of certificates representing shares, the issuer of the shares is the issuer for the purposes of the *ASM Rules for Companies* and the application will be processed as if it is an application for the *admission* of the shares, and in such situations references to securities in these rules shall normally mean the securities of the issuer and, in addition, may also mean the certificates representing shares where the context so requires.

Terms in *italics* in these rules have the meanings set out in the *ASM Rules for Companies*, or as otherwise set out in the Glossary at the end of these rules.

The *Rules for ASM Advisors* are effective on and from 27 March 2018.

Part 1

ASM Advisor eligibility criteria and approval process

CRITERIA FOR BECOMING AN ASM ADVISOR

1 GENERAL

The *criteria* (set out in rule 2 below) are the requirements that an *applicant* must satisfy before the Admissions Committee of Euronext Dublin will consider approving it as an ASM Advisor. These *criteria* are in addition to any legal or regulatory authorisation required by an *applicant* in any jurisdiction in which it operates. The Admissions Committee is able to exercise discretion as to the application and interpretation of the *criteria*, as it thinks fit.

An *applicant* will not necessarily be approved even if it satisfies the *criteria*. When deciding whether or not an *applicant* should be approved as an ASM Advisor the Admissions Committee's overriding consideration will be the preservation of the reputation and integrity of ASM. Accordingly, the Admissions Committee reserves the right to decline an application or impose conditions on approval as it thinks fit notwithstanding that an *applicant* otherwise satisfies the *criteria*.

2 THE CRITERIA

An entity seeking approval as an ASM Advisor must:

- be a firm or company (individuals are not eligible);
- have practised corporate finance for five years;
- have acted as principal corporate finance advisor on two *relevant transactions* during that five year period; and
- employ at least two *qualified executives*.

The Admissions Committee may, at its sole discretion, waive the requirement for the applicant firm to have a five-year track record, the number of *relevant transactions* and/or the number of *qualified executives*. In determining whether to waive these requirements the Admissions Committee will consider the general reputation of the *applicant* and the standing of the *applicant* with its regulators.

The requirement to practice corporate finance means that the entity (or in some cases a separate division of it) should have practiced as its principal business the provision of corporate finance advice, such as advising on public market fundraisings in the EEA and/or US. This should be distinguished from the provision of legal advice or accounting services in relation to corporate finance transactions, which would not qualify for the purposes of the *criteria*.

3 OVERRIDING PRINCIPLE OF THE PRESERVATION OF THE REPUTATION AND INTEGRITY OF ASM

As stated above, in addition to the *criteria*, the Admissions Committee will consider whether the approval of an *applicant* or a *qualified executive* might endanger the reputation or integrity of ASM and reserves the right to reject an *applicant* on these grounds even if an *applicant* otherwise meets the *criteria*.

In considering whether an *applicant* might endanger the reputation and integrity of ASM, the Admissions Committee will examine matters including:

- whether the *applicant* is appropriately authorised and regulated and the *applicant's* standing with its regulators;
- the *applicant's* general reputation;
- whether the *applicant* or its executives have been the subject of disciplinary action by any legal, financial or regulatory authority or whether the *applicant* is facing such disciplinary action; and
- insofar as is relevant, the commercial and regulatory performance of its clients to whom it has given corporate finance advice.

4 QUALIFIED EXECUTIVES

A *qualified executive* is:

- a full-time employee of an *applicant* (or of an ASM Advisor in relation to continuing eligibility);
- someone who has acted in a corporate finance advisory role, which may include the regulation of corporate finance, for at least the last five years; and

- someone who has acted in a principal corporate finance role on at least two *relevant transactions* in that five-year period.

A proposed *qualified executive* must be able to demonstrate a sound understanding of the Irish, UK and/or US corporate finance markets.

An individual will not be considered for approval as or regarded as a *qualified executive* by the *Admissions Committee* where that employee has been subject to disciplinary action by a regulator or law enforcement agency in the context of financial services, corporate finance or similar or has any unspent convictions in relation to indictable offences.

As part of the *qualified executive* approval process, the *Admissions Committee* reserves the right to conduct interviews in order to assess the competence and suitability of the individual. If, as a result of any interview which it conducts, the *Admissions Committee* considers that the individual has an inadequate understanding of corporate finance, market practice, the legal or regulatory framework for corporate finance or these rules or the *ASM Rules for Companies* it will not approve the individual as a *qualified executive*. Accordingly, the *Admissions Committee* reserves the right to decline an application for *qualified executive* status notwithstanding that an individual otherwise meets the requirements set out in this rule.

5 RELEVANT TRANSACTIONS

A *relevant transaction* is:

- a transaction requiring a *prospectus* or equivalent in any EEA country;
- a transaction requiring a *registration statement* in the US;
- a transaction involving acting for the offeror on the take-over of a public company within an EEA country and/or in the US which requires the publication of an offer document (or similar document where it is being effected by a scheme of arrangement);

At least one of the above transactions must be in respect of shares quoted on a regulated market (as defined by the Directive 2014/65/EU on Markets in Financial Instruments Directive, as amended from time to time), the *ASM*, the Enterprise Securities Market (ESM) of *Euronext Dublin* or the Alternative Investment Market (AIM) of the London Stock Exchange; or

- in the case of a proposed or current *qualified executive*, or in relation to continuing eligibility of an *ASM Advisor*, a transaction requiring the publication of an *admission document* where he or she has been employed by the acting *ASM Advisor*.

The *Admissions Committee* will at its discretion consider similar initial public offerings or other major corporate transactions for publicly quoted companies on major stock exchanges (including mergers and acquisitions requiring the publication of a public document) whether within an EEA country, the US or elsewhere in the world.

The *Admissions Committee* will generally not consider a transaction as a *relevant transaction* unless the *applicant* or employee (or *ASM Advisor* in relation to continuing eligibility) acted as a lead corporate financial Advisor and was (in the case of an *applicant* or *ASM Advisor*) named prominently and unequivocally as such in the public documentation pertaining to that transaction. Copies of this public documentation must be included with the application to become an *ASM Advisor*.

Where an *applicant* has acted as lead financial advisor on one of the above transactions but was not, for example, the registered sponsor, *ESM Advisor* or *ASM Advisor*, the *Admissions Committee* will take into account whether the activities conducted by the *applicant* in relation to such transaction(s) are similar to those set out in Schedule Three to these rules.

Both a proposed *qualified executive* and an existing *qualified executive* may cite the same *relevant transaction* if they have each been involved to an appropriate extent.

PROCESS FOR BECOMING AN ASM ADVISOR

6 APPLICATION FORMS AND DOCUMENTATION

An *applicant* seeking approval as an *ASM Advisor* must complete and submit the following to the Secretary of the Admissions Committee, Euronext Dublin, 28 Anglesea Street, Dublin 2:

- ASM Advisor Application Form: this is the application form that is to be completed by an *applicant* seeking approval as an *ASM Advisor*;
- ASM Advisor Executive Application Form: this is the application form an *applicant* should use when applying for a member of its staff to be registered as a *qualified executive* by *Euronext Dublin*. This form can also be used when an *ASM Advisor* wishes to nominate further individuals as *qualified executives*, for example, employees who join an *ASM Advisor* following its approval as an *ASM Advisor*;
- all supporting documentation requested within the above forms (and in particular at the beginning of the *ASM Advisor* Application Form); and
- application fee to be paid electronically to Euronext Dublin.

The above mentioned forms are available on the *ASM* section of *Euronext Dublin's* website www.ise.ie.

An *applicant* or *quoted applicant* must submit electronically AML customer due diligence documentation requested by *Euronext Dublin* prior to *admission* becoming effective.

All *applicants* will be required to designate a person to act as the primary contact with *Euronext Dublin* concerning the application.

The *Admissions Committee* reserves the right to request any other information, documentation or confirmations from the *applicant* or other *persons* as it might require in order to consider or progress an application.

Upon receipt of the above information *Euronext Dublin* will indicate to the *applicant* the likely time period required to process and consider the application.

7 FEES

Fees are payable on application for approval as an *ASM Advisor* and for continued inclusion on the register of *ASM Advisors*. The fees for *ASM Advisors* are set out in the fee schedule for *ASM Advisors* available on www.ise.ie.

8 INTERVIEW

Euronext Dublin may conduct interviews of some or all of the proposed *qualified executives* put forward by an *applicant* to ensure that they have sufficient understanding of corporate finance, market practice and the legal or regulatory framework for corporate finance (including these rules and the *ASM Rules for Companies*).

9 DECISIONS AND APPEALS

An *applicant* will be informed privately, in writing (including by email), of the decision of the *Admissions Committee* concerning whether to approve the *applicant* or not as an *ASM Advisor*.

If an *applicant* is approved, *Euronext Dublin* will include with its written decision a list of the *ASM Advisor's* employees which it has accepted as *qualified executives*.

An appeal by an *applicant* (but not by an individual executive) may be made to the *Appeals Committee* against any decision of the *Admissions Committee* made under the foregoing process. Such an appeal will be heard in accordance with the appeals procedures as laid down by *Euronext Dublin*.

CONTINUING ELIGIBILITY FOR ASM ADVISORS

10 CONTINUING ELIGIBILITY AND NOTIFICATION REQUIREMENTS

An *ASM Advisor* and each *qualified executive* of an *ASM Advisor*, once approved, must satisfy the requirements of rules 2 to 5 inclusive on a continuing basis at all times as if it/he/she were a new *applicant*. In addition, an *ASM Advisor* must meet the requirements of rule 23 on an ongoing basis in order to remain eligible for *ASM Advisor* status.

An *ASM Advisor* must regularly consider whether it and its *qualified executives* continue to meet the requirements of rules 2 to 5 inclusive. If at any time, an *ASM Advisor* believes it or a *qualified executive(s)* might not satisfy these requirements, it must inform the Regulation Department of *Euronext Dublin* forthwith.

An *ASM Advisor* must inform the Regulation Department of *Euronext Dublin* as soon as possible (by telephone and by email) of any matters that may affect it being an *ASM Advisor* including:

- changes to its name, its address or places of business;
- receipt of any formal warning or disciplinary communication from any other regulatory body;
- any material adverse change in its financial or operating position that may affect its ability to act as an *ASM Advisor*, including where it is considering appointing administrators or similar practitioners;
- any potential changes to the structuring or organisation of the directors, partners or employees which impacts the *ASM Advisor* services provided by the firm; or
- any change of control which is reasonably likely.

Should *Euronext Dublin* deem a change of control to have occurred, a new application for *ASM Advisor* status will be required. For the avoidance of doubt, *Euronext Dublin* will consider the new controller when determining eligibility of the *ASM Advisor*, in particular the ability of the new controller to satisfy the requirements set out in rules 2 to 3 in its own right.

Euronext Dublin may at any time request any information from an *ASM Advisor* and/or a *qualified executive* it requires, including submission of all or any of the forms and documentation set out in rule 6, in order for it to consider and determine whether an *ASM Advisor* is still eligible.

Euronext Dublin may at any time conduct interviews and/or tests of the *ASM Advisor* and its *qualified executives* in order to ensure that it has maintained an understanding of corporate finance and these rules and the *ASM Rules for Companies*. The provisions of rule 8 in relation to interviews will apply as appropriate.

If *Euronext Dublin* finds that an *ASM Advisor* has fallen below the *criteria* or a *qualified executive* no longer fulfils the requirements of rule 4, *Euronext Dublin* may remove *ASM Advisor* or *qualified executive* status or impose conditions on the *ASM Advisor's* ability to act as an *ASM Advisor* (including the imposition of a moratorium pursuant to rule 29). Any such decision of *Euronext Dublin* may be appealed by such *ASM Advisor* as a non-disciplinary appeal to the *Appeals Committee* in accordance with the appeals procedures as laid down by *Euronext Dublin*.

11 DEPARTING OR NEW QUALIFIED EXECUTIVES

If a *qualified executive* leaves the full-time employment of an *ASM Advisor* for whom he/she was a *qualified executive*, the *ASM Advisor* must inform *Euronext Dublin* by submission of a Reduction in Executives Form.

On leaving the full-time employment of an *ASM Advisor*, a person who was a *qualified executive* will no longer be a *qualified executive* under these rules. However, if he/she joins another *ASM Advisor*, that firm can submit an Executive Application Form to apply for approval of that person as a *qualified executive* of that *ASM Advisor*. *Euronext Dublin* may, at its discretion, waive the requirement to submit an Executive Application Form on submission by a person who was (until very recently) previously approved as a *qualified executive*.

An *ASM Advisor* can submit at any time an Executive Application Form in respect of any employee who it proposes be approved as a *qualified executive*.

12 PAYMENT OF ANNUAL FEES

In order to remain eligible, an *ASM Advisor* must pay the annual fees as set by *Euronext Dublin* from time to time in respect of each year it wishes its name to remain on the register of approved *ASM Advisors*. It must make such payments within the time limits imposed by *Euronext Dublin*.

Part 2

Continuing Obligations of an ASM Advisor

GENERAL OBLIGATIONS

13 APPROPRIATENESS OF AN ASM COMPANY

The ASM Advisor to an ASM company is responsible to Euronext Dublin for assessing the appropriateness of an applicant for ASM, or an existing ASM company when appointed as its ASM Advisor.

Where an ASM Advisor believes that an ASM company for which it acts as ASM Advisor is no longer appropriate for ASM it must contact the Regulation Department of Euronext Dublin.

14 COMPLIANCE WITH THE RULES

An ASM Advisor shall be bound by and observe:

- these rules and the ASM Rules for Companies, including any guidance notes issued by Euronext Dublin;
- any rules and procedures set out in any supplementary documentation issued by Euronext Dublin under these rules;
- the provisions of any notices issued by Euronext Dublin; and
- any requirement, decision or direction of Euronext Dublin.

Each ASM Advisor must nominate a person within its firm to act as Euronext Dublin's principal contact on compliance matters. That person should be a senior person within the firm's compliance function or its corporate finance team.

15 DUE SKILL AND CARE

An ASM Advisor must act with due skill and care at all times.

ASM ADVISOR RESPONSIBILITIES

16 ADVISING AND GUIDING AN ASM COMPANY

The ASM Advisor is responsible to Euronext Dublin for advising and guiding an ASM company on its responsibilities under the ASM Rules

for Companies both in respect of its admission and its continuing obligations on an ongoing basis. An ASM Advisor must be available to advise and guide ASM companies for which it acts at all times.

An ASM Advisor should allocate at least two appropriately qualified staff to be responsible for each ASM company for which the ASM Advisor acts in that capacity, including at least one qualified executive, in order to ensure an appropriate corporate finance contact with knowledge of the ASM company is available at all times.

17 ASM ADVISOR RESPONSIBILITIES

In deciding whether an ASM Advisor has complied with these rules and the undertakings it has provided to Euronext Dublin in its ASM Advisor's declaration, Euronext Dublin will have regard to the matters set out in Schedule Three, which should be exercised with due skill and care and after due and careful enquiry.

INFORMATION OBLIGATIONS

18 LIAISON WITH EURONEXT DUBLIN

An ASM Advisor must provide Euronext Dublin with any information, in such form and within such time limits as Euronext Dublin may reasonably require. An ASM Advisor should reasonably satisfy itself that all such information provided by it is correct, complete and not misleading and, if it comes to the subsequent attention of the ASM Advisor that the information provided does not meet this requirement, the ASM Advisor should advise Euronext Dublin as soon as practicable.

An ASM Advisor must liaise (and be available to liaise) with Euronext Dublin when requested to do so by Euronext Dublin or an ASM company for which it acts and should be contactable at all times, in particular during Euronext Dublin's market hours.

An ASM Advisor must, at the earliest opportunity, seek the advice of Euronext Dublin (via the Regulation Department) in any situation where it is unsure as to the application or interpretation of these rules or the ASM Rules for Companies or it has a concern about the reputation or integrity of ASM.

An ASM Advisor should advise Euronext Dublin as soon as practicable if it believes that it or an ASM company has breached the ASM Rules for Companies or these rules.

All communications between *Euronext Dublin* and an *ASM Advisor* are confidential to *Euronext Dublin* and should not be disclosed, except as required by any other regulatory or statutory body. Such communications can be disclosed to appropriate advisors to the *ASM Advisor* or to the relevant *ASM company*, unless *Euronext Dublin* states otherwise.

19 **BECOMING OR CEASING TO BE AN ASM ADVISOR TO AN ASM COMPANY**

An *ASM Advisor* must submit to *Euronext Dublin* a completed *ASM Advisor's declaration* form in relation to any *applicant* seeking admission (in accordance with the *ASM Rules for Companies*) or where that *ASM Advisor* becomes *ASM Advisor* to an existing *ASM company*.

Where an *ASM Advisor* ceases to act for an *ASM company*, it must inform the Regulation Department of *Euronext Dublin* as soon as possible (in writing) and must include with that notification the reason why it has ceased to act.

INDEPENDENCE AND CONFLICTS

20 **INDEPENDENCE ON A CONTINUING BASIS**

An *ASM Advisor* must be able to demonstrate to *Euronext Dublin* that both it and its executives are independent from the *ASM companies* for which it acts such that there is no reasonable basis for impugning the *ASM Advisor's* independence.

Where *Euronext Dublin* requires an *ASM Advisor* to demonstrate clearly that neither its independence nor that of any of its executives has or will be compromised by any potential conflict of interest, the burden of proof will be upon the *ASM Advisor*.

In cases of doubt about its independence an *ASM Advisor* should consult *Euronext Dublin* in advance of entering into any arrangements.

Schedule One sets out further rules and guidelines in relation to the independence of an *ASM Advisor*.

21 **CONFLICTS OF INTEREST**

An *ASM Advisor* must not have and must take care to avoid the semblance of a conflict between the interests of the *ASM companies* for which it acts and those of any other party.

In particular, an *ASM Advisor* must not act for any other party to a transaction or take-over other than its *ASM company* client.

PROCEDURES, STAFF AND RECORDS

22 **PROPER PROCEDURES**

An *ASM Advisor* must ensure that it maintains procedures which are sufficient for it to discharge its ongoing obligations under these rules. The *ASM Advisor* should ensure that its compliance and procedures manual (or similar) reflects and takes account of the requirements of these rules, as appropriate.

In particular, it must ensure that any members of staff who are not approved as *qualified executives* are properly supervised by a *qualified executive* at all appropriate times in relation to matters relating to *ASM companies*.

23 **ADEQUACY OF STAFF**

An *ASM Advisor* must ensure that it has sufficient *qualified executives* and other corporate finance staff to discharge its obligations as an *ASM Advisor* under these rules at all times. In assessing whether it has sufficient staff, an *ASM Advisor* must have regard to the number and type of *ASM companies* for which it acts.

24 **MAINTENANCE OF APPROPRIATE RECORDS**

An *ASM Advisor* must retain sufficient records to maintain an audit trail of the key discussions it holds with, advice which it has given to, and the key decisions it has made in respect of, the *ASM companies* for which it acts as *ASM Advisor*. An *ASM Advisor* should ensure that it is able (including by keeping appropriate records) to demonstrate the basis for advice given and key decisions taken, such as internal considerations and any actions taken prior to the advice being given. Such records must be retained whilst a firm is an *ASM Advisor* to a company and for at least three years after it ceases to be an *ASM Advisor*.

When performing a review of an *ASM Advisor*, *Euronext Dublin* will look for clear evidence that at least those matters set out in Schedule Three have been considered and that appropriate actions have been taken in order to ensure compliance with these rules and the *ASM Rules for Companies*.

Part 3

Review and Discipline of an ASM Advisor

25 REVIEW OF ASM ADVISORS

An ASM Advisor may be subject to a formal review by *Euronext Dublin* to ensure that it has fully discharged its responsibilities under these rules and the *ASM Rules for Companies*. An ASM Advisor must ensure that its *qualified executives* co-operate fully with *Euronext Dublin* and that the *qualified executive* who was responsible for a transaction is available to answer any questions by *Euronext Dublin* about any relevant matter.

An ASM Advisor must allow *Euronext Dublin* officers access to its records (hard and electronic copies) and business premises when so requested by *Euronext Dublin*.

26 REMOVAL OF QUALIFIED EXECUTIVES

Euronext Dublin may remove the *qualified executive* status of an employee of an ASM Advisor where that employee is subject to bankruptcy, disciplinary action by a statutory or regulatory authority or securities exchange, mentally incapacitated or has been shown by a formal review by *Euronext Dublin* of the ASM Advisor or otherwise to have failed to act with due skill and care or in accordance with these rules or the *ASM Rules for Companies* in relation to his/her employer's role as an ASM Advisor.

27 APPEALS AGAINST THE REMOVAL OF QUALIFIED EXECUTIVES

Either an ASM Advisor or a *qualified executive* may appeal against a decision to disqualify that executive to the *Appeals Committee*, in accordance with the appeals procedures as laid down by *Euronext Dublin*.

28 DISCIPLINARY ACTION AGAINST AN ASM ADVISOR

If it appears to *Euronext Dublin* that:

- (1) an ASM Advisor is in breach of its responsibilities under these rules or the *ASM Rules for Companies*;
- (2) an ASM Advisor has failed to act with due skill and care; or

- (3) the integrity and reputation of ASM has been or may be impaired as a result of the conduct or judgement of an ASM Advisor;

and considers that a sanction may be appropriate, it will refer the matter to the *Disciplinary Committee*, save where the ASM Advisor agrees to a private censure by *Euronext Dublin* and *Euronext Dublin* considers that to be the appropriate sanction.

If the *Disciplinary Committee* finds that the ASM Advisor has been in breach of its responsibilities under these rules or the *ASM Rules for Companies*, or has failed to act with due skill and care, or that the integrity and reputation of ASM has been or may be impaired as a result of its conduct or judgement, it may do one or more of the following:

- (1) censure the ASM Advisor and, in addition, it may publish the censure; and
- (2) remove the ASM Advisor from the register maintained by *Euronext Dublin* and, in addition, it may publish its action.

Where the *Disciplinary Committee* proposes to take any of the above steps, it will follow the disciplinary procedures as laid down by *Euronext Dublin*. The *Disciplinary Committee* shall state the reasons for its decision in writing. Such decision may be appealed to the *Appeals Committee* (see below).

29 MORATORIUM ON ACTING FOR FURTHER ASM COMPANIES

Where, in the opinion of *Euronext Dublin* an ASM Advisor no longer meets the requirements of Part One of these rules or is not meeting its responsibilities under these rules or it has insufficient staff pursuant to rule 23 of these rules or it is the subject of disciplinary action by *Euronext Dublin*, *Euronext Dublin* may prevent that ASM Advisor from acting as an ASM Advisor to any additional ASM companies until that situation is resolved to *Euronext Dublin's* satisfaction.

30 APPEALS BY ASM ADVISORS

Where the *Disciplinary Committee* makes any finding or imposes a sanction against an *ASM Advisor* pursuant to these rules, that *ASM Advisor* may appeal to the *Appeals Committee* against any such decision of the *Disciplinary Committee* made under the foregoing process. Such an appeal will be heard in accordance with the appeals procedures as laid down by *Euronext Dublin*.

31 PUBLICATION OF THE REMOVAL OF ASM ADVISOR STATUS

Where *Euronext Dublin* removes *ASM Advisor* status (for example, due to disciplinary action or it failing to continue to meet the eligibility criteria set out in Part One of these rules) or where an *ASM Advisor* requests to have that status removed, *Euronext Dublin* may notify such removal by way of an *ASM* notice published through the Company Announcements Office of *Euronext Dublin* and/or by marking the *register* accordingly.

Glossary

Admissions Committee means the *Regulatory Committee* constituted to consider *ASM Advisor* applications under these *rules*.

Appeals Committee means the *Regulatory Committee* constituted to hear appeals under these *rules*.

ASM Advisor's declaration as defined in the *ASM Rules for Companies* and in the form of which is set out in Schedule Two.

ASM Rules for Companies means the *ASM Rules for Companies*, as published by *Euronext Dublin* from time to time.

criteria means the criteria set out in rule 2.

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.

NASDAQ means the NASDAQ Stock Market.

NYSE means the New York Stock Exchange.

qualified executive means a qualified executive as defined in rule 4.

registration statement means a document prepared for registering with the *SEC* for the purpose of offering *securities* in the US and/or admitting those *securities* to the *NYSE* or *NASDAQ*.

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

relevant transaction means a transaction as defined in rule 5.

US securities exchange means the *NYSE* or *NASDAQ*.

Schedule One

Independence in relation to rule 20

For the avoidance of doubt:

- An *ASM Advisor* may not act as both reporting accountant and/or auditor on the one hand and *ASM Advisor* to an *ASM company* on the other unless it has satisfied *Euronext Dublin* that appropriate safeguards are in place;
- No partner, director, employee of an *ASM Advisor* or associate of any such partner, director or employee may hold the position of a director of an *ASM company* for which the firm acts as *ASM Advisor*;
- No *ASM Advisor* or partner, director or employee of an *ASM Advisor*, or associate of any such partner, director or employee either individually or collectively may be a substantial shareholder (i.e. 10% or more, taking into account options, warrants or similar that it may hold as if they have been exercised) of an *ASM company* for which the firm acts as *ASM Advisor*;
- An *ASM Advisor* or partner, director, employee of an *ASM Advisor* or associate of any such partner, director or employee may be a significant shareholder (i.e. 3% or more, taking into account options, warrants or similar that it may hold as if they have been exercised) of an *ASM company* for which the firm acts as *ASM Advisor* provided adequate safeguards are in place to prevent any conflict of interest;
- No *ASM Advisor*, partner, director, employee of an *ASM Advisor* or associate of any such partner, director or employee may deal in the securities of an *ASM company* or any related financial product for which the firm acts as *ASM Advisor* during any periods under which trading would be prohibited by *MAR*;
- When calculating an interest in a client company an *ASM Advisor* is permitted to disregard any interest in shares pursuant to Section 1059 Companies Act 2014; and
- If an *ASM Advisor* breaches any of the above limits as a result of its underwriting activities it must make best endeavours to sell down its holding to within the guidelines as soon as reasonably practicable.

Note: As guidance bullet points 3 to 5 inclusive above will only apply to the corporate finance function of an *ASM Advisor* firm and not to other areas adequately separated by Chinese walls or similar safeguards. In such situations the burden of proof required of the *ASM Advisor* under rule 20 remains.

Schedule Two

ASM Advisor's declaration

This *ASM Advisor* confirms that:

SECTION A

to the best of its knowledge and belief, having made due and careful enquiry and considered all relevant matters under the *ASM Rules for Companies* and *Rules for ASM Advisors* in relation to this application for admission, all applicable requirements of the *ASM Rules for Companies* and *Rules for ASM Advisors* have been complied with and, in particular, (i) the conditions for admission in rules 7 and 8 of the *ASM Rules for Companies* have been satisfied (ii) the admission document complies with Schedule Two of the current *ASM Rules for Companies*, or (ii) (in the case of a *quoted applicant* only) the requirements of Schedule One and its supplement have been complied with; and

SECTION B

- (a) it is satisfied that the *applicant* and its securities are appropriate to be admitted to *ASM*, having made due and careful enquiry and considered all relevant matters set out in the *ASM Rules for Companies* and the *Rules for ASM Advisors*;
- (b) the directors of the *applicant* have received advice and guidance (from this *ASM Advisor* and other appropriate professional advisors) as to the *applicant's* responsibilities and obligations under the *ASM Rules for Companies* in order to facilitate due compliance by the *applicant* on an ongoing basis; and
- (c) it will comply with the *ASM Rules for Companies* and *Rules for ASM Advisors* as applicable to it in its role as *ASM Advisor* to this *applicant*.

Note: Sections A and B must be completed where *securities* are being admitted to *ASM* pursuant to an *admission document*.

Only Section B must be completed where this form is being completed pursuant to a change of nominated advisor and Section A will not be applicable. In such cases, the term *applicant* should be deemed to read *ASM company*.

Terms used in this *ASM Advisor's* declaration are as defined in the *ASM Rules for Companies*.

Schedule Three

ASM Advisor responsibilities

The responsibilities set out in this Schedule Three consist of numbered principles in bold followed by a list of actions. The numbered principles must be satisfied in all cases. The actions which follow each principle represent a non-exhaustive list of tasks that *Euronext Dublin* would usually expect an *ASM Advisor* to fulfill in satisfying that principle.

Other actions can therefore be substituted in order to satisfy each overriding principle or the *ASM Advisor* may decide that a particular action set out below is not appropriate. The reasons for this should be noted as part of the record keeping duties under rule 24 in order to evidence to *Euronext Dublin* that an *ASM Advisor* has acted with due skill and care.

ADMISSION RESPONSIBILITIES

These apply to an *ASM Advisor* that is acting for an *applicant* including, as applicable, a *quoted applicant* in respect of its *admission* to *ASM*.

THE APPLICANT AND ITS SECURITIES

AR1 – In assessing the appropriateness of an applicant and its securities for ASM, an ASM Advisor should achieve a sound understanding of the applicant and its business.

In meeting this, the *ASM Advisor* should usually:

- ensure it has, or has access to, appropriate knowledge of the *applicant's* area of business (taking into account its country of incorporation and operation), using in-house specialists or external experts where necessary to achieve this;
- consider the *applicant's* sector, proposition, business plan or similar, historical financial information and other corporate information, including the due diligence performed further to AR3;
- consider any issues relating to the *applicant's* country of incorporation and operation and any other issues that might affect its appropriateness;

- undertake a visit to the *applicant's* material site(s) of operation and meet the *directors* and key managers. The necessity of meeting any other relevant material stakeholders (e.g. key shareholders) should also be considered;
- consider appointing its own legal advisors who are independent from the *applicant* to assist in the *ASM Advisor's* understanding of the *applicant* and to provide advice to the *ASM Advisor* that is independent of the *applicant*;
- ensure that the *applicant* and its securities meet the conditions for admission in rules 7 and 8 of the *ASM Rules for Companies*;
- in respect of certificates representing shares, ensure that the conditions in Schedule Eight of the *ASM Rules for Companies* are satisfied.

DIRECTORS AND BOARD

AR2 – In assessing the appropriateness of an applicant and its securities for ASM, an ASM Advisor should (i) consider the suitability of each director and proposed director of the applicant; and (ii) consider the efficacy of the board as a whole for the company's needs, in each case having in mind that the company will be admitted to trading on an Irish and US public market.

In meeting this, the *ASM Advisor* should usually:

- issue and review *directors'* questionnaires and review *directors'* CVs;
- test the information revealed by the above questionnaires and CVs, for example, by conducting press searches, Companies Registration Office checks, taking-up references and, where appropriate, obtaining third party checks. For *directors* who are not Irish-based, appropriate investigations should be undertaken;
- extend these investigations and considerations as appropriate to key managers and consultants who are discussed in the *admission document*;
- consider undertaking such investigations in relation to *substantial shareholders* at *admission* as appropriate, especially where there is uncertainty as to their identity or where they are not established institutions, in particular to enquire about the existence of *persons* exercising control over the *applicant*;

- analyse any issues arising from these investigations, in particular as to how they could affect the *applicant's* appropriateness to be admitted to ASM and be publicly traded;
- consider each *director's* suitability and experience in relation to their (proposed) company role and consider whether each (proposed) *director* is suitable to be a *director* of an Irish public company;
- consider the board of *directors* as a whole in relation to the *applicant's* needs, for example given its type, size, expected profile and the fact that the *applicant* will be admitted to a US and Irish-based, English-language public market;
- consider, with the *directors* of an *applicant*, the adoption of appropriate corporate governance measures.

DUE DILIGENCE

AR3 – The ASM Advisor should oversee the due diligence process, satisfying itself that it is appropriate to the applicant and transaction and that any material issues arising from it are dealt with or otherwise do not affect the appropriateness of the applicant for ASM.

In meeting this, the *ASM Advisor* should usually:

- be satisfied that appropriate financial and legal due diligence is undertaken by an appropriate professional firm(s);
- be satisfied that appropriate working capital and financial reporting systems and controls reviews are undertaken (usually including reports and letters from accountants to the *applicant*);
- consider whether commercial, specialist (e.g. intellectual property) and/or technical due diligence is required and be satisfied that it is undertaken where required;
- agree the scope of all such due diligence and reports (including, in relation to the working capital report, assumptions and sensitivities);

- review and assess the above due diligence, reports and advisor comfort letters, considering any material issues, recommended actions or adverse analysis raised and be satisfied that appropriate actions have been undertaken to resolve such matters or otherwise be satisfied that such matters do not affect the appropriateness of the *applicant* for ASM.

ADMISSION DOCUMENT

AR4 – The ASM Advisor to an applicant should oversee and be actively involved in the preparation of the admission document, satisfying itself (in order to be able to give the ASM Advisor’s declaration) that it has been prepared in compliance with the ASM Rules for Companies with due verification having been undertaken.

In meeting this, the ASM Advisor should usually:

- oversee and be actively involved in drafting of the sections of the *admission document* that relate to the business of the *applicant* (usually the information required in Schedule 2, point (b) of *ASM Rules for Companies*) and the risk factors, being satisfied that they take into account matters raised by due diligence;
- be satisfied that the financial and additional information sections have been appropriately prepared;
- consider whether any specialist third party reports are required (e.g. for companies in particular sectors such as property or biotechnology);
- be satisfied that appropriate verification of the *admission document* and any related notifications has taken place;
- be satisfied (in terms of the *ASM Advisor’s declaration*) that the *admission document* complies with the *ASM Rules for Companies*, liaising with the Regulation Department of *Euronext Dublin* to the extent that rule derogations or interpretations may be required;
- in respect of certificates representing shares, ensure that the disclosure requirements in Schedule Eight of the *ASM Rules for Companies* are satisfied in the *admission document*.

Quoted applicants: Quoted applicants are not required to produce an *admission document* and therefore some of the provisions of AR4 will not be applicable. However, the statements required to be given pursuant to the Supplement to Schedule One of the *ASM Rules for Companies* should be given after due and careful enquiry.

ASM RULE COMPLIANCE

AR5 – The ASM Advisor should satisfy itself that the applicant has in place sufficient systems, procedures and controls in order to comply with the ASM Rules for Companies and should satisfy itself that the applicant understands its obligations under the ASM Rules for Companies.

In meeting this, the ASM Advisor should usually:

- be satisfied that procedures within the company have been established to facilitate compliance with the *ASM Rules for Companies*; and
- be satisfied that the *directors* have been advised of their and the company’s continuing responsibilities and obligations under the *ASM Rules for Companies* and that the *directors* are aware of when they should be consulting with or seeking the advice of the *ASM Advisor*. The *ASM Advisor* should be involved in the provision of this advice to the *directors* so that they are aware of the practical consequences of the requirements of the *ASM Rules for Companies*.

Ongoing Responsibilities

These apply on a continuing basis in respect of any *ASM Advisor* who acts for an *ASM company*.

REGULAR CONTACT BETWEEN COMPANY AND ASM ADVISOR

OR1 – The ASM Advisor should maintain regular contact with an ASM company for which it acts, in particular so that it can assess whether (i) the ASM Advisor is being kept up-to-date with developments at the ASM company and (ii) the ASM company continues to understand its obligations under the ASM Rules for Companies.

In meeting this, the *ASM Advisor* should usually:

- maintain regular contact with the *ASM company*, in particular to be satisfied that the *ASM Advisor* is kept up-to-date in order that it can advise the company on its obligations under the *ASM Rules for Companies* (especially the disclosure obligations and to identify breaches of the *ASM Rules for Companies* (e.g. in relation to rule 14 disclosures));
- assess whether the *ASM company* continues to understand its obligations under the *ASM Rules for Companies*, for example by having discussions with the *directors* where appropriate and be satisfied that any procedures required pursuant to AR5 continue to be effective.

REVIEW OF NOTIFICATIONS

OR2 – The *ASM Advisor* should undertake a prior review of relevant notifications made by an *ASM company* with a view to ensuring compliance with the *ASM Rules for Companies*.

In meeting this, the *ASM Advisor* should usually:

- review in advance (although without prejudice to the requirement of rule 10 of the *ASM Rules for Companies* to release information without delay) all notifications to be made by an *ASM company* for which it acts to ensure as far as reasonably possible that they comply with the *ASM Rules for Companies*;
- include the *ASM Advisor's* name and a contact name on all such announcements that an *ASM Advisor* reviews, other than routine announcements;
- seek to ensure the simultaneous release of announcements on the *ASM* and *US securities exchange*.

MONITOR TRADING

OR3 – The *ASM Advisor* should monitor (or have in place procedures with third parties for monitoring) the trading activity in securities of an *ASM company* for which it acts, especially when there is unpublished inside information in relation to the *ASM company*.

In meeting this, the *ASM Advisor* should usually:

- use suitable alerts or other triggers to alert the *ASM Advisor* to substantial price or trading movements. This can be satisfied via the *broker*;
- contact an *ASM company* where appropriate if there is a substantial movement to ascertain whether an announcement or other action is required, liaising with *Euronext Dublin* where appropriate;
- consider the necessity for arranging relevant press monitoring, particularly when there is material unpublished inside information in existence.

ADVISE THE ASM COMPANY ON ANY CHANGES TO THE BOARD OF DIRECTORS

OR4 – The *ASM Advisor* should advise the *ASM company* on any changes to the board of directors the *ASM company* proposes to make, including (i) investigating and considering the suitability of proposed new directors and (ii) considering the effect any changes have on the efficacy of the board as a whole for the company's needs, in each case having in mind that the company is admitted to trading on an Irish public market.

In satisfying this, *Euronext Dublin* would expect the *ASM Advisor* to usually:

- be satisfied that the *ASM company* knows to liaise with the *ASM Advisor* at the earliest opportunity about proposed changes to the board, in order to allow the *ASM Advisor* appropriate time to comply with OR4;
- in relation to new *directors*, consider the requirements of AR2 and take the appropriate actions including issuing and reviewing *director's* questionnaires, reviewing the *director's* CV and testing such information;
- consider whether such proposed *directors* are suitable to be a *director* of an Irish public company and consider the effect of the appointment on the efficacy of the board as a whole for the company's needs;

- in relation to the removal of *directors*, consider how this affects the efficacy of the board as a whole for the company's need, make any recommendations it thinks fit to the *ASM company* and considering whether this in turn affects the *ASM company's* appropriateness for *ASM*.

ADVISE THE ASM COMPANY ON CORPORATE ACTIONS

OR5 – The ASM Advisor should advise the company of procedures in relation to corporate actions and ensure these are adhered to by the ASM company at all times.

Engagement Responsibilities

These apply when an *ASM Advisor* is being engaged as an *ASM Advisor* to an existing *ASM company*.

In satisfying these responsibilities, an *ASM Advisor* should in addition refer to AR1 (in relation to ER1 below), AR2 (in relation to ER2) and AR5 (in relation to ER3) and consider what actions may be appropriate. The actions to be taken will depend on, for example, the circumstances surrounding the change of *ASM Advisor* or the changes that have taken place in the company since *admission*. For example, it is unlikely that the due diligence reports usually obtained in preparation for *admission* as mentioned in AR1 would be required on engagement pursuant to ER1 or ER3 below.

THE ASM COMPANY AND ITS SECURITIES

ER1 – In assessing the appropriateness of an ASM company and its securities for ASM when taking on an existing ASM company, an ASM Advisor should achieve a sound understanding of the ASM company and its business.

In satisfying this, the *ASM Advisor* should usually:

- gain a knowledge of any major developments relating to the company since *admission* and consider their effect on the appropriateness of the *ASM company*;
- consider contacting the outgoing *ASM Advisor* to discuss their experiences with the *ASM company*. An outgoing *ASM Advisor* should be constructive and open (to the extent possible) with a new *ASM Advisor* who contacts them for such discussion.

DIRECTORS AND BOARD

ER2 – In assessing the appropriateness of an existing ASM company and its securities for ASM, an ASM Advisor should (i) investigate and consider the suitability of each director and proposed director of the ASM company and (ii) consider the efficacy of the board as a whole for the company's needs, in each case having in mind that the company is admitted to trading on a public market in Ireland.

ASM RULE COMPLIANCE

ER3 – The ASM Advisor should satisfy itself that the ASM company has in place sufficient systems, procedures and controls in order to comply with the ASM Rules for Companies and should satisfy itself that the ASM company and its directors understand their obligations under the ASM Rules for Companies.

GENERAL

In this Schedule Three:

Where an *ASM Advisor* is expected to consider or satisfy itself of a particular matter, this is expected to be after due and careful enquiry and exercising due skill and care. The *ASM Advisor* should keep an appropriate record to evidence this.

An *ASM Advisor* should seek advice and assistance from other professional Advisors where appropriate in fulfilling these responsibilities but should retain overall management and responsibility (i) for any *admission* process in relation to *ASM companies* for which it acts and (ii) in relation to advising *ASM companies* on their ongoing compliance with the *ASM Rules for Companies*.

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EURONEXT

EURONEXT DUBLIN

28 Anglesea Street, Dublin 2

Tel + 353 1 617 4200

asm@ise.ie

www.ise.ie