

# EURONEXT GROWTH OSLO RULE BOOK - PART II

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# TABLE OF CONTENTS

<b>1. GENERAL PROVISIONS</b> .....	<b>3</b>
1.1 DEFINITIONS.....	3
1.2 SCOPE.....	5
1.3 CHANGES.....	5
1.4 CONFIDENTIALITY.....	5
<b>2. ADMISSION TO TRADING RULES FOR ISSUERS</b> .....	<b>6</b>
2.1 CONDITIONS FOR ADMISSION TO TRADING ON EURONEXT GROWTH OSLO .....	6
2.1.1 REQUIREMENT OF HAVING A EURONEXT GROWTH ADVISOR.....	6
2.1.2 GENERAL CONDITIONS .....	6
2.1.3 COMMERCIAL CRITERIA.....	7
2.1.3.2 FINANCIAL STATEMENTS .....	7
2.1.4 MANAGEMENT AND BOARD OF DIRECTORS.....	10
2.1.4.1 MANAGEMENT .....	10
2.1.4.2 BOARD OF DIRECTORS.....	10
2.1.4.3 MANAGEMENT COMPANIES.....	10
2.1.5 SHARES.....	11
2.1.5.2 15% SPREAD OF SHARE OWNERSHIP.....	11
2.1.5.3 SPREAD OF SHARE OWNERSHIP – NUMBER OF SHAREHOLDERS.....	12
2.1.5.4 FREE TRANSFERABILITY OF SHARES.....	12
2.1.5.5 VOTING RIGHTS FOR SHARES .....	12
2.1.5.6 MINIMUM MARKET VALUE OF THE SHARES AT THE TIME OF ADMISSION TO TRADING .....	12
2.1.5.7 REGISTRATION OF SHARE CAPITAL WITH A CENTRAL SECURITIES DEPOSITORY .....	13
2.1.6 TIMING OF SHARE ISSUES AND ADMISSION TO TRADING .....	13
2.1.6.2 ADMISSION TO TRADING ON AN "IF AND WHEN ISSUED/DELIVERED" BASIS .....	13
2.1.7 REPORT OF RESERVES.....	13
2.2 PROCESS OF APPLYING FOR ADMISSION TO TRADING.....	14
2.3 INFORMATION DOCUMENT / PRESENTATION DOCUMENT .....	14
2.4 ADMISSION TO TRADING OF RIGHTS TO SHARES .....	15
<b>3. CONTINUING OBLIGATIONS FOR ISSUERS</b> .....	<b>16</b>
3.1 EQUAL TREATMENT .....	16

3.2	GOOD BUSINESS PRACTICE .....	16
3.3	CONTACT PERSONS .....	16
3.4	COMPANY INFORMATION IN NEWSPOINT .....	16
3.5	PRIMARY INSIDER REGISTER .....	17
3.6	INFORMATION TO BE PROVIDED TO EURONEXT OSLO BØRS.....	17
3.7	LEI, CFI AND FISN CODES.....	17
3.8	RECOVERY BOX AND PENALTY BENCH.....	18
3.8.1	GENERAL.....	18
3.8.2	RECOVERY BOX .....	18
3.8.3	PENALTY BENCH.....	18
3.9	DUTY OF DISCLOSURE .....	19
3.9.1	19	
3.9.2	<b>Error! Bookmark not defined.</b>	
	[RESERVERT] .....	19
3.9.3	19	
3.9.4	<b>Error! Bookmark not defined.</b>	
3.9.5	DUTY OF PRIOR NOTICE WHEN PUBLICLY DISCLOSING PARTICULARLY PRICE SENSITIVE EVENTS 19	
3.9.6	INFORMATION PUBLICLY DISCLOSED ON OTHER MARKET PLACES .....	20
3.9.7	PUBLIC DISCLOSURE OF INFORMATION IN SPECIAL CIRCUMSTANCES .....	20
3.10	ISSUER EVENTS.....	20
3.11	CORPORATE ACTIONS .....	21
3.11.1	GENERAL .....	21
3.11.2	CARRYING OUT CORPORATE ACTIONS .....	21
3.11.3	ANNOUNCEMENT OF EX-DATE.....	22
3.11.4	FURTHER PROVISIONS ON THE EXECUTION OF MERGERS, DEMERGERS AND REDUCTIONS IN SHARE CAPITAL THROUGH DISTRIBUTION .....	23
3.11.5	CHANGES IN SHARE CAPITAL .....	24
3.12	FINANCIAL REPORTING .....	25
3.12.1	GENERAL .....	25
3.12.2	PUBLIC DISCLOSURE OF THE ANNUAL REPORT .....	25
3.12.3	PUBLIC DISCLOSURE OF THE HALF-YEARLY REPORT.....	26
3.12.4	INFORMATION SUPPLEMENTARY TO ANNUAL FINANCIAL STATEMENTS, ANNUAL MANAGEMENT REPORTS AND INTERIM REPORTS.....	26

3.12.5	EXEMPTIONS.....	26
3.12.6	FINANCIAL CALENDAR .....	26
3.13	PROCEDURES FOR PUBLICATION OF INFORMATION.....	27
3.13.1	PUBLIC DISCLOSURE .....	27
3.13.2	LANGUAGE TO BE USED.....	27
3.14	PUBLICATION OF PROSPECTUS .....	27
3.15	INFORMATION TO SHAREHOLDERS AND GENERAL MEETINGS.....	28
3.15.1	GENERAL.....	28
3.15.2	INFORMATION TO SHAREHOLDERS.....	28
3.15.3	NOTICE OF GENERAL MEETINGS.....	28
3.15.4	THE RIGHT OF EURONEXT OSLO BØRS TO ATTEND THE GENERAL MEETING .....	29
3.15.5	RESULT OF GENERAL MEETING .....	29
3.16	CONTINUED TRADING IN THE EVENT OF MERGER, DEMERGER AND OTHER MATERIAL CHANGES	29
3.17	REMOVAL FROM TRADING AND SANCTIONS.....	31
3.17.1	GENERAL.....	31
3.17.2	REMOVAL FROM TRADING .....	31
3.17.3	[RESERVED].....	32
3.17.4	SANCTIONS .....	32
3.18	ADMINISTRATION BY EURONEXT OSLO BØRS .....	32
3.19	EURONEXT OSLO BØRS APPEALS COMMITTEE .....	33
3.20	PUBLICATION OF STATEMENTS AND DECISIONS OF EURONEXT OSLO BØRS .....	34
<b>4.</b>	<b>MEMBERSHIP AND TRADING RULES .....</b>	<b>35</b>
4.1	MEMBERSHIP .....	35
4.2	APPLICABLE RULES FOR TRADING AND CONDUCT .....	35
4.3	CURRENT MARKET VALUE.....	35
4.4	CLEARING AND SETTLEMENT ARRANGEMENTS .....	35
4.4.1	GENERAL CLEARING ARRANGEMENTS .....	35
4.4.2	CENTRAL COUNTERPARTY'S REJECTION OF TRADES FOR CLEARING .....	36
4.4.3	CENTRAL COUNTERPARTY CONTRACTS.....	36
4.4.4	SUSPENSION AND TERMINATION OF CLEARING AGREEMENTS.....	36
4.4.5	CENTRAL COUNTERPARTY CEASING REGISTRATION OF CENTRAL COUNTERPARTY TRADES ....	37
4.4.6	OBLIGATION TO SETTLE .....	37
4.5	INFORMATION, MONITORING AND INVESTIGATION.....	37

4.6	MEASURES IN CASE OF VIOLATION OF THE RULES .....	38
4.6.1	GENERAL .....	38
4.6.2	IMMEDIATE MEASURES .....	38
4.6.3	SUSPENSION AND TERMINATION .....	38
4.6.4	VIOLATION CHARGE AND DAILY FINE .....	39
4.6.5	PROCEDURES .....	39
4.6.6	EURONEXT OSLO BØRS APPEALS COMMITTEE .....	39
4.6.7	PUBLICATION OF STATEMENTS AND DECISIONS OF EURONEXT OSLO BØRS .....	40
4.7	INFRINGEMENT OF NATIONAL REGULATIONS AND MISCONDUCT .....	40
<b>5.</b>	<b>EURONEXT GROWTH ADVISOR RULES .....</b>	<b>41</b>
5.1	SCOPE .....	41
5.2	REQUIREMENTS FOR AND APPROVAL OF EURONEXT GROWTH ADVISORS .....	41
5.2.1	APPLICATION FOR APPROVAL .....	41
5.2.2	INDEPENDENCY AND CONFLICTS OF INTERESTS .....	41
5.2.3	CONTACT PERSON .....	42
5.3	CONTINUING SUITABILITY FOR EURONEXT GROWTH ADVISORS AND NOTIFICATION REQUIREMENTS .....	42
5.4	INFORMATION, MONITORING AND INVESTIGATION .....	43
5.5	EURONEXT GROWTH ADVISORS' TASKS AND RESPONSIBILITY .....	43
5.5.1	DUE SKILL AND CARE .....	43
5.5.2	MAIN TASKS AND RESPONSIBILITY .....	43
5.6	MEASURES IN CASE OF VIOLATION OF THE RULES .....	44
5.6.1	SUSPENSION AND TERMINATION .....	44
5.6.2	VIOLATION AND DAILY FINE .....	44
5.6.3	PROCEDURES, APPEALS AND PUBLICATION .....	44

# 1. GENERAL PROVISIONS

## 1.1 DEFINITIONS

The capitalized terms used herein are defined in Chapter 1 of Rule Book Part I and below, unless specifically provided otherwise. Where the context is appropriate, the plural form of a defined term is also deemed as being the defined term.

Central Counterparty	LCH Limited, CBOE Clear Europe N.V. and SIX x-clear AG.
Central Counterparty Contract	Any contract arising between Clearing Members and a Central Counterparty, resulting from a Central Counterparty Trade.
Central Counterparty Security	Shares, Equity Certificates, Depositary Receipts, ETFs, Subscription Rights and any other instruments which have been designated by Euronext Oslo Børs and a central counterparty as eligible for central counterparty processing.
Central Counterparty Trade	An electronically matched order on the trading system in a Central Counterparty Security.
Clearing Member	A General Clearing Member or a Direct Clearing Member.
Direct Clearing Member	A Member that is party to a valid and subsisting clearing membership agreement with a Central Counterparty and which may clear with the Central Counterparty, Central Counterparty Trades dealt by the Member itself and Central Counterparty Trades dealt by its customers.
General Clearing Member	A Member that is party to a valid and subsisting clearing membership agreement with a Central Counterparty and which may clear with the Central Counterparty, Central Counterparty Contracts resulting from Central Counterparty Trades dealt by the Member itself, trades dealt on behalf of its customers or also other Members' trades, or a non-Member as mentioned in section 4.2.1 (5) in this Rule Book II.
Information Document	A document, and any supplement thereto, that is drawn up under the responsibility of the Issuer and reviewed by the Relevant Euronext Market Undertaking and the Euronext Growth Advisor, and that contains, depending on the particular nature of the transaction information about the Issuer and the Securities to be admitted to trading on Euronext Growth Oslo, enabling the investor to make its investment decision.
Non-Clearing Member	A Member that is not a Clearing Member in respect of a particular trade.
On Exchange Off Book Trade	An off book trade that is effected where one or both of the parties to the trade is a Member and the Member and its customer or counterparty agree at or prior to the time of effecting the trade that it shall be subject to the Rules.
On Exchange Order Book Trade	A trade that is effected automatically on the Central Order Book.

On Exchange Trade	An executed trade being an On Exchange Order Book Trade or an On Exchange Off Book Trade.
Subscription Right	Securities, issued by a corporation or other incorporated business enterprise, entitling the holder to acquire in such issuer, including by subscription, Equity Securities, Certificates and/or Depositary Receipts in respect of Shares.
Depositary Receipt	means securities which are negotiable on the capital market, which represent ownership of securities issued by a foreign issuer, which are able to be admitted to trading on a regulated market and which can be traded independently.
EGA Agreement	An agreement entered into between Euronext Oslo Børs and a Euronext Growth Advisor following Euronext Oslo Børs' approval of a Euronext Growth Advisor.
Equity Certificates	Equity certificates (Nw. egenkapitalbevis) issued by savings banks and other financial institutions that are not organized as private limited companies or public limited companies, following consent from the Norwegian Ministry of Finance.
Euronext Growth Advisor where such	An investment firm approved by Euronext Oslo Børs as a Euronext Growth Advisor (and approval has not been withdrawn).
Euronext Growth Oslo	The Euronext Growth Market operated by Euronext Oslo Børs.
Management Company	Any person or company (not being the Issuer or employed with the Issuer) that regularly performs managerial functions for the Issuer.
Securities Trading Act	The Norwegian Securities Trading Act of 2007 (Nw. verdipapirhandelloven).
Securities Trading Regulations	The Norwegian Securities Trading Regulations of 2007 (Nw.verdipapirforskriften).

## **1.2 SCOPE**

(1) Chapter 2, section 3.4, 3.5, 3.6, 3.7, 3.13 and 3.17.3 apply to Issuers with Shares that are subject to an application for admission to trading on Euronext Growth Oslo unless otherwise is specifically stated. Where specifically stated, the Rules also apply to subscription rights to Shares.

(2) Sections 2.1.4, 2.1.5.4, 2.1.5.5, 2.4 and Chapter 3 apply to Issuers with Shares admitted to trading on Euronext Growth Oslo.

(3) Chapter 4 applies to Members with respect to trading on Euronext Growth Oslo.

(4) Euronext Growth Oslo requires a Euronext Growth Advisor as regulated in this Rule Book Part II in connection with admission to trading on Euronext Growth Oslo, instead of Listing Sponsor as regulated in Rule Book Part I. Sections 2.1.1, 2.2, 2.3 (1) and Chapter 5 in this Rule Book Part II apply to Euronext Growth Advisor. The Rules regarding Listing Sponsor in sections 1.1 (definition of Announcement), 1.3.2, 1.4.2, 1.5.1, 1.5.2, 1.6, 1.10 and 3.2.1 (iii) in Rule Book Part I, as well as Appendix I and Appendix III, apply similarly to Euronext Growth Advisor.

(5) Where the Rules refer to Shares, this shall also include Equity Certificates, Depository Receipts and other Financial Instruments with characteristics similar to Shares to the extent appropriate.

(6) Euronext Growth Oslo is registered as a growth marked for small and medium sized enterprises (SMEs) in accordance with section 9-31 of the Securities Trading Act.

## **1.3 CHANGES**

Changes to the Rules in this Rule Book Part II will normally be binding on Issuers, Euronext Growth Advisors and Members (as relevant) and Euronext Oslo Børs no earlier than one month after the changes have been notified and published. Euronext Oslo Børs shall consult Issuers and other interested parties before changes to this Rule Book Part II are announced save where such consultation is clearly unnecessary or impractical. The procedure for making changes to these Rules may be waived where the changes are the result of legislation, regulation, legal ruling, administrative decision or in other special cases.

## **1.4 CONFIDENTIALITY**

(1) Rule 1.7 in Rule Book Part I shall not apply.

(2) The elected officers and employees of Euronext Oslo Børs are under obligation to prevent unauthorized parties from gaining access to, or knowledge of, information about the business or personal affairs of others which may come to their knowledge in the course of their work, except as otherwise laid down in these rules, legislation, or regulations issued pursuant to legislation. Nor may such person make use of such information for business purposes or in connection with the purchase or sale of financial instruments.

(3) The obligation of confidentiality shall remain in effect after the employment or appointment has terminated.

(4) The duty of confidentiality imposed by this section shall not prevent the disclosure of information to the supervisory authorities.

(5) The obligation of confidentiality under this section, the Securities Trading Act and regulations issued



pursuant to the Securities Trading Act section 11-13 fourth and sixth paragraph shall apply mutatis mutandis to any other persons receiving information subject to a statutory obligation of confidentiality from Euronext Oslo Børs.

## **2. ADMISSION TO TRADING RULES FOR ISSUERS**

### **2.1 CONDITIONS FOR ADMISSION TO TRADING ON EURONEXT GROWTH OSLO**

#### **2.1.1 REQUIREMENT OF HAVING A EURONEXT GROWTH ADVISOR**

An Issuer that applies for admission to trading on Euronext Growth Oslo shall enter into an assignment agreement with a Euronext Growth Advisor. The Euronext Growth Advisor shall assist the Issuer up until its admission to trading. Euronext Oslo Børs publishes a list of approved Euronext Growth Advisors on Euronext Growth Oslo on its website. The conditions for approval as Euronext Growth Advisor and the rules regarding the Euronext Growth Advisor's tasks and obligations follow from Rule Book Part II Chapter 5.

There are several reasons for why Euronext Oslo Børs thinks it is appropriate to require Issuers to appoint a Euronext Growth Advisor for the admission process. In general, investment firms have extensive experience, comprehensive knowledge and well-established routines and project management expertise. This makes them well-qualified to prepare and guide Issuers applying for admission to trading. Many Issuers may find that using a financial advisor for assistance with preparing the application form, Listing Report and Information Document will reduce the scope of the work they have to undertake, while the requirement will also strengthen the quality control of Issuers' suitability for admission to trading. The requirements relating to the Euronext Growth Advisor are discussed in greater detail in Rule Book Part II Chapter 5 and Notice as referred to in Rule Book Part II section 2.2.

#### **2.1.2 GENERAL CONDITIONS**

##### **2.1.2.1 SUFFICIENT INFORMATION AND SUITABILITY FOR ADMISSION TO TRADING**

**(1) Shares issued by a public limited liability company, a private limited liability company or an equivalent foreign company may be admitted to trading provided that the Issuer can provide sufficient information in order for market participants to be able to determine fair market prices.**

See the [Merkur Market Appeals Committee ruling of 18 October 2016](#) whereby the maximum violation charge was imposed on a company for a breach of the duty of disclosure in connection with its admission to trading on Merkur Market (former name of Euronext Growth Oslo). The company had in its application, admission document (corresponding to Information Document) and its presentation of the due diligence investigations that were carried out, not provided sufficient information on a number of convertible loan agreements entered into with two of its main shareholders.

**(2) Euronext Oslo Børs may, on the basis of an overall assessment of the suitability of an Issuer and its Shares, decide against admitting the Shares to trading if Euronext Oslo Børs is of the view that this is appropriate in order to protect the interests of investors, the general confidence in the stock market and the securities market, or based on any other appropriate grounds pursuant to Rule 3.7.3 in Rule Book Part I. This applies regardless of whether an Issuer satisfies all the requirements for admission to trading. There must be grounds for such refusal, cf. Rule 3.7.3 in Rule Book Part I. In addition to the matters referred to in Rule 3.1.4 in Rule Book Part I, attention will be paid to inter alia whether significant shareholders have acted in such a manner as to make the Issuer deemed unsuitable for**

**admission to trading. "Significant shareholders" means shareholders who either individually or together with their close associates, cf. the Securities Trading Act Section 2-5, directly or indirectly own or control more than 1/3 of the Share capital or voting capital of the Issuer.**

The purpose of this paragraph is to enable Euronext Oslo Børs to refuse an Issuer's application for admission to trading on the basis of a more general overall assessment even if it satisfies all the conditions for admission. The rationale for this is the need to protect investors' interests, general confidence in the stock market and securities market, and reputation of Euronext Growth Oslo.

In assessing whether an Issuer is deemed suitable, it will be relevant to consider the requirements that apply for the suitability of members of boards and executive management teams, although the specific assessment will not necessarily be the same, see Rule Book Part II sections 2.1.4.1 and 2.1.4.2. Adverse matters of a material nature in respect of a significant shareholder may accordingly impact the assessment of whether an Issuer is deemed suitable for trading, also where the Issuer in itself satisfies all admission requirements.

Further, Euronext Oslo Børs will take into consideration whether there are any qualified opinion or comments on specific points in the auditor's report on the most recent annual accounts. An Issuer will normally not be admitted to trading if the auditor's report on the most recent annual accounts expresses a qualified opinion. If the auditor's report does not express a qualified opinion but includes comments on specific points, Euronext Oslo Børs will consider whether these comments are of such a serious character that the Issuer cannot be deemed suitable for admission to trading.

### **2.1.3 COMMERCIAL CRITERIA**

#### **2.1.3.1 LIQUIDITY**

**(1) The Issuer must provide a statement confirming that it will have sufficient liquidity to continue its business activities in accordance with its planned scale of operation for at least 12 months from the planned date of admission to trading.**

**(2) If the Issuer is unable to demonstrate that it has sufficient liquidity to operate for 12 months, it must provide additional information as part of its liquidity statement in the Listing Report and the Presentation Document in accordance with a separate [Notice](#) referred to in section 2.2.**

#### **2.1.3.2 FINANCIAL STATEMENTS**

- (i) In addition to fulfil the requirements in Rule 3.1.13 in Rule Book Part I, the Issuer must fulfil the following requirements:
- 1. Where an Issuer is a parent company, the Issuer must have published or filed consolidated financial statements in accordance with the accounting rules applicable to the Issuer. If the Issuer is parent company in a sub-group, the Issuer may not apply the exemption in *Lov om årsregnskap m.v (regnskapsloven) §3-7.***
  - 2. The balance sheet date of the last audited financial information may not be older than one of the following:**
    - a. 18 months from the admission to trading date if the Issuer has published or filed audited interim financial statements.**
    - b. 16 months from the admission to trading date if the Issuer has published or filed**

**interim financial statements which is not audited.**

The Issuer must have produced annual report for the two preceding financial years or for such shorter accounting period that the Issuer has been in existence, subject to ordinary audit. An exemption from Rule 3.1.13 of Rule Book Part I regarding the requirement for financial statements for proceeding two financial years may be approved by Euronext Oslo Børs provided that the Issuer has prepared at least one audited annual or interim report.

The main rule regarding the requirement for issue consolidated accounts is that the Issuer should follow the accounting rules applicable to the Issuer. An exemption from consolidated financial statement will be granted if the most recent audited financial statements states that subsidiaries are of immaterial importance for the group or it is confirmed separately by the Issuer's auditors that the subsidiaries both individually and collectively, are of immaterial importance in assessing the group's position and result. For unaudited interim financial statements Euronext Oslo Børs will as a main rule require a corresponding statement from the Issuer and Euronext Growth Advisor if a consolidated interim financial statement is not prepared. As an example, Issuers preparing its accounts in accordance with *Lov om årsregnskap m.v (regnskapsloven)* will not be required to prepare consolidated accounts if this is not required by *Lov om årsregnskap m.v (regnskapsloven)* in accordance with the rules applicable to large and other companies. However, the exemption in *Lov om årsregnskap m.v (regnskapsloven)* §3-7 may not be applied for Issuers that are parent company in a sub-group.

Where an interim report (unaudited) is required after Rule 3.1.13 of Rule Book Part I the interim report must be in accordance with national accounting laws and financial reporting framework and should as a minimum satisfy the criteria in item (ii) below.

The interim report must normally include comparative statements for the same period in the prior financial year, however the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet if this is in accordance with the applicable national accounting laws and financial reporting framework.

**(ii) Rule Book Part I rule 3.1.12 does not apply**

- (1) Without prejudice to the national regulations applicable to the Issuer regarding accounting standards and the standards of presentation required for the approval of a prospectus (or a similar document as required by National Regulation) by any competent authority, the financial statements published by the Issuer must be established in accordance with the following accounting standards:**

**Each Issuer having its registered office in a Member State shall prepare its financial statements, consolidated where applicable, in accordance with International Financial Reporting Standards (IFRS) (if allowed by its national regulations) or the accounting standards applicable in the country of its registered office.**

**Each Issuer having its registered office in a state which is not a Member State shall prepare its financial statements, consolidated where applicable, in accordance with the following accounting standards:**

- a. the International Financial Reporting Standards (IFRS) (if allowed by applicable laws and regulations);**
- b. the accounting standards considered equivalent to IFRS in accordance with article 3 of Commission Regulation (EC) 1569/2007 and EU Commission Decision of 12 December 2008 (US GAAP, Canadian standards, Japanese standards, Chinese standards, South-Korean standards**

and Indian standards) (if allowed by applicable laws and regulations); or

- c. the applicable accounting standards in the country of its registered office together with an IFRS reconciliation table (or, subject to the approval of the Relevant Euronext Market Undertaking, acting in its sole discretion, if the relevant Issuer has material operations in the jurisdiction of the Relevant Euronext Market Undertaking where it is seeking a first admission to trading or has been admitted to trading, a reconciliation table in the accounting standards of the jurisdiction of such Relevant Euronext Market Undertaking.

- (2) Issuers preparing its accounts in accordance with *Lov om årsregnskap m.v (regnskapsloven)* may not prepare financial statements using exemptions for small enterprises.**

Correspondingly, the financial statements to be included in the information document may not be prepared in accordance with NRS 8 Norwegian generally accepted accounting principles for small companies nor the exemptions for small enterprises set out in the accounting act. The definition of small enterprises is included in *Lov om årsregnskap m.v (regnskapsloven)* §1-6. This rule implies that the Issuer must comply with the main rules in *Lov om årsregnskap m.v (regnskapsloven)* for financial statements to be included in the Information document.

This also apply for the comparative figures for previous years and the exemptions listed in NRS item 9.1.1 section 5 and regnskapsloven § 6-6 (2) do not apply. Amendments to the accounting principles used for financial statements in the information document compared to the financial statements already published shall be described. The financial statements included in the information document shall be subject to ordinary audit.

- (3) Issuer preparing its financial accounts in accordance with the rules in another Member State may not prepare the financial statements in accordance with the accounting rules applicable for small enterprises.**

These rules imply that the financial statements to be included in the information document may not be prepared in accordance with the accounting standards applicable for small enterprises. This also applies for the comparable figures for previous year. In the information document, amendments to the accounting principles used for financial statements in the information document compared to the financial statements already published shall be described. The financial statements included in the information document shall be subject to ordinary audit.

- (4) Euronext Oslo Børs may in exceptional cases grant exemption from item 3 above for Issuers preparing financial statements in accordance with accounting standard for small enterprises in accordance with the rules in another Member state provided that there are special circumstances and provided that the accounts provide sufficient information for the investor to be able to make a well-founded investment decision.**

An application for exemption may be submitted provided that there are no significant differences between accounting standards for small enterprises and accounting standards for large companies in the relevant jurisdiction.

Euronext Oslo Børs will have restrictive practice for granting exemptions, which means that an exemption should not be anticipated.

The main rule is that the Issuer prepares its financial statements in accordance with the rules applicable in the country of the issuer and that exemptions for small enterprises in such regulations are not applied. The financial statements should be subject to ordinary audit. This also applies for historically comparable figures. These financial statements are to be included in the Information

document, but will not replace financial statements already approved and published. If the Issuer is to apply for exemption from such starting point, the application for exemption must describe why an exemption is required and the issuer must confirm that the financial statements included in the information document, including additional information to the official financial statements for the Issuer, will provide as good a basis for information as if the accounts were prepared in accordance with the accounting rules that apply to companies that are not small enterprises. Euronext Oslo Børs may require the Issuer to obtain a statement for the auditor.

- (5) Euronext Growth Advisor shall confirm that the Issuer has not prepared its accounts using accounting standard applicable for small enterprises for financial accounts that are part of the listing application unless that Issuer has been granted an exemption in accordance with section 4 above.**

## **2.1.4 MANAGEMENT AND BOARD OF DIRECTORS**

The requirements that relate to the management of Issuers applying for admission to trading on Euronext Growth Oslo are designed to correspond to the equivalent requirements for admission to trading on Euronext Oslo Børs and Euronext Expand. This also applies to the requirements in respect of the board of directors, with the exceptions that for admission to trading on Euronext Growth Oslo there is no explicit requirement in respect of independence and the requirement regarding the expertise that board members must have is limited to only one board member.

### **2.1.4.1 MANAGEMENT**

- (1) The individual members of the Issuer's executive management must not be persons who have acted in such a manner as to make them unfit to participate in the management of an Issuer admitted to trading on Euronext Growth Oslo.**
- (2) The Issuer must have sufficient expertise and resources to satisfy the requirements for the correct and timely management and distribution of information, including submission of financial accounts in accordance with applicable laws and regulations.**

### **2.1.4.2 BOARD OF DIRECTORS**

- (1) The Issuer shall have a board of directors comprised of individuals who have not acted in such a manner as to make them unfit to be a member of the board of an Issuer admitted to trading on Euronext Growth Oslo.**
- (2) At least one member of the board of directors must have satisfactory expertise in respect of the rules that apply to Issuers admitted to trading on Euronext Growth Oslo.**

### **2.1.4.3 MANAGEMENT COMPANIES**

- (1) Management Companies are obliged to comply with the provisions which the Issuer would be subject to if the Issuer itself had performed the relevant functions. Violations of such rules caused by the Management Company shall be dealt with as if the violation was caused by the Issuer.**
- (2) Prior to submitting an application for admission to trading, the Management Company and the Issuer applying for admission to trading must provide Euronext Oslo Børs with a statement of**

acceptance that regulates the responsibilities and duties of the Issuer and the Management Company towards Euronext Oslo Børs.

(3) In the event that the Issuer or the Management Company breaches the Rules or the statement mentioned in the second paragraph, Euronext Oslo Børs reserves the right to impose sanctions on such party in accordance with section 3.17.

## **2.1.5 SHARES**

### **2.1.5.1 ADMISSION TO TRADING BASED ON SPREAD OF SHARE OWNERSHIP AND NUMBER OF SHAREHOLDERS**

In addition to the requirement in Rule 3.2.1 in Rule Book Part I, the Issuer must fulfill the requirements set out in section 2.1.5.2 and 2.1.5.3 below. Euronext Oslo Børs may in its sole discretion grant an exemption from the requirement that the Private Placement must have been made during the year prior to the scheduled date of first admission to trading in Rule 3.2.1 (ii) in Rule Book Part I. Rule 3.2.1 (ii) last paragraph in Rulebook Part I does not apply.

### **2.1.5.2 15% SPREAD OF SHARE OWNERSHIP**

**(1) At least 15% of the Shares for which admission to trading is applied for must be distributed among the general public.**

The requirement for 15% of the Shares to be distributed among the general public is intended to facilitate greater liquidity.

**(2) The first paragraph is deemed to be satisfied if, at the time of admission to trading, the proportion of the Shares mentioned is distributed among persons who do not have such association with the Issuer as is mentioned in the fourth paragraph, and who each holds Shares with a value of at least NOK 5,000 (or equivalent in another currency). In case of doubt, Euronext Oslo Børs determines whether the requirement set out in the first sentence is satisfied.**

**(3) Shares held by persons who hold, individually or together with their close associates, more than 10% of the Share capital or voting capital of the Issuer ("larger shareholders"), are not considered to be distributed among the general public pursuant to the first paragraph. "Close associates" means such persons and companies as mentioned in Section 2-5 of the Securities Trading Act.**

**(4) Shareholders that are associated with the Issuer are defined as follows:**

- 1. members of the Issuer's board of directors, corporate assembly, board of representatives, committee of representatives or control committee, the Issuer's auditor, the Issuer's chief executive and other members of the Issuer's executive management,**
- 2. the spouse of a person mentioned in item 1 or a person with whom such a person cohabits in a relationship akin to marriage,**
- 3. the under-age children of a person mentioned in item 1 or 2,**
- 4. an undertaking over which a person mentioned in item 1 or 2, either alone or together with other persons there mentioned, exercises such influence as mentioned in Section 1-3 (2) of the Norwegian Public Limited Liability Companies Act,**
- 5. an undertaking in the same group, and**
- 6. a party with whom a person mentioned in item 1 or 2 must be assumed to be acting in concert in the exercise of rights accruing to the owner of Shares.**

### **2.1.5.3 SPREAD OF SHARE OWNERSHIP – NUMBER OF SHAREHOLDERS**

**(1) The Shares for which admission to trading on Euronext Growth Oslo is applied for must be held by at least 30 shareholders, each holding Shares with a value of at least NOK 5,000 at the time of admission to trading. In case of doubt, Euronext Oslo Børs determines whether the requirement set out in the first sentence is satisfied.**

The requirement for Issuers to have at least 30 shareholders is intended to facilitate greater liquidity. Persons deemed to be associated with the Issuer in accordance with Rule Book Part II section 2.1.5.2 (4), cannot be included in the calculation of the number of shareholders each holding Shares with a value of at least NOK 5,000.

**(2) Shareholders that are associated with the Issuer, cf. section 2.1.5.2 (4), cannot be included in the calculation of number of shareholders as stipulated in the first paragraph.**

### **2.1.5.4 FREE TRANSFERABILITY OF SHARES**

The Shares shall be freely transferable, cf. Rule 3.1.4 in Rule Book Part I. Euronext Oslo Børs may derogate from the free transferability requirement in accordance with third sentence of this provision. If the Issuer pursuant to its articles of association, law or regulations issued pursuant to law, has been given a discretionary right to bar a Share acquisition or to impose other trading restrictions, such right may only be exercised if there is sufficient cause to bar the acquisition or to impose other trading restrictions and such imposition does not cause disturbances in the market. For an Issuer being a Norwegian private limited company, it must generally be the case that its articles of association state that the consent requirement for Share acquisitions and the pre-emption rights of other shareholders pursuant to Section 4-15 (2) and (3) of the Norwegian Private Limited Liability Companies Act, shall not apply.

Free transferability is a legal requirement for Norwegian public limited companies (Nw.: allmennaksjeselskaper). This is not the case for Norwegian private limited companies, and if the Issuer is a Norwegian private limited company it must therefore include a provision in its articles of association which states that the consent requirement for Share acquisitions and the pre-emption rights of other shareholders pursuant to Section 4-15 (2) and (3) of the Private Limited Liability Companies Act, shall not apply.

### **2.1.5.5 VOTING RIGHTS FOR SHARES**

**If the Issuer pursuant to its articles of association, law or regulations issued pursuant to law, has been given a discretionary right to bar the exercise of voting rights, such discretionary right may only be exercised if there is sufficient cause.**

### **2.1.5.6 MINIMUM MARKET VALUE OF THE SHARES AT THE TIME OF ADMISSION TO TRADING**

**The Shares for which admission to trading is applied for must have an expected market value at the time they are admitted to trading of at least NOK 1 per Share.**

The minimum market value requirement is intended to discourage trading in Shares that may have a very low value (“penny stocks”).

### **2.1.5.7 REGISTRATION OF SHARE CAPITAL WITH A CENTRAL SECURITIES DEPOSITORY**

Rule 3.1.4.A in Rule Book Part I does not apply for Euronext Growth Oslo. The Issuer's Shares in the Share class subject to admission to trading must be registered with a duly licensed central securities depository whereby adequate procedures for settlement related to trading on Euronext Growth Oslo are established. The requirement must be fulfilled at the time the application is submitted. In the case of foreign companies, the Issuer must have as large a proportion of the Share capital for which it is applying for admission to trading registered with a central securities depository, that the requirements of section 2.1.5.1, 2.1.5.2 and 2.1.5.3 are fulfilled for this proportion of its Share capital.

(1) For foreign Issuers admitted to trading on another recognized marketplace, Euronext Oslo Børs may grant an exemption from the requirement in section 2.1.5.2 in respect of the portion of the share capital that is sought admitted to trading must be registered in a central securities depository, provided that the requirement in section 2.1.5.2 is satisfied in respect of the Issuer's entire share capital.

### **2.1.6 TIMING OF SHARE ISSUES AND ADMISSION TO TRADING**

#### **2.1.6.1 SHARE ISSUE PRIOR TO ADMISSION TO TRADING**

(1) If a Public Offer takes place prior to admission to trading, the subscription period must end before the first day of admission to trading, cf. Rule 3.7.4 in Rule Book Part I. Any new Share issues carried out in connection with or parallel to the admission to trading must be registered with the Norwegian Register of Business Enterprises and entered into the central securities depository within the same period.

(2) Euronext Oslo Børs may at the request of the Issuer in special circumstances grant an exemption from the provisions of the first paragraph if the new issue is not necessary to satisfy the requirements for admission to trading.

(3) Documentation related to Share issues, which shall be submitted prior to admission to trading in general and for foreign Issuers, is set out in a separate [Notice](#) referred to in section 2.2.

#### **2.1.6.2 ADMISSION TO TRADING ON AN "IF AND WHEN ISSUED/DELIVERED" BASIS**

(1) Euronext Oslo Børs may at the request of the Issuer in special circumstances decide to admit Shares to trading that have not yet been effectively issued and/or delivered ("if and when issued/delivered" trading).

(2) Admission to trading in such a situation as mentioned in the first paragraph must follow the rules for trading on "if and when issued/delivered" basis that applies for Euronext Oslo Børs' Regulated Markets for Shares, Euronext Oslo Børs and Euronext Expand.

### **2.1.7 REPORT OF RESERVES**

Euronext Oslo Børs may require oil, gas or mining companies etc. applying for admission to trading to produce a statement of reserves in accordance with Section 133 of the ESMA update of the CESR recommendations on prospectuses to be included in the Listing Report and the Presentation Document.

As a general rule, specific reserve reports are not required for admission to trading on Euronext Growth Oslo. Euronext Oslo Børs may require an Issuer, however, to prepare such a reserve report on the basis



of a case- by-case evaluation. This will be particularly relevant to cases in which the Presentation Document or Listing Report reveals that the Issuer reports significant assets in the form of reserves/resources on account of its ownership of oil, gas or mining operations, without these having been independently verified by a third party. Issuers that are admitted to trading on another recognized marketplace and which have regularly produced reports in accordance with approved reporting standards will not be required to produce independent expert reports as part of the admission process.

## **2.2 PROCESS OF APPLYING FOR ADMISSION TO TRADING**

A separate [Notice](#) for procedures, documentation requirements and timetable for applying for admission to trading of Shares that applies in addition to application procedures and general documentations requirements in Rule Book Part I and Rule Book Part II, will be issued by Euronext Oslo Børs.

## **2.3 INFORMATION DOCUMENT / PRESENTATION DOCUMENT**

(1) The Information Document shall be controlled by the Issuer's Euronext Growth Advisor, who shall provide Euronext Oslo Børs with confirmation that such a control has been carried out in connection with the submission of the final Information Document and completed checklist. Euronext Oslo Børs' review of the Information Document is limited to checks of completeness, consistency and comprehensibility of the presentation of information in the document. Such submission and confirmation shall take place within 08:00 hours three Trading Days before the first day of admission to trading, unless otherwise agreed with Euronext Oslo Børs.

(2) The Information Document must be publicly disclosed through NewsPoint no later than 08:00 hours on the first day of admission to trading.

(3) Notice in Rule Book Part I section 3.1.2 does not apply. The content requirements of the Information Document are specified in a separate [Notice](#). The liability statement in the separate [Notice](#) from persons responsible for the Information Document shall be signed by the Issuer's board of directors. The Information Document must also address any significant matters or characteristics associated with the Issuer or its Shares that are not covered by these content requirements, including, but not limited to, sufficient information about any transactions that are planned for the period prior to admission to trading. For Issuers that are qualifying for Direct Admission, Euronext Oslo Børs may grant exemptions from some of the content requirements as set out for the Information Document. Euronext Oslo Børs may also grant exemptions from some of the content requirements as set out for the Information Document for other Issuers.

(4) Euronext Oslo Børs has a strict practice for granting exemption from content requirements of the Information Document, which means that an exemption mentioned in last sentence should not be anticipated.

(5) If the Issuer is using a prospectus pursuant to the Prospectus Regulation as its Presentation Document the Issuer must publish an announcement through NewsPoint detailing where the prospectus is available no later than 08:00 hours on the first day of admission to trading.

(6) If a clarifying disclaimer as set out in in separate [Notice](#) part A (or similar) is not included on the front page of a prospectus that is used as Presentation Document, the Issuer must publish an announcement containing such disclaimer before admission to trading, cf. sixth paragraph.

**(7) If significant information associated with the Issuer or its Shares is not included in the prospectus that is used as Presentation Document, cf. fourth and fifth paragraphs, such information must be published through NewsPoint no later than 08:00 hours on the first day of admission to trading.**

Significant information can, for example, relate to published accounts, information about capital-raising transactions or other material circumstances that have arisen since the prospectus was approved.

## **2.4 ADMISSION TO TRADING OF RIGHTS TO SHARES**

**(1) Euronext Oslo Børs may resolve to admit preferential rights to subscribe for Shares and other subscription rights to Shares to trading.**

**(2) Rights to Shares may upon application by the Issuer be admitted to trading if the rights are considered to be of public interest and can be expected to be subject to regular trading.**

**(3) The application must be submitted to Euronext Oslo Børs together with a written report on the rights no later than ten Trading Days before the rights are due to be admitted to trading. If the application does not contain inside information, the report should be sent to [ma@oslobors.no](mailto:ma@oslobors.no). Reports containing inside information shall be sent to personal e-mail-addresses in the Market Administration department on Euronext Oslo Børs. If the situation triggers a requirement for the Issuer to produce documentation in the form of a prospectus or equivalent document, Euronext Oslo Børs must receive this no later than at the time the application and report are submitted. The detailed requirements for the content of the application and written report as well as the procedure for admission to trading that apply for admission to trading of other rights to subscribe for Shares on Euronext Oslo Børs' Regulated Market for Shares, Euronext Oslo Børs and Euronext Expand, shall apply similarly to the extent appropriate. In evaluating the application, Euronext Oslo Børs will attach importance to whether the rights are considered suitable for admission to trading.**

See section 3.7.3, cf. 3.7.1 of Rule Book II for Euronext Oslo Børs and Euronext Expand, as well as the part related to admission to trading of other rights to subscribe for Shares in Notice 3.7.2 / 3.7.3 for Euronext Oslo Børs and Euronext Expand.

## 3. CONTINUING OBLIGATIONS FOR ISSUERS

### 3.1 EQUAL TREATMENT

The Issuers' duty to treat its shareholders equally follows from applicable corporate legislation.

[Section 5-14](#) of the Securities Trading Act is not applicable to Issuers admitted to trading on Euronext Growth Oslo. However, equal treatment in respect of information of holders of the Issuers' Shares is a prerequisite for the shareholders' opportunity to exercise their rights as shareholders. Reference is made to section 3.15.1.

### 3.2 GOOD BUSINESS PRACTICE

**(1) No-one may employ unreasonable business methods when trading in financial instruments.**

**(2) Conduct of business rules shall be observed in approaches addressed to the general public or to individuals which contain an offer or encouragement to make an offer to purchase, sell or subscribe for financial instruments or which are otherwise intended to promote trade in financial instruments.**

Section 3-7 of [the Securities Trading Act](#) imposes requirements relating to good conduct of business and a prohibition against the use of unreasonable business methods on Issuers with financial instruments. Euronext Oslo Børs has included equivalent provisions in the Rules for Euronext Growth Market. This is both to draw Issuers' attention to the rule and to enable Euronext Oslo Børs to follow up on any violations independently.

Euronext Oslo Børs is pursuant to [Section 9-29 \(2\) of the Securities Trading Act](#) to send any information about suspected violations of the Rules to Finanstilsynet.

Sanctions for violations of Section 3-7 of [the Securities Trading Act](#) are regulated by Section 21-1 of the Securities Trading Act.

### 3.3 CONTACT PERSONS

**The Issuer shall at all times have two designated persons who can be contacted by Euronext Oslo Børs. The contact persons shall be contactable without undue delay.**

The contact persons must be registered in Euronext Oslo Børs' portal for Issuers, NewsPoint.

### 3.4 COMPANY INFORMATION IN NEWSPPOINT

**The Issuer must within the first day of admission to trading register information about the Issuer that Euronext Oslo Børs requires to be recorded in its electronic portal for issuers, NewsPoint. In the event of any subsequent changes to the information, the Issuer must ensure that such changes are updated in NewsPoint without delay.**

New Issuers on Euronext Growth Oslo are normally granted access to NewsPoint the first working day after the application for admission to trading has been submitted to Euronext Oslo Børs. The information which must be registered in NewsPoint includes, among other things, the Issuer's contact

details and contact persons.

### 3.5 PRIMARY INSIDER REGISTER

**The Issuer shall without undue delay send Euronext Oslo Børs an updated overview of the Issuer's primary insiders and their close associates in accordance with [MAR](#) article 3 no. 1 (25) and (26), cf. Section 3-3 of the Securities Trading Regulations.**

Issuers shall draw up a list of all primary insiders (persons discharging managerial responsibilities) and persons closely associated with them, and send the list to Euronext Oslo Børs, cf. MAR article 19 no. 5 and section 3-3 in the Securities Trading Regulations. This has to be done by registering primary insiders and their close associates through Euronext Oslo Børs' issuer portal, NewsPoint.

All primary insiders and close associates must be registered in the primary insider register regardless of any holdings of financial instruments in the issuer.

Pursuant to the Securities Trading Regulations section 3-3 (2) the following information about primary insiders and their close associates shall be registered:

1. For physical persons: full name, personal identity number and address. In addition, for persons discharging managerial responsibilities, their position at the issuer shall be included.
2. For juridical persons: full name, including legal company form, organization number or similar identification number and address.

In addition, the e-mail address of these persons must be registered in order for Euronext Oslo Børs to be able to send out a notification to the persons in question that they have been entered into the register. For minors, it is sufficient to include the e-mail of their guardian.

Primary insiders (persons discharging managerial responsibilities) within the Issuer and their close associates are those who are obliged to report transactions in the Issuer's financial instruments in accordance with MAR article 19. Primary insiders and close associates are obliged to report such trades to the Issuer and [Finanstilsynet](#) (the Norwegian Financial Supervisory Authority). The Issuer is obliged to publish received notifications of transactions by primary insiders and close associates in accordance with MAR article 19 no. 3.

The scope of primary insiders and their close associates are set out in MAR article 3 no. 25 and 26. The Norwegian Financial Supervisory Authority is the competent authority on MAR article 19.

### 3.6 INFORMATION TO BE PROVIDED TO EURONEXT OSLO BØRS

**Euronext Oslo Børs may demand that the Issuer, its officers and employees must, without any regard to any confidentiality obligation, provide Euronext Oslo Børs with any information necessary to enable Euronext Oslo Børs to comply with its statutory obligations. The first sentence also applies Management Companies.**

Issuers have a duty to provide information to Euronext Oslo Børs pursuant to section 19-2 (5) and (11), cf. section 19-1 (4) of the Securities Trading Act. If the Issuer does not fulfill the disclosure obligation in these cases, Euronext Oslo Børs may impose a daily fine in accordance with section 19-10 of the Securities Trading Act.

### 3.7 LEI, CFI AND FISN CODES

**(1) In addition to LEI code, cf. Rule 4.1.1 in Rule Book Part I, the Issuer shall at all times have an active CFI and FISN code for as long as its financial instruments are admitted to trading on Euronext Growth Oslo.**

**(2) The Issuer must submit LEI, CFI and FISN codes to Euronext Oslo Børs ([ma@oslobors.no](mailto:ma@oslobors.no)), and any changes thereof, as soon as these are in place or changed, as relevant.**

## **3.8 RECOVERY BOX AND PENALTY BENCH**

### **3.8.1 GENERAL**

**Allocation of a Security to the Recovery Box and Penalty Bench has no bearing on the Issuer's obligations pursuant to the Rules.**

Decisions are made in accordance with the procedural rules set out in section 3.18 (3). A decision to and the rationale for allocating a Security to the Recovery Box or Penalty Bench will be made public on [www.newsweb.no](http://www.newsweb.no) shortly after the decision is made by Euronext Oslo Børs. Euronext Oslo Børs will similarly announce a decision to and the rationale for removing a Security from the relevant compartment. This will typically be once the Issuer has published a stock exchange announcement clarifying the situation. In addition, Euronext Oslo Børs publishes a list every Monday of all the Securities that are allocated to the Recovery Box and Penalty Bench.

### **3.8.2 RECOVERY BOX**

**(1) Euronext Oslo Børs may decide to allocate a Security to the Recovery Box if the Issuer is subject to circumstances that make pricing of the Securities particularly uncertain.**

Below is a non-exhaustive list of circumstances that may result in a Security being allocated to the Recovery Box:

- Restructuring processes
- Non-payment of creditors
- Withdrawal of license to operate
- Material uncertainty regarding ongoing concern
- Matters regarding the external auditor

**(2) Euronext Oslo Børs will remove the Security from the Recovery Box and allocate the Security to the regular compartment when the Issuer, as assessed by Euronext Oslo Børs, is no longer in a situation as described in the first paragraph.**

Euronext Oslo Børs' decision cannot be appealed.

### **3.8.3 PENALTY BENCH**

**(1) Euronext Oslo Børs may decide to allocate a Security to the Penalty Bench if the Issuer fails to comply with the Rules.**

Euronext Oslo Børs will typically decide to allocate a Security to the Penalty Bench if there is an outstanding violation of the Rules, for example where an Issuer does not publicly disclose the annual- or half-yearly report within applicable deadlines.

**(2) Euronext Oslo Børs will remove the Security from the Penalty Bench and allocate the Security to**

**the regular compartment when the Issuer, as assessed by Euronext Oslo Børs, is no longer in a situation described in the first paragraph.**

Euronext Oslo Børs' decision cannot be appealed.

### **3.9 DUTY OF DISCLOSURE**

In addition to the Rules on disclosure obligations, Issuers on Euronext Oslo Børs, Euronext Expand and Euronext Growth Euronext Oslo are subject to the provisions in the [Market Abuse Regulation \(MAR\)](#). This entails, among other things, that the Issuers are subject to the provisions on disclosure of inside information from the time the Issuer has submitted an application for admission to trading, cf. MAR article 2. The Financial Supervisory Authority of Norway (Nw. *Finanstilsynet*) is the relevant competent authority for disclosure obligations pursuant to MAR in Norway. Further information is available on Finanstilsynet's [websites](#).

**3.9.1 [RESERVERT]**

**3.9.2 [RESERVERT]**

**3.9.3 [RESERVERT]**

**3.9.4 [RESERVERT]**

#### **3.9.5 DUTY OF PRIOR NOTICE WHEN PUBLICLY DISCLOSING PARTICULARLY PRICE SENSITIVE EVENTS**

**If the Issuer, at any time during the opening hours of Euronext Growth Oslo, is to publicly disclose information on a take-over bid or a profit warning or other specific matters that must be assumed to have a significant effect on its Share price, it must contact Euronext Oslo Børs prior to making such public disclosure.**

The background for the duty of notification is that Euronext Oslo Børs shall be able to consider whether the trading in the Share shall be suspended in advance of the publication.

The prior notification must be addressed to the Market Surveillance and Administration Department of Euronext Oslo Børs by telephone at +47 22 34 19 11 (calls are recorded).

In view of the interests of investors, it is necessary for the Issuer and Euronext Oslo Børs to collaborate on the publication of such price-sensitive information.

Announcements of profit warnings and takeover bids will always trigger a duty of prior notice, and the impact on prices typically associated with such announcements can provide guidance when evaluating what kind of other information should also trigger this duty. In other words, this duty does not apply to general announcements of a price-sensitive nature, but only to announcements of a significantly price-sensitive character, where the effect on the share price must be assumed to be so considerable that a suspension of the Share should be considered in the best interest of the investor market.

It is noted that the duty to give prior notice will not apply to annual and interim reports except where these are assumed to be particularly price-sensitive in accordance with the criteria mentioned. However, Euronext Oslo Børs recommends that annual and interim reports should be published outside the exchange's opening hours. This means that internal processes in respect of the timing of approval of documents etc. should be adapted accordingly.

Euronext Oslo Børs has set out its understanding of the rule in relation to a number of cases. See for example:

1. [Letter of 2 September 2011 \(duty of prior notice when publicly disclosing particularly price-sensitive events\) – Decisions and Statements, p. 108, section 4.1.2.7](#)
2. [Letter of 14 May 2012 \(sales agreement\) – Decisions and Statements p. 71, section 4.1.2.2](#)

### **3.9.6 INFORMATION PUBLICLY DISCLOSED ON OTHER MARKET PLACES**

Information publicly disclosed as a result of admission to trading on other regulated market places, shall be submitted to Euronext Oslo Børs in writing for public disclosure in accordance with section 3.13.1 at the latest when notification is sent to another regulated marketplace or the information is publicly disclosed by other means.

### **3.9.7 PUBLIC DISCLOSURE OF INFORMATION IN SPECIAL CIRCUMSTANCES**

If it is considered necessary in the interests of investors or the market, Euronext Oslo Børs can demand that the Issuer publicly disclose specific information within such timetable as Euronext Oslo Børs may determine.

The provision is equivalent to section 13-14 of the Securities Trading Regulations.

### **3.10 ISSUER EVENTS**

**(1) The Issuer must immediately disclose:**

1. Any changes in the rights attached to the Issuer's Shares, including any changes in related financial instruments issued by the Issuer,
2. Proposals and decisions by the board of directors, general meeting or other corporate body on:
  - a) dividends,
  - b) mergers,
  - c) demergers,
  - d) increases or decreases in share capital,
  - e) authorization to increase the Issuer's share capital, and
  - f) share splits or reverse splits.
3. Information on allocation and payment of dividends, as well on issuance of Shares, including information on any arrangements for allotment, subscription, cancellation and conversion,
4. Proposals and decisions on the issue of preferential rights to subscribe for Shares and other rights,
5. In the event of an increase in share capital as mentioned in item 2, information shall be given in particular on any underwriting consortium, including the members of the consortium and their guarantee obligations, as well as information on any advance subscription or allotment,
6. Registered change of Issuer name,
7. Registered change in the nominal value of the Issuer's Shares,
8. Decisions on changes to the Issuer's board of directors, chief executive officer, chief financial officer or external auditor, including notice of resignation given by any such person.

This section is equivalent to [Section 5-8 \(1\) and Section 5-9 \(5\) of the Securities Trading Act](#).

Regarding item 1: "Related financial instruments" are taken to include for example convertible bonds, subscription rights etc. It is assumed that the duty of disclosure in general applies to derivatives issued by the Issuer regardless of whether they confer the right to acquire the underlying shares. Euronext Oslo

Børs takes this to mean that cash-settled derivatives issued by the Issuer also come under the duty of disclosure.

Regarding item 2: Euronext Oslo Børs considers that the provision on the duty to immediately publicly disclose proposals by the board of directors about matters stipulated in item 2, a) through f), only applies to decisions by the board of directors to put forth proposals for decisions by the general meeting or other corporate body, and not to proposals within the board of directors that do not result in decisions by the board of directors to put forth such proposals.

Regarding item 7: Questions relating to the departure of the chair of the board, including whether this represents inside information, are discussed in [Euronext Oslo Børs's letter of 2 December 2015 - Decisions and Statements 2015, p. 143, Section 4.2.2.5](#). Although this case relates to a company listed on Euronext Oslo Børs, it can also be a source of guidance for Issuers admitted to trading on Euronext Growth Oslo.

**(2) Announcements about such proposals or decisions as mentioned shall include the information necessary to make it possible to calculate the effect of the action in question, including the date when the share will be traded excluding the rights.**

**(3) For cash dividends, preferential rights issues, and share splits or reverse splits, as well as repair issues subsequent to private placements, in addition to the announcement mentioned in the second paragraph, a separate announcement containing information about the relevant key dates (ex-date, record date and, where appropriate, payment date, etc.) shall be published as soon as these dates are fixed by the Issuer or tentative dates are communicated externally, and at the latest by the deadlines stipulated in section 3.11. Updated announcements shall be published in the event of changes to these dates up until the final deadline for their publication. The content of such separate announcement is set out in a separate [Notice](#).**

**(4) Any change of the Issuer's ISIN shall at the latest be published within two Trading Days prior to the effective date and in a separate announcement as set out in a separate [Notice](#).**

## **3.11 CORPORATE ACTIONS**

### **3.11.1 GENERAL**

**(1) Rule 4.5 in Rule Book Part I shall not apply.**

**(2) The Issuer shall carry out corporate actions in accordance with section 3.11.2 and 3.11.3, unless there are special grounds for deviating from this. If an Issuer intends to carry out a transaction in a manner that deviates from the procedures as set out, it must consult Euronext Oslo Børs well in advance.**

### **3.11.2 CARRYING OUT CORPORATE ACTIONS**

A guide for carrying out corporate actions is available [here](#).

**(1) Proposals or decisions on preferential rights issues, payment of cash dividends, share splits or reverse splits shall be designed in such manner that the Share at the earliest can be traded excluding the right in question two Trading Days after the relevant key dates (ex-date, record date and any payment date etc.) are publicly disclosed in a separate announcement and in accordance with the guidelines included in separate [Notice](#). All relevant key dates must be included in the separate**



announcement.

**(2) For other corporate actions that result in shareholders being given rights of commercial value, the Issuer shall inform Euronext Oslo Børs at the latest five Trading Days prior to whichever is earlier of (i) the Issuer's planned announcement in the market of the timetable for the corporate action, or (ii) the planned ex-date. A proposed timetable shall be provided when Euronext Oslo Børs is notified. Euronext Oslo Børs may set requirements regarding the information that is to be included in the announcement about the corporate action in question and the way in which the announcement shall be designed and published.**

**(3) For repair issues planned in connection with private placements, the Issuer shall publicly disclose key dates for the repair issue in a separate announcement and in accordance with the guidelines set out in separate [Notice](#), as soon as the repair issue is approved by the Issuer and no later than 09:00 hours on the day the Share is traded excluding the right in question.**

The background for having a different deadline for announcing ex-dates for repair issues to the market than for transactions covered by the first paragraph, is the consideration of equal treatment of shareholders. For the shareholders who cannot participate in the private placement, it can be a disadvantage if the share can be traded with a right to participate in the repair issue for a time after the completion of the private placement.

**(4) Decisions on corporate actions shall be available before the Share trades excluding the right in question. Rights of commercial value shall accrue to the parties that are shareholders on the last day the Share is traded including the right, unless there are special circumstances that indicate otherwise. This shall apply regardless of whether the party in question is registered as a shareholder in the central securities depository.**

The background for the rule is to avoid uncertainty regarding the pricing of a share that can occur when a share is trading excluding the economic right prior to a final decision on granting the right having been made (referred to as a "conditional ex-date").

Euronext Oslo Børs must be consulted in advance if there are special grounds which indicate that the decision on the corporate action has to be taken after the ex-date, cf. section 3.11.1 (2).

A particular type of transaction where there will typically be a "conditional ex-date" is a repair issue following a private placement. As the conditional ex-date for this type of transaction is a relatively established concept, Euronext Oslo Børs considers third paragraph to be exhaustive in relation to the duty to inform Euronext Oslo Børs pursuant to section 3.11.1 (2). As a main rule, there is no obligation to consult Euronext Oslo Børs in such instances in advance.

**(5) Euronext Oslo Børs reserves the right to demand that the Issuer makes available further specified documentation by 08:15 hours on the day the Share is traded excluding the right in question.**

### **3.11.3 ANNOUNCEMENT OF EX-DATE**

**On the first Trading Day the Shares are traded excluding the right in question (ex-date), the Issuer must prior to the opening of the market publish a separate announcement containing relevant information about the transaction pursuant to content requirement set on in separate [Notice](#).**

The requirement to publish a separate announcement on ex-date does not apply to repair issues, if the separate announcement about the repair issue is published on the ex-date.

### **3.11.4 FURTHER PROVISIONS ON THE EXECUTION OF MERGERS, DEMERGERS AND REDUCTIONS IN SHARE CAPITAL THROUGH DISTRIBUTION**

**(1) A merger, demerger or reduction in share capital by distribution to shareholders shall be carried out outside the trading hours of Euronext Growth Oslo. The first sentence only applies to mergers if the Issuer acquired is admitted to trading on Euronext Growth Oslo.**

Euronext Oslo Børs emphasizes that mergers, demergers and reductions in share capital by distribution to shareholders must be executed outside the trading hours of Euronext Growth Oslo to avoid creating uncertainty over the pricing of shares or uncertainty as to which shares are being traded. Norwegian companies must ensure corporate actions are registered with the Register of Business Enterprises. Foreign companies must follow the procedures defined by the company law rules of the jurisdiction in which they are incorporated.

The trading hours of Euronext Growth Oslo is from 09:00 to 16:30 hours.

**(2) If the completion cannot be carried out outside the trading hours of Euronext Growth Oslo, Euronext Oslo Børs will consider whether it is necessary to impose a trading suspension in the Issuer's Shares throughout the Trading Day on which the action comes into effect.**

**(3) Norwegian Issuers must send an updated certificate of registration to Euronext Oslo Børs immediately, and in any case no later than 08:15 hours on the first Trading Day after the corporate action is registered as effective. The fourth paragraph provides information in this regard for foreign Issuers.**

The updated certificate of registration must be sent to the Market Surveillance and Administration Department of Euronext Oslo Børs at [ma@oslobors.no](mailto:ma@oslobors.no).

**(4) Foreign Issuers must produce a legal opinion from an independent external attorney addressed to Euronext Oslo Børs which confirms that the corporate action as mentioned in the first paragraph is validly and properly carried out and that the Shares are validly and legally issued, fully paid-up and properly registered with the relevant register or equivalent body, and which states the size of the Issuer's new share capital and the total number of Shares issued. If the Issuer is incorporated in a jurisdiction that issues, as substantiated to Euronext Oslo Børs, a document equivalent to the Issuer registration certificate issued for Norwegian Issuers by the Register of Business Enterprises, Euronext Oslo Børs may consent to such a document covering the matters mentioned being presented instead of a legal opinion from an attorney. The legal opinion, alternatively the document equivalent to the said Issuer registration certificate, shall be sent to Euronext Oslo Børs immediately and in any case no later than 08:15 hours on the first Trading Day after the corporate action has been carried out.**

An extract from a register can only be used in situations where documents that are equivalent to a Norwegian company registration certificate are issued, i.e. which are subject to the same control of legal validity as is carried out by the Register of Business Enterprises and with the same legal effect that results from the registration of changes to the share capital by Norwegian public limited companies and Norwegian private limited companies. Euronext Oslo Børs has approved that a document mentioned in the final sentence can be accepted for companies registered in Sweden, Denmark and the Faroe Isles.

The legal opinion must be sent to the Market Surveillance and Administration Department of Euronext Oslo Børs at [ma@oslobors.no](mailto:ma@oslobors.no).

**(5) First to fourth paragraph shall apply to the implementation of other corporate actions that may cause uncertainty as to the pricing of the Issuer's Shares or uncertainty as to which Shares are being**

traded.

### 3.11.5 CHANGES IN SHARE CAPITAL

**(1) If new Shares are subsequently issued in the same class of Shares as the class that is admitted to trading, the new Shares will automatically be admitted to trading with no application required. Admission to trading shall take place without unnecessary delay following the registration of the increase in share capital. Euronext Oslo Børs may grant exemptions from the second sentence.**

Regarding violations of the duty to list new shares without unnecessary delay, see [Euronext Oslo Børs' Appeals Committee Case 1/2012 - Decisions and Statements 2012 p. 46, section 4.1.1.1](#) and [Euronext Oslo Børs' letter of criticism of 11 November 2016 - Decisions and Statements 2016 p. 153, section 4.3.2.5](#). Although these cases concern companies admitted to listing on Euronext Oslo Børs and Euronext Expand, they can also be a source of guidance to Issuers admitted to trading on Euronext Growth Oslo.

**(2) In the case of admission to trading of Shares in the same class of Shares as the class that is already admitted to trading, but where the Shares have rights that differ from those of the Shares already admitted to trading, Euronext Oslo Børs must be notified of this no later than 10 Trading Days before the Shares are planned to be admitted to trading.**

Notification of the admission to trading of Shares with rights which differ from those of Shares in the same class that have already been admitted to trading must be given by sending a description of the Shares and the different rights which apply, together with any further information stipulated by Euronext Oslo Børs, to [ma@oslobors.no](mailto:ma@oslobors.no).

**(3) In the event of any change in share capital, in the number of votes or in the number of Shares issued, the Issuer shall immediately make public that the change has been made and the amount of its new share capital and the total number of votes and Shares issued.**

In the case of Norwegian Issuers, such changes are deemed to have been made when they are registered in the Register of Business Enterprises. In the case of foreign Issuers, the time at which the change will be deemed to have been made will be determined by the company law rules where the Issuer is incorporated.

On breaches of the duty to publicly disclose changes in share capital, see [Euronext Oslo Børs' letter of criticism of 21 August 2015 – Decisions and Statements p. 140, section 4.2.2.3](#). Although this case relates to an Issuer on Euronext Oslo Børs, it can also be a source of guidance for Issuers admitted to trading on Euronext Growth Oslo.

**(4) Before new Shares issued by a foreign Issuer are admitted to trading, the Issuer must not only comply with the requirement set out in the third paragraph but also publicly disclose that the Shares are validly and legally issued and fully paid up.**

**(5) Euronext Oslo Børs may in special circumstances grant exemptions from the third and fourth paragraphs.**

The provision in the fifth paragraph is intended to allow for exceptional exemptions that Euronext Oslo Børs only will permit in restricted circumstances. For example, such an exemption might be relevant to Issuers that are listed or admitted to trading on another market and that operate in compliance with the relevant rules and regulations of such other market. Euronext Oslo Børs will reserve the right to impose conditions in respect of the number of Shares to which the exemption applies and the timing of public

disclosure.

## **3.12 FINANCIAL REPORTING**

### **3.12.1 GENERAL**

**(1) Rule 4.2 in Rule Book Part I shall apply with the modifications as set out in this section 3.12.**

The requirements to the content of the annual- and half-yearly reports follows from section 4.2.1, 4.2.3 and 4.2.4 in Rule Book Part I, and must be prepared in accordance with the accounting standards set out in section 2.1.3.2, with such exemptions as set out in Rulebook II section 2.1.3.2. This implies, among other things, that a foreign Issuer which has its registered office in another EEA-state, as a main rule can use the accounting standard in this state without further assessment by Euronext Oslo Børs, provided that these are prepared in accordance with acceptable accounting standards as set out in Rulebook II section 2.1.3.2.

Where the Issuer has its registered office in a country outside the EEA, it must as a main rule also prepare an IFRS reconciliation table if using applicable national accounting standards (that are not considered equivalent to IFRS) in the country of its registered office, cf. section 2.1.3.2.

Please note that the Issuer is obliged to present certain information about related party transactions in its annual- and half-yearly reports pursuant to section 4.2.3 of Rule Book Part I.

**(2) Where the Issuer is a parent company, the annual report and the half-yearly report must be issued on a consolidated basis.**

Reference is made to the guidance to Rulebook II section 2.1.3.2 with regards to consolidated financial accounts.

**(3) Without prejudice to the national regulations applicable to the Issuer regarding the accounting standards, the financial statements published by the Issuer must be established in accordance with Rule 2.1.3.2.**

If the Issuer has applied accounting standards for small enterprises and the Issuer was admitted to trading before 1 October 2023, the Issuer may use accounting standards for small enterprises for the accounting period of 2023. Thereafter the Issuer must comply with the third paragraph for accounting periods starting no later than 1 January 2024.

Issuers admitted to trading on 1 October 2023 or later cannot apply accounting standards for small enterprises for accounting period 2023 or later.

If the Issuer as part of application to be admitted to trading was granted an exception in accordance with Rule 2.1.3.2 (ii) (4) and the Issuer wish to apply similar exemption for financial statements to be published in accordance with Rule 3.12, the Issuer must well in advance of the start of each annual accounting period apply for an exemption. Only Issuers that have been granted exemption as part of the process of being admitted to trading, may apply for exemption for the following accounting periods. Euronext Oslo Børs will on a general basis apply a restrictive practice for granting exemptions.

### **3.12.2 PUBLIC DISCLOSURE OF THE ANNUAL REPORT**

**The annual report shall be made public as soon as possible after the end of the financial year, and**

**no later than five months thereafter. The annual report shall be made available immediately after it is approved by the board or other equivalent body.**

Euronext Oslo Børs recommends that Issuers admitted to trading on Euronext Growth Oslo hold board meetings to approve annual and half-yearly interim reports outside the marketplace's opening hours, so that also the reports can be published outside the marketplace's opening hours. This is to ensure that the Issuer's management has time to carry out essential changes that may be required as a result of the board's consideration of the report. Presentations of the Issuer's financial reports can only be given once the report has been published, and Euronext Oslo Børs recommends that such presentations are published no later than at the same time as the presentation is given.

Euronext Oslo Børs has considered the following case regarding breach of the duty to disclose annual report and half-yearly interim report: [Euronext Oslo Børs imposes a violation charge on Lavo.tv AS / Euronext Oslo Børs' decision of 6 February 2020](#) (Norwegian only)

### **3.12.3 PUBLIC DISCLOSURE OF THE HALF-YEARLY REPORT**

**(1) Half-yearly interim reports shall be made public as soon as possible after the end of the first six months, and no later than three months thereafter.**

See also [the Euronext Oslo Børs Code of Practice for IR](#). The Code is produced for companies with shares admitted to listing on Euronext Oslo Børs or Euronext Expand, but can be a source of guidance relevant to companies with Shares admitted to trading on Euronext Growth Oslo.

**(2) Issuers that prepare interim reports in addition to annual and half-yearly interim reports shall make them public in accordance with section 3.13.**

### **3.12.4 INFORMATION SUPPLEMENTARY TO ANNUAL FINANCIAL STATEMENTS, ANNUAL MANAGEMENT REPORTS AND INTERIM REPORTS**

**(1) If the interim report has been audited or reviewed by auditors, the Issuer shall make the audit or review public as soon as it is available.**

**(2) Where the auditor finds that the financial statements should not be approved as they stand, or the auditor has made comments, clarifications or audit reservations in the audit report, this shall be made public as soon as the audit report is received by the Issuer.**

### **3.12.5 EXEMPTIONS**

Euronext Oslo Børs may, in whole or in part, grant exemptions from sections 3.12.1 to 3.12.4 if there are special grounds in favour of granting such exemption.

### **3.12.6 FINANCIAL CALENDAR**

**(1) The Issuer shall, no later than by the close of the year, publish a financial calendar disclosing the dates planned for the publication of its annual report, half-yearly report, interim report and for the annual general meeting in the following year.**

**(2) If there are any subsequent changes to these dates, the Issuer shall immediately announce each such change.**

**(3) The Issuer shall publish its financial calendar using the “Financial Calendar” functionality in NewsPoint.**

### **3.13 PROCEDURES FOR PUBLICATION OF INFORMATION**

#### **3.13.1 PUBLIC DISCLOSURE**

**(1) Rule 4.1.3 in Rule Book Part I shall not apply.**

**(2) Information that must be made public pursuant to the Rules or pursuant to law, as well as press releases and other information not subject to the duty of disclosure, can by arrangement be made public through NewsPoint. Euronext Oslo Børs shall ensure that the information is distributed in accordance with the requirements of the third paragraph.**

**(3) Information that must be made public pursuant to the Rules or according to law can be made public by methods other than as mentioned in the second paragraph. The information must be made public in an efficient and non-discriminatory manner. The information must be made public without any charge to investors or potential investors in the Shares and through media that to a reasonable degree can be expected to ensure that the information is publicly available throughout the EEA area. Publication shall to the greatest possible extent take place simultaneously in Norway and other EEA states.**

**(4) The Issuer shall ensure that the information is sent to the media in a manner that ensures secure communication, minimizes the risk of interference and unauthorized access and that gives certainty as to the source of the information. The information shall be sent to the media in a manner that clearly identifies the Issuer, the content of the information and the date and time it is sent. In addition, it shall be clearly stated that the information is subject to a duty of disclosure pursuant to Section 5-12 of the Securities Trading Act or pursuant to the Rules.**

**(5) Information that is confidential or secret in the interests of national security, relationships with foreign states or the defence of the realm is exempted from publication pursuant to the second or third paragraph.**

**(6) The Issuer shall send copies of all information that the Issuer is required to publish pursuant to the Rules or pursuant to law. Copies of the information shall be sent to NewsWeb at the same time as the information is made public. Appendices to announcements, such as annual reports, half-yearly interim reports and notices of general meeting etc., must be in PDF format.**

**(7) The Issuer must send copies to Euronext Oslo Børs of primary insider notifications received pursuant to [MAR](#) article 19. Copies of the notifications shall be sent to NewsWeb at the same time as the information is made public.**

#### **3.13.2 LANGUAGE TO BE USED**

**(1) The Issuer shall disclose information in English, Norwegian, Swedish or Danish.**

**(2) The Issuer shall disclose any decision to change its reporting language.**

### **3.14 PUBLICATION OF PROSPECTUS**

Finanstilsynet (the Norwegian Financial Supervisory Authority) is the competent prospectus authority in

Norway, and is responsible for the operative control and approval of EØS-prospectuses for public offers of transferable securities directed towards the Norwegian market and listing of transferable securities on Norwegian regulated markets. Further information is available [here](#).

**(1) No later than 08:00 hours on the day the offer period starts, the Issuer must publicly disclose that the EEA prospectus has been approved, and if relevant passported to Norway, and state where it is available. The same deadline shall apply for the publication of documents that meet the requirements for exemption from the duty to prepare a prospectus ("equivalent document").**

**(2) National prospectuses must be published prior to the start of the Public Offer period.**

**(3) The Issuer shall without undue delay following the approval of a supplement to a prospectus publicly disclose that such document has been approved, and if relevant passported to Norway, and state where it is available.**

### **3.15 INFORMATION TO SHAREHOLDERS AND GENERAL MEETINGS**

#### **3.15.1 GENERAL**

**The Issuer shall facilitate that the shareholders are able to exercise their rights.**

A prerequisite to exercise rights as a shareholder is equal treatment in respect of information from the Issuers. Reference is made to the guidance to section 3.1.

#### **3.15.2 INFORMATION TO SHAREHOLDERS**

**Any notice, document or other information sent to shareholders should be made public no later than the time at which such notice is distributed.**

This provision is not restricted to notices that are sent to all shareholders. Any notice sent to a substantial number of shareholders, e.g. all shareholders residing in Norway, must be made public in accordance with this provision.

#### **3.15.3 NOTICE OF GENERAL MEETINGS**

In the case of Issuers of equity certificates, the provisions in respect of the general meeting shall apply to the meeting of the committee of representatives and the election meeting to the extent they are applicable.

**(1) In order to call a general meeting, the Issuer must give notice in writing to all shareholders of known address. Distribution of the notice to call a general meeting must take place sufficiently in advance of the meeting so that shareholders have the opportunity to attend the meeting in order to exercise their voting rights.**

**(2) The Issuer must publicly disclose the notice calling a general meeting together with any attachments. The Issuer must also publicly disclose documents relating to the items that will be considered at the general meeting. This shall also apply to documents that must be included in or attached to the notice calling a general meeting. Such public disclosure shall be carried out as soon as the documents are made available to the Issuer's shareholders.**

The documents that must be publicly disclosed pursuant to the second and third sentences are those

documents that the company must make available to its shareholders in connection with the holding of a general meeting. The basis for which documents this includes will be a consequence of company legislation and the company's articles of association.

The fourth sentence means that if documents are made available prior to the notice of the meeting being published, these must be publicly disclosed as soon as they are made available to shareholders. This applies, for example, to merger plans or demerger plans pursuant to the Private Limited Companies Act/Public Limited Liability Companies Act, Section 13-12 (1) (merger plan) and Section 14-4 (3), cf. Section 13-12 (1) (demerger plan).

**(3) The Issuer shall in the notice calling the general meeting state the number of Shares and voting rights, as well as provide information on the shareholders' rights.**

This third paragraph is equivalent to Section 5-9 (2) of [the Securities Trading Act](#).

**(4) The Issuer shall append a proxy voting form to the notice of the meeting unless such a form is available to shareholders on the Issuer's website and the notice calling the meeting includes the information that shareholders need to access the documents, including the internet address.**

This fourth paragraph is equivalent to Section 5-9 (3) of [the Securities Trading Act](#).

### **3.15.4 THE RIGHT OF EURONEXT OSLO BØRS TO ATTEND THE GENERAL MEETING**

Euronext Oslo Børs shall be entitled to attend and to speak at the Issuer's general meeting.

### **3.15.5 RESULT OF GENERAL MEETING**

Following a general meeting, the Issuer shall immediately announce that its general meeting has been held. If any resolution passed by the general meeting differs from the resolutions proposed by the board of directors and made public in accordance with section 3.15.3, this must be stated.

## **3.16 CONTINUED TRADING IN THE EVENT OF MERGER, DEMERGER AND OTHER MATERIAL CHANGES**

Rule 3.2.2 in Rule Book Part I shall not apply.

### **3.16.1 MERGER**

As a general rule, a company that has been admitted to trading and that participates in a subsequent merger will continue to be admitted to trading unless it ceases to satisfy the conditions for admission to trading following the transaction. In such cases, the admission to trading rules will apply in their entirety. If the company does not satisfy the requirements for admission to trading, Euronext Oslo Børs will consider removing the company from trading.

The weighing of the considerations against removing a company from trading must be established through practice over time. The application of the rules should not unreasonably hinder the restructuring of companies that have been admitted to trading. It would, for example, appear unreasonable to remove a company from trading, which before the transaction did not satisfy the requirements for admission to trading in respect of the requirement of spread of ownership, and which after a merger with a company



in the same industry still does not meet the applicable requirement of spread of ownership. If the merger, however, in reality represents the admission to trading of a new business that would not otherwise satisfy the admission to trading rules, the company should be removed from trading on Euronext Growth Oslo.

**(1) If the Issuer participates in a merger, the Issuer shall no later than 15 Trading Days after the signing of the merger plan send a report to Euronext Oslo Børs that briefly explains whether the merged company following the merger satisfies the requirements for admission to trading. The report shall state whether the Issuer wishes to continue to be admitted to trading. If the Issuer does not wish to remain admitted to trading, it shall explain in the report how the interests of shareholders that are served by continued admission to trading will be provided for in the event that the Issuer is removed from trading.**

The report mentioned in the first paragraph can consist of a brief summary of the Issuer's compliance with the conditions for admission to trading. If the Issuer does not wish its securities to continue to be admitted to trading, it may for example be relevant to explain whether shareholders are or will be offered shares in a company that is or that will be listed on a regulated market or admitted to trading on another marketplace, whether they are or will be given the opportunity to sell their shares and the percentage of shareholders that voted against a proposal for the Issuer's shares to be removed from trading. If a proposal for removal from trading is to be voted on as part of an approval for a merger plan, then the results of the vote may be forwarded when available.

**(2) The first paragraph shall not apply if the Issuer takes over a wholly-owned subsidiary by way of merger.**

**(3) Euronext Oslo Børs may no later than 15 Trading Days after its receipt of the report pursuant to the first paragraph demand that the Issuer submits a document that meets the requirements for the content of an application for admission to trading. In special circumstances, Euronext Oslo Børs may decide that additional aspects of the admission process shall be followed.**

**(4) Shares in the merged Issuer shall be admitted to trading unless Euronext Oslo Børs resolves to remove the Shares from trading pursuant to the provisions of section 3.17.2.**

### **3.16.2 DEMERGER**

**(1) If the Issuer participates in a demerger, section 3.17.1 shall apply similarly to the pre-existing Issuer. For the new Issuer or companies created by the demerger, the rules for admission to trading will apply correspondingly.**

**(2) The first paragraph shall apply similarly to a division of the Issuer between shareholders by means of legal procedures other than demerger.**

The commentary to section 3.16.1 applies similarly.

The pre-existing company in a demerger can, as a general rule, expect to continue to be admitted to trading on Euronext Growth Oslo unless it fails to meet any of the requirements for admission to trading. The divested company will, as a general rule, be required to complete the normal process for admission to trading.

### **3.16.3 OTHER CHANGES TO THE ISSUER**

**(1) The duty to send a report to Euronext Oslo Børs that explains whether the Issuer following the transaction satisfies the requirements for admission to trading on Euronext Growth Oslo pursuant to**

section 13.16.1 (1) also incurs if the Issuer enters into an agreement for a transaction that represents a change of more than 75% in the Issuer's total assets, revenue or profit or loss.

(2) If the Issuer by some means other than as mentioned in sections 3.16.1 and 3.16.2 changes its character, discontinues material parts of its business or enters into an agreement on a transaction that represents a change of more than 75% in terms of the criteria mentioned in the first paragraph, then sections 3.16.1 and 3.16.2 shall apply similarly. The timetable mentioned in section 3.16.1 (1) first sentence, shall be calculated from the time that the agreement is entered into.

The commentaries to sections 3.16.1 and 3.16.2 apply similarly.

The Issuer's duty pursuant to this section to submit a report to Euronext Oslo Børs also extends to a change of the Issuer's domicile or if the company enters into a "scheme/plan of arrangements" or undergoes any similar form of transformation.

### **3.16.4 EXEMPTIONS**

Euronext Oslo Børs may grant exemptions from sections 3.16.1 to 3.16.3 if there are special grounds in favour of granting such exemptions.

### **3.17 REMOVAL FROM TRADING AND SANCTIONS**

An important objective for Euronext Growth Oslo is to protect and maintain the integrity of the securities market and investors' confidence in the market. Issuers and Members are subject to the Rules for Euronext Growth Oslo and to the relevant legislation and regulations issued pursuant to legislation. In a situation where a Member or an Issuer is subject to disciplinary action due to a breach of trading rules or the continuing obligations, the case may be subject to investigation by Euronext Oslo Børs and the imposition of sanctions.

Investors are similarly subject to the rules of conduct in the Securities Trading Act and related regulations that apply to financial instruments traded on an MTF. Euronext Oslo Børs monitors transactions with a view to identifying breaches of the relevant laws and rules. In the event of suspicion of violations, Euronext Oslo Børs is obliged to report the matter to the Norwegian Financial Supervisory Authority (Nw. *Finanstilsynet*).

#### **3.17.1 GENERAL**

Chapter 5 and 7 in Rule Book Part I shall not apply.

#### **3.17.2 REMOVAL FROM TRADING**

(1) Euronext Oslo Børs may remove financial instruments issued by the Issuer from trading if they no longer satisfy the rules or conditions for Euronext Growth Oslo, unless such removal would be likely to cause significant detriment to the investors' interests or the facility's tasks and functioning, cf. [section 9-30 \(1\)](#) of the Securities Trading Act.

(2) An Issuer may apply to Euronext Oslo Børs to have its Shares removed from trading on Euronext Growth Oslo if a general meeting has passed a resolution to this effect with the same majority as required for changes to its articles of association. However, for Issuers that have been admitted to trading or approved for admission to trading on another recognised marketplace, it is possible to be removed from trading upon application by the Issuer without the matter having to be considered at a general meeting. It is Euronext Oslo Børs that decides whether to remove an Issuer from trading.

**Euronext Oslo Børs may in special circumstances grant an exemption from the first sentence.**

The fact that that it is possible for Issuers that have been admitted to trading on another recognised marketplace to be removed from trading upon application by the Issuer, and without the matter having to be considered at a general meeting, means that applications for removal from trading will be more readily approved for Euronext Growth Oslo than for Euronext Oslo Børs and Euronext Expand.

The provisions on removal from trading from an MTF in the [Securities Trading Act](#) implement article 32 of MiFID II. Decisions on removal from trading are made in accordance with the procedures set out in section 3.18 (4).

### **3.17.3 [RESERVED]**

### **3.17.4 SANCTIONS**

**(1) In case of violations of section 3.2, 3.6, 3.9.5 to 3.11.5, 3.12.1 (3), 3.12.2 to 3.12.4, 3.13.1, 3.15.1 to 3.15.3 and 3.15.5, Euronext Oslo Børs may point out the matter by giving public criticism.**

**(2) In case of a material or repeated violations of the sections mentioned in the first paragraph, Euronext Oslo Børs may resolve to impose a violation charge payable to Euronext Oslo Børs. The violation charge imposed on an Issuer may not exceed NOK 1,000,000 for each violation that may be sanctioned with a violation charge. When deciding the size of the charge, Euronext Oslo Børs will attach importance to the Issuer's market capitalization and financial condition, as well as to the seriousness of the breach and its character in general.**

Decisions are made in accordance with the procedures set out in section 3.18.

## **3.18 ADMINISTRATION BY EURONEXT OSLO BØRS**

**(1) Unless otherwise is stated in this section, decisions by Euronext Oslo Børs are made in accordance with the following general procedural rules:**

- 1. Before a decision is made, the Issuer to whom it applies shall be informed of the relevant circumstances and given an opportunity to express its views. Euronext Oslo Børs shall set a deadline for submitting such a statement.**
- 2. Parties to the decision may be granted access to information significant for the decision, provided that such access is neither detrimental to others nor in conflict with applicable legislation.**
- 3. The reasoning for decisions shall be provided at the same time as the decision is made. If a decision is subject to appeal, information on the right to appeal, the appeal deadline, and the appeal procedure shall be provided.**

To item 1: With respect to decisions on admission to trading or continued trading of the Issuer, the duty to inform the Issuer is considered fulfilled through the prior communication with the Issuer in connection with the admission.

**(2) The first paragraph does not apply to decisions on suspension from trading.**

**(3) The first paragraph does not apply to decisions made by Euronext Oslo Børs on the allocation of**

Securities in Recovery Box or Penalty Bench pursuant to section 3.8. Such decisions shall be made pursuant to the following procedural rules:

1. Before a decision is made, the Issuer shall if possible be informed and be given the opportunity to express its views.
2. Euronext Oslo Børs shall without undue delay publish a decision to allocate or remove a Security from the Recovery Box or Penalty Bench. Where possible, the reason for allocating a Security in the Recovery Box and Penalty Bench shall be provided upon publication.

(4) In addition to the rules in the first paragraph, with respect to decisions made by Euronext Oslo Børs regarding removal from trading of Issuers pursuant to section 3.17.2, the following applies:

1. Before a decision on removal from trading is made, the question of removal and which measures, if any, that could be implemented to avoid removal shall be discussed with the Issuer. If the circumstance that justifies removal from trading can be rectified, Euronext Oslo Børs may set a deadline for the Issuer to rectify the circumstance or to draw up a plan to re-satisfy the requirements. Concurrently, the Issuer shall be notified that if the circumstance is not rectified or a satisfactory plan is not presented by the expiry of the deadline, a removal of the Issuer will be considered.
2. Parties to the decision shall be granted access to information that is significant for the decision, unless such access is detrimental to others or in conflict with relevant legislation. Others with a right to appeal may upon request be granted access to information that is significant for the decision.
3. The decision to remove from trading shall state the date on which the removal will be implemented. When fixing the date for removal, consideration shall be given inter alia to allow the Issuer a reasonable period to adjust to the fact that its Shares no longer will be admitted to trading. Euronext Oslo Børs shall immediately publish a decision on removal from trading, and inform Finanstilsynet of such decision.
4. If Financial Instruments are removed from trading based on an application from the Issuer, the delisting decision may set further conditions that must be fulfilled before the removal is implemented.

(5) In addition to the rules in the first paragraph, with respect to decisions made by Euronext Oslo Børs to impose violation charges upon Issuers pursuant to section 3.17.4 second paragraph, the following applies:

1. Before a decision is made, the Issuer shall be informed that the imposition of a violation charge is under consideration and the circumstances on which it is based. The Issuer shall have at least one week to present its views before Euronext Oslo Børs reaches a decision.
2. An Issuer upon which a violation charge is imposed shall receive a written notification of the decision along with its reasoning.
3. The decision and its reasoning shall be published by Euronext Oslo Børs, unless special circumstances dictate otherwise.

### **3.19 EURONEXT OSLO BØRS APPEALS COMMITTEE**

(1) Decisions made by Euronext Oslo Børs regarding admission to trading or continued admission to trading on Euronext Growth Oslo, removal of Shares pursuant to section 3.17.2, and imposition of a violation charge pursuant to section 3.17.4 second paragraph, can be appealed to Euronext Oslo Børs' appeals committee.

**(2) The decisions mentioned in the first paragraph may be appealed by a party to the decision or others with a legal interest in the appeal (Nw. *rettslig klageinteresse*).**

**(3) The appeals must be submitted to Euronext Oslo Børs no later than two weeks after the decision is made, following which Euronext Oslo Børs will notify the appeals committee. Decisions made by the appeals committee are public, unless the information is deemed to constitute trade secrets or to be subject to a duty of confidentiality.**

**(4) The appeals committee may assess all aspects of the appealed decision. However, in cases concerning violation charges under section 3.17.4 second paragraph, the appeals committee's authority is limited to either upholding Euronext Oslo Børs' decision or amending it in favour of the appellant. The appeals committee cannot overturn Euronext Oslo Børs' decision on its own initiative.**

**(5) If an appeal is not upheld, the appellant shall bear the cost related to remuneration of the appeal committee members and the secretariat, as well as other expenses incurred in connection with the appeal process. If the appeal concerns a dispute between two or more parties, these costs shall be covered by the party or parties whose position is not upheld in the appeals committee's decision.**

Other expenses that may typically incur in connection with the appeal process include travel expenses to or from meetings for the committee members. The parties' expenses, such as legal counsel, cannot be claimed under the Rules.

**(6) Euronext Oslo Børs has set out detailed rules on the appeals committee's procedures, including the composition and functioning of the committee, appointment of members, and case processing, in a separate Notice.**

### **3.20 PUBLICATION OF STATEMENTS AND DECISIONS OF EURONEXT OSLO BØRS**

**(1) Euronext Oslo Børs may publish all statements and guidelines, documents and other communications, as well as its own decisions and decisions made by Euronext Oslo Børs' appeals committee, except for information that is subject to statutory confidentiality.**

**(2) When publishing information as mentioned in the first paragraph, Euronext Oslo Børs may, upon request, exclude specific details related to personal or business-sensitive matters. Requests for such exclusion must include a specific justification for each piece of information concerned.**

Exemptions from the publication of business-sensitive information are intended for situations where disclosure could be detrimental to the affected party, such as in cases involving competitively sensitive information. Requests for exemption due to convenience considerations will not be deemed sufficient.

**(3) Euronext Oslo Børs' decision to publish or exclude specific information from publication cannot be appealed.**

## **4. MEMBERSHIP AND TRADING RULES**

### **4.1 MEMBERSHIP**

Rule Book Part I section 6.1.1 shall apply unless a Member, as defined in Rule Book Part I section 1.1, has expressly reserved itself against such automatic membership on Euronext Growth.

Membership on Euronext Growth is conditional upon a Member already being approved as a Member on Euronext Oslo Børs and/or Euronext Expand pursuant to the procedures as set out in the Euronext Rule Book section 2.1 (and whose membership has not been terminated). A Member on Euronext Oslo Børs and/or Euronext Expand is automatically granted membership on Euronext Growth unless the Member expressly has reserved itself against such membership. Accordingly, no separate application filings is required in order to become a Member on Euronext Growth.

### **4.2 APPLICABLE RULES FOR TRADING AND CONDUCT**

Except where provided otherwise in this Rule Book Part II Chapter 4, each Member shall conduct its business on Euronext Growth in accordance with Rule Book Part I Chapter 6, the rules of trading and the rules of conduct as set out in Euronext Rule Book Chapter 4 and 8 respectively, the Euronext Cash Trading Manual (Notice 4-01) and the Euronext TCS Trading Manual.

All Euronext Growth Markets are governed by harmonized rules. With regard to the membership and trading rules, these are set out in Chapter 2 and 4 of the Euronext Rule Book with the modifications and additions as set out in Chapter 6 of Rule Book Part I (the "Harmonized Rules"). In addition, each Euronext Growth Market has non-harmonised rules, which are set out in this Rule Book Part II and in separate Notices. This entails that the Harmonized Rules apply with the modifications and additions set out in this Rule Book Part II Chapter 4 for Euronext Growth Oslo.

The rules set out in this Chapter 4 corresponds to a great extend to the membership rules on Euronext Oslo Børs and Euronext Expand as set out in Oslo Rule Book II – Membership and Trading Rules for Euronext Oslo Børs and Euronext Expand.

### **4.3 CURRENT MARKET VALUE**

**A Member shall not, in respect of its On Exchange business, cause an order or an On Exchange Off Book Trade which does not reflect the current market of that Security to be put into the trading system.**

### **4.4 CLEARING AND SETTLEMENT ARRANGEMENTS**

#### **4.4.1 GENERAL CLEARING ARRANGEMENTS**

**(1) Rule 2501A/1, 2501A/3, 2501B/1, 2502/1 and 2502/2 of Euronext Rule Book shall not apply.**

**(2) A Member must at all times have a current and valid clearing arrangement with a Central Counterparty in accordance with the requirements in this section 4.4.1.**

**(3) Central Counterparty Trades on Euronext Growth must be cleared through a Central Counterparty.**

**(4) Euronext Oslo Børs may from time to time define which instruments shall be regarded as Central Counterparty Securities.**

**(5) An entity which has been accepted as a General Clearing Member by a Central Counterparty, may clear Central Counterparty Securities matched in the trading system without being a Member at Euronext Growth provided that such Clearing Member has:**

- a. entered into a legally valid, binding and subsisting clearing membership agreement with a Central Counterparty; and**
- b. signed a legally valid, binding and subsisting declaration to Euronext Oslo Børs that it shall be bound by the applicable Rules.**

**(6) A Member shall not enter an order in a Central Counterparty Security in the trading system unless:**

- a. it is a Clearing Member with a current and valid clearing membership agreement with a Central Counterparty; or**
- b. it is a Non-Clearing Member for which a General Clearing Member has submitted a current and valid clearing declaration to a Central Counterparty and the General Clearing Member will clear any resulting trade on behalf of the Non-Clearing Member.**

#### **4.4.2 CENTRAL COUNTERPARTY'S REJECTION OF TRADES FOR CLEARING**

**(1) If Euronext Oslo Børs is notified by a Central Counterparty that, as a result of its validation procedure, a clearable trade is placed in a pending trade queue, or that a clearable trade otherwise cannot be registered in the clearing system, Euronext Oslo Børs shall use its best effort to correct the defect in accordance with the operational procedures in force from time to time with the Central Counterparty such that the trade can be accepted for clearing.**

**(2) This Rule only applies to situations where all prerequisites for clearing of a trade is in place, such as a valid clearing arrangement pursuant to section 4.4.1 (2), but the required information to register the trade in the Central Counterparty's clearing system for any reason is not present or incorrect or if the lack of sufficient information required to clear the trade is due to a technical error in trading system.**

#### **4.4.3 CENTRAL COUNTERPARTY CONTRACTS**

**The point at which a Central Counterparty Contract comes into being will be defined in the rules of the relevant Central Counterparty.**

#### **4.4.4 SUSPENSION AND TERMINATION OF CLEARING AGREEMENTS**

**(1) Euronext Oslo Børs must be notified by a Clearing Member prior to:**

- a. A Clearing Member terminating its clearing membership agreement with a Central Counterparty and/or entering into a clearing membership agreement with a new Central Counterparty;**
- b. A Non-Clearing Member terminating its clearing arrangement with a General Clearing Member; and/or**
- c. A General Clearing Member suspending its services as a General Clearing Member to any Non-Clearing Member.**

(2) If Euronext Oslo Børs is notified by a clearing member or a Non-Clearing Member about terminations/suspensions in accordance with section 4.4.4 (1) above or Euronext Oslo Børs is notified by the relevant Central Counterparty that a Member for any reason, does not have a valid clearing arrangement in place, Euronext Oslo Børs shall immediately:

- a. suspend the Member from trading on the Central Order Book; and
- b. inform the other Members about the decision to suspend the Member from trading on the Central Order Book.

(3) If Euronext Oslo Børs is notified that a Member or a General Clearing Member as defined in section 4.4.1 (5) does not have a valid clearing arrangement in place, Euronext Oslo Børs may suspend automatic execution in accordance with section 4.4.5.

#### **4.4.5 CENTRAL COUNTERPARTY CEASING REGISTRATION OF CENTRAL COUNTERPARTY TRADES**

(1) If a central counterparty, in accordance with its rules, gives notice to Euronext Oslo Børs of its intention to cease registering Central Counterparty Trades, no Central Counterparty Contract shall arise from the point that registration is suspended.

(2) From the point that the registering of Central Counterparty Trades is suspended, Euronext Oslo Børs may either:

- a. continue automatic execution with those Central Counterparties which have not ceased registering Central Counterparty Trades; or
- b. suspend automatic execution.

#### **4.4.6 OBLIGATION TO SETTLE**

(1) A Member shall ensure that every On Exchange Trade effected by it is duly settled.

(2) A Member may act as, or use the services of, a settlement agent to settle On Exchange Trades. Members must make their own arrangements for settling their On Exchange Trades. A Member may, but is not obliged to, employ one or more settlement agents, which could include its General Clearing Member. Direct Clearing Members may also use a separate settlement agent.

(3) Standard settlement cycle is T+2. The parties to On Exchange Off Book Trades may agree upon a deviating settlement schedule than the settlement schedule for On Exchange Trades.

### **4.5 INFORMATION, MONITORING AND INVESTIGATION**

(1) Euronext Oslo Børs may request or require information from a Member, or interview any employee of a Member, about any matter which it considers may relate to these Rules or to the integrity of the Euronext Growth Oslo, or which Euronext Oslo Børs may require for the purpose of compliance with applicable law or regulation.

(2) To the extent permitted, the Euronext Oslo Børs may disclose information and documents:

- 1.
2. to the Norwegian Financial Supervisory Authority (Finanstilsynet);
3. for the purpose of enabling it to institute, carry on or defend any proceedings including any court proceedings;



4. for any purpose referred to in relevant rules and regulations,
5. under compulsion of law;
6. for the purpose of enabling Euronext Oslo Børs to discharge its functions having regard in particular to the protection of investors and the maintenance of high standards of integrity and fair dealing; and/or
7. for any other purpose with the consent of the person from whom the information was obtained and, if different, the person to whom it relates.

## **4.6 MEASURES IN CASE OF VIOLATION OF THE RULES**

### **4.6.1 GENERAL**

(1) Chapter 7 in Rule Book Part I shall not apply.

(2) An alleged violation by a Member of an obligation of the Rules related to the operating of Euronext Oslo Børs (an "Alleged Violation") shall be dealt with in accordance with the provisions of this section 4.6.

(3) The Rules are without prejudice to:

1. any action and/or measures that may be taken based on any procedure laid down in another part of the Rules;
2. the right to carry out on-site investigations on the basis of Chapter 2 of the Euronext Rule Book;
3. Euronext Oslo Børs' ability to claim liability for damages in accordance with applicable law; and/or
4. any provision of National Regulation concerning enforcement by the Competent Authorities.

### **4.6.2 IMMEDIATE MEASURES**

In case of violation of the Rules or where a situation involving a Member constitutes a threat to the fair, orderly and efficient functioning of the Euronext Markets, or upon instruction of the Competent Authority, Euronext Oslo Børs may take immediate measures to protect the market, including suspension of all or some of a Member's trading rights.

### **4.6.3 SUSPENSION AND TERMINATION**

Where a Member breaches the Rules, good business practices, or otherwise demonstrates unsuitability to be a Member, Euronext Oslo Børs may:

- a. Issue a warning to the Member;
- b. Require the Member to fulfill its obligations under the Rules or require rectification towards Euronext Oslo Børs of the violation by a Member of an obligation under the Rules within a term specified;
- c. Suspend some of the Member's trading or membership rights for no more than six months;
- d. Suspend for no more than six months the Member's Euronext Membership;
- e. Terminate access to certain facilities; and/or
- f. Terminate the membership or withdraw the right to participate in trading, provided that the breach is material.

#### **4.6.4 VIOLATION CHARGE AND DAILY FINE**

(1) Where a Member is in material breach of the Rules or Member terms, Euronext Oslo Børs may resolve to impose a violation charge, payable to Euronext Oslo Børs.

(2) The minimum level of fine is NOK 25,000 and the maximum level is NOK 1,000,000. The level of fine imposed on a Member is based on the circumstances in each individual case and the nature of the breach.

(3) Where a Member, its employees or officers fail to comply with the information requirements pursuant to section 4.5, Euronext Oslo Børs may impose a daily fine on the Member, employee or officer until such time as the information requirement is complied with. The daily fine may not exceed NOK 500,000 per day for the Member and NOK 50,000 per day for employees, and is payable to Euronext Oslo Børs.

#### **4.6.5 PROCEDURES**

(1) Decisions by Euronext Oslo Børs pursuant to section 4.6.3 b - f (rectification, suspension and termination) and 4.6.4 (violation charge and daily fine) are made in accordance with the following general procedural rules:

1. Before a decision is made, the Member to whom it applies shall be informed of the relevant circumstances and given an opportunity to express its views. Euronext Oslo Børs shall set a deadline for submitting such a statement.
2. Parties to the decision may be granted access to information relevant to the decision, provided that such access is neither detrimental to others nor in conflict with applicable legislation.
3. The reasoning for decisions shall be provided at the same time as the decision is made. If a decision is subject to appeal, information on the right to appeal, the appeal deadline, and the appeal procedure shall be provided.

(2) In addition to the rules in the first paragraph, with respect to decisions made by Euronext Oslo Børs to impose violation charges upon Members pursuant to section 4.6.4, the following applies:

1. Before a decision is made, the Member shall be informed that the imposition of a violation charge is under consideration and the circumstances on which it is based. The Member shall have at least one week to present its views before Euronext Oslo Børs reaches a decision.
2. A Member upon which a violation charge is imposed shall receive a written notification of the decision along with its reasoning.
3. The decision and its reasoning shall be published by Euronext Oslo Børs, unless special circumstances dictate otherwise.

#### **4.6.6 EURONEXT OSLO BØRS APPEALS COMMITTEE**

(1) Decisions made by Euronext Oslo Børs regarding termination of membership or withdrawal of authorization pursuant to 4.6.3 f and imposition of a daily fine or violation charge pursuant to section 4.6.4, can be appealed to Euronext Oslo Børs' appeals committee. However, a decision to issue a warning to a Member cannot be appealed.

(2) The decisions mentioned in the first paragraph may be appealed by a party to the decision or others

with a legal interest in the appeal (Nw. rettslig klageinteresse).

**(3) Appeals must be submitted to Euronext Oslo Børs no later than two weeks after the decision is made, following which Euronext Oslo Børs will notify the appeals committee. Decisions made by the appeals committee are public, unless the information is deemed to constitute trade secrets or to be subject to a duty of confidentiality.**

**(4) The appeals committee may assess all aspects of the appealed decision. However, in cases concerning violation charges under section 4.6.4, the appeals committee's authority is limited to either upholding Euronext Oslo Børs' decision or amending it in favour of the appellant. The appeals committee cannot overturn Euronext Oslo Børs' decision on its own initiative.**

**(5) If an appeal is not upheld, the appellant shall bear the cost related to remuneration of the appeals committee members and the secretariat, as well as other expenses incurred in connection with the appeal process. If the appeal concerns a dispute between two or more parties, these costs shall be covered by the party or parties whose position is not upheld in the appeals committee's decision.**

Other expenses that may typically incur in connection with the appeal process include travel expenses to or from meetings for the committee members. The parties' expenses, such as legal counsel, cannot be claimed under the Rules.

**(6) Euronext Oslo Børs has set out detailed rules on the appeals committee's procedures, including the composition and functioning of the committee, appointment of members, and case processing, in a separate Notice.**

#### **4.6.7 PUBLICATION OF STATEMENTS AND DECISIONS OF EURONEXT OSLO BØRS**

**(1) Euronext Oslo Børs may publish all statements and guidelines, documents and other communications, as well as its own decisions and decisions made by Euronext Oslo Børs' appeals committee, except for information that is subject to statutory confidentiality.**

**(2) When publishing information as mentioned in the first paragraph, Euronext Oslo Børs may, upon request, exclude specific details related to personal or business-sensitive matters. Requests for such exclusion must include a specific justification for each piece of information concerned.**

Exemptions from the publication of business-sensitive information are intended for situations where disclosure could be detrimental to the affected, such as in cases involving competitively sensitive information. Requests for exemption based on convenience considerations will not be deemed sufficient.

**(3) Euronext Oslo Børs' decision to publish or exclude specific information from publication cannot be appealed.**

#### **4.7 INFRINGEMENT OF NATIONAL REGULATIONS AND MISCONDUCT**

If Euronext Oslo Børs in the course of an examination of an Alleged Violation or on any other occasion finds suspicion of a possible significant infringement of National Regulations, the Rules or misconduct in relation to trading and disturbances in the trading system related to a financial instrument it shall report the matter to Finanstilsynet.

## **5. EURONEXT GROWTH ADVISOR RULES**

### **5.1 SCOPE**

This Chapter 5 apply to Euronext Growth Advisors.

### **5.2 REQUIREMENTS FOR AND APPROVAL OF EURONEXT GROWTH ADVISORS**

#### **5.2.1 APPLICATION FOR APPROVAL**

(1) In order to become a Euronext Growth Advisor, an approval from Euronext Oslo Børs is required.

(2) Members and other investment firms that are not Members on Euronext Oslo Børs/Euronext Expand and/or Euronext Growth Oslo, that are authorised to provide corporate finance services, cf. [MiFID II Annex I Section A \(6\) and \(7\) and Section B \(3\)](#), can apply to Euronext Oslo Børs to be approved as a Euronext Growth Advisor.

(3) In evaluating such applications, Euronext Oslo Børs will carry out a comprehensive assessment of the applicant's suitability. This shall include, inter alia, the other investment services authorisations held by the applicant, the applicant's and its employees' knowledge and experience with the securities market, the relevant expertise of its employees, and any previous breaches of stock exchange rules or other securities legislation.

1. The application form is available on Euronext Oslo Børs' website. Applications will be processed within four weeks of receipt, unless significant matters require further clarification.
2. Relevant persons acting as advisors at a Euronext Growth Advisor on Euronext Growth Oslo shall attend a relevant training course at Euronext Oslo Børs. Relevant persons include persons involved in the assessments in connection with the tasks and responsibilities of a Euronext Growth Advisor pursuant to this Chapter 5. Exemptions may be granted if an advisor has sufficient experience and expertise.

(4) Regardless of whether an applicant satisfies all the requirements, Euronext Oslo Børs reserves the right to refuse an application if it considers that an applicant is not suitable at the time of its application and that approving the application could lead to an increased risk of the level of general confidence in the stock market, the securities market or Euronext Oslo Børs being weakened. There must be grounds for such a refusal.

(5) An applicant will be informed in writing of the decision of Euronext Oslo Børs whether to approve the applicant as a Euronext Growth Advisor or not. If the application is approved, an EGA Agreement with Euronext Oslo Børs shall be entered into before the applicant may conduct activities as a Euronext Growth Advisor.

#### **5.2.2 INDEPENDENCY AND CONFLICTS OF INTERESTS**

(1) The Euronext Growth Advisor shall have internal procedures in place, organisation and routines to identify, mitigate and disclose any conflicts of interests.

(2) It is a requirement that the Euronext Growth Advisor, its employees and any other companies that are part of the same group as the Euronext Growth Advisor must be independent of the Issuer to which it provides assistance in connection with admission to trading on Euronext Growth Oslo:

1. The Euronext Growth Advisor, its beneficial owners or persons with managerial responsibility cannot own in aggregate 10% or more of the Shares or voting rights in an Issuer that it is assisting. Euronext Oslo Børs shall be notified of any ownership interest and specific information shall be provided on this in the Application Form (for admission to trading) and in the Information Document.
2. Employees of the Euronext Growth Advisor who are to act as advisors to the Issuer in an admission process, shall not own Shares or voting rights in an Issuer that it is assisting.
3. No employee of the Euronext Growth Advisor is permitted to hold a senior position or a board position in the Issuer that the Euronext Growth Advisor is assisting in connection with admission to trading.
4. An owner that directly or indirectly owns 10% or more of a Euronext Growth Advisor cannot hold a senior position or a board position in the Issuer that the Euronext Growth Advisor is assisting in connection with admission to trading.
5. In special circumstances Euronext Oslo Børs can grant exemptions from the independence requirements set out in items 1, 2, 3 and 4 where the relationship is of such a nature that it cannot be deemed to weaken the suitability of the Issuer for admission to trading. This applies, inter alia, in situations where a Euronext Growth Advisor is providing underwriting services in connection with capital increases. Any such exemptions from the independence requirement shall be reported in the Listing Report and in the Information Document.

### 5.2.3 CONTACT PERSON

The Euronext Growth Advisor shall provide Euronext Oslo Børs with a principal point of contact for its activities as a Euronext Growth Advisor.

## 5.3 CONTINUING SUITABILITY FOR EURONEXT GROWTH ADVISORS AND NOTIFICATION REQUIREMENTS

(1) Euronext Growth Advisors must, at all times, satisfy the requirements for approved Euronext Growth Advisors.

(2) The Euronext Growth Advisor must regularly consider whether it continues to meet the requirements. If the Euronext Growth Advisor at any time believes that it may not satisfy these requirements, it must inform Euronext Oslo Børs.

(3) The Euronext Growth Advisor shall as soon as possible notify Euronext Oslo Børs in writing of any changes at the Euronext Growth Advisor's organisation that may create grounds for conflicts of interest with the Issuer that has hired its services or that may influence the Euronext Growth Advisor's independence, suitability or ability to meet its obligations as set out in these Rules. Such changes shall include, but is not limited to:

1. Changes to its name, address or place of business,
2. Receipt of any formal warning or disciplinary communication from a competent regulatory body, hereunder loss of authorization,
3. Any material adverse change in its financial or operating position that may affect its ability to act as a Euronext Growth Advisor,
4. Any potential changes to the structuring or organisation of the Euronext Growth Advisor which may impact the Euronext Growth Advisor's suitability and ability to perform the tasks and responsibilities of a Euronext Growth Advisor pursuant to this Chapter 5, such as inter alia loss of any relevant key personnel, decisions on mergers, liquidation and/or transactions resulting in a

change of control.

## **5.4 INFORMATION, MONITORING AND INVESTIGATION**

(1) Euronext Oslo Børs may request or require information from a Euronext Growth Advisor, or interview any employee of a Euronext Growth Advisor, about any matter, which it considers, may relate to these Rules or to the integrity of Euronext Growth Oslo, or which Euronext Oslo Børs may require for assessing the Euronext Growth Advisor's suitability or for the purpose of compliance with applicable law or regulation.

(2) To the extent permitted, the Euronext Oslo Børs may disclose information and documents:

1. to the Norwegian Financial Supervisory Authority (Finanstilsynet)
2. for the purpose of enabling it to institute, carry on or defend any proceedings including any court proceedings;
3. for any purpose referred to in relevant rules and regulations,
4. under compulsion of law;
5. for the purpose of enabling Euronext Oslo Børs to discharge its functions having regard in particular to the protection of investors and the maintenance of high standards of integrity and fair dealing; and
6. for any other purpose with the consent of the person from whom the information was obtained and, if different, the person to whom it relates.

## **5.5 EURONEXT GROWTH ADVISORS' TASKS AND RESPONSIBILITY**

### **5.5.1 DUE SKILL AND CARE**

(1) The Euronext Growth Advisor must act with due skill and care at all times when performing the tasks as a Euronext Growth Advisor.

### **5.5.2 MAIN TASKS AND RESPONSIBILITY**

(1) The Euronext Growth Advisor shall within its reasonable effort ensure that all relevant information and documentation is provided to Euronext Oslo Børs in order to enable Euronext Oslo Børs to make an independent assessment of the Information Document and decide whether the admission criteria, including the suitability of the Issuer and the Shares admitted to trading, are fulfilled.

(2) The Euronext Growth Advisor shall assist the Issuer until its admission to trading commence by carrying out preparatory work, advising and guiding the Issuer in the admission process and assist in the production of documentation for the admission, cf. Rule 2.1.1 and 2.3 (1). This includes ensuring within its reasonable effort that all relevant information about the Issuer and the Shares to be admitted to trading is included in the Information Document and that it covers the content requirements as set out in [Notice 2.3](#).

(3) The Euronext Growth Advisor shall within its reasonable effort ensure that sufficient financial and legal due diligence investigations are carried out in connection with the admission process, please refer to Notice 2.2. The Euronext Growth Advisor shall provide Euronext Oslo Børs with a description of which due diligence investigations that have been conducted, their assessment of the scope and of any findings of particular importance for the assessment of the Issuer's and the Shares suitability

for admission to trading. The [due diligence form](#) is available on Euronext Oslo Børs' websites.

(4) The Euronext Growth Advisor shall assess whether all conditions for admission to trading are fulfilled and present the basis for this assessment and their conclusion to Euronext Oslo Børs.

## 5.6 MEASURES IN CASE OF VIOLATION OF THE RULES

### 5.6.1 SUSPENSION AND TERMINATION

Where a Euronext Growth Advisor breaches these Rules, good business practices, or otherwise demonstrates unsuitability to be a Euronext Growth Advisor, Euronext Oslo Børs may:

1. Issue a written warning to the Euronext Growth Advisor;
2. Require the Euronext Growth Advisor to fulfill its obligations under the Rules or require rectification towards Oslo Børs of the violation by a Euronext Growth Advisor of an obligation under the Rules within a term specified;
3. Suspend the Euronext Growth Advisor from acting as a Euronext Growth Advisor; and/or
4. Terminate the approval as a Euronext Growth Advisor and withdraw the right to act as a Euronext Growth Advisor with immediate effect, in case of repeated violations or material breach of the rules for Euronext Growth Advisors.

### 5.6.2 VIOLATION AND DAILY FINE

(1) Where a Euronext Growth Advisor materially breaches these Rules, Euronext Oslo Børs may resolve to impose a violation charge, payable to Euronext Oslo Børs.

(2) The minimum level of fine is NOK 25,000 and the maximum level is NOK 1,000,000. The level of fine imposed on a Euronext Growth Advisor is based on the circumstances in each individual matter and on the nature of the breach.

(3) Where a Euronext Growth Advisor, its employees or officers fail to comply with the information requirements pursuant to section 5.4, Euronext Oslo Børs may impose a daily fine on the Euronext Growth Advisor, employee or officer until the information requirement is complied with. The daily fine may not exceed NOK 500,000 per day for the Euronext Growth Advisor and NOK 50,000 per day for employees.

### 5.6.3 PROCEDURES, APPEALS AND PUBLICATION

(1) Decisions by Euronext Oslo Børs towards Euronext Growth Advisors are made in accordance with the general procedural rules set out in section 4.6.5, as applicable.

(2) Decisions by Euronext Oslo Børs pursuant to section 5.6.1 no. 2, 3 and 4 (suspension and termination etc.), and section 5.6.2 (daily fine and violation charge), can be appealed in accordance with section 4.6.6, as applicable. However, a decision to issue a warning to a Euronext Growth Advisor cannot be appealed.

(3) When section 4.6.5 and 4.6.6 are applied in respect of Euronext Growth Advisors pursuant to the first and second paragraph, references to "Members" shall mean "Euronext Growth Advisors".

(4) Section 4.6.7 applies in respect of Euronext Growth Advisors.