

NOTICE 3.5.2: SECONDARY LISTING – ADDITIONAL DOCUMENTATION

Regarding section 3.5.2 of Rule Book II

INTRODUCTION

- (1) This Notice is issued by Oslo Børs on 30 November 2020 pursuant to section 3.5.2 of Rule Book II for Oslo Børs/Euronext Expand.
- (2) This Notice provides detailed provisions and clarifications with respect to additional documentation to be submitted for an Issuer applying for a secondary listing of Shares on Oslo Børs or Euronext Expand, and apply in addition to the requirements set out in Rule Book I and Rule Book II.
- (3) *Italic* text is meant as guidance to the rules set out below.

1. ADDITIONAL DOCUMENTATION REQUIREMENTS

- (1) The admission rules shall apply similarly, subject to the following changes and additions, in addition to the items set out in section 3.5.2 of Rule Book II:
 1. If the Issuer is registered outside the EEA, it must in the application for admission to trading on Oslo Børs or Euronext Expand pursuant to Notice 3.4 section 4 state which EEA Member State that is the Issuer's home member state pursuant to the Prospectus Regulation.
 2. If the Issuer is registered outside the EEA, it must in the application for admission to trading on Oslo Børs or Euronext Expand pursuant to Notice 3.4 section 4 state whether it is applying for exemption from the Norwegian takeover rules pursuant the Norwegian Securities Trading Act.
 3. The Issuer must in the application for admission to trading on Oslo Børs or Euronext Expand pursuant to Notice 3.4 section 4 provide a confirmation that the Issuer complies with the principles for corporate governance, or an explanation of the reason for any deviation and what alternative solution the Issuer has selected, cf. Notice 3.4 section 4 (3) item 31, which can be given by reference to the equivalent code of practice that applies in the country where the Issuer is registered or to the exchange on which the Issuer has its primary listing.
 4. Foreign Issuers must provide a document equivalent to the company registration certificate issued for Norwegian companies by the Register of Business Enterprises. If the Issuer is incorporated in a jurisdiction where such document is not issued, it must provide a statement from an external attorney addressed to Oslo Børs which confirms that the Shares are validly and legally issued, fully paid-up and properly registered with the relevant register or equivalent body. A draft of such a statement must be made available no later than the time at which the application must be submitted pursuant to section Notice 3.4 section 3. Notice 3.4 section 4 (3) item 1 shall not apply.
 5. Foreign Issuers must enter into an admission to trading agreement. The Issuer must provide a legal opinion from an external attorney addressed to Oslo Børs to confirm that the admission to trading agreement is binding on the Issuer and that there are no formal obstacles to the Issuer performing its obligations pursuant to this agreement. The admission to trading agreement must be entered into and the legal opinion must be made

available no later than the time at which the application must be submitted pursuant to Notice 3.4 section 3.

6. For foreign Issuers, in place of confirmation from the Register of Company Accounts, cf. Notice 3.4 section 4 (3) item 11, a confirmation from any such equivalent register in the state where the Issuer is incorporated shall be appended.
 7. For foreign Issuers, Notice 3.4 section 9 (2) shall apply similarly to the submission of a prospectus to the relevant prospectus authority of the Issuer.
 8. Oslo Børs reserves the right to require the Issuer to provide such further documentation as it may consider necessary, including legal opinions issued by an external attorney.
- (2) No later than **13:00 hours** on the Trading Day immediately prior to the first day of admission to trading the following documents must be received by Oslo Børs, in addition to the information required pursuant to Notice 3.4 section 8 (2):
1. Final documents as mentioned in section 1 (1) item 4 above (in place of company certificate of registration issued by the Register of Business Enterprises, cf. Notice 3.4 section 8 (2) item 1). In cases mentioned in section 3.1.5.2 of Rule Book II, cf. Rules 6801/1 and 6801/2 of Rule Book I ("If and When Issued/Delivered" trading), the final documents as mentioned in section 1 (1) item 4 above shall be sent to Oslo Børs as soon as they are available.
 2. Copy of confirmation from the relevant prospectus authority that the prospectus is approved (in place of confirmation from the Norwegian Financial Supervisory Authority, cf. Notice 3.4 section 8 (3) item 4).
- (3) Where a prospectus is used cross-border into Norway, the Issuer must publicly disclose before 08:00 hours on the date of the start of the offer or the first day of trading that the prospectus has been approved and sent cross-border to Norway, and the announcement must state where the prospectus is available.