



## **Continuing Obligations for companies with shares registered on the NOTC-List**

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The NOTC-system is a trading system for registration of buyer/seller interests and trades in companies which have been admitted to registration on the NOTC-list. The system is owned by NOTC AS and administered by the Norwegian Securities Dealers Association (the "Association"). The system is linked to an associated information distribution system (the "NOTC information system") for publication by the NOTC-registered companies of price-relevant and corporate information.

These rules on continuing obligations regulate the obligations of companies with shares registered on the NOTC-list and apply to all NOTC-registered companies which have signed the acceptance letter with NOTC AS.

The Continuing Obligations were adopted by the board of NOTC AS on 6 November 2014 and entered into force on 1 January 2015.

The Continuing Obligations are prepared in an English version only. The latest version of the Continuing Obligations is at any given time available at [www.vpff.no/NOTC](http://www.vpff.no/NOTC).

# 1 General provisions

## 1.1 Contact persons

The company shall at all times have two designated persons who can be contacted by NOTC AS. The contact persons shall be contactable without undue delay. Names and contact details shall be filled out in the application form for registration on the NOTC. The person responsible for reporting according to section 3.1 below, should function as NOTC's primary contact person in relation to questions that might arise concerning the rights and obligations of the registered company.

## 1.2 Information to be provided to NOTC AS

The company shall notify NOTC AS in writing of any changes in the following matters:

- a) Changes to the company's contact details (postal and street addresses, e-mail address, website and telephone number);
- b) Changes to the company's contact persons, as well as the contact persons' e-mail address and telephone number;
- c) The company's listing or application for listing on a regulated market;
- d) Any ownership restrictions on the company's shares arising as a matter of law, license terms or the company's articles of association, together with information where appropriate on the proportion of the shares to which any such restriction applies;
- e) Changes to the company's international securities identification number (ISIN) used for the Company's shares by the Central Securities Depository;
- f) Changes to the company's share capital, hereunder changes in number of outstanding shares, nominal value, splits or reverse splits in shares and the dates for effectiveness of such changes.
- g) The company's distributor for public disclosure of information (see clause 3.2 below)

Regarding c) to e) above, the NOTC AS shall be notified as soon as possible and in advance of the proposed effective date of such changes so that changes can be made in the NOTC system at the correct time. The Company must provide NOTC AS with appropriate documentation in the form of company certificate, transcripts from VPS or similar.

## 1.3 Communication with NOTC AS

All requests and other communications between the Company and the NOTC must be submitted in writing by e-mail. The NOTC shall deal with such communications without undue delay and communicate the result in writing.

## 2 Reporting obligations

### 2.1 Inside information

As the NOTCAS is not a regulated market as defined in the Stock Exchange Act section 3, the Norwegian Securities Trading Act and regulations regarding Inside Information will not apply to companies registered on the NOTC. However, NOTC emphasize the importance that investors are acting on correct information, and that the information to the market is correct at all times, and have adopted certain rules relating to inside information set out below:

- (1) The company shall, through the NOTC information system, publish any inside information that concerns the company directly. Such information shall be transmitted without delay and on the company's own initiative.
- (2) Inside information shall mean any information of a precise nature relating to financial instruments, the issuer thereof or other circumstances which has not been made public and is not commonly known in the market and which is likely to have a significant effect on the price of those financial instruments or of related financial instruments.<sup>1</sup>
- (3) Information shall be deemed to be of a precise nature if it indicates circumstances that exist or may reasonably be expected to come into existence or an event that has occurred or may reasonably be expected to occur and which is specific enough to enable a conclusion to be drawn as to the possible effect of those circumstances or that event on the price of the financial instruments or related financial instruments.<sup>2</sup>
- (4) Information which would be likely to have a significant effect on the price of financial instruments or related financial instruments shall mean information of the kind which a reasonable investor would be likely to use as part of the basis of his investment decisions.<sup>3</sup>
- (5) Information such as is mentioned in the first paragraph shall be published in accordance with section 3.

### 2.2 Delayed publication

The company may delay the public disclosure of information mentioned in section 2.1 above in order not to prejudice its legitimate interests, provided that such delay does not mislead the public and provided that the information is managed confidentially.<sup>4</sup>

### 2.3 Management of information prior to publication

The company must not disclose information as mentioned in section 2.1 above to unauthorized persons before disclosure is made through the NOTC information distribution system. The company must handle the information with due care so that the information does not come into the possession of unauthorized persons or is misused.

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<sup>1</sup> This definition of inside information corresponds to the definition of inside information as it applies to companies listed on regulated markets, cf. the Securities Trading Act section 3-2, first paragraph.

<sup>2</sup> Cf. The Securities Trading Act section 3-2, second paragraph.

<sup>3</sup> Cf. The Securities Trading Act section 3-2, third paragraph.

<sup>4</sup> Cf. The Securities Trading Act section 5-3, first paragraph.

## 2.4 Corporate actions etc.

- 1) The company must immediately publish through the NOTC information system:
  - a) Any changes in the rights attaching to the company's shares, including any changes in related financial instruments issued by the company;
  - b) The issue of new loans, including any guarantees or collateral provided in subordinated loan. If the issue is in respect of a convertible loan, this must be stated. Any issue of similar convertible rights must also be made public.
  - c) Proposals and decisions by the board of directors, general meeting or other corporate body on
    - i) dividends;
    - ii) mergers;
    - iii) demergers;
    - iv) increases or decreases in share capital; and
    - v) mandates to increase the company's share capital.
  - d) Information on allocation and payment of dividends, as well on issuance of shares, including information on any arrangements for allotment, subscription, cancellation and conversion;
  - e) Proposals and decisions on the issue of subscription rights;
  - f) In the event of the issue of a loan or an increase in share capital as mentioned in items 1,2 and 3, 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;
  - g) Registered change of company name;
  - h) Registered change in the nominal value of the company's shares;
  - i) Decisions on changes to the company's board of directors, managing director or financial director, including notice of resignation given by any such person.
  - j) The company's authorizations to trade in its own shares.
- 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 (amount of the dividend, number of bonus shares/subscription rights per share outstanding, payment date, etc.) including the date when the share will be traded excluding the rights. In the case of a private placement of shares and a subsequent public offer, information shall be given as to whether certain shares are entitled to participate in both issues.
- 3) If the information must be assumed to be inside information pursuant to section 2.1, then section 2.2 and 2.3 shall apply similarly.
- 4) The company shall, at the latest at the end of each month in which a change in share capital or voting rights takes place, publicly disclose an overview of the share capital and the number of votes in the company.

## 2.5 Financial reporting

The company shall publish annual reports as soon as they are adopted by the board. The same applies to interim reports to the extent that such are prepared by the company. The interim report for the fourth quarter also comprises the Company's preliminary annual accounts. The company must publish changes compared to the preliminary accounts as soon as the company has any knowledge of the circumstance in question. In the event the company has published the financial reporting on its website, a press release referring to where the information can be found is sufficient.

The annual report shall be prepared in accordance with the companies' applicable accounting regulations in its home jurisdiction, but shall in any circumstance as a minimum contain the following information:

- The company's P&L, Balance sheet and cash flow (comparable with last year's financial figures is applicable)
- Board statement
- Auditors statement
- Notes to the accounts

The company's interim/quarterly report shall as a minimum contain the following information:

- Summary of the financial accounts with comparable figures (if any)
- Development of the company

## **2.6 Notice to shareholders**

Any notice to shareholders, including but not limited to notices and minutes for general meetings, should be distributed through the NOTC information system no later than the time at which such notice is distributed.

## **2.7 Other notifications**

The company shall seek to publish notifications of trading in the company's shares by primary insiders<sup>5</sup>. The notice should, if applicable, be in a form as set out in the Norwegian Securities Trading Act clause 4-4.

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<sup>5</sup> Primary insiders is defined in the Norwegian Securities Trading Act clause 3-6 (1)

## **3 Procedures for publishing and filing information**

### **3.1 Rules for usage of the NOTC Information System**

Information that must be made public pursuant to these rules shall be made public through the NOTC Information System. The NOTC Information System will automatically redistribute the information to the users of the NOTC and external media and news providers. The information will also be published on the NOTC website.

The Company is to appoint one person within the company as responsible for reporting information on behalf of the company to the NOTC. The person responsible for supplying information will be given a username and password in order to gain access to the NOTC Information system. Reporting will be done through an individually adapted interface which enables companies to add attachments in Word or Excel files, and an URL.

The company will not be able to correct or delete reported news. In case of errors, NOTC must be contacted in order to make the necessary corrections.

Access to the reporting system shall not be given to third parties or persons not authorised by the company to publish news and other releases on behalf of the company.

The company may also use the NOTC information system to publish press releases and other information not subject to the duty of disclosure pursuant to these rules. However, use of the NOTC information system for distribution of information that has not originated from the company is not permitted. The company must ensure that the reported information is not rumours or similar, of neither the company or other companies. It is not permitted to reproduce or refer to, information supplied by third parties, including external commentaries and research.

### **3.2 Distribution of information via a third party**

The company may distribute company information to the information system via a service provider. All required information shall in such case be sent by the external provider to the reporting system.

The parties' rights and obligations as set out in these rules shall in such case also apply in full to the service provider. The company will be deemed liable for any omissions or errors made by the service provider.

### **3.3 Language**

The company shall disclose information in English. The company may also disclose information in Norwegian.

### **3.4 Liability**

It is the responsibility of the company to verify that the information distributed to the reporting system is correct, and that the system is not misused. The company is liable to NOTC AS for any loss NOTC AS might suffer due to the company's misuse of the system.

NOTC AS disclaims any responsibility for loss due to the distributed information being incorrect or insufficient. The same applies to loss due to the distributed information being altered, distorted, delayed, non-apparent and so on, caused by technical malfunctions or other errors in the information system.

## 4 Deregistration and sanctions

### 4.1 Deregistration

A company may be removed from the NOTC-list by NOTC AS in the following situations:

- a) The company no longer satisfies the registration conditions
- b) The company has violated its continued obligations to be registered
- c) The company is to be listed on a regulated market
- d) The company has been acquired by another company
- e) The company's general meeting has resolved a deregistration
- f) The company is set under administration or files for bankruptcy
- g) The company and/or the company's main shareholder(s) receives notice from any authorities of legal proceedings

NOTC AS may remove the company's shares from the NOTC-list if the company no longer satisfies the NOTC AS' conditions for registration of shares in the NOTC, or if called for on other special grounds. Companies that have been acquired through tender offer process or similar will also be deregistered when the acquiring company achieves an ownership of more than 90%.

If the company has materially or repeatedly violated the rules set out herein or other applicable legislation, this shall in general be regarded as a sufficient reason that may call for removal of the company's shares from the NOTC list.

The company may apply to NOTC AS to have its shares removed from the NOTC-list if a general meeting has passed a resolution to this effect with the support of two-thirds of the votes cast and of the share capital represented at the meeting.

The board of directors of NOTC AS makes the final decision on delisting in situations referred to above. In its assessment, the board will inter alia take into consideration the interests of minority shareholders and whether the removal of the shares from the NOTC-list can be expected to cause material disadvantage for the owners of the shares.

If the company is to be listed on a regulated market the shares may be removed from the list. The company is responsible for notifying NOTC AS' if a listing process is initiated and if the company wants to retain its registration of its shares on the NOTC.

Note that the NOTC will not remove companies due to limited trading in the securities.

NOTC AS will publish its decision regarding deregistration as soon as practically possible.

## 4.2 Sanctions

Should the company infringe its obligations according to the rules set out herein or relevant laws and regulations, NOTC AS may:

- Issue a warning to the company
- Suspend user-access and/or
- Impose a violation charge limited upward to three times the annual fee, payable to NOTC AS.

The sanctions will depend inter alia on the seriousness, size and nature of the rule breach, the actual or potential market impact of the rule breach, the extent to which the rule breach was deliberate or reckless, the general compliance history of the company including the specific history regarding the rule breach in question, the extent to which the rule breach was deliberate or reckless, as well as consistent and fair application of the rules. Negligence by the company, or someone acting on its behalf, shall not be considered a condition for the imposing of sanctions.

Decisions to impose fines are made by the NOTC board. Such a decision can be appealed to the Ethics Council of the Association. An appeal must be made within two weeks after the Company receives notification concerning the board's decision. Decisions to impose other sanctions are made administratively, and cannot be appealed.

A company upon whom a violation charge is imposed shall be notified in writing of the decision and the grounds for the decision. Information shall also be provided regarding the right to appeal to the Ethics Council of the Association, the time limit for such appeal, and the appeal procedure. The decision and the grounds for the decision shall be published.

## 5 Fees

Companies registered on the NOTC commits to pay an annual fee in accordance with the NOTC AS' at any time prevailing price list. The fee will be invoiced in advance every six months, respectively 1st of January and 1st of July.

The annual fee will be subject to adjustments each year on January 1<sup>st</sup>. The Company will be notified of any adjustments at least one month before the adjustment come to effect.

A price list is set out on the NOTC web site.

## **6 Changes**

### **6.1 Alterations in the NOTC Information system**

NOTC reserves the right to make alterations in the NOTC information system, including alterations in its functionality. The companies will be notified in due time before such alterations come into effect. This however, shall not apply to alterations that have no relevant significance for the company's use of the reporting system, or the company's position according to this agreement.

### **6.2 Changes to the NOTC Continuing Obligations**

Changes to these rules will normally be binding on companies and NOTC AS no earlier than one month after the changes have been notified and published. NOTC AS may consult companies and other interested parties before changes 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.