

# Stock Exchange Code

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## Definitions

The following terms shall have the following meanings when used in the Stock Exchange Code unless the context otherwise requires:

**Appeal** means the Appeals procedure, which details the requirements and procedures of GSX for appeals provided for in Section 5 of the Listing Members Code as amended from time to time.

**Appeals Committee** means the committee established and operating to process appeals as set out in the Stock Exchange Code of GSX Limited.

**Business Day** means any day which is not a Saturday, Sunday or a public holiday in Gibraltar.

**Competent Authority** means the Gibraltar Financial Services Commission.

**FSC** means the Gibraltar Financial Services Commission.

**Government/GOG** means the Government of Gibraltar.

**GSX Global Market ('GM')** means a market of GSX for Listed Funds and Debt Securities aimed at Professional Investors. The GM is a multilateral trading facility as defined in Article 4(1) point 15 of Directive 2004/39/EC.

**GSX Limited** means GSX Limited that may be referred to as GSX and/or the Stock Exchange within the Stock Exchange Code.

**GSX Main Market ('MM')** means the principal market of GSX. The GSX Main Market is a 'regulated market' as defined in section 1(2) of the Financial Services (Markets in Financial Instruments) Act 2006.

**Listing Authority** means the Listing Authority of GSX Limited with regards to the MM.

**Listing Code** means the Listing Codes which details the listing requirements and procedures of GSX for the listing of Securities provided for in the Listing Codes as amended from time to time.

**Listing Member** means an entity that is approved by GSX for Membership in accordance with the Listing Members Code.

**Listing Members Code** means the Members Code for Listing Members which sets out the rules, requirements and procedures of GSX for Member Firms in respect of the listing of Securities provided for in Sections 1 to 5 of the Listing Members Code, as amended from time to time.

**Member Firm** means any class of Member Firm that is approved by GSX Limited for Membership of GSX which shall include a Listing Member in accordance with the Listing Members Code.

**Membership** means any class of membership that is offered by GSX Limited which shall include Listing Members as set out in the Listing Members Code.

**Membership and Listing Committee (MLC)** means the Committee that decides on the admission of Applicant Member Firms to membership of GSX Limited as defined in the Members Code for Listing Members. The MLC shall also review listing applications (comprising Listing Particulars or Prospectuses) before submitting its recommendations to the Listing Authority for admissions to the GSX Main Market. The MLC will also act as Listing Authority for all applications to the GSX Global Market.



**Minister** means the Minister with responsibility for financial services in Gibraltar.

**Official List** means the list of Securities admitted to the Official List of GSX Limited for both the MM and GM..

**Stock Exchange Code** means the Stock Exchange Code which details the rules and requirements of GSX Limited, licensed to carry on the controlled activity of establishing and conducting the business of a stock exchange in Gibraltar provided for in Sections 1 to 4 of the Stock Exchange Code as amended from time to time.



## Scope

The provisions of the Stock Exchange Code shall apply to GSX Limited. GSX Limited is the entity licensed by the Competent Authority to carry on the controlled activity of establishing and conducting the business of a stock exchange in Gibraltar (both the GSX Main Market and the GSX Global Market).

The Stock Exchange Code is based on the Financial Services (Investment Exchange) (Rules and Notification) Regulations 2007 of Gibraltar as may be amended from time to time.

This Stock Exchange Code is subject to revision from time to time. Revisions to this Stock Exchange Code will be posted on GSX Limited's website [www.gsx.gi](http://www.gsx.gi). Any such revisions shall be notified to all Member Firms and shall be effective from the date of such notification or such later date as GSX Limited may determine.



# **1. Conditions for Operation of the Markets**

This Section sets out the rules and requirements in respect of the conditions for operation of both the GSX Main Market and the GSX Global Market.

## **1.1. Resources and Facilities**

- 1.1.1. GSX shall have the financial, human and technical resources sufficient for the proper performance of its functions.
- 1.1.2. The rules and practices of GSX shall ensure that business conducted by means of its facilities is conducted in an orderly manner and so as to afford proper protection to GSX, Member Firms, Securities admitted to the Official List of GSX and the public interest.
- 1.1.3. Without prejudice to the generality of Section 1.1.2, where appropriate GSX shall require issuers of securities listed on the Stock Exchange to comply with such obligations as will, so far as possible, afford to persons dealing with those admitted to the Official List of GSX Limited proper information for determining their current value.

## **1.2. Compliance Arrangements**

- 1.2.1. GSX shall have adequate arrangements and resources for the effective monitoring and enforcement of compliance with its rules.
- 1.2.2. Without prejudice to the responsibility of GSX under Section 1.2.1, the arrangements it makes for monitoring may make provision for that function to be performed on behalf of GSX by any other person who is able and willing to perform it.
- 1.2.3. No entity other than the Listing Member is to make any payment directly to GSX Limited.

## **1.3. Complaints**

- 1.3.1. GSX shall have effective arrangements for the consideration and investigation of complaints in respect of business transacted by means of its facilities.

## **1.4. Maintenance of Standards and Co-operation with the Competent Authority and the Government**

- 1.4.1. GSX shall:
  - (a) Promote and maintain high standards of integrity and fair dealing in the carrying on of its business of carrying on the controlled activity of establishing and conducting the business of a stock exchange in Gibraltar; and
  - (b) When requested by the Competent Authority or the Minister, co-operate, by the sharing of information and otherwise, with the Competent Authority or the Minister in the carrying out of its responsibilities.



## 2. Access to the Markets

This Section sets out the rules and requirements in respect of the access to the GSX Markets.

### 2.1. Gibraltar and European Bodies Entitled to Admission to Membership

2.1.1. In accordance with the Financial Services (Investment Exchange) (Rules and Notification) Regulations 2007 (as may be amended from time to time), the following bodies may become a Member Firm or have access to, GSX Limited and may participate in the systems provided for Member Firms of GSX Limited:

- (i) an authorised Gibraltar investment firm;
- (ii) a Gibraltar licensed institution or Gibraltar subsidiary institution;
- (iii) an authorised European investment firm; or
- (iv) a European institution.

Where the above requirements are not met, GSX may at its sole discretion admit as a Member Firm an applicant which satisfies GSX that it is competent to discharge the responsibilities of a Listing Member Firm; has appropriate financial resources for the role that they are to perform; is fit and proper; where applicable, has adequate organizational arrangements and undertakes to GSX to accept and discharge those responsibilities at all times to the satisfaction of GSX.

The following minimum criteria must be met by an applicant in order to satisfy GSX that it is competent to fulfil the role of a Listing Member.

#### (a) Applicant Member Firms from Gibraltar must:

- (i) be a body corporate or a partnership; and
- (ii) be licensed or authorised by the Financial Services Commission; and
- (iii) demonstrate to GSX that it, and/or its senior executives, has been actively involved as a professional service provider in the investment industry over the three years immediately preceding the application, or such lesser period as GSX may, in exceptional circumstances, deem appropriate – for example, where the management of the Applicant has effectively operated together as a distinct entity over a period of three years immediately prior to forming a new entity; and
- (iv) have staff who will handle these functions internally and can demonstrate personal experience of providing professional services to the investment industry over at least three years.

#### (b) Applicant Member Firms from the EEA and Switzerland must:

- (i) be a body corporate or a partnership; and



- (ii) either be licensed or authorised by a recognized Competent Authority and/or Regulatory Authority of equivalent standing preceding the application; or
- (iii) be a Member of another EU regulated market preceding the application; and
- (iv) demonstrate to GSX that it, and/or its senior executives, has been actively involved as a professional service provider in the investment industry over the three years immediately preceding the application, or such lesser period as GSX may, in exceptional circumstances, deem appropriate; and
- (v) have staff who will handle these functions internally and can demonstrate personal experience of providing professional services to the investment industry over at least three years.

GSX does not accept applicant Member Firms from outside the EEA and Switzerland.

## 2.2. Membership Classes

2.2.1. GSX offers two Classes of membership in respect of a Listing Member:

- (i) **Class 1:** Listing Member Firm – Funds (Members who specialise in sponsoring the listing of investment funds).

In addition, to the Authorisation requirements in Section 1.5.1 of the Members Code, Applicants must have relevant and satisfactory experience in the management and administration of investment funds or the listing of investment funds on stock exchanges and employ suitably qualified staff or have access to such staff through satisfactory contractual arrangements;

- (ii) **Class 2:** Listing Member Firm - Debt Securities (Members who specialise in sponsoring the listing of Debt Securities).

In addition, to the Authorisation requirements in Section 1.5.1 of the Members Code, Applicants must have relevant and satisfactory experience to undertake listing activities in relation to specialist debt securities and capital markets products and employ suitably qualified staff or have access to such staff through satisfactory contractual arrangements;

Members may apply for more than one Class of Membership. Existing Members may apply for other Classes of membership.

An Applicant Member Firm that is in the process of applying for Membership (as set out above) may be considered, but any decision to admit the Applicant Member Firm will be subject to approval being granted at the sole and absolute discretion of GSX and will not become effective until after this condition is satisfied subject to the outcome of any ruling of the Appeals Committee set out in Section 1.4 of the Listing Members Code as the case may be.



Nothing in the rules of GSX shall exclude a firm or institution from compliance with all the requirements which are applicable to other Member Firms or, as the case may be, to other persons who have access to the Stock Exchange.

Expressions used in Section 2.1.1 have the same meaning as in the Financial Services (Markets in Financial Instruments) Act 2006 as may be amended from time to time.

## **2.3. Condition for Admission of Securities to the Market**

2.3.1. The rules of GSX shall require that Securities that meet the conditions of the Listing Codes in respect of listing shall be admitted to the Official List.



### 3. Notification

This Section sets out the rules and requirements in respect of notification.

#### 3.1. General Notification Rule

- 3.1.1. GSX shall notify the Competent Authority in writing within 20 Business Days of the occurrence of any event or circumstance specified in Section 3.2 to 3.19 of this Stock Exchange Code.
- 3.1.2. Except where any provision of Section 3.2 to 3.19 of this Stock Exchange Code otherwise requires, a written notification shall be given to the Competent Authority within 20 Business Days as soon as possible after the occurrence of the event or circumstance concerned.
- 3.1.3. A notification under this section shall contain all such information as is necessary to ensure that the Competent Authority is fully aware of the nature of the circumstances giving rise to the requirement to notify and of the details of what has occurred.
- 3.1.4. The Competent Authority may in its absolute discretion by notice in writing to GSX exclude or modify the application of any provision of Section 3.2 to 3.19 of this Stock Exchange Code if the Competent Authority is satisfied that the exclusion or modification will not be prejudicial to the interests of GSX, Member Firms, Securities admitted to the Official List of GSX and the public interest.

#### 3.2. Changes and Events Relating to Key Individuals

- 3.2.1. GSX shall notify the Competent Authority of the fact that any person is to become or has ceased to be:
  - (a) the chairman of GSX;
  - (b) the managing director of GSX;
  - (c) the person responsible for compliance;
  - (d) the person responsible for finance;
  - (e) a member of the board of directors of GSX;
  - (f) a member of the Membership and Listing Committee of GSX;
  - (g) a member of the Appeals Committee of GSX.
- 3.2.2. The prior consent of the Competent Authority shall be obtained for any person to take up any of the posts in Section 3.2.1 and, accordingly, a notification that a person is to take up one of those posts must be given at least 20 Business Days before the appointment is due to take effect.
- 3.2.3. In the case of a new appointment falling within Section 3.2.1(a), the notice shall include details of the person's qualifications and experience.



3.2.4. In the case of a notification of a change falling within Section 3.2.1(b), a statement of the reason for the change shall be given.

3.2.5. GSX shall notify the Competent Authority if it becomes aware of any of the following in relation to a key individual:

- (a) a change of name;
- (b) a conviction of any offence involving fraud or other dishonesty;
- (c) a conviction of any offence under any legislation relating to financial services or banking;
- (d) the initiation of any proceedings in respect of bankruptcy, winding-up, sequestration or similar proceedings;
- (e) the refusal of any application for, or revocation or suspension of, any licence or authorisation under the legislation relating to financial services or banking;
- (f) the imposition of disciplinary measures or sanctions by a regulatory competent authority or professional body in relation to the individual's professional or business activities; or
- (g) the making of an order by a court disqualifying that individual from serving as a director of a company or from being concerned with the management of a company.

### **3.3. Dismissal of Key Individuals and Other Employees**

3.3.1. GSX shall notify the Competent Authority if, as a result of concerns about the honesty or integrity of the person concerned:

- (a) a key individual or other employee is dismissed for misconduct; or
- (b) a key individual or other employee resigns as a result of, or to avoid, an investigation into his alleged misconduct; or
- (c) any other disciplinary action is taken against a key individual or other employee.

### **3.4. Changes in Constitution of the Stock Exchange**

3.4.1. GSX shall notify the Competent Authority of any proposed change to its constitution, articles of association, governing statute, charter or by-laws, giving reasons for the proposed change.

3.4.2. A notification under this section shall be made before the proposed change is circulated to the Stock Exchange's membership for consideration or approval.

3.4.3. GSX shall notify the Competent Authority of any change made as a result of the proposals referred to in Section 3.4.1 together with the date from which those changes became or are to become effective.



### **3.5. Auditors**

- 3.5.1. GSX shall notify the Competent Authority of the proposal to appoint an auditor, giving his name and details of his professional qualifications.
- 3.5.2. The consent of the Competent Authority shall be obtained prior to any person taking up the post of auditor.
- 3.5.3. If a person ceases to be the auditor of GSX, the company shall notify the Competent Authority of that fact and of the circumstances in which he ceased to be the auditor.

### **3.6. Audit Committee Reports**

- 3.6.1. If it has an audit committee, GSX shall notify the Competent Authority of the making of any report by the audit committee.
- 3.6.2. A notification under this section shall be accompanied by a copy of the report in question.

### **3.7. Trading Hours**

- 3.7.1. Immediately after the grant of its license or as soon thereafter as the trading hours are first determined, GSX shall notify the Competent Authority of its trading hours.
- 3.7.2. Thereafter, GSX shall, as soon as practicable, notify the Competent Authority of any change, whether temporary or permanent, in the hours during which business may be conducted by means of the facilities of the Stock Exchange.

### **3.8. Market Information**

- 3.8.1. GSX shall give details to the Competent Authority of its system for displaying market information and of any material change in that system.

### **3.9. Membership**

- 3.9.1. GSX shall notify the Competent Authority of the introduction or abolition of a category of Membership.
- 3.9.2. GSX shall notify the Competent Authority of the fact that a person has become or ceased to be a Member Firm of the Stock Exchange and, in the case of the former, the notice shall include the Member Firm's name, address and category of Membership.
- 3.9.3. Any change in the information previously notified under Section 3.9.2 shall also be notified to the Competent Authority.

### **3.10. Suspension, Restriction, Termination and Resignation from Membership**

- 3.10.1. GSX shall notify the Competent Authority if it suspends, restricts or terminates the Membership of a Member Firm.



3.10.2. A notification under this paragraph shall state:

- (a) the reasons for the Membership being suspended/restricted/terminated;
- (b) the date on which it took effect;
- (c) in the case of a suspension, its duration; and
- (d) any other action taken by the Stock Exchange in relation to the Member Firm concerned.

3.10.3. Where a Membership that has been suspended, restricted or terminated appeals against such or against any of the matters referred to in subparagraph 3.10.2, GSX shall notify the Competent Authority of that fact and, subsequently, of the findings of the appeal or, as the case may be, of the withdrawal of the appeal.

3.10.4. GSX shall notify the Competent Authority if a person resigns from membership, specifying:

- (a) the name and address of the former Member Firm;
- (b) his category of membership; and
- (c) the date on which the resignation took effect.

### **3.11. Delegation of Monitoring**

3.11.1. Where GSX proposes to delegate the monitoring of compliance with any of its rules to any other body or person, it shall notify the Competent Authority, specifying the monitoring function which it proposes to delegate.

3.11.2. A notice under subparagraph 3.11.1 shall include the name of that other body or person together with evidence of his ability and willingness to perform the relevant monitoring function.

### **3.12. Complaints**

3.12.1. Not later than the end of January in each year GSX shall notify the Competent Authority of the following:

- (a) the total number of complaints received during the preceding calendar year distinguishing between complaints relating to:
  - (i) the business transacted on the Stock Exchange and the Stock Exchange's performance of its functions generally;
  - (ii) the conduct of a Member Firm of the Stock Exchange in relation to its dealings with the Stock Exchange;
- (b) the total number of such complaints settled during that calendar year, distinguishing between complaints on the same basis as in clause (a); and



- (c) the total number of such complaints which had been pending for more than three months at the end of that calendar year distinguishing between complaints on the same basis.

3.12.2. For the purposes of subparagraph 3. 12. 1 a “complaint” is a complaint made in writing to GSX and any other complaint to which GSX has replied in writing (being in each case complaints relating to one or more of the matters specified in subparagraph 3.12.1(a)).

3.12.3. For the purposes of this paragraph, where GSX has given a substantive response in relation to a complaint, then, unless and until GSX has received an indication from the complainant that the response is unsatisfactory, GSX shall be entitled to treat the complaint as settled and resolved after the expiry of 20 Business Days from the date of its response.

3.12.4. Where an investigator is appointed to look into any complaint, GSX shall send to the Competent Authority a copy of any report prepared by the investigator.

### **3.13. Reports of Transactions**

3.13.1. As soon as practicable after the close of business on the final Business Day of each calendar month, GSX shall notify the Competent Authority of the transactions carried out on the Stock Exchange during that month and of any cancellation or modification of a transaction carried out on an earlier month.

### **3.14. Fees and Charges**

3.14.1. At the time the following fees or charges are first fixed or subsequently varied, GSX shall notify the Competent Authority of:

- (a) the fees or charges levied by in respect of Membership of the Stock Exchange; and
- (b) the charges imposed on those admitted to the Official List.

### **3.15. Annual Accounting Reference Date**

3.15.1. GSX shall notify the Competent Authority of any change in its annual accounting reference date.

### **3.16. Insolvency and Legal Proceedings**

3.16.1. GSX shall notify the Competent Authority forthwith of the occurrence of any of the following:

- (a) the presentation of a petition for the winding up of GSX;
- (b) the appointment of a receiver, administrator, liquidator or trustee of assets of GSX; and
- (c) the making of a composition or arrangement with creditors of GSX.

3.16.2. GSX shall notify the Competent Authority of any proceedings instituted against it:



- (a) arising out of the contravention or alleged contravention of any provision of the legislation relating to financial services or banking; or
- (b) which might be expected to have a significant impact on the financial stability of the Stock Exchange.

3.16.3. GSX shall notify the Competent Authority of any legal proceedings instituted by GSX.

### **3.17. Disciplinary Action**

- 3.17.1. GSX shall notify the Competent Authority where it has taken any disciplinary action against a Member Firm or an employee, agent or representative (if any) of any Member Firm, stating the name of the person concerned, details of the action taken and the reasons for the disciplinary action.
- 3.17.2. Where an appeal is lodged against the action referred to in subparagraph 3.17.1, GSX shall notify the Competent Authority of that fact and, subsequently, of the findings of the appeal or, as the case may be, of the withdrawal of the appeal.

### **3.18. Offences**

- 3.18.1. GSX shall notify the Competent Authority if it becomes aware that any person who is or was formerly a Member Firm or employee of the Stock Exchange:
  - (a) has been carrying on any controlled activity without the necessary licence or authorisation; or
  - (b) has been convicted of an offence relating to, or arising out of, the carrying on of any controlled activity.

### **3.19. Failure to Perform**

- 3.19.1. If any event happens or circumstances arise which make it impossible or impracticable (for however short a period of time) for GSX to continue to satisfy the requirements of any rule of this Stock Exchange Code, GSX shall notify the Competent Authority forthwith.
- 3.19.2. The notice required under this paragraph shall specify the action which is being or has been taken by the Stock Exchange to deal with the situation.



## 4. Listing Authorities and Committees

This Section sets out the rules and requirements in respect of the committees and corporate governance of GSX.

### 4.1. The GSX Main Market Listing Authority

The GSX Main Market is a 'regulated market' as defined in section 1(2) of the Financial Services (Markets in Financial Instruments) Act 2006. The competent authority (the Listing Authority) for listing and admission of securities and for the review and approval of prospectuses is the Gibraltar Financial Services Commission.

#### 4.1.1. Mandate and Powers

- (a) The GSX Main Market Listing Authority is the body designated as such by the Minister under the Financial Services (Listing of Securities) Act 2006 as may be amended from time to time.
- (b) The GSX Main Market Listing Authority shall maintain the Official List and decide on the admission of securities to the GSX Main Market.
- (c) Without prejudice to the generality of the GSX Main Market Listing Authority's powers, the GSX Main Market Listing Authority may reject an application for listing if, in its opinion, the situation of the issuer is such that admission would be detrimental to GSX, Member Firms, Securities admitted to the GSX Main Market Official List and the public interest.
- (d) Solely in the interests of protecting GSX, Member Firms, Securities admitted to the GSX Main Market Official List and the public interest, the GSX Main Market Listing Authority may make the admission of a security to the Official List subject to any special condition which the GSX Main Market Listing Authority considers appropriate and of which they have specifically informed the applicant.
- (e) The GSX Main Market Listing Authority may refuse an application where the issuer already has securities listed in another EU Member State and has failed to comply with the obligations to which it is subject by virtue of the listing.
- (f) The GSX Main Market Listing Authority shall cooperate, whenever necessary for the purposes of carrying out their duties, with the competent authorities of any EU Member State and shall exchange information useful for that purpose as so required.
- (g) Without prejudice to any other action which the GSX Main Market Listing Authority may contemplate in the event of a failure on the part of a Security to comply with any obligations resulting from admission to the Official List, the GSX Main Market Listing Authority may make public, in such manner as it considers appropriate, the fact that the Security is failing to comply with those obligations.
- (h) Where the smooth operation of the market is or may be temporarily jeopardised or where the protection of GSX, Member Firms, Securities admitted to the GSX Main



Market Official List and the public interest so requires, the GSX Main Market Listing Authority may suspend the official listing of a Security.

- (i) If the GSX Main Market Listing Authority is satisfied that, owing to special circumstances, normal regular dealings in a Security are no longer possible, the GSX Main Market Listing Authority may discontinue the official listing of a Security.

#### 4.1.2. Information Requested by the GSX Main Market Listing Authority

- (a) A Security admitted to the GSX Main Market Official List must provide the GSX Main Market Listing Authority with all the information which the GSX Main Market Listing Authority considers appropriate in order to protect GSX, Member Firms, Securities admitted to the Official List and the public interest or ensure the smooth operation of the market.
- (b) Where protection of GSX, Member Firms, Securities admitted to the Official List and the public interest or the smooth operation of the market so requires, the GSX Main Market Listing Authority may require a Security to publish such information, in such form and within such time limits, as the GSX Main Market Listing Authority considers appropriate.
- (c) If a Security fails to comply with a requirement of the Listing Authority referred to in the preceding paragraph, the GSX Main Market Listing Authority may itself publish the information concerned but, before deciding to do so, the Listing Authority shall hear and take account of any representations made by or on behalf of the Security.

#### 4.1.3. Constitution of the GSX Main Market Listing Authority

The GSX Main Market Listing Authority will comprise officers from the FSC.

#### 4.1.4. Confidentiality

All persons acting for the GSX Main Market Listing Authority shall be bound by professional secrecy so that, except in so far as may be provided by or under any enactment, no confidential information received in the course of their duties may be divulged to any authority or other person.

Nothing in the preceding paragraph precludes the GSX Main Market Listing Authority from exchanging information with competent authorities of EU Member States and, except for the purpose of any further such exchange, any information received as a result of such an exchange shall be covered by the obligation of professional secrecy referred to in the preceding paragraph.



## 4.2. The GSX Global Market Listing Authority

The GSX Global Market is a multilateral trading facility as defined in Article 4(1) point 15 of Directive 2004/39/EC. The competent authority for listing and admission of securities and for the review and approval of prospectuses and Listing Particulars is GSX Limited.

### 4.2.1. Mandate and Powers

- (a) The GSX Global Market competent authority is GSX Limited (delegated to the GSX Membership and Listing Committee).
- (b) GSX shall maintain the Official List and decide on the admission of securities to the GSX Global Market.
- (c) Without prejudice to the generality of GSX's powers, GSX may reject an application for listing if, in its opinion, the situation of the issuer is such that admission would be detrimental to GSX, Member Firms, Securities admitted to the GSX Global Market Official List and the public interest.
- (d) Solely in the interests of protecting GSX, Member Firms, Securities admitted to the GSX Global Market Official List and the public interest, GSX may make the admission of a security to the Official List subject to any special condition which GSX considers appropriate and of which they have specifically informed the applicant.
- (e) GSX may refuse an application where the issuer already has securities listed in another EU Member State and has failed to comply with the obligations to which it is subject by virtue of the listing.
- (f) Without prejudice to any other action which GSX may contemplate in the event of a failure on the part of a Security to comply with any obligations resulting from admission to the Official List, GSX may make public, in such manner as it considers appropriate, the fact that the Security is failing to comply with those obligations.
- (g) Where the smooth operation of the market is or may be temporarily jeopardised or where the protection of GSX, Member Firms, Securities admitted to the GSX Global Market Official List and the public interest so requires, GSX may suspend the official listing of a Security.
- (h) If GSX is satisfied that, owing to special circumstances, normal regular dealings in a Security are no longer possible, GSX may discontinue the official listing of a Security.

### 4.2.2. Information Requested by GSX

- (a) A Security admitted to the GSX Global Market Official List must provide GSX with all the information which GSX considers appropriate in order to protect GSX, Member Firms, Securities admitted to the Official List and the public interest or ensure the smooth operation of the market.



- (b) Where protection of GSX, Member Firms, Securities admitted to the Official List and the public interest or the smooth operation of the market so requires, GSX may require a Security to publish such information, in such form and within such time limits, as GSX considers appropriate.
- (c) If a Security fails to comply with a requirement of GSX referred to in the preceding paragraph, GSX may itself publish the information concerned but, before deciding to do so, GSX shall hear and take account of any representations made by or on behalf of the Security.

#### 4.2.3. Constitution of the GSX Global Market Listing Authority

The GSX Global Market Listing Authority will be the Membership and Listing Committee.

#### 4.2.4. Confidentiality

All persons acting for GSX shall be bound by professional secrecy so that, except in so far as may be provided by or under any enactment, no confidential information received in the course of their duties may be divulged to any authority or other person.

Nothing in the preceding paragraph precludes GSX from exchanging information with competent authorities of EU Member States and, except for the purpose of any further such exchange, any information received as a result of such an exchange shall be covered by the obligation of professional secrecy referred to in the preceding paragraph.

### 4.3. GSX Membership and Listing Committee

#### 4.3.1. Mandate and Powers

- (a) The GSX Membership and Listing Committee (MLC) reviews all listing applications seeking admission to the Main Market (including Listing Particulars and Prospectuses). Once an application is deemed complete, the MLC submits its recommendations to the Listing Authority.
- (b) The GSX Membership and Listing Committee (MLC) acts as the authority for the GSX Global Market for the listing and admission of securities and for the review and approval of Prospectuses and Listing Particulars.
- (c) The GSX Membership and Listing Committee (MLC) shall also decide on the admission of Applicant Member Firms to membership of the GSX Markets as defined in the Members Code for Listing Members.
- (d) The MLC shall decide on the Classes of Membership of Member Firms to membership of the GSX Markets as defined in the Members Code for Listing Members.
- (e) The MLC shall decide on the Membership Requirements of Member Firms to membership of the GSX Markets including but not limited to a Member Firm being



appropriately authorised to apply for membership and being suitable for membership as defined in the Members Code for Listing Members.

- (f) The MLC shall decide on the grounds for Resignation of a Listing Member Firm as defined in the Members Code for Listing Members.
- (g) The MLC shall decide on the grounds for a Restriction, Suspension or Termination of a Listing Member Firm following either a failure to meet Authorisation Requirements, Suitability Requirements or Upholding Market Integrity as defined in the Members Code for Listing Members.
- (h) The MLC shall decide on the Notification Requirements to GSX Limited of Member Firms of GSX Limited as defined in the Members Code for Listing Members.
- (i) The MLC shall decide on the General Provisions as defined in the Members Code for Listing Members.
- (j) The MLC shall decide on the Appeals Procedures as defined in the Members Code for Listing Members.

#### 4.3.2.Information Requested by the MLC

An application for Membership shall be made in writing to the MLC in such form and accompanied by such fees as GSX may from time to time prescribe. By making an application for Membership, an Applicant Member Firm authorises the MLC to call for such further information, documentation or other evidence as it considers necessary or relevant in relation to an application for Membership.

#### 4.3.3.Constitution of the MLC

The MLC will comprise officers of GSX Limited.

#### 4.3.4.Meetings of the MLC

- (a) 2 Business Days' notice in writing or by electronic communication of a meeting of the MLC must be given. Meetings may be held with shorter notice period subject to the approval of all members of the MLC.
- (b) The quorum for meetings of the MLC will be two.
- (c) The Managing Director of GSX acts as the chairman of the MLC.
- (d) If the chairman is unable to attend a meeting of the MLC the members of the MLC present at the meeting shall decide upon a chairman for the meeting.
- (e) The meetings of the MLC will be recorded by way of a minute or resolution in writing accurately reflecting the matters discussed and decisions made at the meeting.
- (f) The matters of business to be considered during the meeting of the MLC shall be decided upon by the chairman of the meeting.



- (g) Each person attending the meeting of the MLC shall be entitled to one vote in respect of the matters discussed at the meeting (if voting is required) via a show of hands. In the event of equality of voting, the chairman of the meeting shall have the casting vote.
- (h) The MLC shall meet at such locations as may be agreed between the members of the MLC from time to time.

#### 4.3.5.Frequency of Meetings

- (a) The MLC will meet on an ad-hoc basis as agreed between the members of the MLC subject to notice provisions set out as per Section 4.3.4(a) above.
- (b) During the meetings the MLC will consider such matters as it considers relevant to GSX's Members and Applications for admission to the Official List that shall include but not necessarily be limited to; Listing Particulars, Prospectuses, Checklists, Listing Codes, the Members Code for Listing Members, applications, resignations, suspensions, and terminations.

#### 4.3.6.Confidentiality

All persons acting for the MLC shall be bound by professional secrecy so that no confidential information received in the course of their duties may be divulged to any authority or other person except where disclosure is permitted or required by law.

### 4.4. GSX Board of Directors

#### 4.4.1.Mandate and Powers

- (a) GSX Limited is a private limited company that is licensed by the Competent Authority to carry on the controlled activity of establishing and conducting the business of a stock exchange in Gibraltar. The principal decision making body of GSX is its board of directors. GSX's board of directors is the principal decision making forum and is responsible to GSX, Member Firms, Securities admitted to the Official List and the public in respect of the smooth operation of the Stock Exchange and its markets. The Chairman of GSX's board of directors is a non-Executive Director appointed by the shareholders. GSX's board of directors have created certain sub-Committees and have delegated a number of their powers, as related to the running of GSX to these Committees.
- (b) The Executive is responsible for the day to day running of GSX.
- (c) In the performance of its duties the Executive will be responsible for executing the directives from the board of directors, including but not limited to the strategic objectives of GSX, its corporate strategy, its regulatory plan, its budget, its financial audit and its dividend policy.
- (d) The Executive shall operate so as to:
  - (i) protect public interest;
  - (ii) ensure that Listing Members deal honestly and fairly and have sound finances and management;



- (iii) ensure that GSX's business is conducted in an orderly manner and so as to afford proper protection to GSX's investors;
- (iv) ensure the effective monitoring and enforcement of compliance of Members Firms and Securities with its rules; and
- (v) promote and maintain high standards of integrity and fair dealing in the carrying out of the business of a stock exchange in Gibraltar.

## **4.5. Appeals Committee**

### **4.5.1.Mandate and Powers**

- (a) The Appeals Committee is empowered to hear, consider and determine appeals against decisions made pursuant to the Listing Members Code.
- (b) The Appeals Committee may confirm, repeal or vary any decision it is asked to consider.

### **4.5.2.Constitution of the Appeals Committee**

- (a) The Appeals Committee will comprise of seven persons none of which may be members of staff of GSX Limited and none of which may be members of the Listing Authority. Former members of staff of GSX Limited may not sit on the Appeals Committee for a period of one year after the termination of their employment with GSX Limited. Former members of the Listing Authority may not sit on the Appeals Committee for a period of one year after they have ceased to sit on the Listing Authority.
- (b) The Appeals Committee is drawn from a pool of appropriately experienced persons and shall include at least one accountant, one lawyer and one director.
- (c) The Appeals Committee will appoint a chairman to act for such period of time as the Appeals committee determines subject to a maximum of two years.
- (d) The chairman may appoint a legally qualified advisor who shall be independent of the Appeals Committee. Such legal advisor will not be counted as a member of the Appeals Committee but shall advise the Appeals Committee on legal matters. The chairman may replace the legal advisor at his discretion.
- (e) The Appeals Committee shall have a secretary who will carry out the administrative functions of the Appeals Committee.

### **4.5.3.Meetings of the Appeals Committee**

- (a) Quorum for meetings of the Appeals Committee shall be three.
- (b) Minutes of the meeting of the Appeals Committee will be kept by the secretary of the Appeals Committee.
- (c) All communications relating to the proceedings of the Appeals Committee shall be



through the secretary.

#### 4.5.4.Frequency of Meetings

There is no set frequency nor minimum number of meetings required in respect of the Appeals Committee. The Appeals Committee will meet when it is necessary to hear, consider and determine appeals against decisions made pursuant to the Listing Members Code.

#### 4.5.5.Confidentiality

All persons acting for the Appeals Committee shall be bound by professional secrecy so that no confidential information received in the course of their duties may be divulged to any authority or other person save where disclosure is permitted or required by law.