



ASTANA  
INTERNATIONAL  
EXCHANGE

# AIX BUSINESS RULES

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Astana, Kazakhstan

## AIX Business Rules

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## GEN General Provisions

### GEN 1 (R) Scope

GEN 1.1 (R) Pursuant to *Rule 2.5.1* of the *AIFC AMI Rules*, *AIX* maintains these business rules (hereinafter referred to as the *AIX Rules*). The *AIX Rules* encompass the following *Rules*:

- (A) **General Business Rules of AIX (BRG)**
- (B) **Membership Rules of AIX (MR)**
- (C) **Prospectus Rules of AIX (PR)**
- (D) **Markets Listing Rules of AIX (MLR)**
- (E) **Regional Equity Market Rules of AIX (REM)**
- (F) **Markets Listing Rules of AIX. Chapter for Pre-IPO listings (PRE)**
- (G) **Admission and Disclosure Standards of AIX (ADS)**
- (H) **Market Disclosure Rules of AIX (MDR)**
- (I) **Trading Rules of AIX (TRD)**
- (J) **Clearing and Settlement Rules of AIX (STR)**
- (K) **Default Rules of AIX (D)**
- (L) **Monitoring and Enforcement Rules of AIX**
  - (1) Market Supervision (MSP)
  - (2) Disciplinary Rules (DCR)
- ~~(M)~~ **ESG-Labelled Bond Rules of AIX (ELB)**
- ~~(MN)~~ **Green Bonds Rules of AIX (GRN)**
- ~~(NO)~~ **Mining Company Rules of AIX (MCR)**
- ~~(OP)~~ **Listed Funds Rules of AIX (LFR)**
- ~~(PR)~~ **Belt and Road Market Rules of AIX (BR)**
- ~~(QS)~~ **AIX Glossary and Interpretation (GLO)**

### GEN 2 (G) Interpretation

GEN 2.1 (G) Every provision in the *AIX Rules* must be interpreted in light of its purpose.

GEN 2.2 (G) The substantive *Rules* set out herein are signposted with (R) in the margin.

GEN 2.3 (G) The guidance provided herein is signposted with (G) in the margin. Guidance is intended to provide an explanation and assist readers of the *AIX Rules*. Guidance should not be taken as a complete or definitive explanation of a provision's purpose.

## GEN 3 (R) Application

GEN 3.1 (R) The *AIX Rules* apply to each *Market Participant*.

GEN 3.2 (G) In the event of a conflict between *AIX Rules* and the *AIFC Law* (including *AIFC Framework Regulations*, *AIFC MAR Rules*, *AIFC AMI Rules*, and *AIFC Collective Investment Scheme Rules*), the *AIFC Law* will prevail.

## GEN 4 (R) Legal effect of the *AIX Rules*

GEN 4.1 (R) Pursuant to *Part 6, Chapter 1* of the *AIFC Framework Regulations*, *AIX* as an *Authorised Market Institution* is authorised to make the *AIX Rules* in order to govern relationships between itself and the *Market Participants*.

GEN 4.2 (R) The *AIX Rules* have effect as a contract:

- (1) between *AIX* and each *Market Participant*; and
- (2) between a *Market Participant* and each other *Market Participant*,

under which each of those *Market Participants* agree to observe the *AIX Rules* to the extent that they apply to such *Market Participant* and to engage in conduct that such *Market Participant* is required to engage in under the *AIX Rules*.

## GEN 5 (R) Enforcement of the *AIX Rules*

If a *Market Participant* who is under an obligation to comply with or enforce any of the *AIX Rules* fails to meet that obligation, an application to the *AIFC Court* may be made to enforce compliance in accordance with *Section 54 (Enforcement of Business Rules), Part 6, Chapter 1* of the *AIFC Framework Regulations* and *AMI Rules*. *AIX's* own monitoring and enforcement procedures are set out in the *AIX Monitoring and Enforcement Rules*.

## GEN 6 (G) Use of defined expressions

GEN 6.1 (G) Expressions with defined meanings appear in bold italics in the *AIX Rules*.

GEN 6.2 (G) In these *AIX Rules*, an expression in bold italics which is defined in the *AIX Glossary* has the meaning given there, or if not defined there, has the meaning given in the *AIFC Glossary*.

GEN 6.3 (G) Unless otherwise stated, where bold italics have not been used, an expression bears its natural meaning.

# AIX General Business Rules

## **BRG**      **AIX General Business Rules**

### **BRG 1 (G) Powers of AIX**

- BRG 1.1 (G) Pursuant to *Part 3, Chapter 2* of the *AIFC Framework Regulations*, *AFSA* has granted *AIX* a license to carry on one or more *Market Activities* as an *Authorised Market Institution*.
- BRG 1.2 (G) The powers of *AIX* under these *AIX Rules* are in addition to the powers of the *Board* under the *Articles of Association* and under the *AIFC Law*.

### **BRG 2 (R) Procedures**

- BRG 2.1 (R) *AIX* may from time to time approve written *Procedures* relating to the operations of *AIX*, the conduct of *Market Participants* and the structure and operation of electronic communications between *Market Participants* and *AIX*.
- BRG 2.2 (R) The *Procedures* do not form part of the *AIX Rules*. However, if a *Rule* requires a *Person* to comply with any part of the *Procedures*, failure by the *Person* to comply with that part of the *Procedures* is a contravention of that *Rule*.
- BRG 2.3 (R) *AIX* may approve changes to the *Procedures* from time to time and must notify *Market Participants* of any such changes within a reasonable timeframe before they take effect.
- BRG 2.4 (G) *AIX* shall inform *AFSA* at the same time as it notifies *Market Participants* of any changes to the *Procedures*.

### **BRG 3 (R) Power to amend AIX Rules**

- BRG 3.1 (R) *AIX* may from time to time amend these *AIX Rules* or make amendments in accordance with the procedure set out in the *AIFC Framework Regulations* and in particular in accordance with *Rule 2.5.4* of the *AIFC AMI Rules*. Amendments to these *Rules* shall be published by *Notice* and shall become binding on *Market Participants* at the time specified in such *Notice*, subject to further approval from *AIX*. Draft rules will be made available for public consultation with *Market Participants* before taking effect.
- BRG 3.2 (R) In urgent cases *AFSA* may, on written application by *AIX*, dispense with the requirement for public consultation, pursuant to the *AIFC AMI Rules*.

### **BRG 4 (R) Fees and Charges**

- BRG 4.1 (R) *AIX* may impose on *Market Participants* such fees, charges and rebates as it may from time to time determine and publish by *Notice*. In addition, *AIX* may vary its fees and charges. Fees and charges may also vary by the volume of trading and/or clearing business undertaken on *AIX*, the investment or *Transaction* type, whether the *Member* is a *Market Maker* and/or any other basis as set out in a *Notice*. *AIX* shall provide reasonable advance notice to the *Market Participants* of any changes to any such fees or charges or the imposition of any new fees and charges.

## **BRG 5 (R) Overdue Interest**

BRG 5.1 (R) Any amount to be paid by a *Market Participant* and not paid by its due date for payment of the same shall be treated as an unpaid amount and shall, at *AIX*'s discretion, bear interest at the rate reasonably determined by *AIX* but such interest (if any) shall not exceed 20 per cent per annum. Interest shall accrue on a daily basis and shall compound and shall be payable as a separate debt.

## **BRG 6 (R) English Language Requirement**

BRG 6.1 (R) Every document required to be provided to *AIX* or provided by *AIX* shall be in English or accompanied with certified (if applicable) translation into English language.

## **BRG 7 (R) Transferability of Membership**

BRG 7.1 (R) *Membership* of *AIX* is not transferable without the prior written consent of *AIX*.

## **BRG 8 (R) Members to Act as Principals**

BRG 8.1 (R) As between *Members* and *AIX*, each *Member* shall act as principal in all of its activities with *AIX* (including without limitation, when trading and/or clearing and/or settling) and shall be responsible and liable to *AIX* in respect of such activities as principal and not as agent.

## **BRG 9 (R) Liability of AIX**

BRG 9.1 (R) In accordance with *Section 59 (Liability of Authorised Market Institutions and their Employees)* in *Part 6, Chapter 1* of the *AIFC Framework Regulations* neither *AIX* nor any of its *Employees* may be held liable to any *Market Participant, Custodian* or any of their customers, for anything done or omitted to be done in the performance or discharge of their respective duties and regulatory functions if the act or omission is shown to have been committed or omitted in good faith.

BRG 9.2 (R) Without limiting *Rule BRG 9.1*, *AIX* makes no warranty, express or implied, and shall have no liability to any *Person* in respect of, or in connection with, any of the following:

- (1) the originality, accuracy, timeliness or completeness of company information or market data;
- (2) results obtained from the use of any company information, market data or indices in respect of any product or instrument or index-linked or index-related products, whether in the form of contracts or options;
- (3) the merchantability and fitness for a particular purpose of, or use of, company information, market data or indices;

- (4) any direct, special, punitive, indirect or consequential damages (including loss of profits), even when notified of the possibility of such damages;
  - (5) any losses arising from systems errors;
  - (6) any errors, omissions or delays in calculating or disseminating company information or market data; or
  - (7) any instruments or products referencing company information, market data or indices, whether in the form of contracts or options.
- BRG 9.3 (R) *AIX* may require a *Market Participant* to pay *AIX*'s costs of producing (pursuant to court order, regulatory request or any other legal process) records relating to the business or affairs of the *Market Participant* or any of its *Directors*, senior executive, officers, partners, *Traders*, *Trading Manager*, *Representatives*, *Employees* or agents. This applies regardless of who requires the production.
- BRG 9.4 (R) Unless otherwise prohibited by any applicable law (including in respect of death or personal injury resulting from negligence), nothing in these *AIX Rules* shall exclude, restrict or limit the liability of *AIX* in carrying out any functions other than its regulatory functions:
- (1) for fraud or willful default of *AIX* provided that notwithstanding any fraud or willful default, *AIX* shall not be liable for any indirect or consequential damages (including loss of profits), even when notified of the possibility of such damages; or
  - (2) under the *AIFC Framework Regulations*.
- BRG 9.5 (R) *AIX* shall not be required to make any payment pursuant to *Rule BRG 9.4* unless the *Market Participant* has provided written details of the claim to *AIX* no later than eighteen (18) calendar months following the date on which the *Market Participant* became or should reasonably have become aware of the specific act, fact, circumstance or event which gave rise to the claim.

## **BRG 10 (R) Indemnity to *AIX* and Agents**

- BRG 10.1 (R) Each *Market Participant* hereby undertakes to indemnify *AIX* and each of its agents against all direct (but not any indirect) losses, costs, damages, expenses and liabilities whatsoever ("*Losses*") incurred or suffered by *AIX* or such agent (if any) where such *Losses* arose out of or in connection with:
- (1) any breach by the *Market Participant* of its obligations under these *AIX Rules*, or
  - (2) any willful, unlawful, reckless or negligent act or omission by the *Market Participant*.
- BRG 10.2 (R) Without limitation to *Rule BRG 10.1* above, if any legal proceedings, arbitration or other proceedings are brought to impose any liability on *AIX* or its agent for an alleged failure on *AIX*'s part to prevent or to require action by a *Market Participant* (the "*Affected Market Participant*") or any of its *Directors*, officers, *Employees* or agents, such *Affected Market Participant* hereby undertakes to indemnify *AIX* and its agent against:



- (1) all expenses and reasonable legal fees incurred by **AIX** and its agent (if any) in connection with the proceedings;
  - (2) any payment made by **AIX** or its agent (if any) in connection with any settlement of the proceedings; and
  - (3) any payment made by **AIX** or its agent (if any) as a result of any order or award made in the proceedings.
- BRG 10.3 (R) Unless otherwise prohibited by any applicable law, a **Market Participant** shall not be required to indemnify **AIX** or its agent under this **Rule BRG 10** against **Losses** arising out of or in connection with fraud, willful default or negligence of **AIX** or its agent (if any).
- BRG 10.4 (R) **AIX** may enforce any such indemnity by bringing proceedings before the **AIFC Court**.

## **BRG 11 (R) Waiver**

- BRG 11.1 (R) No indulgence or concession granted by **AIX**, and no omission or delay in exercising any rights, powers or privileges of **AIX** under the **AIX Rules**, shall operate as a waiver thereof, nor shall any single or partial exercise of any such right, power or privilege preclude any other or further exercise thereof or the exercise of any other right, power or privilege.

## **BRG 12 (R) Force Majeure**

- BRG 12.1 (R) Unless otherwise expressly provided for in the **AIX Rules**, **AIX** shall not be liable for any act or omission or for any failure, suspension, restriction or delay in the provision of services and facilities or the performance in whole or in part of its obligations under these **AIX Rules**, if, such act, omission, failure, suspension, restriction or delay arises out of causes beyond its reasonable control.
- BRG 12.2 (R) Causes beyond **AIX's** reasonable control as referred to in **Rule BRG 12.1** may include, but shall not be limited to, acts of God, war, terrorism, civil disturbances, riots, acts of a civil or military authority, embargoes, pandemic or other outbreak of disease, fires, floods, explosions, accidents, labour disputes, mechanical breakdowns, computer or system failures or other failures of equipment, failures of or defects in computer or system software, unavailability of or restrictions on any online communications system or communication media or facilities, criminal cybercrime activity, interruptions (whether in whole or in part) of power supplies or other utility or service, any suspension, restriction or closure of any market, any market emergency, failure, interruption or suspension of any depository or **Custodian**, bank or financial institution, clearing or settlement system, any law, decree, regulation or order or directive of any government, competent authority or any court or tribunal, any measures or actions taken in response to any of the foregoing, and any other causes in all cases which are beyond **AIX's** reasonable control.

## **BRG 13 (R) AIX Voice Recording**

- BRG 13.1 (R) *AIX* may record telephone conversations with a respective warning tone or other notice, aural or otherwise. The records will be the sole property of *AIX* and may be adduced as evidence in any court, regulatory, disciplinary or other proceedings as evidence of the matters discussed.

## **BRG 14 (R) Data Protection**

- BRG 14.1 (R) *AIX* may collect and retain personal information on *Market Participants' Employees*, officers and *Directors* and other *Persons*, at all times in conformity with the applicable *AIFC Law* or general law.
- BRG 14.2 (R) *AIX* may process personal data in connection with its activities and, if necessary, transmit or transfer such data to countries or territories outside the *AIFC*, at all times in conformity with the applicable *AIFC Law* or general law.
- BRG 14.3 (R) *AIX* acknowledges that:
- (1) *Market Participants* may, pursuant to these *AIX Rules* and/or at the request of *AIX*, transfer information about their *Employees*, officers and *Directors* and other *Persons* to *AIX*, and
  - (2) such transfers may, in the absence of appropriate arrangements to protect the transferred information, place *Market Participants* in breach of European or other data protection or privacy laws.
- BRG 14.4 (R) In relation to each such transfer or set of transfers *AIX* shall therefore, if so requested in writing by the relevant *Market Participant*, promptly enter into a contract (as data importer) with that *Market Participant* (as data exporter) on the terms annexed (under the heading “*SET II*”) to European Commission Decision 2001/497/EC (as amended by European Commission Decision 2004/915/EC), with option (iii) selected in Clause II(h) and such information inserted in Annex B, or in accordance with the requirements of an alternative regulator’s requirements, as appropriate, to describe the transfer or set of transfers as that *Market Participant* may reasonably specify in its request.

## **BRG 15 (R) Confidentiality**

- BRG 15.1 (R) Unless otherwise provided for under these *AIX Rules* or in any other agreement or arrangement between *AIX* and a *Market Participant*, *AIX* shall treat all information and documents acquired by it under or in connection with these *AIX Rules* (including without limitation the *AIX Membership Rules*, *AIX Listing Rules* and *Rule BRG 1* and including all personal information in respect of a *Market Participant's Employees*, officers and *Directors* and other *Persons*) as confidential (“*Confidential Information*”). *AIX* shall however be entitled to disclose *Confidential Information* in all or any of the following circumstances:
- (1) for the purpose of enabling *AIX* to institute, carry on or defend any proceedings including any court proceedings;
  - (2) for any purpose referred to in *AIFC Framework Regulations*;

- (3) under compulsion of law;
- (4) for the purpose of enabling *AIX* to discharge its functions having regard in particular to the protection of investors and the maintenance of high standards of integrity and fair dealing;
- (5) in relation to the enforcement of that *Market Participants*'s obligations under the *AIX Rules*;
- (6) for the purposes of international treaty obligations or to act in conformity with future international cooperation mechanisms (e.g. IOSCO MMOU);
- (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,

provided that nothing shall prevent *AIX* from disclosing any *Confidential Information* which is already in the public domain in any jurisdiction unless it has come into the public domain as a result of a breach by *AIX* of this *Rule BRG 15*.

## **BRG 16 (R) Invalidity**

- BRG 16.1 (R) The invalidity, illegality and unenforceability in whole or in part of any of the provisions of the *AIX Rules* shall not affect the validity, legality and enforceability of the remaining part or provisions of the *AIX Rules*.

## **BRG 17 (R) Conclusive evidence**

- BRG 17.1 (R) Except as otherwise provided in any *Rules, Notices* or *AIFC* and *AFSA Rules*, any written statement or report provided by *AIX*, which relates to trading, clearing and/or settlement shall, in the absence of manifest error, be final and conclusive unless disputed by the recipient within ten (10) *Business Days* of its dispatch by *AIX*. Except as otherwise agreed by *AIX*, the failure of any *Market Participant* to inform *AIX* of any error or omission in any advice, statement or report promptly (in any event within ten (10) *Business Days* of its dispatch by *AIX*) shall constitute a waiver in favour of *AIX* by such *Market Participant* of any right to require rectification.

## **BRG 18 (R) Anti-Money Laundering Notice to Members**

- BRG 18.1 (R) *AIX* shall issue an *Anti-Money Laundering Notice* in conformity with *AIFC Law* and *AFSA Rules* and Laws of the Republic of Kazakhstan relating to Anti-Money Laundering which shall inter alia set out the anti-money laundering regime which *AIX* requires its *Members* to comply with. *Members* must comply with the *Anti-Money Laundering Notice* and any other materials issued pursuant to such *Notice*. In addition, and without limitation to any other provision of the *Anti-Money Laundering Notice*, any other materials or any other provision of these *AIX Rules*, *AIX* may take such action as *AIX* in its sole discretion deems appropriate to identify, deter, and prevent: (i) market misconduct taking place on or in relation to any of the *AIX Markets*; and/or (ii) any of the *AIX Markets* being used for or in relation to financial crime, money laundering and/or terrorist financing.

## **BRG 19 (R) Governing Law**

- BRG 19.1 (R) These *AIX Rules* shall be governed by and construed in accordance with the laws, acts and regulations of the *AIFC* and (subject to *Rule BRG 19.3* below) each *Market Participant* irrevocably submits to the exclusive jurisdiction of the *AIFC Court* and its legal jurisdiction.
- BRG 19.2 (R) Each *Market Participant* irrevocably:
- (1) waives any objection arising at any time to the laying of venue of any proceedings brought in the *AIFC*;
  - (2) waives any claim that such proceedings have been brought in an inconvenient forum; and
  - (3) further waives the right to object with respect to such proceedings that the *AIFC Court* does not have jurisdiction over it.
- BRG 19.3 (R) *AIX* shall be entitled to institute proceedings in any other jurisdiction to enforce the obligations of a *Market Participant*, which arise under or in connection with these *AIX Rules*.

# AIX Membership Rules

## MR AIX Membership Rules

### MR 1 (R) Application for Membership

MR 1.1 (G) These *Rules* are made pursuant to *Section 2.6 (Membership)* of the *AIFC AMI Rules*.

### MR 1.2 (R) Qualifications

MR 1.2.1 (R) An *Applicant* shall, prior to being admitted as a *Member*:

- (1) be an *Authorised Firm* or a *Recognised non-AIFC Member*;
- (2) satisfy *AIX* that it has the professional and organisational capabilities that are appropriate to allow it to discharge its obligations;
- (3) satisfy *AIX* that it has in place policies, procedures, systems and controls (including policies, procedures, systems and controls for the prevention of market abuse, money laundering and the prevention of terrorist financing) to ensure that it will comply, on a continuous basis and in respect of each category of *Membership* for which admission is sought, with all requirements imposed by or pursuant to these *Rules* including without limitation those set out in the *Anti-Money Laundering Notice* pursuant to *Rule BRG 18*;
- (4) where applicable, satisfy *AIX* as to its technical capacity to be connected to *AIX Trading Facilities* and shall, if required, make such modifications to its technical environment as may be required by *AIX*;
- (5) authorise *AIX* or any *Person* acting on its behalf to audit the *Applicant's* technical environment;
- (6) where applicable, satisfy *AIX* that it will meet all clearing and settlement obligations, as set out in the *AIX Clearing and Settlement Rules*; and
- (7) provide the last two (2) years' audited financial reports and a management discussion and analysis of the firm's ability to financially uphold its future prudential financial requirements.

MR 1.2.2 (R) An *Applicant* that is a *Recognised Non-AIFC Member* must provide to *AIX* a written enforceable undertaking addressed to *AIX* and to *AFSA* that it will (i) submit unconditionally to the jurisdiction of the *AIFC Court* in relation to any disputes, or other proceedings in the *AIFC*, which arise out of or relate to its use of the facilities of *AIX*; (ii) submit unconditionally to the jurisdiction of *AFSA* in relation to any matters which arise out of or which relate to its use of the facilities of *AIX*; (iii) subject itself to the *AIFC Laws* in relation to its use of the facilities of *AIX*; and (iv) where the *Recognised Non-AIFC Member* is incorporated outside the Republic of Kazakhstan appoint and maintain at all times an agent for the service of process in the *AIFC*, and require such agent to accept its appointment as agent for service of process.

### MR 1.3 (R) Application

MR 1.3.1 (R) An *Application* may be made for admission as a *Member*.

MR 1.3.2 (R) An *Application* for *Membership* shall be made in such form and shall include such information as *AIX* may require, and shall, without limitation, include the following, where applicable:

- (i) a signed and completed *AIX* Membership Application Form;

- (ii) a signed trading **Membership Agreement**;
- (iii) a copy of the **Applicant's** regulatory license, recognition or authorisation to engage in activities on **AIX**;
- (iv) a description of proposed activities and capacities in which the **Applicant** will undertake such activities;
- (v) details of the personnel and technical resources which the **Applicant** will allocate to its activity as a **Member**;
- (vi) details of the **Applicant's** internal rules and procedures which will apply in relation to trading on **AIX**;
- (vii) the **Applicant's** business profile;
- (viii) details of all other relevant financial markets and professional associations of which the **Applicant** is a member;
- (ix) details of **Persons** that directly or indirectly have the ability to exercise control over ten (10) percent of the **Applicant's** shares or voting rights;
- (x) details of the **Applicant's** governance and corporate structure, and a list of the senior management;
- (xi) confirmation of the **Applicant's** clearing and/or settlement arrangements, as appropriate;
- (xii) copies of policies, procedures, systems and controls for the prevention of financial crime, including market abuse, money laundering and the prevention of terrorist financing; and
- (xiii) any other information or provisions reasonably requested by **AIX** for the purposes of considering the application to become a **Member**.

MR 1.3.4 (R) **AIX** may examine and make copies of the books and records of the **Applicant** and require the submission of such evidence as may be necessary to ascertain those facts, which have a bearing on the **Application**.

## **MR 1.4 (R) Admission as a Member**

MR 1.4.1 (G) Provided that all the documents and information required by **Rules MR 1.2** and **1.3** are complete and received on time, the **AIX** would generally expect to process an **Application** for **Membership** within two (2) weeks.

(R) A decision on an **Application** for **Membership** is entirely at the discretion of **AIX** and shall be final and conclusive. **Applicants** will be notified of **AIX's** decision in writing, including by electronic means, within three (3) **Business Days** from the date of such decision.

MR 1.4.2 (R) **AIX** may:

- (i) admit an **Applicant** unconditionally;
- (ii) admit an **Applicant** subject to such terms and conditions as **AIX** may prescribe; or
- (iii) refuse the **Application**.

## **MR 1.5 (R) Admission fee**

MR 1.5.1 (R) An **Applicant** that has been admitted as a **Member** shall pay the admission fee for the relevant category of **Membership** in the amount and on the due date for payment of the same as specified by **Notice** and notified to the **Member**.

MR 1.5.2 (R) If an *Applicant* has not paid any admission fee within six (6) months of admission then without limitation to any other obligation which the *Member* may have under these *Rules* (including an obligation to pay overdue interest under the *AIX Rules*) *Membership* shall lapse without hearing or notice at midnight on the last *Business Day* of that six-month period.

## **MR 1.6 (R) Entitlement to conduct business**

MR 1.6.1 (R) Upon admission as a *Member*, and subject to satisfaction of the requirements as per *Rule MR 2*, the *Member* shall be entitled to conduct business in respect of each category of *Membership* for which it has been *Admitted*.

MR 1.6.2 (R) If a *Member* has not commenced business in respect of the relevant category of *Membership* within six (6) months of being notified of admission, *AIX* may revoke its *Membership* without notice or hearing.

## **MR 2 (R) Members' Continuing Obligations**

MR 2.1 (R) A *Member* shall at all times in respect of each category of *Membership* for which it has been admitted:

- (1) comply with every provision of its *Membership Agreement* and every other undertaking and agreement, between the *Member* and *AIX*;
- (2) comply with all applicable *AIX Rules*;
- (3) hold an appropriate regulatory license, recognition or authorisation;
- (4) where applicable, comply with operational, procedural and technical requirements of *AIX Trading Facilities* and networks, as specified by *AIX* from time to time;
- (5) maintain sufficient personnel with adequate knowledge, experience, training and competence to ensure the *Member's* compliance with these *Rules*;
- (6) maintain adequate procedures and controls in relation to its *Membership* of *AIX*;
- (7) pay such fees and charges in such amounts and on or before such dates specified by *AIX*;
- (8) observe high ethical standards and act with honesty, integrity, fairness, due skill and care;
- (9) comply with all applicable *AIFC Laws* including without limitation *AFSA Rules* in relation to Anti-Money Laundering, Market Abuse, other types of financial crime, direct electronic access and position concentration; and
- (10) refrain from any act or course of conduct which is likely to harm the functioning of the market and/or reputation of *AIX*.

MR 2.2 (R) In addition to *Rule MR 2.1*, a *Member* shall at all times in respect of each category of *Membership* for which it is a *Member*:

- (1) maintain satisfactory systems for the execution, recording and reporting of *Transactions*; and
- (2) maintain satisfactory systems or arrangements for clearing and settlement.



## MR 2.4 (R) Notifications

- MR 2.4.1 (R) A **Member** shall give **AIX** five (5) **Business Days** prior written notice of:
- (i) a change of name or the name under which it does business;
  - (ii) a change in the address of its principal place of business;
  - (iii) a change in its legal, corporate or partnership structure;
  - (iv) a change in the identity of any **Persons** that directly or indirectly have the ability to exercise control over ten (10) percent of the **Applicant's** shares or voting rights;
  - (v) if applicable, any change to the **Clearing Agreement** and/or other settlement relevant arrangements.
- MR 2.4.2 (R) A **Member** shall promptly notify **AIX** of:
- (i) any **Event of Default**;
  - (ii) non-compliance with Minimum Capital Requirements set by **AFSA** and/or **AIX**;
  - (iii) granting, modification or revocation of license, recognition or authorization of the Member or a change of other information provided in the **Member's** application or any facts and circumstances concerning the **Member** which may significantly affect the performance of its obligations under these **Rules** and/or a **Clearing Agreement**;
  - (iv) any relevant formally notified investigation, enforcement proceeding, sanction, formal notification or injunction against the **Member** or, any partner (solely in the case of a partnership which is a **Member**), **Director**, senior executive with responsibility for trading on **AIX Trading Facilities**, a **Trader**, **Trading Manager** or **Representative** by any regulator or law enforcement authority;
  - (v) any event or emergency, whether or not outside the **Member's** control, which impairs the **Member's** ability to comply with these **Rules**, along with any steps being taken by the **Member** to mitigate such non-compliance;
  - (vi) the death, retirement, resignation, termination of employment or association of a partner (solely in the case of a partnership which is a **Member**), board **Director**, senior executive with responsibility for trading on **AIX Trading Facilities**, **Trader**, **Trading Manager** or **Representative**;
  - (vii) the appointment of or any change of **Trader**, **Trading Manager** or **Representative**;
  - (viii) any facts or circumstances which may affect the legal form or organisation of the **Member** or its trading or settlement activities including (without limitation) any consolidation, reorganisation, merger, change of control or similar event to which the **Member** is or will become a party provided that it is relevant to the **Member's Membership** of **AIX**.
- MR 2.4.3 (R) Following notification from a **Member** under **Rule MR 2.4.1** or **Rule MR 2.4.2**:
- (i) a **Member** shall make such additional information available to **AIX** as **AIX** may request provided that it is relevant to the **Member's Membership** of **AIX**; and
  - (ii) **AIX** may take such action as it considers appropriate.

### MR 3 (R) Maintenance of Records

MR 3.1 (R) A **Member** shall maintain adequate accounting and other records to document all of its **Transactions** and, if applicable, the settlement thereof, and also records in connection with the custody of **Admitted Securities** for a minimum period of six (6) years. The records shall contain inter alia:

- (1) the **Member's** name;
- (2) if known, the identity of the counterparty;
- (3) the **Trading Account Number**;
- (4) the date and time of execution;
- (5) the type of transaction, e.g. purchase or sale;
- (6) the **Admitted Security** and the quantity involved in the **Transaction**;
- (7) the unit price applied and the total consideration in the quotation currency at which the **Transaction** was executed;
- (8) whether the **Member** was acting for its own book;
- (9) the settlement amount, currency and, if different from the quotation currency, the exchange rate applied;
- (10) the **Settlement Date** of the **Transaction**; and
- (11) the identity of a **Client** (if any).

MR 3.2 (R) **Members** are required to keep books and records to maintain the information and instructions of **Clients**, whether written, recorded on the phone or having been received in any other appropriate electronic means.

MR 3.3 (R) Each **Member** shall maintain the data, information, financial statements, forms, books, records, **Client** complaints, instructions, reports and filings relating to its **AIX** business for a period of six (6) years.

### MR 4 (R) Relationship with AIX

MR 4.1 (R) A **Member** must deal with **AIX**, **AFSA** and other **Members** in an open and cooperative way and within the spirit of all relevant laws, and must disclose to **AIX** appropriately anything relating to the **Member** of which **AIX** would reasonably expect notice.

### MR 5 (R) Member Conduct

MR 5.1 (R) A **Member** must not engage in:

- (1) any action or any course of conduct that causes or contributes to a breach of any applicable law, regulation or **Rule** by any other **Person** including without limitation any applicable law, regulation or **Rule** relating to market misconduct, financial crime, money laundering and/or terrorist financing;
- (2) any action which would hinder or disrupt the fair and orderly functioning of the **AIX Market**; or
- (3) any other action or any other course of conduct that may damage the integrity and the transparency of the **AIX Market**.

## **MR 6 (R) *Representative of a Member***

- MR 6.1 (R) A **Member** shall appoint, in writing, an individual as its **Representative** who shall be fit and proper (as determined by **AIX**) and a senior officer, **Director** or partner of the **Member** or otherwise seconded to the **Member** from a company within the same group as the **Member** and the **Member** shall accept full responsibility for the person so seconded.
- MR 6.2 (R) The **Representative** shall:
- (1) represent the **Member** in all dealings with **AIX**, and shall have full power to bind the **Member**; and
  - (2) take all reasonable steps to ensure that the **Member**, including each officer, **Director**, partner, secondee and **Employee** of the **Member**, shall comply with these **Rules**.
- MR 6.3 (R) **AIX** may decline to recognise an individual as a **Representative** or terminate such recognition if it considers that the individual is not or is no longer fit and proper to act as the **Representative**.
- MR 6.4 (R) Registration as the **Representative** of a **Member** is personal and may not be transferred, nor shall the **Representative** delegate all or any part of its obligations without the prior authorisation of **AIX**.

### **Designation of authorised *Traders* within a *Member***

- MR 6.5 (R) A **Member** must appoint in writing an individual (or individuals) who have authority to enter, **Modify** or **Cancel Orders** in **AIX Trading Facilities**.
- MR 6.6 (R) A **Member** must both on applying for **Membership** and continuously thereafter keep **AIX** informed about the identity, experience and qualifications of its **Traders**.

# AIX Prospectus Rules

## PR AIX Prospectus Rules

### PR 1 (R) *Application*

PR 1.1 (G) These *Rules* are made pursuant to *Parts 1.1 to 1.9* of the *AIFC MAR Rules*.

PR 1.2 (R) This chapter applies to a *Person* who makes or intends to make an *Offer of Securities* in or from the *AIFC* (noting that this excludes *Units*) and/or makes or intends to make an application to have the *Securities Admitted to Trading*.

- (G) (1) By virtue of the *AIFC Law*, a *Person* making an offer of *Units* of a *Fund* is exempt from the requirements of the *AIFC Law* and the *Rules* made for the purposes of that *Part*, which deal with *Prospectuses*.
- (2) The *AIFC Law* requires a *Person* having or intending to have *Units* of a *Fund Admitted to Trading* on *AIX* to comply with the *AIFC Law* and the *Rules* made for the purposes of that *Part* in the manner and circumstances prescribed in the *Rules*. The *AIX Rules* and *AFSA Rules* contain the requirements that apply to a *Person* who applies to have, or has or had, *Units Admitted to Trading* on *AIX*.
- (3) *AIX* reserves the right to prescribe certain communications to be *Exempt Communications*. Such communications are not subject to the prohibition in the *AIFC Law* as they fall outside the definition of an “*Offer of Securities*”.
- (4) For the purposes of *Part 1.9.1 (g)* of the *AIFC MAR Rules*, *AIX* does not authorise the contents of *Prospectuses*.

### PR 2 (R) *Exempt Communications*

PR 2.1 (G) *Exempt Communications* are not *Offers of Securities* and therefore do not attract the *Prospectus* requirements in the *AIFC Law* and *Rules*.

PR 2.2 (R) For the purposes of the *AIFC Law*, in addition to the *Exempt Communications* specified in the *AIX Rules*, a communication is hereby prescribed by *AIX* as an *Exempt Communication* if it is made:

- (a) in connection with the trading of *Securities* that are listed and traded on an *AIX Market*; and
- (b) in the ordinary course of business of an *Authorised Firm* or *Recognised non-AIFC Member*.

### PR 3 *Exempt Securities*

PR 3.1 (G) An *Issuer* may make an *Offer of Securities* (admitted or sought to be admitted to the *Official List*) in the circumstances specified in *Section 1.2.2* of *Part 1 (Offer of Securities)* of the *AIFC MAR Rules* without a *Prospectus*, and in such circumstances the *Securities* the subject of the offer are *Exempt Securities*.

PR 3.1-1 (R) An *Issuer of Exempt Securities* is required to produce *Offer Terms* or offer document, in a form acceptable to *AIX*, and make it available to the public as soon as is reasonably

practicable, and in any case, at a reasonable time in advance of, and at the latest at the beginning of, offer and/or trading on *AIX*.

- PR 3.2 (R) Where any *Securities*, which were previously *Exempt Securities*, are subsequently offered to the public, such a subsequent offer will be regarded, for the *Rules* made for the purposes of that *Part*, as a separate and new *Offer of Securities*, unless the *Securities* continue to meet one of the criteria for *Exempt Securities*.

## PR 4 Exempt Offerors

- PR 4.1 (G) Under *Section 1.2.1 (Exempt Offerors)* of *Part 1.2 (Exemptions)*, *Part 1 (Offer of Securities)* of the *AIFC MAR Rules*, *AFSA* has the authority to identify bodies, which may be exempted from the requirement to produce a *Prospectus*.

- PR4.2 (R) An *Exempt Offeror* is required to produce *Offer Terms* or offer document, in a form acceptable to *AIX*, and make it available to the public as soon as is reasonably practicable, and in any case, at a reasonable time in advance of, and at the latest at the beginning of, offer and/or trading on *AIX*.

## PR 5 (R) Prospectus Structure and Content

- PR 5.1 (G) Where the term “*Prospectus Offer*” is used in this section in reference to a *Person*, such a *Person* is making an *Offer of Securities* and seeking to have the *Securities Admitted to Trading* on *AIX*.

Where the term “*Direct Listing*” is used in this section in reference to a *Person*, such a *Person* being an *Issuer* is seeking to have the *Securities Admitted to Trading* on *AIX* without making an *Offer of Securities*.

- PR 5.2 (R)
- (1) The structure and content of the *Prospectus* must conform with the applicable guidelines and rules set out in *Part 1 (Offer of Securities)* of the *AIFC MAR Rules*, and with the following requirements (subject to the *AIX Regional Equity Market Rules* in the case of a *REM Company*, and to any other modifications specified in the *AIX Rules* for particular categories of *Person* making a *Prospectus Offer* or seeking a *Direct Listing*).
  - (2) A *Prospectus Summary* must appear at or near the beginning of the *Prospectus* and must contain information as set out in *Section 1.4 (Prospectus Summary)* of the *AIFC MAR Rules*.
  - (3) Each *Prospectus* shall include on the front page in bold prominent type the following “**Astana International Exchange Ltd (AIX) and its related companies and their respective directors, officers and employees do not accept responsibility for the content of this Prospectus including the accuracy or completeness of any information or statements included in it. Liability for the Prospectus lies with the issuer of the Prospectus and other persons such as Experts whose opinions are included in the Prospectus with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which the Prospectus relates for any particular investor or type of investor. If you do not understand the contents of this Prospectus or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.**”.
  - (4) If, in accordance with *AIFC MAR Rules 1.3.3*, a *Prospectus* does not include the final offer price and/or amount of *Securities* to be offered (whether expressed in number of *Securities* or as an aggregate nominal amount), the *Person* making the

*Prospectus Offer* must also produce a pricing supplement containing those details, which must be approved by *AIX* and published as if it was a *Prospectus* for the *Prospectus Offer*, before *Admission to Trading* of the *Securities*.

- PR 5.3 (R) Where the *Person* has used the same *Registration Document* for making multiple *Prospectus Offers*:
- (a) both a *Prospectus Summary* and *Securities Note* must be produced relating to each *Prospectus Offer* made using that *Registration Document*; and
  - (b) the *Prospectus Summary*, *Registration Document* and *Securities Note* must each comply with the approval requirements specified in *Rule PR 6*.
- PR 5.4 (R) Where a *Prospectus* contains a *Registration Document* produced prior to the date of the *Prospectus Summary* and the *Securities Note*, the *Person* producing the *Prospectus* must ensure that both the *Prospectus Summary* and the *Securities Note*:
- (a) state the date of preparation of the *Registration Document*; and
  - (b) update any disclosure in the *Registration Document* to the extent necessary in order to comply with these *Rules* by setting out on the front page of the *Securities Note*:
    - (i) if relevant, the website at which any subsequent disclosure is made available; and
    - (ii) an address at which the full text of any such disclosures is made available free of charge.
- (G) (1) The above provisions are designed to provide flexibility so that *Persons* making *Prospectus Offers* can make multiple offers using the same *Registration Document*. However, care should be taken to ensure that the *Registration Document* and the *Securities Note* together provide all the information required to be contained in a *Prospectus* pursuant to the *AIFC Law* and the *Rules*.
- (2) Where the *Person* intends to make *Prospectus Offer* for *Shares* and *Depository Receipts*, *AIX* may accept a single *Prospectus* with two *Securities Notes* prepared separately for the *Shares* and the *Depository Receipts*.

### **Requirements relating to *Prospectus Offers* in or from the *AIFC***

- PR 5.5 (R) A *Person* making a *Prospectus Offer* in or from the *AIFC* must ensure that:
- (a) *Securities* shall only be offered to the public in or from the *AIFC* after prior publication of a *Prospectus* in accordance with these *Rules*; and
  - (b) all information concerning a *Prospectus Offer* disclosed in an oral or written form (even if not for advertising purposes), must be consistent with the information contained in the *Prospectus*. Advertisements or general solicitations shall state that a *Prospectus* has been published and indicate where investors are able to obtain it.
- PR 5.6 (R) A *Person* who makes a *Prospectus Offer* must:
- (a) notify *AIX* in writing of the timing of filing the *Prospectus* in any non-*AIFC* jurisdiction into which the *Prospectus Offer* is to be made; and

- (b) subject to **Rule MDR 2.1.4(12)-(14)**, comply with any initial and ongoing obligations that are applicable in the jurisdiction in (a) in relation to the **Prospectus Offer**.

## PR 6 Approval and Publication of a *Prospectus*

### Application to AIX for approval

- PR 6.1 (R)
- (1) The items for submission for the approval of a **Prospectus**, as well as the timescales applicable for approval, are set out in **Section 1.7 (Approval of a Prospectus by an Authorised Investment Exchange), Part 1 (Offer of Securities)** of the **AIFC MAR Rules**. The **Prospectus** must however be submitted to **AIX** for approval. A completed application form must also be submitted to the **AIX**.
  - (2) If the **Prospectus** comprises multiple documents, the application for approval must be made using the appropriate form in relation to one or more of those separate documents.
  - (3) In the case of a **Supplementary Prospectus**, the application for approval must:
    - (a) be made using the appropriate form;
    - (b) accompanied by the relevant fee as prescribed in the relevant **Notice**; and
    - (c) comply with the requirements in **Rule PR 9.1**.
  - (4) Notwithstanding (1) above, **AIX** may in its discretion determine and notify to the **Applicant** a shorter period than twenty (20) **Business Days** for the approval of the **Applicant's Prospectus**.

### Approval of a *Prospectus*

- PR 6.2 (R)
- (1) The **AIX** will only approve a **Prospectus** which has been filed with **AIX** in accordance with **Rule PR 6.1** as soon as reasonably practicable where it is satisfied that:
    - (a) the **Prospectus** meets all the applicable requirements in the **AIFC Law**, the **AFSA Rules** and the **AIX Rules**; and
    - (b) the board of **Directors** (or another body competent to decide on such matters under the **Issuer's** constitutive documents and/or applicable law) of the **Issuer**, whose **Securities** are to be offered, has approved the **Prospectus** or **Supplementary Prospectus**.
  - (2) A **Prospectus** filed with **AIX** is not an approved **Prospectus** unless **AIX** has issued to the **Applicant** a notice stating its approval:
    - (a) of the **Prospectus** or the **Supplementary Prospectus** as the case may be; and
    - (b) in the case of a **Prospectus** in (a) comprising multiple documents, of all the multiple documents.
  - (3) The relevant **AIFC Law** shall apply to a decision by **AIX** not to approve a **Prospectus** under this **Rule**.



- (4) If **AIX** decides to exercise its power not to approve a **Prospectus** under this **Rule**, or to impose conditions or restrictions upon the approval of a **Prospectus** under this **Rule**, the **Applicant** may refer the matter to the **Appeals Committee** for review and thereafter to the **AIFC Court**.
- (G) (5) A **Person** intending to apply to **AIX** for approval of a **Prospectus** pursuant to **Rule PR 6.1(1)** should consider submitting a draft **Prospectus** for preliminary review by **AIX** prior to formally submitting the **Prospectus** for **AIX** approval.
- (G) (6) The formal approval of a **Prospectus** by **AIX** will not prevent the use by **AIX** of its powers in circumstances where the need for such action is subsequently identified. For example, if **AIX** becomes aware, after the approval of the **Prospectus**, that it contains any misleading or deceptive information, or it breaches the **Prospectus** provisions set out in the **AIFC MAR Rules** or these **Rules** in other respects, **AIX** may use its stop order power or take any other action as appropriate in the circumstances.

### Publication of a **Prospectus**

- PR 6.3 (R)
- (1) After a **Prospectus** has been approved by **AIX**, it must be made available to the public as soon as is reasonably practicable, and in any case, at a reasonable time in advance of, and at the latest at the beginning of, the **Offer of Securities** and/or trading on **AIX**, whichever is earlier.
  - (2) An approved **Prospectus** is deemed to be made available to the public for the purposes of **Rule PR 6.3(1)** when such a **Prospectus** is published in an electronic form on the website of any one or more of:
    - (a) the **Issuer**; and/or
    - (c) **AIX** via **Regulatory Announcement Service**.
  - (3) The content and format of the **Prospectus** made available to the public in accordance with **Rule PR 6.3(2)** must at all times be identical to the version approved by **AIX**.
  - (4) A copy of the **Prospectus** must be delivered (including by electronic means) to any potential investor, upon request and free of charge, by the **Person** making the **Prospectus Offer** or **Direct Listing**.

### Duration of the validity of a **Prospectus**

- PR 6.4 (R)
- (1) Except where an exemption under **Rule PR 3** or **PR 4** applies, the **Securities** to which a **Prospectus** relates must not be offered for subscription or sale under an approved **Prospectus** unless that **Prospectus** is a current **Prospectus**.
  - (2) For the purposes of **Rule PR 6.4(1)**, an approved **Prospectus** is current only for a period of twelve (12) months from the date on which that **Prospectus** has been approved by **AIX** in accordance with **Rule PR 6.2**.
- PR 6.5 (R)
- (1) A financial intermediary may make an **Offer of Securities** in reliance on an approved **Prospectus** which has been produced by the **Issuer** in accordance with **Rules PR 6.1** and **6.2** only in circumstances where:
    - (a) the **Prospectus** is a current **Prospectus** and meets all the relevant requirements relating to a **Prospectus** as specified in these **Rules**;

- (b) the financial intermediary has undertaken such due diligence and care as is reasonable for such a **Person** to undertake for the purposes of ensuring that the **Prospectus** meets the requirements in (a) above; and
  - (c) the **Issuer** has given its prior written consent for the use of the **Prospectus** by the financial intermediary and that consent has been filed with **AIX** and has not been withdrawn.
- (2) Both the financial intermediary and the **Issuer** of the **Securities** incur civil liability pursuant to the **AIFC Law** for a **Prospectus** referred to in **Rule PR 6.5(1)**.
  - (3) For the purposes of this **Rule**, a “financial intermediary” is an **Authorised Firm** or a **Person** licensed and supervised by a **Financial Services Regulator** or the **AFSA**.
- (G) (4) In order to meet the obligation in **Rule PR 6.5(1)(b)**, a financial intermediary should undertake a review of the **Prospectus** to ensure that it does not contain any obvious misleading or deceptive information or omissions that would be reasonably apparent to a financial intermediary assessing and analysing the **Prospectus**.

## **PR 7 (R) Offer Documents from other Jurisdictions**

- PR 7.1 (R) (1) The **AIX** may, subject to **Rule PR 7.1(2)**, approve (as a **Prospectus**) an offer document produced under legislation in a jurisdiction other than the **AIFC** for the purposes of meeting the **Prospectus** requirements set out in the **AIFC MAR Rules** and these **Rules**, where the requirements of **AIFC MAR Rule 1.7.4(b)** are satisfied.
- (2) The **AIX** may, subject to **Rule PR 7.1(3)**, approve an offer document referred to in **Rule PR 7.1(1)** in accordance with the requirements and procedures set out in **Rule PR 6** and, subject to such conditions or restrictions imposed by **AIX** as it sees fit.
- (3) An application for approval of an offer document produced in accordance with the legislation in a jurisdiction other than the **AIFC** must:
- (a) be made using the appropriate form;
  - (b) be accompanied by the relevant fee; and
  - (c) include:
    - (i) where the offer document referred to in **Rule PR 7.1(1)** is not in the English language, an English translation acceptable to **AIX**; and
    - (ii) a clear statement that it is an offer document prepared in accordance with the requirements applicable in the relevant jurisdiction and not in the **AIFC** or with **AIX**.
- (4) An offer document referred to in **Rule PR 7.1(1)** is an approved **Prospectus** where it has been approved by **AIX** in accordance with the requirements in the relevant **AIX Rules** and **Rule PR 6**.
- (5) The right of referral to the **AIX Appeals Committee** and to the **AIFC Court** as described in **Rule PR 6.2(4)** applies to decisions of **AIX** under this **Rule**.

- (G) (6) The requirements referred to in **Rule PR 7.1(1)** are that:
- (a) the **Prospectus** or **Supplementary Prospectus** is produced under legislation in a jurisdiction other than the **AIFC**, comprising the rules and practices of an **Equivalent Regulated Exchange** and the law and practice of the country or territory in which the **Equivalent Regulated Exchange** is situated;
  - (b) the **Prospectus** or **Supplementary Prospectus** contains information equivalent to that which is required for a **Prospectus** or a **Supplementary Prospectus** in the **AIFC Framework Regulations** and **AIFC MAR Rule 1**; and
  - (c) the offeror meets all the other requirements relating to a **Prospectus** or a **Supplementary Prospectus** as prescribed in the **AIFC Framework Regulations** and **AIFC MAR Rules**.
- (7) A **Person** considering filing an offer document pursuant to **Rule PR 7.1** should approach **AIX** at the earliest possible time to discuss how to proceed. This is because **AIX** will undertake the assessment required under **Rule PR 7.1** on a case-by-case basis. See guidance under **Rule PR 6.2(5)** for details relating to **AIX's Prospectus** approval process.

## **PR 8 (R) Incorporation by Reference**

- PR 8.1 (R) (1) The information that may be incorporated by reference in the **Prospectus** is set out in **Section 1.3.5 (Incorporation by reference)** of **Part 1.3 (The Prospectus)**, **Part 1 (Offer of Securities)** of the **AIFC MAR Rules**.
- (2) A **Prospectus Summary** must not incorporate information by reference.
- PR 8.2 (G) A **Person** who makes a **Prospectus Offer** must provide a copy of any information incorporated by reference under this section free of charge to any **Person** who requests it during the **Offer Period**.

## **PR 9 (R) Notification of Material Changes during Circulation of the Prospectus**

- PR 9.1 (R) (1) In the case of a **Prospectus Offer**, if under **Section 74** of the **AIFC Framework Regulations** a **Person** is required to produce a **Supplementary Prospectus**, that **Person** must:
- (a) ensure that the **Supplementary Prospectus** makes a clear statement that it is a **Supplementary Prospectus**;
  - (b) comply with the requirements in **Rule PR 6** relating to the approval of a **Supplementary Prospectus**;
  - (c) ensure that the **Supplementary Prospectus** is available until the end of the **Offer Period**:

- (i) in the same media and through the same channels as the original *Prospectus*; and
  - (ii) to each offeree free of charge; and
  - (d) provide the *Supplementary Prospectus* without undue delay to each *Person* who has subscribed for or offered to purchase the *Securities* in reliance on the initial *Prospectus*.
- (2) For the purposes of complying with *Rule PR 9.1(1)*, if the *Prospectus* comprises a *Registration Document* and a *Securities Note*, the *Supplementary Prospectus* must consist of an updated *Registration Document* and *Securities Note*.
- (3) Where a *Supplementary Prospectus* is published, the *Prospectus Summary* must be supplemented, where necessary, to take into account the new information included in the *Supplementary Prospectus*.
- (G) Particular care should be taken so that the financial information in a *Prospectus* is not outdated.
- PR 9.2 (R) Where *Rule PR 9.1* applies, any reference in these *Rules* to a *Prospectus* must be read as a reference to a *Prospectus* as amended by a *Supplementary Prospectus* unless the context requires otherwise.
- PR 9.3 (R) When a *Supplementary Prospectus* has been filed for the purposes of the requirement in *Rule PR 9.1(1)*, the *Person* responsible for producing the *Supplementary Prospectus* must:
- (a) inform offerees via a prominent notice of their right to confirm or withdraw any subscription or offer made on the basis of the original *Prospectus* where the *Securities* had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, and the manner in which to do so (including who investors may contact should they wish to exercise their right of withdrawal); and
  - (b) allow the offeree a period of at least seven (7) *Business Days* from the date of receipt of the *Supplementary Prospectus* in which to confirm or withdraw its subscription or offer.

## PR 10 (R) Financial Promotions

- PR 10.1 (R) (1) A *Person* who makes a *Prospectus Offer* must not, and must ensure that any agent of that *Person* or a member of its *Group* or other *Persons* associated or connected with the *Prospectus Offer* do not, during the *Offer Period*, make a *Financial Promotion* relating to the *Prospectus Offer* unless the *Financial Promotion*:
- (a) states that a *Prospectus* has been approved by *AIX* and published or is to be published; and
  - (b) gives an address from which a *Prospectus* is or will be made available in the *AIFC* or provides a link to a website from which the *Prospectus* can be accessed.
- (2) Where a *Person* making a *Prospectus Offer* uses a *Prospectus* that comprises multiple documents as provided in *Section 1.3.1(a)* of *Part 1 (Offer of Securities)* of the *AIFC MAR Rules*, the obligation to give or provide access to a *Prospectus*

in **Rule PR 10.1(1)(b)** means giving or providing access to all the documents comprising the **Prospectus**.

- PR 10.2 (R) The requirements relating to **Financial Promotions** in **Rule PR 10.1** do not apply to any communication:
- (a) made in connection with the trading of **Securities** on **AIX** or **Regulated Exchanges**;
  - (b) made for the purposes of complying with the on-going reporting requirements of **AIX** or the **AFSA**; or
  - (c) which is an **Exempt Communication** as defined in **Rule PR 2.2**.

## **PR 11 (R) Miscellaneous**

- PR 11.1 (R) The **AIX** may require a **Prospectus Offer** to be underwritten by an underwriter acceptable to **AIX**.
- PR 11.2 (R) (1) The **AIX** may, during the **Offer Period**, or such other longer period as specified, impose a requirement that the monies held by a **Person** making a **Prospectus Offer** or his/her agent pursuant to the **Prospectus Offer** or issuance are held in an escrow account for a specified period and on specified terms.
- (2) The **AIX** may also require the appointment of a paying agent during the offer period.
- PR 11.3 (R) The right of referral to the **Appeals Committee** and to the **AIFC Court** as described in **Rule PR 6.2 (4)** applies to decisions of **AIX** under **Rules PR 11.1** and **PR 11.2**.

# AIX Markets Listing Rules

**MLR 1 (R) Application**

- MLR 1.1 (R) (1) Pursuant to *Chapter 4 (Listing), Sections 65 (Listing Rules Requirements) and 66 (Admission of Securities to an Official List of Securities)* of the *AIFC Framework Regulations* and *Chapter 3 (Rules Applicable to Authorised Investment Exchanges), Section 3.6 (Listing Rules)* of the *AIFC AMI Rules*, *AIX* as an *Authorised Investment Exchange* is authorised to make these *AIX Markets Listing Rules* in order to grant admission of *Securities* to an *Official List* maintained by *AIX* only where it is satisfied that such admission is in accordance with these *AIX Markets Listing Rules*.
- (2) *AIX* may refuse an application for admission of *Securities* to the *Official List*, if it considers that such admission of *Securities* would be detrimental to investors' interests or the *Issuer* has failed to comply with any obligation under *AIFC Law* or the *AIX Rules*.
- (3) These *AIX Markets Listing Rules* apply to every:
- (a) *Listed Entity* on the *AIX Market*; and
- (b) *Applicant* for admission of *Securities* to the *Official List* maintained by *AIX*.
- (G) (4) See *AIX Listed Funds Rules* in relation to the admission of *Units*. Other chapters of the *AIX Rules* may also modify the application of these *AIX Markets Listing Rules* in relation to other categories of *Issuer* or *Applicant*.
- MLR 1.2 (R) Every *Applicant* for the admission of its *Securities* to the *Official List* must:
- (1) provide to:
- (a) *AIX* an enforceable undertaking in writing that it will (i) comply with relevant *AIX Rules* and the *AIFC Law* and (ii) submit unconditionally to the jurisdiction of the *AIFC Court* with regard to any dispute or proceeding arising out of the admission of its *Securities* to the *Official List*;
- (b) *AFSA* an enforceable undertaking in writing to submit unconditionally to the jurisdiction of the *AFSA* in relation to any matters which arise out of or which relate to its use of the facilities of *AIX* including but not limited to the requirements in the *AIFC MAR Rules*.
- (2) appoint and maintain at all times an agent for the service of process in the *AIFC*, and require such agent to evidence in writing its acceptance of its appointment as agent for service of process.
- MLR 1.3 (R) A failure by an *Issuer* to comply with an applicable *AIFC Regulation and Rule* shall be a contravention of *AIX Rules* and *AIX* may take all such actions in relation to the contravention as are provided for under the *AIX Disciplinary Rules*.

- MLR 1.4 (G) *Issuers* are in particular directed to the requirements imposed on *Reporting Entities* by *AIFC MAR Rules* and in particular the provisions in *Part 5 (Market Abuse)* of the *AIFC MAR Rules* and the offences of insider dealing and market manipulation.
- MLR 1.5 (G) *Listed Entities* should note that some of these *AIX Markets Listing Rules* are *Security*-specific and many apply exclusively to *Issuers* of *Shares*.
- MLR 1.6 (R) The *AIX* may waive or modify one or more requirements of this chapter for the *Issuer* where appropriate provided such waiver or modification would not unduly prejudice holders of *Issuer's Securities*.
- MLR 1.7 (R) *AIX* may issue by way of separate *Notices* procedures and guidance from time to time, that will be published on the *AIX* website, to supplement these *Rules*, including in particular establishing different market segments and requirements for such segments.

## MLR 2 (R) The Listing Principles

- MLR 2.1 (R) A *Listed Entity* must take reasonable and effective steps to ensure that its senior management and any other relevant *Employees* understand and comply with their responsibilities and obligations under the *AIX Markets Listing Rules*, the *AIX Rules* pertaining to Corporate Governance, and the Corporate Governance Principles applicable to the relevant type of *Listed Entity* in accordance with *Part 2* of the *AIFC MAR Rules* and *Schedule 3* to the *AIFC MAR Rules*. *AIX* may by *Notice* extend, modify or negate the application of those Corporate Governance Principles to specific categories of *Listed Entity*.
- MLR 2.2 (R) A *Listed Entity* must take reasonable steps to establish and maintain adequate and appropriate policies, procedures, systems and controls to enable it to comply with its obligations under the *AIX Markets Listing Rules* and (subject to *Rule MLR 2.1*) the Corporate Governance Principles applicable to the relevant type of *Listed Entity* in accordance with *Part 2* of the *AIFC MAR Rules* and *Schedule 3* to the *AIFC MAR Rules*.
- MLR 2.3 (R) A *Listed Entity* must act with integrity towards holders and potential holders of its *Listed Securities*.
- MLR 2.4 (R) A *Listed Entity* must communicate information to holders and potential holders of its *Listed Securities* in such a way as to avoid the creation or continuation of a false market in such *Listed Securities*. The *Listed Entity* must ensure that information is disclosed to the market in a manner consistent with the *AIX Market Disclosure Rules*.
- MLR 2.5 (R) A *Listed Entity* must deal with *AIX* in an open and co-operative manner.
- MLR 2.6 (R) A *Listed Entity* must ensure that it treats all holders of the same *Class* of its *Listed Securities* equally in respect of the rights attaching to such *Listed Securities*.
- MLR 2.7 (G) (1) The purpose of the *Listing Principles* is to ensure that *Listed Entities* pay due regard to the fundamental role played by them in maintaining market confidence and ensuring a fair and orderly market. The *Listing Principles* are designed to assist *Listed Entities* in identifying their obligations and responsibilities under the *AIX Markets Listing Rules*.



- (2) The *Listing Principles* apply to all *Listed Entities* in addition to the Corporate Governance Principles applicable to the relevant type of *Listed Entity* as referred to in *Part 2* of the *AIFC MAR Rules* and *Schedule 3* to the *AIFC MAR Rules*.

## Requirements for Listing

### MLR 3 (R) Incorporation

- MLR 3.1 (R) An *Applicant* for listing must be duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment and be operating in conformity with its constitution and laws.

### MLR 4 (R) Audited Financial Statements

- MLR 4.1 (R) An *Applicant* to *AIX* must have published or filed audited financial statements which:

- (1) cover a prior period of three (3) years, in case of *Equity Securities*, or two (2) years, in case of *non-Equity Securities*, or any other shorter period, as established in *MCR 5.2* and *REM 3.1* or as otherwise reasonably acceptable to *AIX*.

The audited financial statements must either be not older than:

- (a) 18 months as at the expected date of listing if the *Issuer* includes audited interim financial statements in the application; or
- (b) 15 months as at the expected date of listing if the *Issuer* includes unaudited interim financial statements in the application;
- (2) in the case of an *Applicant* in respect of *Equity Securities*, demonstrate that at least one (1) of the three years of audited financial statements is in net profit;
- (3) are consolidated for the *Applicant* and any of its subsidiary undertakings;
- (4) have been prepared in accordance with International Financial Reporting Standards (*IFRS*), ~~United States Generally Accepted Accounting Principles (*US GAAP*), Swiss Generally Accepted Accounting Principles (*Swiss GAAP*)~~ or other standards acceptable to *AFSA*;
- (5) have been audited and reported on by independent, competent and qualified auditors in accordance with auditing standards of the International Auditing and Assurance Standards Board (IAASB) or other standards acceptable to *AFSA*.

- MLR 4.2 (G) (1) The *AIX* may modify or waive *Rule MLR 4.1* if it is satisfied that it is desirable in the interests of investors and that investors have the necessary information available to arrive at an informed judgement about the *Issuer* and the *Securities* for which a listing is sought.

- (2) The *AIX* may accept a shorter period than three (3) years, in case of *Equity Securities*, or two (2) years, in case of *non-Equity Securities*, depending on the nature of the *Applicant's* business and any other material considerations, for example, where the *Issuer* has been in operation for less than a respective period.

## MLR 5 (R) General Suitability

- MLR 5.1 (R) An *Applicant* must demonstrate to *AIX's* satisfaction that it and its business are suitable for listing.
- MLR 5.2 (R) In satisfying itself that an *Applicant* and its business are suitable for listing, *AIX* will consider:
- (1) the *Applicant's* connection with its controlling shareholders or any other *Person*;
  - (2) any matter in relation to the *Applicant*, its business or *Securities* which may harm the integrity or the reputation of the *AIFC* capital markets or which may pose a risk to *AIX's* operational and business objectives; and
  - (3) any other matters relevant to the *Applicant's* suitability.
- MLR 5.3 (G) *AIX* retains the right to admit cash shells to the *Official List* and for trading.

## MLR 6 (R) Management Fitness and Propriety

- MLR 6.1 (R) An *Applicant* must demonstrate to *AIX's* satisfaction that its *Directors* and *Management* are fit and proper.

## MLR 7 (R) Controlling Shareholder

- MLR 7.1 (R)
- (1) Subject to *Rule MLR 7.1(2)*, for *Equity Securities* to be *Admitted* to the *Official List*, an *Applicant*, which has one or more controlling shareholders must be able to demonstrate to *AIX* that it can operate its business independently of such controlling shareholder and any *Associate* thereof.
  - (2) The requirement in *Rule MLR 7.1(1)* does not apply if an *Applicant* can demonstrate to *AIX's* satisfaction that holders of the *Issuer's Equity Securities* would have no appreciable risk of prejudice by the involvement in the relevant business of a controlling shareholder.
  - (3) For the purposes of this *Rule MLR 7*, a controlling shareholder is any *Person*, or *Persons* acting jointly by agreement, whether formal or otherwise, who is:
    - (a) entitled to exercise, or control the exercise of, 30 per cent or more of the voting rights at a general meeting of the *Applicant*; or
    - (b) able to control the appointment of one or more *Directors* who are able to exercise a majority of the votes at board meetings of the *Applicant*.
- (G) The *AIX* considers that for an *Applicant* to operate its business independently of a controlling shareholder all transactions and relationships between the *Listed Entity*

and any controlling shareholder (or *Associate*) must be at arm's length and on normal commercial terms.

## MLR 8 (R) Conflicts of Interest

- MLR 8.1 (R) (1) An *Applicant* must, subject to **Rule MLR 8.1(2)**, ensure prior to listing of *Equity Securities* or *Debentures* (other than those that are *Exempt Securities*) that it has adequate systems and controls to eliminate or manage material conflicts of interest in its business and to ensure good corporate governance.
- (2) The *AIX* may accept a proposal from an *Applicant* to eliminate or manage conflicts of interest within a reasonable period after listing if the *Applicant* can demonstrate to *AIX's* satisfaction that holders of the *Issuer's Equity Securities* would not be unduly prejudiced by the arrangements.
- MLR 8.2 (G) Examples of material conflicts of interest may include **Related Party Transactions** and situations in which interested *Persons*:
- (1) lend to or borrow from the *Issuer* or its *Group*;
- (2) lease property to or from the *Issuer* or its *Group*; or
- (3) have an interest in businesses that are competitors, suppliers or customers of the *Issuer* or its *Group*.

## MLR 9 (R) Validity and Transferability

- MLR 9.1 (R) To be *Admitted* to the **Official List**, an *Applicant's Securities* must:
- (1) be duly authorised according to the requirements of the *Applicant's* constitution and laws;
- (2) have any necessary statutory or other consents;
- (3) be freely transferable; and
- (4) in the case of *Shares*, be fully paid and free from any liens and from any restrictions on the right of transfer.
- MLR 9.2 (G) The *AIX* may request from an *Applicant* to provide the opinion issued by independent third party to confirm the requirements set out in **Rule MLR 9.1**.
- MLR 9.3 (R) The *AIX* may, in exceptional circumstances, waive or modify **Rule MLR 9.1** where the *Applicant* has the power to disapprove the transfer of *Shares*, if *AIX* is satisfied that this power would not disturb the market in those *Shares*.

## MLR 10 (R) Market Capitalisation

MLR 10.1 (R) An *Applicant* must ensure that the *Securities*, which it seeks to list have an expected *Aggregate Market Value* on *AIX* at the time of listing of at least:

- (1) US\$1,000,000 of *Equity Securities* for *AIX*; and
- (2) US\$500,000 of *Debentures*, or *Debt*, for an *AIX* listing.

## MLR 11 (R) Shares in Public Hands

MLR 11.1 (R) (1) If an application is made for the admission of a *Class* of *Shares*, a sufficient number of *Shares* of that *Class* must, no later than the time of admission, be distributed to the public.

(2) For the purposes of (1), a sufficient number of *Shares* will be taken to have been distributed to the public when at least 25 per cent of the *Shares* for which application for admission has been made are in public hands. However, *AIX* reserves the right to decrease this minimum amount, should it decide in its discretion to do so.

(3) For the purposes of *Rules MLR 11.1(1)* and (2), *Shares* are not held in public hands if they are held, directly or indirectly by:

- (a) a *Director* of the *Applicant* or of any of its subsidiary undertakings;
- (b) a *Person* connected with a *Director* of the *Applicant* or any of its subsidiary undertakings;
- (c) the trustees of an *Employee* share scheme or pension fund established for the benefit of any *Directors* or *Employees* of the *Applicant* and its subsidiary undertakings;
- (d) any *Person* who under any agreement has a right to nominate a *Person* to the board of *Directors* of the *Applicant*;
- (e) any *Person* or *Persons* in the same group or *Persons* acting in concert who have an interest in 5 per cent or more of the *Shares* of the relevant *Class*; or
- (f) if they are subject to a lock up period of more than one hundred and eighty (180) calendar days.

MLR 11.2 (R) The *AIX* may waive or modify *Rule MLR 11.1(2)* to accept a percentage lower than 25 per cent if it considers that the market will operate properly with a lower percentage in view of additional factors. Such additional factors might permit, for example, a lower percentage than 25 per cent for a company with a large market capitalisation with a large number of *Shares* of the same *Class* listed and where such *Shares* would nonetheless expect to have a wide distribution to the public and be liquid.

MLR 11.3 (G) For the purposes of *Rule MLR 11* the term *Share* includes the term *Certificate* over *Share*.

## MLR 12 (R) Whole *Class* to be Listed

MLR 12.1 (R) An application for a *Class* of *Securities* to be admitted to the *Official List* must:

- (1) if no *Securities* of that *Class* are already admitted to the *Official List*, relate to all *Securities* of that *Class*, issued or proposed to be issued; or
- (2) if *Securities* of that *Class* are already admitted to the *Official List*, relate to all further *Securities* of that *Class*, issued or proposed to be issued.

## MLR 13 (R) Settlement

MLR 13.1 (R) To be admitted to the *Official List*:

- (1) an *Applicant's Securities* must be eligible for electronic settlement in accordance with the *AIX Clearing and Settlement Rules*; and
- (2) the arrangements for settlement and clearing of trading in such *Securities* must be acceptable to *AIX* in accordance with the *AIX Clearing and Settlement Rules*.

## MLR 14 (R) *Securities Admitted to Listing on Equivalent Regulated Exchange*

MLR 14.1 (R) The below listing requirements shall not apply to the *Securities* already admitted to listing on another *Equivalent Regulated Exchange*:

- (1) *Rule MLR 3 (Incorporation)*, subject to provision of a link to a public source of the effective incorporation documents of the *Applicant*;
- (2) *Rule MLR 4 (Audited Financial Statements)*, subject to provision of a link to a public source of the latest audited financial statements of the *Applicant*;
- (3) *Rule MLR 6 (Management Fitness and Propriety)*; and
- (4) *Rule MLR 11 (Shares in Public Hands)*.

MLR 14.2 (R) *AIX* can be satisfied that an *Applicant* with a *Primary Listing* on an *Equivalent Regulated Exchange* meets the listing requirements under *Rule MLR 5 (General Suitability)*, *Rule MLR 7 (Controlling Shareholder)*, *Rule MLR 8 (Conflicts of Interest)*, *Rule MLR 9 (Validity and Transferability)*, and *Rule MLR 10 (Market Capitalisation)* if the *Applicant* demonstrates to *AIX* that it has complied with the equivalent listing requirements of an *Equivalent Regulated Exchange* as evidenced by the documents submitted by the *Applicant* as part of the listing process on such *Equivalent Regulated Exchange* and reasonably acceptable to *AIX*.

## MLR 15 (R) Warrants

MLR 15.1 (R) (1) To be *Admitted* to the *Official List*, the total of all issued *Warrants* to subscribe for *Shares*, if applicable, must not, subject to *Rule MLR 15.1(2)*,

exceed 20 per cent of the issued share capital of the *Applicant* as at the time of issue of the *Warrants*.

- (2) Any rights under an *Employee* share scheme are excluded from the twenty per cent calculation in *Rule MLR 15.1(1)*.

## MLR 16 (R) *Depository Receipts*

MLR 16.1 (R) A *Listed Entity* in respect of *Certificates*, which are *Depository Receipts*, must ensure that:

- (1) at the time of issue of such *Certificates* the payments received from the issue of the *Depository Receipts* are sufficient to meet the payments required for the issuance of the underlying *Securities*; and
- (2) the underlying *Securities* or any rights, monies or benefits related to the underlying *Securities* are not treated as assets or liabilities of the *Issuer* of the *Certificates* under the law, whether for the purposes of insolvency or otherwise.

## MLR 16-1 (R) *Wholesale Bonds*

MLR 16-1.1 (R) *Rule MLR 16-1* applies to *Wholesale Bonds*, which are *Debentures*:

- (1) offered to *Accredited Investors* and persons classified by the *Member* as *Professional Client* or *Market Counterparty* pursuant to the *AIFC Conduct of Business Rules* or classification of similar effect applicable in *Member's* home jurisdiction, only as defined in *Section 1.1.2(6)(a)* of the *AIFC MAR Rules*; and
- (2) denominated in amounts of at least USD 100,000 per unit (or an equivalent amount in another currency).

An *Applicant* seeking admission of *Wholesale Bonds* to the *Official List* must comply with the requirements in the *AIX Markets Listing Rules* and *AIX Market Disclosure Rules* except to the extent otherwise provided in this *Rule MLR 16-1*.

~~(G) *Wholesale Bonds* are *Exempt Securities* on the basis set out in *AIFC MAR Rules 1.2.2(1)(a)* and *(d)*, however the limitation set out in *AIFC MAR Rules 1.2.3(2)* does not apply.~~

MLR 16-1.2 (R) The offer document must be in a form acceptable to *AIX*, and must contain the following:

- (1) information which is material to an investor for making an informed assessment to acquire *Wholesale Bonds*;
- (2) a statement limiting its distribution to *Accredited Investors* only;
- (3) any additional information that *AIX* may require;
- (4) on the front page in bold prominent type the following statement:

“Astana International Exchange Ltd (*AIX*) and its related companies and their respective directors, officers and employees do not accept responsibility for the content of this document including the accuracy or completeness of any information or statement included in it. Liability for this document lies with the issuer of the document and other persons such as *Experts* whose opinions are included in the document with their consent. Nor has *AIX*, its directors, officers or employees assessed the suitability of the securities to which the document relates for any particular investor or type of investor. If you do not understand the contents of this document or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.

*AIX* will not guarantee that these *Debentures* will be included into the *Official List* maintained by *AIX*. *AIX* reserves its right to grant admission of *Debentures* to the *Official List* maintained by *AIX* only where it is satisfied that such admission is in accordance with the *AIX Markets Listing Rules*”.

*AIX* relies on self-compliance and does not carry out a detailed review of the offer document.

An offer document must be made available to the public as soon as is reasonably practicable, and in any case, at a reasonable time in advance of, and at the latest at the beginning of, offer and/or trading on *AIX*.

MLR 16-1.3 (R) The requirements in *Rules MLR 5* and *MLR 6* shall not apply to an *Applicant* seeking the admission of *Wholesale Bonds* to the *Official List*.

MLR 16-1.4 (R) The *Issuer* shall immediately disclose to *AIX* any information which may have a material effect on the price or value of its *Debentures* or on an investor's decision whether to trade in such *Debentures*.

The *Issuer* must notify *AIX* as soon as possible if its *Debentures* are listed on another *Regulated Exchange*.

In addition to *AIX Market Disclosure Rules*, the *Issuer* must disclose to the market as soon as possible:

- (1) Any change to bond holder meeting terms of reference, if applicable;
- (2) notice of bond holder meeting and its agenda;
- (3) the appointment and (or) any change of bond holder trustee.

## MLR 16-2 (R) *Commercial Papers*

MLR 16-2.1 (R) *Rule MLR 16-2* applies to *Commercial Papers*, which are unsecured *Debentures*:

- (1) issued by an Issuer having a relevant credit rating and/or satisfying certain prudential financial requirements as *AIX* may from time to time determine and publish by *Notice*;
- (2) issued under a *Securities Issuance Programme* over a given period of time;

- (3) with a fixed maturity of no more than 365 calendar days of each tranche of the *Commercial Papers* under the programme;
- (4) offered to *Accredited Investors* and persons classified by the Member as Professional Client or Market Counterparty pursuant to the AIFC Conduct of Business Rules or classification of similar effect applicable in Member's home jurisdiction, only as defined in Section 1.1.2(6)(a) of the AIFC MAR Rules; and
- (5) intended to fund operating expenses or core activity of the *Applicant* or its group.
- MLR 16-2.2 (R) An *Applicant* seeking admission of *Commercial Papers* to the *Official List* must comply with the requirements in the *AIX Markets Listing Rules, AIX Admission and Disclosure Standards* and *AIX Market Disclosure Rules* except to the extent otherwise provided in this *Rule MLR 16-2*.
- MLR 16-2.3 (R) The offer document must be in a form acceptable to *AIX*, and must contain the following:
- (1) tenure of the *Securities Issuance Programme* and maximum value of *Commercial Papers* which may be issued under the programme;
  - (2) information concerning the creditworthiness of the *Issuer* referred to in *Rule MLR 16-2.1(1)*;
  - (3) other information which is material to an investor for making an informed assessment to acquire *Commercial Papers*;
  - (4) a statement limiting its distribution to *Accredited Investors* only;
  - (5) any additional information that *AIX* may require; and
  - (6) on the front page in bold prominent type the following statement:
 

**“Astana International Exchange Ltd (AIX) and its related companies and their respective directors, officers and employees do not accept responsibility for the content of this document including the accuracy or completeness of any information or statement included in it. Liability for this document lies with the issuer of the document and other persons such as Experts whose opinions are included in the document with their consent. Nor has AIX, its directors, officers or employees assessed the suitability of the securities to which the document relates for any particular investor or type of investor. If you do not understand the contents of this document or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.**

**AIX will not guarantee that these Debentures will be included into the Official List maintained by AIX. AIX reserves its right to grant admission of Debentures to the Official List maintained by AIX and trading on AIX only where it is satisfied that such admission is in accordance with the AIX Markets Listing Rules and AIX Admission and Disclosure Standards”.**



*AIX* relies on self-compliance and does not carry out a detailed review of the offer document.

- MLR 16-2.4 (R) An offer document must be made available to *Accredited Investors* as soon as is reasonably practicable, and in any case, at a reasonable time in advance of, and at the latest at the beginning of, offer and/or trading of *Commercial Papers* on *AIX*.
- MLR 16-2.5 (R) The requirements in *Rules MLR 5 (General Suitability)*, *MLR 6 (Management Fitness and Propriety)* and *MLR 20.5 (Other ongoing requirements)* shall not apply to an *Applicant* seeking the admission of *Commercial Papers* to the *Official List*; and the requirements in *Rule MLR 10 (Market Capitalisation)* apply to the *Securities Issuance Programme* in whole.
- MLR 16-2.6 (R) If *AIX* approves the *Securities Issuance Programme*, *AIX* will admit to the *Official List* all *Commercial Papers* issued under the *Securities Issuance Programme*, subject to:
- (1) the offer document is being updated from time to time and not being older than 12 months at the time of issue of the relevant tranche of the *Commercial Papers* under the programme; and
  - (2) a separate *Application* being made for *Admission to Trading* of each tranche of the *Commercial Papers*, including the static data and a copy of the final *Offer Terms* in respect of such tranche, and otherwise consistent with the *Application* for approval of the *Securities Issuance Programme*.

The approval of the *Securities Issuance Programme* by *AIX* will not prevent the use by *AIX* of its powers in circumstances where the need for such action is subsequently identified. *AIX* may use its stop order power or take any other action as appropriate in the circumstances.

- MLR 16-2.7 (G) Provided that all the documents required by *AIX Markets Listing Rules* and *AIX Admission and Disclosure Standards* are complete and received on time, the *AIX* would generally expect to process an application for approval of the *Securities Issuance Programme* within two (2) weeks, and an application for *Admission to Trading* of each tranche of the *Commercial Papers* within three (3) business days.

## **MLR 17 (R) *Application for Admission to the Official List***

### **MLR 17.1 (R) *Listing Application***

- MLR 17.1.1 (R) An *Applicant* (or a third party authorised by the *Applicant* on behalf of and with the consent of the *Issuer* of the relevant *Securities*) must apply to *AIX* by:
- (1) submitting in final form the relevant documents as per the *AIX* application forms;
  - (2) paying the listing fee set out in the fees schedule, published on the *AIX* website, at the time of submission of the application;
  - (3) submitting all additional documents, explanations and information as may be required by *AIX*;

- (4) providing all such documents as may be necessary to demonstrate compliance with applicable *AIFC Rules*; and
  - (5) submitting verification of any information in such manner as *AIX* may specify.
- MLR 17.1.2 (R) All the documents in **Rule MLR 17.1-17.3** must be submitted to *AIX* in electronic form via online listing platform.
- MLR 17.1.3 (G)
- (1) Before submitting the documents referred to in **Rule MLR 17.1.1**, an *Applicant* should contact *AIX* to agree the date on which *AIX* will consider the application.
  - (2) When considering an application for admission of *Securities* to the **Official List**, *AIX* may:
    - (a) carry out any enquiries and request any further information which it considers appropriate, including consulting with other regulators or exchanges;
    - (b) request that an *Applicant* or its authorised party answer questions and explain any matter *AIX* considers relevant to the application;
    - (c) take into account any information which it considers appropriate in relation to the application;
    - (d) request that any further information provided by the *Applicant* be verified in such manner as *AIX* may specify; and
    - (e) impose any additional conditions on the *Applicant* as *AIX* considers appropriate.
- MLR 17.1.4 (R) An admission of *Securities* to the **Official List** becomes effective only when *AIX* has published the admission by adding such *Securities* to the **Official List** on the *AIX* website.
- MLR 17.2 (R) Documents to be provided in advance**
- MLR 17.2.1 (R) The following documents must be submitted by the *Applicant*, in final form, to *AIX* before *AIX* is to consider the application:
- (1) a completed *AIX* application form for admission of *Securities* to the **Official List**, detailing the number and type of *Securities* that are subject to the application;
  - (2) the *Prospectus* if one is required under the *AIFC Law*, and if applicable, any *Supplementary Prospectus* in respect of the *Securities*, or if no *Prospectus* is required under the *AIFC Law*, the offer document or the **Offer Terms**, detailing the circumstances of the *Securities* issue; and
  - (3) a copy of the resolution of the authorised body on approval of the listing and **Prospectus**, offer document or **Offer Terms**.
- MLR17.2.2 (R) Prior to an admission of *Securities* to the **Official List**, *AIX* submits notice of the decision to *AFSA*, including a copy of the application and a copy of the assessment by *AIX* of the application, as required under *AIFC AMI Rules 3.6.5(4)* and *3.6.5(4-1)*.

## **MLR 17.3 (R) Documents to be provided on the day of Admission**

MLR 17.3.1 (R) The following documents must be submitted, in final form, to *AIX* by the *Applicant* before 9 am of Nur-Sultan time on the day of admission to the *Official List*:

- (1) in the case of an *Applicant* in respect of *Equity Securities*, a completed shareholder statement; and
- (2) a completed pricing statement, in the case of subscription or offer of *Securities*.

MLR 17.3.2 (R) An *Applicant* must ensure that the documents required by *Rule MLR 17.3.1* are signed by a duly authorised officer of the *Applicant*.

MLR 17.3.3 (G) Provided that all the documents required by *Rules MLR 17.2* and *17.3* are complete and received on time, the *AIX* would generally expect to process an application for admission to the *Official List* within two (2) weeks, and in the case of non-*Equity Securities*, one (1) week, in each case excluding time for the *Prospectus* approval as set out in *Rule PR 6.1*.

## **MLR 17.4 (R) Documents to be kept**

MLR 17.4.1 (R) An *Applicant* must keep copies of the following documents for six (6) years after the admission to the *Official List*:

- (1) any agreement to acquire any assets, business or *Securities* in consideration for or in relation to which the *Applicant's Securities* are being issued;
- (2) any letter, report, valuation, contract or other documents referred to in the *Prospectus* or other document issued in connection with those *Securities*;
- (3) the *Applicant's* constitution as at the date of admission;
- (4) the annual report and financial statements of the *Applicant* and of any guarantor, if applicable, for each of the periods which form part of the *Applicant's* financial record contained in the *Prospectus*;
- (5) any interim financial statements which were made up prior to the date of admission;
- (6) any temporary and definitive documents of title;
- (7) in the case of an application in respect of *Securities* issued pursuant to an *Employee* share scheme, the scheme document; and
- (8) copies of resolutions of the *Issuer* on allotment, issuance and listing of the *Securities*.

MLR 17.4.2 (R) An *Applicant* must provide to *AIX* the documents set out in *Rule MLR 17.4.1*, if requested to do so.

## MLR 18 (G) Determination of Applications

### MLR 18.1 (G) Determination of Applications

- (1) *AIX* may only grant admission of *Securities* to an *Official List* maintained by it, in accordance with the relevant requirements in the *AIFC Law* and the *Rules* made for the purposes of the *AIFC Law* within the *AIFC*.
- (2) *AIX* may impose conditions or restrictions in respect of the admission of *Securities* to the *Official List*, or vary or withdraw such conditions or restrictions.
- (3) *AIX* will notify the *Applicant* in writing of its decision in relation to the application for admission of *Securities* to the *Official List*.
- (4) Where *AIX* grants admission of *Securities* to an *Official List*, it will include such *Person* in its *Official List* published on the *AIX* website.
- (5) The right to appeal to the *Appeals Committee* and to the *AIFC Court* applies to decisions of *AIX* regarding the determination of applications.

## MLR 19 (R) Suspending, Delisting and Restoring a Listing

MLR 19.1 (R) *AIX* may suspend without prior notification of the *Issuer* or delist *Securities* from the *Official List* with immediate effect or from such date and time as may be specified where it is satisfied that there are circumstances that warrant such action or it is in the interests of *AIX* and *Investors*.

MLR 19.2 (G) Examples of circumstances that warrant the suspension by *AIX* of *Securities* from the *Official List* include, but are not limited to:

- (1) the *Listed Entity* has failed to meet its continuing obligations for listing;
- (2) the *Listed Entity* has failed to publish financial information in accordance with the *AIX Rules*;
- (3) the *Listed Entity* is unable to assess accurately its financial position and inform the market accordingly;
- (4) there is insufficient publicly-available information in the market about a proposed transaction which involves the *Listed Entity* or the relevant *Securities*;
- (5) the *Listed Entity's Securities* have been suspended elsewhere;
- (6) the *Listed Entity* has appointed administrators or receivers, or is an investment trust or fund and is winding up;
- (7) the relevant *Securities* are a securitised *Derivative* and any underlying instrument is suspended;
- (8) for a *Derivative* which carries a right to buy or subscribe for another *Security*, the *Security* over which the *Derivative* carries a right to buy or subscribe has been suspended; or

(9) *AIX* considers it is in the interests of the *AIFC* and *AIX*, including the interests of investors, potential investors or the *AIFC* capital markets.

MLR 19.3 (R) A *Listed Entity*, which has had the listing of any of its *Securities* suspended, must continue to comply with all relevant *AIX Markets Listing Rules* applicable to it.

MLR 19.4 (R) If *AIX* suspends the listing of any *Securities*, it may impose such requirements on the procedure for lifting the suspension as it considers appropriate.

## MLR 19.5 (R) Suspension or delisting at the *Listed Entity's* request

MLR 19.5.1 (R) If a *Listed Entity* wishes to have its *Listed Securities* suspended or delisted from the *Official List*, it must submit a request in writing to *AIX* and include:

- (1) the reasons for the request;
- (2) the date and time on which the suspension or delisting is to take place; and
- (3) any other information regarding the *Securities* or the circumstances of the suspension or delisting which *AIX* requires.

*AIX* will not suspend the *Listed Securities*, if it is not satisfied that the circumstances justify the suspension.

MLR 19.5.2 (R) *AIX* may impose such conditions or requirements as it considers appropriate on the suspension or delisting in *Rule MLR 19.5.1*.

MLR 19.5.3 (G) (1) A *Listed Entity* requesting delisting should submit such request in reasonable time for *AIX* to consider the request and satisfy *AIX* that a delisting would be appropriate.

(2) Examples of other information which *AIX* may require pursuant to *Rule MLR 19.5.1* include proof of shareholder resolution if required, and evidence of any announcement, circular or other document which the *Listed Entity* is relying on as part of its request to suspend or delist its listing.

(3) A *Listed Entity* requesting cancellation of its listing should provide existing *Security Holders* with sufficient notice prior to the cancellation date in order to provide them with an opportunity to sell their *Securities*.

(4) An example of the type of condition *AIX* may impose pursuant to *Rule MLR 19.5.2* is the imposition of a time limit for the suspension.

## MLR 19.6 (R) Restoration of a listing

MLR 19.6.1 (R) *AIX* may restore the listing of any *Securities*, which have been suspended if it considers that:

- (1) the smooth operation of the market is no longer compromised; or
- (2) where relevant, the suspension is no longer required to protect investors;
- (3) the relevant request of the *Listed Entity* to restore the listing of its *Securities* is reasonable and supported by necessary data and documents.

MLR 19.6.2 (R) *AIX* may restore the listing of any *Securities* which have been suspended, whether the restoration was requested by the relevant *Listed Entity* or at *AIX's* own initiative.

## **MLR 19.7 (R) Delisting *Securities* from the *Official List***

MLR 19.7.1 (R) The circumstances, which may warrant the delisting of *Securities* by *AIX*, include, but are not limited to, where:

- (1) the *Securities* are no longer *Admitted to Trading* as required by *AIX Rules*;
- (2) the *Listed Entity* no longer satisfies one or more of its continuing obligations for listing;
- (3) the *Securities* have been suspended from the *Official List* for more than six (6) months;
- (4) it is necessary because the *Securities* have been subject to a merger, *Takeover* or reverse takeover;
- (5) the listing is a secondary listing and the *Securities* have been cancelled on their primary listing or no longer trade on such primary listing;
- (6) it is in the interests of *AIX*, including the interests of investors, potential investors or the *AIFC* capital markets; or
- (7) the *Securities* have been redeemed or cease to exist for any other reason.

MLR 19.7.2 (G) In *Rule MLR 19.7.1*, an example of a breach of the continuing obligations, which may require a delisting by *AIX* would be where the percentage of *Shares* or *Certificates* over *Shares* in public hands falls below 25 per cent or a lower percentage permitted by *AIX*. *AIX* may, however, allow a reasonable time to restore the required percentage unless this is precluded by the need to maintain the smooth operation of the market or to protect investors.

## **MLR 20 (R) Continuing Obligations**

### **MLR 20.1 (R) Information and facilities for shareholders**

MLR 20.1.1 (R) The board of a *Listed Entity* must ensure that all the necessary information and facilities are available to its shareholders to enable them to exercise the rights attaching to their *Securities* on a well-informed basis.

MLR 20.1.2 (R) Without limiting the generality of the obligation in *Rule MLR 20.1.1*, a *Listed Entity* must ensure that its shareholders:

- (1) are provided with the necessary information relating to the matters to be determined at meetings to enable them to exercise their voting rights, including the proxy forms and notice of meetings; and
- (2) have access to any relevant notices or circulars giving information in relation to the rights attached to the *Securities*.

### **MLR 20.2 (R) *Shares* in public hands**

MLR 20.2.1 (R) A *Listed Entity* must endeavour to ensure that a sufficient number of its *Shares* including *Certificates* over *Shares* are in circulation with the public at all times.

MLR 20.2.2 (R) A **Listed Entity** which no longer complies with **MLR 20.2.1**, must notify **AIX** as soon as possible after it first becomes aware of its non-compliance.

MLR 20.2.3 (G) **Rule MLR 11** describes the circumstances which a **Listed Entity** must meet for a sufficient number of its **Shares** including **Certificates** over **Shares** to be distributed with the public.

### **MLR 20.3 (R) Admission to Trading**

MLR 20.3.1 (R) To be **Admitted to Trading** on **AIX** an **Issuer's Securities** must first be admitted to the **Official List**.

MLR 20.3.2 (R) A **Listed Entity** must further inform **AFSA** in writing, as soon as possible, if it has:

- (1) requested the re-admittance any of its **Listed Securities** to trading following a **Trading Suspension**;
- (2) requested **AIX** to delist or suspend trading of any of its **Listed Securities**; or
- (3) been informed by **AIX** that trading of any of its **Listed Securities** will be delisted or suspended from trading.

### **MLR 20.4 (R) Purchase of own Shares**

MLR 20.4.1 (G) Compliance with the **Rules** in this section in conjunction with **Part 5** of the **AIFC MAR Rules** may provide a safe harbour from the **AIFC** Market Abuse offences.

MLR 20.4.2 (R) A **Listed Entity** that intends the purchase of its own **Shares** may not take any action with respect thereto that would result in unequal treatment of **Security Holders** or **Market Participants**. Specifically, the **Issuer** must comply with the following **Rules**:

- (1) the price paid by the **Issuer** for the repurchase of its **Shares** must not be higher than five (5) per cent above the average market value of the Issuer's **Shares** for the five (5) **Business Days** prior to the commencement of the **Share** repurchase programme; and
- (2) a pre-arranged trade is not permitted where the seller is a **Director** or officer of the **Issuer** or an **Associate** of a **Director** or officer of the **Issuer**.

MLR 20.4.3 (R) (1) The decision by the **Listed Entity** to purchase its own **Shares** (either itself or through a person acting in his/her own name but on the **Issuer's** behalf) must be announced to the market as soon as possible after such decision is made, and in any event by not later than the close of the next **Business Day**.

(2) The announcement in **Rule MLR 20.4.3(1)** must set out whether the proposal relates to:

- (a) specific purchases and if so, names of the **Persons** from whom the purchases are to be made; or
- (b) a general authorisation to make the purchases.

MLR 20.4.4 (R) (1) Any purchase of a **Listed Entity's** own **Shares** by or on behalf of the **Listed Entity** or any other member its **Group** must be disclosed to the market as soon as possible.

(2) The disclosure in **Rule MLR 20.4.4(1)** must include:

- (a) the date of purchase;
- (b) the number of *Shares* purchased;
- (c) where relevant, the highest and lowest purchase prices paid;
- (d) the number of *Shares* purchased for cancellation and the number of *Shares* purchased to be held as *Treasury Shares*; and
- (e) where the *Shares* were purchased to be held as *Treasury Shares*, a statement of:
  - (i) the total number of *Treasury Shares* of each *Class* held by the *Listed Entity* following the purchase and non-cancellation of such *Shares*; and
  - (ii) the number of *Shares* of each *Class* that the *Listed Entity* has outstanding less the total number of *Treasury Shares* of each *Class* held by the *Listed Entity* following the purchase and non-cancellation of such *Shares*.

- MLR 20.4.5 (G) (1) In *Rule MLR 20.4.4(2)*, "*Treasury Shares*" means *Shares* which are:
- (a) admitted to the *Official List*;
  - (b) held by the same company which issued the *Shares*; and
  - (c) purchased by the company in (b) using its distributable profits.

## **MLR 20.5 (R) Other ongoing requirements**

- MLR 20.5.1 (R) A *Listed Entity* must ensure that:
- (1) its business remains suitable for listing;
  - (2) it can operate its business independently of a controlling shareholder and any *Associate*;
  - (3) it has adequate systems and controls to eliminate or manage material conflicts of interest in its business on an ongoing basis, at all times; and
  - (4) Where a *Listed Entity* has had its *Shares* or *Certificates* over *Shares* admitted to the *Official List*, it has constituted and maintains an audit committee of the board of *Directors* pursuant to *Section 2.2.5* of *Part 2 (Governance of Reporting Entities)* and *Principle 4* of *Schedule 3* to the *AIFC MAR Rules*.

## **MLR 20.6 (R) Security specific disclosures**

- MLR 20.6.1 (R) A *Listed Entity* must make the required market disclosures (as per the *AIX Market Disclosure Rules*) and comply with its ongoing obligations.

## **MLR 21 (R) Provision of Information to AIX**

- MLR 21.1 (R) An *Applicant* or *Listed Entity* must provide to *AIX* as soon as reasonably possible:



- (1) any information and explanations which *AIX* may reasonably require to decide whether to grant an application for admission;
- (2) any information which *AIX* considers appropriate to protect investors or ensure the smooth operation of the market; and
- (3) any other information or explanation which *AIX* may reasonably require to verify whether the *AIX Markets Listing Rules* are being and have been complied with.

## **MLR 21.2 (R) Disclosure requirements**

- MLR 21.2.1 (R) An *Applicant* or *Listed Entity* which is required by these *AIX Markets Listing Rules* to provide information to *AIX* must provide such information as soon as is reasonably possible.
- MLR 21.2.2 (R) A *Listed Entity* must ensure that information, required to be disclosed to the market under these *Rules*, is disseminated to the market through *AIX Regulatory Announcement Service* and its website.
- MLR 21.2.3 (R) A *Listed Entity* must take reasonable care to ensure that information, required to be provided to *AIX* or disclosed to the market under these *Rules*, is not misleading, false or deceptive and does not omit anything likely to affect the import of such information. Any information that the issuer believes might be *Securities* price sensitive should be provided to *AIX*.

## **MLR 21.3 (R) Notification of documents sent to shareholders**

- MLR 21.3.1 (R) If a *Listed Entity* provides any material document to the shareholders of its *Listed Securities*, it must disclose that it has done so as soon as possible by way of market disclosure in accordance with the *AIX Market Disclosure Rules*.
- MLR 21.3.2 (G) *AIX* will consider that a document has been made available to the public if, following the public disclosure, the document is available on the *Listed Entity's* website or on the website of *AIX* via *Regulatory Announcement Service*.

## **MLR 21.4 (R) Contact details**

- MLR 21.4.1 (R) A *Listed Entity* must ensure that *AIX* is provided with up to date contact details of appropriate *Persons* nominated by it to act as the first point of contact with *AIX* in relation to the *Listed Entity's* compliance with the *AIX Rules*.
- MLR 21.4.2 (G) *AIX* expects that a *Listed Entity's* contact will be of sufficient seniority and influence at the company given the nature of the information and responsibilities which such *Person* would be dealing with and the importance of the role in maintaining the *Listed Entity's* compliance with the *AIX Rules* and the *AIFC Laws and Regulations*.

## **MLR 22 (R) Offers of Islamic Securities**

- MLR 22.1 (R) (1) Subject to (2), this *Rule MLR 22* applies to any *Person* who makes any *Offer of Islamic Securities* in or from the *AIFC*.

- (2) A **Person** making an **Offer of Islamic Securities** in or from the **AIFC** must comply with the requirements in the **AIFC MAR Rules** and the **AIX Markets Listing Rules** except to the extent otherwise provided in this **Rule MLR 22**.
- (3) **Islamic Securities**, for the purposes of this **Rule MLR 22**, do not include **Units** of an **Islamic Fund**.

- MLR 22.2 (G) (1) The issue of **Securities** is not an activity that constitutes a **Regulated Activity**. Therefore, the activities such as the issue of **Shares**, **Debentures (Sukuk)** or **Warrants** do not attract the **Regulated Activities** prohibitions in **Chapter 5** of the **AIFC Framework Regulations**. However, the **Offer of Securities** is an activity to which the **AIFC MAR Rules** and the **AIX Markets Listing Rules** apply. Under the **AIFC MAR Rules**, a **Person** making an **Offer of Securities** in or from the **AIFC** is subject to numerous disclosure requirements, unless exempt.

### MLR 22.3 (R) Contents of a **Prospectus** for **Islamic Securities**

- (R) (1) Where the relevant **Securities** are held out as being in accordance with Sharia, the **Prospectus** relating to those **Securities** must include:
- (a) details of the members of the Sharia Supervisory Board issuing the fatwa in relation to the issue of the relevant **Securities**;
  - (b) details of the qualifications and experience of each of those Sharia Supervisory Board members;
  - (c) in the case of issuance of **Sukuk**:
    - (i) the opinion of the Sharia Supervisory Board in respect of whether the **Securities** are Sharia compliant; and
    - (ii) a description of the structure of the underlying transaction and an explanation of the flow of funds.
  - (d) instead of the statement required under **Rule PR 5.2 (3)**, a prominent disclaimer in bold, on the front page of the **Prospectus**, as follows:

“Astana International Exchange Ltd (**AIX**) and its related companies and their respective directors, officers and employees do not accept responsibility for the content of this **Prospectus** including the accuracy or completeness of any information or statements included in it. Liability for the **Prospectus** lies with the issuer of the **Prospectus** and other **Persons** such as **Experts** whose opinions are included in the **Prospectus** with their consent. Nor has **AIX**, its directors, officers or employees assessed the suitability of the securities to which the **Prospectus** relates for any particular investor or type of investor and has not determined whether they are Sharia compliant. If you do not understand the contents of this **Prospectus** or are unsure whether the **Securities** are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.”

### MLR 22.4 (R) Continuing disclosure relating to **Islamic Securities**

- (1) The **Reporting Entity** responsible for **Islamic Securities** must, without delay, disclose to the markets and **AIX** details of any changes to the membership of

its Sharia Supervisory Board, the identity, qualifications and experience of any new Sharia Supervisory Board members and the identity of any Sharia Supervisory Board members who resign or are dismissed.

- (2) A *Listed Entity* with *Islamic Securities* admitted to the *Official List* must make the required market disclosures and comply with other continuing obligations in accordance with the requirements under *Table 2* of *Market Disclosure Rules Appendix* of the *AIX Market Disclosure Rules*.

## **MLR 23 (R) *Public Sector Issuers***

### **MLR 23.1 (R) *Offer of Securities by Public Sector Issuers***

- MLR 23.1.1 (R) Subject to *Rule MLR 23.1.2*, this *Rule MLR 23* applies to any *Person* who is a *Public Sector Issuer* making an *Offer of Securities* in or from the *AIFC*.
- MLR 23.1.2 (R) A *Public Sector Issuer* making an *Offer of Securities* in or from the *AIFC* must comply with the requirements in the *AIFC MAR Rules* and the *AIX Markets Listing Rules* except to the extent otherwise provided in this *Rule MLR 23*.

### **MLR 23.2 (R) *Offer Documents of Public Sector Issuers***

- MLR 23.2.1 (R) The AFSA identified *Public Sector Issuers* as the *Exempt Offerors* to which the requirement to produce *Prospectus* under MAR 1.1.1(1)(b) and MAR 1.1.1(2) of the *AIFC MAR Rules* does not apply. A *Public Sector Issuer* is required to produce *Offer Terms* or offer document, in a form acceptable to *AIX*, and make it available to the public as soon as is reasonably practicable, and in any case, at a reasonable time in advance of, and at the latest at the beginning of, offer and/or trading on *AIX*.

### **MLR 23.3 (R) *Application of AIX Markets Listing Rules to Public Sector Issuers***

- MLR 23.3.1 (R) The below listing requirements shall not apply to a *Public Sector Issuer* making an *Offer of Securities* in or from the *AIFC*:
- (1) *Rule MLR 1.2(2)* regarding an agent for the service of process in the *AIFC*;
  - (2) responsibilities and obligations under *Rule MLR 2.1*, the *AIX Rules* pertaining to Corporate Governance, and the Corporate Governance Principles in accordance with *Part 2* of the *AIFC MAR Rules* and *Schedule 3* to the *AIFC MAR Rules*;
  - (3) *Rule MLR 4* (Audited Financial Statements), and, in case of a public international body, subject to provision of a link to a public source of the latest audited financial statements of such public international body;
  - (4) *Rule MLR 6* (Management Fitness and Propriety); and
  - (5) *Rule MLR 8* (Conflict of Interest).

## **MLR 23.4 (R) Continuing disclosure by *Public Sector Issuers***

MLR 23.4.1 (R) With reference to ***Rule MLR 2.4, Rule MLR 20.6.1*** and the ***AIX Market Disclosure Rules*** including the ***Appendix*** to the ***AIX Market Disclosure Rules***, a ***Public Sector Issuer*** is required to communicate information and make disclosure in respect of only the following items specified in such ***Appendix*** (in the case of items (1) to (2) below, being from Table 1 thereof):

- (1) Item 1 as to ***Inside Information***;
- (2) Item 4 as to disclosures relating to ***Securities*** of the ***Issuer***.

# AIX Regional Equity Market Rules

## REM

# AIX Regional Equity Market Rules

### REM 1 (R) Scope and Application

- REM 1.1 (R) These *Rules* apply in respect of listed *Issuers*, and *Applicants* for *Admission to Trading*, that are *REM Companies*.
- REM 1.2 (R) Listed *Issuers*, and *Applicants* for *Admission to Trading*, that are *REM Companies* must also comply with all other *AIX Rules* that apply to listed *Issuers* and/or *Applicants* (as applicable).
- REM 1.3 (G) Additional requirements apply, and concessions may be available, to listed *Issuers* and *Applicants* for *Admission to Trading* that are also *Mining Companies*, as further specified in *Rule MCR 1.7*.
- REM 1.4 (R) *AIX* may advise a listed *Issuer* or *Applicant* by *Notice* that, in accordance with these *Rules* due to a change in its *Aggregate Market Value of Equity Securities* on all *Regulated Exchanges*, or otherwise, it is (or is not) a *REM Company* with effect from a date specified in the *Notice*.
- REM 1.5 (R) A listed *Issuer* must provide *AIX* with as much advance notice as practicable if it expects to cease being a *REM Company* due to a change in its *Aggregate Market Value of Equity Securities* on all *Regulated Exchanges* as required under *Rule REM 2.3* below.
- REM 1.6 (R) *AIX* may, by *Notice*, impose additional requirements, or waive or modify the application of the requirements of these *Rules* (with or without conditions), for *REM Companies*, provided that such action would not unduly prejudice holders of *Securities* in the affected *REM Companies*.

### REM 2 (R) Application of AIX Regional Equity Market Rules

- REM 2.1 (R) At the same time as it submits an *Application* for admission to the *Official List*, an *Applicant* must inform *AIX* whether it considers it will have an *Aggregate Market Value of Equity Securities* on all *Regulated Exchanges* of less than USD200 million (or its equivalent in another currency using the applicable exchange rates officially published by the National Bank of the Republic of Kazakhstan) at the time of being *Admitted to Trading*. Based on an assessment of that criteria *AIX* will determine whether the *Applicant* is a *REM Company*. If *AIX* determines that the *Applicant* is a *REM Company*, *AIX* will advise the *Applicant* by *Notice* (and will publicly disclose at the time of the *REM Company* being *Admitted to Trading*) that the *Applicant* is a *REM Company*.
- REM 2.2 (R) *Shares* of a *REM Company* shall be a different market segment and will be displayed on the *Official List* under the sub-heading “*Regional Equity Market Segment (REMS)*”.
- REM 2.3 (R) Following its *Admission to Trading*, a *REM Company* must inform *AIX* as soon as practicable if its *Aggregate Market Value of Equity Securities* on all *Regulated Exchanges* has increased and remained above USD200 million (or its equivalent in another currency using the applicable exchange rates officially published by the National Bank of the Republic of Kazakhstan) for a consecutive period of twelve (12) calendar months.

REM 2.4 (R) Without limiting its discretion under **Rule REM 1.4**, **AIX** may, by **Notice**, inform a **REM Company** that the **REM Company** is no longer eligible to be treated as a **REM Company** because the **REM Company's Aggregate Market Value of Equity Securities** on all **Regulated Exchanges** has remained above USD200 million (or its equivalent in another currency using the applicable exchange rates officially published by the National Bank of the Republic of Kazakhstan) for a consecutive period of twelve (12) calendar months.

REM 2.5 (R) A **REM Company** shall cease being a **REM Company** and shall comply with (i) all of the **AIX Rules** that apply to listed **Issuers** with effect from a date that is twelve (12) months following the date of the **Notice** issued under **Rule REM 1.4** or **Rule REM 2.4**, unless a later effective date is specified in the **Notice** and (ii) **Rule REM 4.5** if the **REM Company** wishes to make a new offer of **Shares** after the date of the **Notice**.

### REM 3 (R) **Admission to Listing of REM Companies**

REM 3.1 (R) In respect of an **Applicant** that is a **REM Company**, the **AIX Markets Listing Rules** apply with the following amendments identified below:

(a) **Rule MLR 4.1(1)** (requiring three years' audited financial statements) is replaced with:

“An **Applicant** to **AIX** must have published or filed audited financial statements which:

(1) cover a prior period of one (1) year, or as otherwise reasonably acceptable to **AIX**. The audited financial statements must either be not older than:

(a) 18 months as at the date of application if the **Issuer** includes audited interim financial statements in the application; or

(b) 15 months as at the date of application if the **Issuer** includes unaudited interim financial statements in the application.”

(b) **Rule MLR 4.1(2)** (requiring one (1) of the previous three (3) years' audited financial statements to show a net profit) is not applicable;

(c) **Rule MLR 4.2(2)** (allowing **AIX** to accept a shorter period than three (3) years for financial statements) is not applicable;

(d) **Rule MLR 7** (requiring an **Applicant** to be able to demonstrate independence from any controlling shareholders) is not applicable;

(e) **Rule MLR 11.1(2)** (requiring at least 25 per cent of the **Shares** for which the **Application** is made to be in public hands) is replaced with:

“For the purposes of (1), a sufficient number of **Shares** will be taken to have been distributed to the public when at least 15 per cent of the **Shares** for which application for admission to the **Official List** has been made are in public hands. However, **AIX** reserves the right to decrease this minimum amount, should it decide in its discretion to do so.”

- (f) **Rule MLR 11.2** (providing AIX may waive or modify **Rule MLR 11.1(2)** to accept a percentage lower than 25 per cent) is replaced with:

“AIX may waive or modify **Rule MLR 11.1(2)** to accept a percentage lower than 15 per cent if it considers that the market will operate properly with a lower percentage in view of additional factors.”

- (g) **Rule MLR 20.5.1(2)** (requiring a **Listed Entity** to ensure that it can operate its business independently of a controlling shareholder and any **Associate**) is not applicable.

## REM 4 (R) **Prospectus requirements for REM Companies**

- REM 4.1 (R) In respect of an **Applicant** that is a **REM Company**, the **AIX Prospectus Rules** shall apply with the following amendments identified below:

- REM 4.2 (R) The **Prospectus** of a **REM Company** shall be structured as a single document under **Section 1.3.1(c)** of the **AIFC MAR Rules** and conforming with the applicable guidelines and rules set out in **Parts 1.3 (The Prospectus)** and **1.5 (The Registration Document and the Securities Note), Part 1 (Offer of Securities)** of the **AIFC MAR Rules**, and must contain all the information required to be included in the **Registration Document** and the **Securities Note** in relation to an offer of **Shares** by **REM Companies** as set out in **Schedules 1 and 2** to the **AIFC MAR Rules**.

- REM 4.3 (R) **REM Companies** are not required to prepare a **Prospectus Summary** and accordingly references to **Prospectus Summary** in the **AIX Prospectus Rules** do not apply to **REM Companies**.

- REM 4.4 (R) In addition to the statement required under **Rule PR 5.2(3)**, the **Prospectus** relating to **Shares** of a **REM Company** must also include a prominent disclaimer in bold, on the front page of the **Prospectus**, as follows:

“The **Issuer** of this **Prospectus** is a **REM Company** that is eligible to rely on concessions granted to **REM Companies** as set out in the **AIX Regional Equity Market Rules** and the **AIFC Markets Rules** which exclude **REM Companies** from being required to prepare a **Prospectus Summary** and disclose certain other information in their **Registration Documents** and **Securities Notes**. Please refer to the **AIX Regional Equity Market Rules** and the **AIFC Markets Rules** for further information on the concessions that apply to **REM Companies**.”

- REM 4.5 (R) Where a **REM Company** that has been informed by **Notice** pursuant to **Rule REM 1.4** or **Rule REM 2.4** that the **REM Company** is no longer eligible to be treated as a **REM Company** wishes to make a new offer of **Shares** after the date of that **Notice** such subsequent offer of **Shares** will be regarded as a separate and new **Offer of Securities** and:

- (a) **Rules REM 4.2, 4.3 and 4.4** shall not apply to the new **Offer of Securities**;
- (b) the **REM Company** shall be required to comply with all of the **AIX Prospectus Rules** and the **AIFC MAR Rules** that apply to **Issuers** when preparing the **Prospectus** for the new offer of **Shares**; and
- (c) In addition to the statement required under **Rule PR 5.2(3)**, the **Prospectus** relating to the **REM Company’s** new **Offer of Securities** must also include



a prominent disclaimer in bold, on the front page of the *Prospectus*, as follows:

**“The Issuer of this *Prospectus* has *REM Company* status that expires on [ISSUER TO INSERT DATE THAT THE REM COMPANY WILL NO LONGER HAVE REM COMPANY STATUS] (“Effective Transition Date”). The Issuer is eligible to rely on concessions granted by AIX to *REM Companies* as set out in the *AIX Regional Equity Market Rules* until the *Effective Transition Date*. Please refer to the *AIX Regional Equity Market Rules* for further information on the concessions that apply to this Issuer until the *Effective Transition Date*.”**

## **REM 5 (R) Market Disclosure**

REM 5.1 (R) If a *REM Company* ceases to be eligible to be treated as a *REM Company* pursuant to *Rule REM 1.4* or *Rule REM 2.4* above, the *REM Company* must publicly disclose the date on which it will cease being a *REM Company* (in accordance with *Rule MDR 7*):

- (a) within five (5) *Business Days* of receiving the relevant *Notice* from AIX under *Rule REM 1.4* or *Rule REM 2.4* above; and
- (b) thirty (30) *Business Days* prior to the date on which it will cease being a *REM Company*.

## **REM 6 (R) Direct Listing by a REM Company**

REM 6.1 (R) An *Issuer*, who is a *REM Company* seeking to have its *Shares Admitted to Trading* on AIX without making an *Offer of Securities*, may apply for admission of *Securities* to the *Official List* subject to additional requirements and concessions as further specified in this *Rule REM 6*.

### **REM 6.2 (R) Application for Admission**

REM 6.2.1 (R) The below requirements of the *AIX Markets Listing Rules*, as amended by *Rule REM 3*, apply to a *REM Company* in connection with a *Direct Listing* as of the first anniversary of the date of *Admission*:

- (1) *Rule MLR 10* (Market Capitalisation); and
- (2) *Rule MLR 11* (Shares in Public Hands).

REM 6.2.2 (R) For the purpose of *Rule ADS 3.2*, an *Application* should include a reference price for *Securities* in connection with a *Direct Listing* and supporting document specifying the valuation methods and criteria in accordance with which the reference price has been determined.

### **REM 6.3 (R) Undertakings by Controlling Shareholder(s)**

REM 6.3.1 (R) Controlling Shareholder(s) must sell a percentage not less than 15 per cent and no more than 49 per cent before the first anniversary of the date of *Admission*. Controlling Shareholder(s) shall not dispose of 50 per cent of the Issuer's share capital after valuation for one year from the date of *Admission*. During this period, they may pledge or transfer such shares by selling among themselves.

- (G) For the purpose of **Rule REM 6.3.1**, “valuation” means a date when the value of the **Issuer’s Shares** is determined by reference to a reference price pursuant to **Rule REM 6.2.2**.

# AIX Markets Listing Rules. Chapter for Pre- IPO Listings

## PRE

# Supplement to Markets Listing Rules. Chapter for Pre-IPO Listings (formerly MLRSupp)

### PRE 1 (R) *Pre-IPO Listings*

PRE 1.1 (R) These *Rules PRE* complement *AIFC Rules for Pre-IPO Listings*. An *Issuer* may apply to list its *Shares* on the *AIX Market* and have admission of such *Shares* to the *Official List* maintained by *AIX* if the following eligibility criteria are met:

- (1) the *Issuer* is not seeking an *Admission to Trading* on the *AIX Market*;
- (2) at the time of such listing at least 95 per cent of all *Shares* of the *Issuer* is held by no more than 50 shareholders and such *Shares* have not been *Admitted to Trading* on the *AIX Market* and are not traded on any other *Regulated Exchange* while up to 5 per cent in aggregate of all *Shares* of the *Issuer* may be held by an unlimited number of shareholders and may be traded on another *Regulated Exchange*;
- (3) the *Issuer* (on a consolidated basis, if consolidation applies under *IFRS*) as evidenced by the most recent available audited *IFRS* financial statements of the *Issuer* (or of any subsidiary (direct or indirect) of the *Issuer*) has total assets in excess of USD 50 million and/or total annual revenues in excess of USD 50 million (or its equivalent in another currency using the applicable exchange rates officially published by the National Bank of the Republic of Kazakhstan as of the date of such financial statements);
- (4) the *Issuer* certifies to *AIX* in writing that it (or its corporate parent or subsidiary) plans to carry out an initial public offering of *Shares*, in which *Shares* will be *Admitted to Trading* on the *AIX Market*; and
- (5) the *Issuer* certifies to *AIX* in writing that it has due power, authority and legal capacity to carry out the *Issuer's* proposed *Pre-IPO Listing*,

(such listings, “*Pre-IPO Listings*”).

PRE 1.2 (R) Such listed *Shares* shall be a different market segment and will be displayed on the *Official List* under the sub-heading “*Pre-IPO Listings*”. Admission of such listed *Shares* to the *Official List* under the sub-heading “*Pre-IPO Listings*” does not mean that the *Shares* are admitted to circulation in *AIX Market*, including by way of an offer to buy such *Shares* and/or by way of placement of such *Shares* in the *AIX Market*.

(G) *Shares* admitted to the *Official List* under the sub-heading “*Pre-IPO Listings*” are not admitted to *Trading* on the *AIX Market*; and investors of such *Shares* may not be eligible for certain benefits available to investors in *Shares*, which are

admitted to **Trading on the AIX Market**. For instance, investors should take their own advice in relation to any tax benefits that may or may not be available.

PRE 1.3 (R) In respect of any **Pre-IPO Listing**, each shareholder of the **Issuer** shall be deemed to accept that neither **AIX** nor any **Employee** of **AIX** may be held liable by the shareholder for anything done or omitted to be done in the performance or discharge or purported performance or discharge of their respective duties and regulatory functions in connection with or arising from the **Pre-IPO Listing**, unless the act or omission is proven to have been committed or omitted willfully and in bad faith, and accordingly each shareholder may not assert nor bring any claim or action in respect of such duties and function against such persons.

PRE 1.4 (R) (1) Following the **Pre-IPO Listing**, if **Shares** have not been **Admitted to Trading** on the **AIX Market** as contemplated by **Rule PRE 1.1(4)**: within sixty (60) calendar days before the second anniversary of such listing and anytime thereafter as **AIX** may request, the **Issuer** shall certify to **AIX** in writing (on a confidential basis) its current prospects that it will carry out an initial public offering in the next twelve (12) months or within other reasonable period (and such certification shall set out the steps that the **Issuer** has taken and plans to take to prepare for such offering, including any risks that have realised since the listing date that affected timing of the initial plans);

(2) In respect of a **Pre-IPO Listing**, in circumstances where the **Shares** of the **Issuer** (or the **Shares** of a corporate parent or subsidiary (direct or indirect) of the **Issuer**) have not been **Admitted to Trading** on the **AIX Market** as contemplated by **Rule PRE 1.1(4)** by the second anniversary of such listing, **AIX**: (a) may agree or allow such listing to continue for twelve (12) months or another period as **AIX** may determine, or (b) so long as such circumstance continues upon ninety (90) calendar days' notice to the **Issuer**, delist the **Shares** of the **Issuer** from the **Official List** on the basis that no such **Admission** has occurred. Once the **Shares** of the **Issuer** have been delisted from the **Official List** under the sub-heading "**Pre-IPO Listings**", the **Issuer** (or a legal entity whose assets substantially consist of or are derived from such **Issuer's** assets) shall not be eligible for any further **Pre-IPO Listing**, unless **AIX** in its discretion determines otherwise.

PRE 1.5 (G) For the purposes of **Rules PRE** the term **Share** includes the term **Certificate** over **Share**.

## **PRE 2 (R) Application of AIX Markets Listing Rules to Pre-IPO Listings**

PRE 2.1 (R) The **AIX Markets Listing Rules** shall apply to **Pre-IPO Listings** other than the following **AIX Markets Listing Rules** which shall not apply to **Pre-IPO Listings**:

- (1) **Rule MLR 4.1(2)**;
- (2) **Rule MLR 7 Controlling Shareholder**;
- (3) **Rule MLR 8 Conflicts of Interest**;

- (4) **Rule MLR 9.1(3)** as to the *Shares* being freely transferable and **Rule MLR 9.1(4)** as to the *Shares* being fully paid and free from liens and from any restrictions on the right of transfer;
- (5) with respect to *Shares* in Public Hands: **Rules MLR 11.1(1), 11.1(2) and 11.2, Rule MLR 19.7.2** and **Rule MLR 20.2.1**;
- (6) **Rule MLR 13 Settlement** (without prejudice to the *Shares* being eligible for settlement in accordance with the *AIX Clearing and Settlement Rules*);
- (7) **Rule MLR 17.3.1** in relation to documents to be provided on the day of *Admission*;
- (8) **Rule MLR 20.4 Purchase of own Shares**.

### **PRE 3 (R) Ongoing Market Disclosure for *Pre-IPO Listings***

- PRE 3.1 (R) With reference to **Rule MLR 2.4, Rule MLR 20.6.1** and the *AIX Market Disclosure Rules* including the *Appendix* to the *AIX Market Disclosure Rules*, an *Issuer* that has a *Pre-IPO Listing* is required to communicate information and make disclosure in respect of only the following items specified in such *Appendix* (in the case of items (1) to (11) below, being from Table 1 thereof):
- (1) Item 2.2 as to Notice of AGM or EGM and agenda;
  - (2) Item 2.3 as to any event that required shareholder approval in each case if and only to the extent such meeting will resolve matters, or such event relates to matters, in respect of the corporate governance of the company (including the election of the Board of *Directors* and any amendment to its articles of association);
  - (3) Item 2.5 as to any change to the board of *Directors* of the *Reporting Entity*;
  - (4) Item 4.2 as to admission to listing or trading of the same *Class* of *Securities* on a *Regulated Exchange* or delisting of *Securities* on such *Regulated Exchange*;
  - (5) Item 4.3 as to any other disclosure required to be made pursuant to the requirements in the *Regulated Exchange* arising from the listing or trading of the same *Class* of *Securities* on that exchange where such disclosure is not made in the *AIFC* or to *AIX*;
  - (6) Item 5.2 as to notice of a *Director's* material interests;
  - (7) Item 6.1 as to the requirement to file an annual report, except for information about compliance with the Corporate Governance Principles under **Section 2.2.9** of the *AIFC MAR Rules*;
  - (8) Item 6.4 as to any change to the accounting reference date;
  - (9) Item 6.5 as to change of accounting reference date extending the annual accounting period to more than fourteen (14) months;

- (10) Item 7 as to matters relating to the capital of the *Reporting Entity* but only in respect of *Equity Securities*;
- (11) Item 8 as to insolvency/winding up of the *Reporting Entity*; and
- (12) additional disclosure obligations in accordance with the requirements under Table 4 of the *AIX Market Disclosure Rules Appendix*.

# AIX Admissions and Disclosure Standards for Issuers



# ADS AIX Admissions and Disclosure Standards for Issuers

## ADS 1 (R) The Admission and Disclosure Standards

- ADS 1.1 (G) This document sets out the rules and responsibilities regarding the *Admission to Trading* on the *AIX Market* and certain ongoing obligations of *Issuers* whose *Securities* are *Admitted to Trading* on the *AIX Market*.
- ADS 1.2 (G) These *Rules* are made pursuant to *Section 3.2* of the *AIFC AMI Rules* on admission of securities to trading, including in particular *Rules 3.2.4 (Review of compliance)* and *3.2.5 (Verification of compliance by issuers with Market Rules)*.
- ADS 1.3 (R) *Applicants* for *Admission to Trading* according to *Rule 3.2.3* of the *AIFC AMI Rules* must provide an enforceable undertaking to *AFSA* in the terms set out in that *Rule*.
- ADS 1.4 (G) A two-stage *Admission* process will apply to *Issuers* who want to have their *Securities Admitted to Trading*, which will involve admission to the *Official List* (including *Prospectus* approval, where applicable) by *AIX* and *Admission to Trading* by *AIX*. Therefore, these *Rules* should be read in conjunction with the other *AIX Rules*, the *AIFC* and *AFSA Rules* and the relevant *AIFC Laws*.

## ADS 2 (R) Application and Objectives

- ADS 2.1 (R) These *Rules* form part of the *AIX Rules* and apply to *Issuers*.
- (G) It is vital that compliance with the *Rules* is enforced for the benefit of all *Market Participants* and the *AIX Market* as a whole. When a breach of these *Rules* is detected, action will be taken on a timely basis. The procedures relating to disciplinary and appeals matters are set out in further detail in the *AIX Disciplinary Committee Rules (DCR)*.
- ADS 2.2 (R) Any *Issuer* of *Green Bonds* as defined in *Rule GRN 2* must, in relation to disclosures required by these *AIX Admission and Disclosure Standards*, comply with the *AIX Green Bonds Rules*.
- ADS 2.3 (G) These *Rules* are designed to facilitate a liquid *AIX Market*, to protect the interests of *Issuers* and investors, and to protect the integrity of the *AIX Market* and the *AIFC* community. The objectives are to:
- (1) ensure an internationally competitive and accessible *AIX Market*;
  - (2) maintain a fair, orderly and transparent *AIX Market*;

- (3) provide a robust and liquid *AIX Market* for *Issuers*, investors, the *AIFC*, Kazakhstan, and the wider region and the international financial community;
- (4) follow international standards for trading *Securities*;
- (5) minimise any overlap with *AIFC Rules* and *Regulations*; and
- (6) enable *AIX* to enforce these *Rules* in a fair and transparent manner.

ADS 2.4 (G) *Issuers* applying for *Admission* are encouraged to approach *AIX* at the earliest possible stage. *AIX* will maintain the confidentiality of communications with *Issuers* and related advisers throughout the *Admission* process. *Issuers* are also required to identify at least one contact (*Director* or senior *Employee*) within their organisation that will be responsible for ongoing communications with *AIX* as the primary day to day contact. The contact must be fully conversant with the *Issuer's* responsibilities under the *AIX Rules* and the *AIFC's Rules and Regulations*. Where an *Issuer* appoints an adviser, that adviser may be an additional contact. Contact(s) need to be able to respond to requests from *AIX* and be available, especially before the *AIX Market* opens and during *AIX Market* hours, to resolve any issues that may impact on the *AIX Market's* orderly operation. Contact details are part of the *Application* and *Issuers* must notify *AIX* in writing, of any changes thereafter.

ADS 2.5 (G) *AIX* may issue by way of separate *Notices* procedures and guidance from time to time, that will be published on the *AIX* website, to supplement these *Rules*, including in particular establishing different market segments and requirements for such segments. All *AIX* Forms referred to in these *Rules* are also published and available on the *AIX* website.

## ADS 3 (R) Requirements for Admission: All Securities

### ADS 3.1 (R) Criteria for Admission

ADS 3.1.1 (R) In order for *Securities* to be eligible for *Admission* by *AIX*, an *Issuer* must:

- (1) comply with all applicable requirements of *AIX*, the *AIX Rules*, the *AFSA Rules*, the *AIFC Rules and Regulations*, and the *AIFC Laws* (including *Prospectus* requirements, where applicable);
- (2) comply with the requirements of any other relevant regulator and any other stock exchange or trading platform on which it has *Securities* admitted to trading;
- (3) satisfy the eligibility criteria for the relevant *Securities* in these *AIX Admission and Disclosure Standards*;
- (4) trade the whole *Class* of *Securities* to which the *Securities* belong (as applicable);
- (5) if appropriate, ensure that there are facilities for holders of the *Securities* which provide secure methods of recording ownership and registering changes in ownership;

- (6) enter into such undertakings and abide by such conditions as may be required by *AIX* and or by the *AFSA*; and
- (7) satisfy *AIX* that there are or will be satisfactory arrangements for the settlement and clearing of trading in such *Securities* in accordance with the *AIX Clearing and Settlement Rules*.

### **ADS 3.2 (R) Admission process**

- ADS 3.2.1 (R) *Issuers* must submit an *Application* to *AIX* on or around the same time that an application is made to *AIX* for admission to the *Official List*. The *Application* must include, where applicable, a copy of the *Prospectus* and other supporting documents.
- ADS 3.2.2 (G) *AIX's* timeline and process for approval is aligned with its listing process.
- ADS 3.2.3 (G) If a *Prospectus* is not required by *AIX*, *Issuers* must submit an *Application* for *Admission to Trading* at the same time the *Application* is made to *AIX* for listing.
- ADS 3.2.4 (R) The *Application* must relate:
- (1) only to the *Class* of *Securities* which are proposed to be traded; and
  - (2) to all *Securities* of that *Class*, issued or proposed to be issued.
- ADS 3.2.5 (G) A separate form *Application* must be submitted to *AIX* to *Admit* additional *Securities*.
- ADS 3.2.6 (G) *AIX* will set the *Admission to Trading* date in consultation with the *Issuer*.
- ADS 3.2.7 (R) *AIX* may refuse an *Application* in its discretion, if it considers that:
- (1) admission of the *Securities* is likely to be detrimental to the interests of investors on *AIX*;
  - (2) an *Issuer* does not or will not comply with these *Rules* or any special condition imposed by *AIX*; or
  - (3) trading of an *Issuer's Securities* may be detrimental to the orderly operation or reputation of *AIX* and/or the *AIX Market*.

### **ADS 3.3 (R) Documents required for approval of Admission to Trading**

- ADS 3.3.1 (R) To ensure *AIX* can properly consider an application for *Admission to Trading*, the following preliminary documents must be submitted to *AIX*:
- (1) a draft of the *Application Form* completed as far as possible and including all available information;
  - (2) a final draft of the *Prospectus*, where applicable;
  - (3) any *Security* specific documents required by *AIX*;
  - (4) a copy of:

- (a) all **Resolutions** of an **Issuer** passed at a meeting of that **Issuer's Security Holders**, as required by an **Issuer**, authorising the issue of all **Securities** for which **Admission** is sought;
- (b) all **Resolutions** of the board of **Directors** (or other appropriately authorised governance body) authorising the issue and allotment of such **Securities**; the raising of capital including an indicative amount or an upper limit for the capital to be raised; and the filing of the **Application** with **AIX**;
- (c) where applicable, a copy of the articles of association, trust deed or other documents securing or constituting the **Securities**; and
- (d) where **AIX** is considered a **Secondary Exchange**, evidence that the **Issuer** or the **Class** of **Securities** is subject to a **Primary Listing**.

ADS 3.3.2 (R) The final **Application** documents should be submitted to **AIX** in sufficient time prior to approval for **Admission**, including:

- (1) a properly completed Application Form signed by the relevant authorised parties;
- (2) a copy of the **Prospectus**, approved by **AIX**, where applicable;
- (3) final versions of any other document required; and
- (4) a copy of any waiver of the **AIX Rules**.

ADS 3.3.3 (G) **AIX** retains the discretion to accept documents at any stage of the **Admission** process.

ADS 3.3.4 (G) All documents submitted to **AIX** must be in the English language and either in paper or electronic form as required by **AIX**.

## **ADS 3.4 (R) The decision-making process**

ADS 3.4.1 (R) In considering an **Application**, **AIX** may in its sole discretion:

- (1) carry out any enquiry and require any information which it considers appropriate;
- (2) require an **Issuer** to provide supplementary or amended information;
- (3) require any information submitted by an **Issuer** to be verified in such manner as **AIX** may specify; and
- (4) require information specific to these **Rules**, to be disclosed in any manner that **AIX** may require.

ADS 3.4.2 (G) Documents resubmitted to **AIX** must be marked up to show changes;

ADS 3.4.3 (G) **AIX** will issue written confirmation of its approval by letter, subject to any conditions, if applicable, upon:

- (1) *AIX's* determination that the *Securities* are eligible to be *Admitted to Trading* on the *AIX Market*;
- (2) receipt of documents relating to an *Application* in final form to the satisfaction of *AIX*, including signatures where applicable;
- (3) receipt of an *Issuer's* payment of *AIX* fees to the satisfaction of *AIX*.

ADS 3.4.4 (G) The *Admission* fee is calculated in accordance with *AIX* fees, as published on its website and updated from time to time.

ADS 3.4.5 (G) *AIX* may approve an *Application* subject to conditions or restrictions. On this basis, in accordance with the provisions of the *AIX Rules* which permit *Conditional Trading of Securities* on the *AIX Market*, *AIX* may *Admit Securities* to the *AIX Market* in circumstances where the *Securities* have been allocated to the intended holders but have not been duly registered to these holders. This circumstance constitutes *Conditional Trading*. In these circumstances *AIX* may permit the *Admission* of the *Securities* to *Trading* subject to the *Securities* being duly registered in the name of the intended *Security Holders* within a prescribed time period. This condition would be set out in the *AIX* approval letter and in the event that the conditions were not satisfied within the prescribed time period, *AIX* would proceed to suspend and remove the *Securities* from trading on the *AIX Market*.

ADS 3.4.6 (G) If an *Issuer* is unable to submit all the documents required, *AIX* may, in its discretion, agree to an *Issuer* delaying the submission of the documents to coincide with the submission of the confirmations required prior to issuing written confirmation of *Approval*.

ADS 3.4.7 (R) *AIX* may waive or modify one or more requirements of this chapter for *Issuers* where appropriate provided such waiver or modification would not be unduly prejudicial to the objectives in *Rule ADS 2*.

### **ADS 3.5 (R) Integrity of information**

ADS 3.5.1 (R) An *Issuer* must ensure that all information provided to *AIX* regarding an *Application* is in all respects complete, accurate and not misleading. An *Issuer* must be open, honest and co-operative in all dealings with *AIX*.

ADS 3.5.2 (R) Except where *AIX* is considered as a *Secondary Exchange*, a *Prospectus* under the *AIX Rules* must contain the following disclaimer:

“Astana International Exchange Ltd (*AIX*) and its related companies and their respective directors, officers and employees do not accept responsibility for the content of this *Prospectus* including the accuracy or completeness of any information or statements included in it. Liability for the *Prospectus* lies with the issuer of the *Prospectus* and other persons such as *Experts* whose opinions are included in the *Prospectus* with their consent. Nor has *AIX*, its directors, officers or employees assessed the suitability of the securities to which the *Prospectus* relates for any particular investor or type of investor. If you do not understand the contents of this *Prospectus* or are unsure whether the securities are suitable for your individual investment objectives and circumstances, you should consult an authorised financial advisor.”

## **ADS 3.6 (R) Written confirmations required for *Admission***

ADS 3.6.1 (R) An *Issuer* must, as soon as possible prior to the proposed date of *Admission*, confirm to *AIX*:

- (1) that the *Securities* have been priced, allocated and issued in the manner disclosed in the *Prospectus*, if applicable, and that all documents required by *AIX* prior to *Admission* have been submitted to *AIX*;
- (2) that the *Securities* have been conditionally or unconditionally distributed to *Security Holders*;
- (3) the number of *Securities* issued and, if any change(s) from the number specified in the *Application*, an explanation for the change(s);
- (4) the number of *Security Holders* to whom the *Securities* have been issued;
- (5) that all the conditions set out in the *AIX* approval letter, if any, have been met; and
- (6) in respect of *Securities* to be traded on the *AIX Market*, that conditions for sufficient supply and demand are satisfied.

ADS 3.6.2 (R) Once an *Issuer* has satisfied *AIX* that the conditions for *Admission* have been met, *AIX* will:

- (1) issue a written confirmation to the *Issuer*;
- (2) publish its approval of the *Admission* by way of *Notice* to the *AIX Market* one (1) *Business Day* prior to *Admission*; and
- (3) *Admit* the *Securities* to *Trading*.

## **ADS 3.7 (R) Publication of *Admission* documents**

ADS 3.7.1 (R) On the day of *Admission*, an *Issuer* must publish the following documents on its website and provide copies to *AIX*:

- (1) the *Prospectus*, where applicable;
- (2) the *Offer Terms*, where applicable; and
- (3) any other document or information that *AIX* deems necessary to be disclosed to the *AIX Market*, subject to any legal or regulatory restrictions that may prohibit such disclosure.

ADS 3.7.2 (G) *AIX* may communicate the requirements to the *Issuer* by way of the *AIX* approval letter. *AIX* may also publish these documents on its website.

## **ADS 4 (R) Requirements for *Admission: Specific Securities***

### **ADS 4.1 (R) Liquidity requirements**

ADS 4.1.1 (R) In order for *Equity Securities* to be *Admitted to Trading*, conditions (in the opinion of *AIX*) for the sufficient supply and demand of such *Equity Securities* must exist in order to facilitate a reliable price formation process.

ADS 4.1.2 (R) In order to meet the necessary conditions, an *Issuer* must satisfy *AIX* that:

- (1) it will have a sufficient minimum number of bona fide *Equity Security Holders*, each holding *Equity Securities* of the *Issuer* with a value of at least USD 2,000; or
- (2) sufficient price formation will be likely to be maintained including, if appropriate, through the appointment of one or more *Market Makers*, in agreement between *AIX*, the *Market Maker* and the *Issuer*.

ADS 4.1.3 (G) *AIX* considers fifty (50) to be a sufficient minimum number of bona fide shareholders, however it may apply its discretion to permit a lower number in exceptional circumstances. For the purposes of calculating the minimum number of shareholders, *Beneficial Owners* of the *Equity Securities* may be counted. However, a shareholder of *Equity Securities* would not be considered bona fide, if for example, there are five different holders from the same address and with related names.

ADS 4.1.4 (G) Where *AIX* is considered a *Secondary Exchange*, *AIX* may take account of the liquidity on the *Primary Exchange*.

ADS 4.1.5 (G) When considering the above, the *Market Maker* has to act in accordance with the *AIX Rules* and sign a *Market Maker Agreement* with *AIX*. If the *Market Maker* does not commit to post price spreads within a maximum limit and minimum volume limits as determined by *AIX*, then *AIX* may in its discretion require the *Issuer* to engage additional *Market Makers*.

ADS 4.1.6 (G) For *Warrants*, an *Issuer* must confirm that the *Class of Securities* to which the *Warrants* relate is trading on *AIX* or has a *Primary Listing* on another exchange.

### **ADS 4.2 (R) Additional requirements for *Depository Receipts***

ADS 4.2.1 (R) *Depository Receipts* may be *Admitted* to the *AIX Market* where:

- (1) the underlying *Securities* are or will be trading on a *Primary Exchange*;
- (2) the *Issuer* of the underlying *Securities* has approved the issue of the *Depository Receipts* (i.e. by sponsoring the issue); and
- (3) an *Issuer* submits to *AIX* a copy of the depository agreement, declaration of trust or other document creating the issuance, to *AIX* prior to *Admission*.

ADS 4.2.2 (G) *AIX* requires satisfaction of the requirement under *Rule ADS 4.2.1(1)* where the underlying *Securities* are sought to be simultaneously admitted to trading on another exchange and, *AIX* would regard this *Rule* to be met if the *Admission to Trading* takes place before the *Admission to Trading* of the *Depository Receipts*

on the *AIX Market*.

ADS 4.2.3 (G) *AIX* will consider *Rule ADS 4.2.1(2)* to be met, where the *Depository Receipts* entitle the holder to convert such receipts into the underlying *Securities*.

### **ADS 4.3 (R) Pre-approval of recurring issuances of *Equity Securities***

ADS 4.3.1 (R) Where an *Issuer* intends to issue *Equity Securities* of the same *Class* on a regular basis and where prior approval of the *Issuer's* shareholders has been obtained for such arrangements, an *Issuer* may make an *Application* for the pre-approval of the *Admission* of the entire *Class* of such *Securities*.

ADS 4.3.2 (G) *Securities* referred to in this *Rule* may be issued as a result of an *Employee* share option scheme, a regular savings scheme or a dividend re-investment plan, or following the exercise of *Warrants* or of conversion rights attaching to a *Class* of *Convertible Securities*. The *Issuer* will need to consider its obligations (if any) as a *Reporting Entity* to obtain the consent of the *Securities Holders* under the *AIX Rules* for such arrangements.

### **ADS 4.4 (R) Liquidity requirements for non-*Equity Securities***

ADS 4.4.1 (R) An *Issuer* seeking to *Admit* non-*Equity Securities* must ensure that conditions for sufficient supply and demand exist to the satisfaction of *AIX* to facilitate a reliable price formation process in the *AIX Market*.

ADS 4.4.2 (G) *AIX* expects the *Issuer* to maintain an ongoing genuine investor base in the *Securities* and will generally require an *Issuer* to make a submission at the time of the *Application* as to how it will obtain and maintain a liquid *AIX Market*, e.g. by providing a *Market Maker*. *AIX* may, in its discretion, reject or impose additional conditions if an *Issuer* fails to satisfy this *Rule*. This requirement is not intended to be applied to *Securities* issued for financing purposes e.g. corporate debt.

### **ADS 4.5 (R) *Securities* issuance programmes**

ADS 4.5.1 (R) An *Application* by an *Issuer* may be made for the following *Securities* to be issued under a *Securities Issuance Programme*:

- (1) *Debt Securities*; or
- (2) *Structured Products*.

ADS 4.5.2 (R) An *Application* under a *Securities Issuance Programme* must specify a validity period of the programme and the maximum value of *Securities* which may be issued under the programme.

ADS 4.5.3 (R) *Rule MLR 17* (other than *Rule MLR 17.3*) applies to an *Application* for a *Securities Issuance Programme*, as if references to admission of *Securities* to the *Official List* were to the approval of the *Securities Issuance Programme*, and on the basis that no *ISIN* need be specified in the *Application*. If *AIX* approves the *Securities Issuance Programme*, *AIX* will *Admit to Trading* all *Securities* issued under the *Securities Issuance Programme*, subject to:

- (1) the *Prospectus* provided as part of the *Application* (if one was required) not



being older than 12 months at the time of issue of the relevant *Securities*, or if it would be, a *Supplementary Prospectus* being approved by *AIX* before the issue of the *Securities*; and

- (2) a separate *Application* being made for *Admission to Trading* of each tranche of the *Securities*, including a copy of the final *Offer Terms* and the static data in respect of the *Securities* specified in the relevant *AIX* application form, and otherwise consistent with the *Application* for approval of the *Securities Issuance Programme*.

ADS 4.5.4 (R) The documents and steps referred to in *Rule ADS 4.5.3* must be provided to *AIX* or completed (as applicable) prior to the date of intended *Admission*.

## **ADS 5 (R) Ongoing Obligations**

### **ADS 5.1 (R) Ongoing eligibility for Admission**

ADS 5.1.1 (R) To maintain ongoing eligibility for *Admission* under these *Rules*, an *Issuer* must comply with the ongoing obligations under *Rule ADS 5*.

ADS 5.1.2 (R) In order to facilitate a reliable price formation process in the *AIX Market* an *Issuer* must make reasonable efforts to ensure that conditions for sufficient supply and demand exist in its *Securities*, as determined by *AIX*.

ADS 5.1.3 (G) *Rule ADS 5.1.2* is designed to ensure that an *Issuer* has enough *Securities Holders*, and that there is a sufficient market in its *Securities*. An *Issuer* may not need to maintain a minimum number of shareholders required by these *Rules* post *Admission* so long as there is an orderly and liquid market in the *Issuer's Securities* as determined by *AIX*. In considering this *Rule*, *AIX* would generally consider the number of *Security Holders* of the *Issuer*, the number of outstanding *Securities* and the liquidity of the *Securities*.

ADS 5.1.4 (R) In the event that the conditions regarding liquidity materially deviate from *Rule ADS 5.1.2*, *AIX* may request that the *Issuer* makes all reasonable efforts to remedy the situation.

ADS 5.1.5 (G) *Rule ADS 5.1.4* may be satisfied by appointing the services of one or more *Market Makers*.

### **ADS 5.2 (R) Short form Application to admit additional Securities to trading**

ADS 5.2.1 (R) For the *Admission* of additional *Securities* which are of the same *Class* of *Securities* already *Admitted to Trading*, an *Issuer* shall comply with the following requirements:

- (1) an *Issuer* shall apply for the trading of such *Securities*, prior to their issue or as soon as practicable thereafter;
- (2) an *Issuer* should not issue such *Securities* unless the *Issuer* has made an *Application* in respect of those *Securities* and *AIX* has approved such *Application*;

- (3) in circumstances where *AIX* has pre-approved the issuance of a specified number of *Equity Securities* in accordance with the relevant *Rules*, the *Issuer* must obtain *AIX*'s confirmation of the *Admission* of all *Securities* issued pursuant to that pre-approval during each financial year. Such approval should be received by *AIX* before the end of that financial year; and
- (4) an *Issuer* must pay all fees in accordance with the fees published on the *AIX* website and updated from time to time.

ADS 5.2.2 (G) In the event that *Securities* are issued prior to the submission of an *Application* to *AIX*, *AIX* may, in its discretion, approve such *Application*. If a *Prospectus* is not required by *AIX Issuers* must submit an *Application* for admission to *AIX* at the same time as an application is made to *AIX* for listing.

## ADS 6 (R) Corporate Actions

### ADS 6.1 (R) Ordinary Shares

ADS 6.1.1 (R) An *Issuer* must have only one *Class* of ordinary *Shares Admitted* unless the additional *Class* is of partly paid ordinary *Shares* which, if fully paid, would be in the same *Class* as the fully paid ordinary *Shares*.

ADS 6.1.2 (G) *Depository Receipts* issued over an *Issuer's* ordinary *Shares*, preference shares and *Convertibles* are not considered an additional *Class* of ordinary *Shares*.

### ADS 6.2 (R) Time-limited Securities

ADS 6.2.1 (R) In the case of time-limited *Securities* an *Issuer* shall provide *AIX* with sufficient prior notice of the upcoming maturity, redemption or conversion so as to provide *AIX* with an opportunity to implement the removal of the *Securities* from the *AIX Market* on the applicable maturity, redemption or conversion date, if necessary.

ADS 6.2.2 (G) A period of ten (10) *Business Days* prior notice would usually be considered sufficient by *AIX* for the purpose of *Rule ADS 6.2.1*.

### ADS 6.3 (R) Timetables for Proposed Actions

ADS 6.3.1 (R) An *Issuer* must submit to *AIX* any announcement of the timetable for any *Proposed Action* affecting the rights of existing holders of its *Securities* which are *Admitted* on the *AIX Market* for consultation as soon as possible prior to the disclosure of the *Proposed Action*.

ADS 6.3.2 (R) An *Issuer* must notify *AIX* immediately of any proposed amendments to a timetable submitted to *AIX*, including amendment to the published details of an announcement following agreement on the amendments to the timetable with *AIX*.

ADS 6.3.3 (G) Timetables for corporate actions are set out in *Appendix 1* to these *Rules*.

## **ADS 6.4 (R) Rules that apply to all *Proposed Actions***

- ADS 6.4.1 (R) If an *Issuer* is conducting more than one *Proposed Action*, it must not have a *Record Date* to identify holders in a subsequent *Proposed Action* until a sufficient number of *Business Days* have passed since the *Securities* register has been updated for the previous one.
- ADS 6.4.2 (G) A period of three (3) *Business Days* would usually be considered sufficient by *AIX* for the purpose of *Rule ADS 6.4.1*.
- ADS 6.4.3 (R) An *Issuer* may not declare a *Record Date* for any *Proposed Action* until after the expiry of any outstanding *Record Date*.
- ADS 6.4.4 (G) A period of six (6) *Business Days* after its last *Record Date* would usually be considered sufficient by *AIX* for the purpose of *Rule ADS 6.4.3*.
- ADS 6.4.5 (R) If an *Issuer* requires the approval of *Security Holders* to undertake any other *Proposed Action*, the *Record Date* in respect of the *Proposed Action* must be notified to *AIX* after the approval of *Security Holders* was obtained.
- ADS 6.4.6 (G) A period of seven (7) *Business Days* after the approval of *Security Holders* would usually be considered sufficient by *AIX* for the purpose of *Rule ADS 6.4.5*.

## **ADS 6.5 (R) Reorganisation of *Securities***

- ADS 6.5.1 (R) If an *Issuer* proposes to reorganise its issued capital structure, it must provide *AIX* with sufficient prior notice to ensure that an orderly market is maintained in its *Securities*.
- ADS 6.5.2 (R) If an *Issuer* proposes to reorganise its issued capital structure, it must disclose the following information to *AIX* as soon as possible and allow *AIX* sufficient time to consider the information and to approve or decline the proposed corporate action:
- (1) the effect of the proposal on the number of *Securities* in issue;
  - (2) the proposed treatment of fractional entitlements; and
  - (3) the proposed treatment of any *Convertible Securities*.

## **ADS 7 (R) AIX Powers and Requirements**

### **ADS 7.1 (R) Information to *AIX***

- ADS 7.1.1 (R) An *Issuer* must provide *AIX* with any information, documentation or explanation that *AIX* requests to confirm that an *Issuer* is in compliance with these *Rules*, within the time period specified by *AIX*.
- ADS 7.1.2 (R) *AIX* may at any time vary or revoke a decision it has made under the *Rules*. Any such revocation has effect from the date specified by *AIX* in writing to the *Issuer*.

## ADS 7.2 (R) Suspension and removal from trading

- ADS 7.2.1 (R) *AIX* will remove or impose a **Trading Suspension** in *Securities* from the *AIX Market* if directed to do so by the *AFSA* pursuant to **Section 58** of the *AIFC Framework Regulations*.
- ADS 7.2.2 (R) *AIX* may impose a **Trading Suspension** in *Securities* on the *AIX Market* with immediate effect, or from such date and time as may be specified, if *AIX* deems it necessary in order to prevent a disruption to an orderly *AIX Market* by events such as:
- (1) technical failure, discontinuity in whole or in part of the trading, clearing or settlement systems;
  - (2) inability for *Members* to connect to the trading, clearing or settlement systems;
  - (3) a disaster recovery or business discontinuity event; and
  - (4) the triggering of circuit breakers or trading freezes.
- ADS 7.2.3 (R) *AIX* may, impose a **Trading Suspension** or remove an *Issuer's Securities* from trading if:
- (1) the *Issuer* is unable or unwilling to comply with, or breaches any provision of these **Rules**;
  - (2) there are no longer any of the *Issuer's Securities* in issue; or
  - (3) trading of the *Issuer's Securities* may be detrimental to the orderly operation of the *AIX Market*, or to the reputation of *AIX*.
- ADS 7.2.4 (G) *AIX* will notify an *Issuer* of its decision to remove or suspend trading in a *Security* from the *AIX Market*.
- ADS 7.2.5 (G) *AIX* will normally wish to inform an *Issuer* that it intends to remove or suspend trading in advance. However, there may be circumstances, particularly when the *AIX Market* is open, where this may not be possible, and *AIX*, may not be able to provide prior notice to the *Issuer*.
- ADS 7.2.6 (R) *AIX* will provide written reasons for its decision to remove or suspend trading in a *Security* to an *Issuer* upon request.
- ADS 7.2.7 (R) Where trading has been suspended, *AIX* may impose such conditions as it considers appropriate prior to resumption of trading.
- ADS 7.2.8 (R) An *Issuer* must continue to comply with these **Rules**, even if its *Securities* are subject to a **Trading Suspension**.
- ADS 7.2.9 (R) *AIX* will make a public disclosure of a **Trading Suspension** or a lifting of a **Trading Suspension** or removal of the *Issuer's Securities* or readmission to trading.
- ADS 7.2.10 (R) Pursuant to **Rule 3.3.3 (Suspension or removal from trading of associated derivatives)** of the *AIFC AMI Rules*, where *AIX* suspends or removes any

*Security* from trading on its facilities, it must also suspend or remove from trading on its facilities any *Derivative* that relates to or is referenced to that *Security* where that is required to support the objectives of the suspension or removal of trading of that *Security*.

ADS 7.2.11 (R) Pursuant to **Rule 3.3.2 (Limitation on power to suspend or remove Securities or Units in a Listed Fund from trading)** of the **AIFC AMI Rules**, **AIX** may not suspend or remove from trading on its facilities any *Security* or *Unit* in a **Listed Fund** which no longer complies with its rules, where such step would be likely to cause significant damage to the interests of investors or the orderly functioning of the financial markets.

### **ADS 7.3 (R) Voluntary removal from the market and time-limited Securities**

ADS 7.3.1 (R) An *Issuer* may voluntarily request removal of its *Securities* from trading on the **AIX Market**.

ADS 7.3.2 (R) An *Issuer* requesting voluntary removal of its *Securities* from trading on the **AIX Market** must apply to **AIX** in writing, before the date of removal.

ADS 7.3.3 (G) A period of twenty (20) **Business Days** before the date of removal would usually be considered sufficient by **AIX** for the purpose of **Rule ADS 7.3.2**.

ADS 7.3.4 (R) Prior to being removed from trading on the **AIX Market**, *Issuers* must ensure that all outstanding subscriptions, charges, fees or other sums due to **AIX** are paid in full.

### **ADS 7.4 (R) Failure to pay annual fees**

ADS 7.4.1 (R) If an *Issuer* fails to pay its annual **Admission to Trading** fee to **AIX**, **AIX** may in its discretion take such enforcement action as it deems appropriate.

### **ADS 7.5 (R) Takeovers**

ADS 7.5.1 (R) In the event of a merger or a **Takeover** of the *Issuer*, which results in the *Securities* of the *Issuer* no longer being eligible to maintain an **Admission to Trading**, the *Issuer* must contact **AIX** to agree on a timetable for the removal of the *Securities*.

### **ADS 7.6 (R) Disciplinary proceedings and appeals**

ADS 7.6.1 (R) Where **AIX** determines that an *Issuer* has contravened any provision of these **Rules** **AIX** may impose the sanctions envisaged under **DCR 1.2**.

ADS 7.6.2 (R) Appeals against decisions of **AIX** must be made by service of a written notice to **AIX** after the issuance of the decision by **AIX** or the **Disciplinary Committee**, as appropriate.

ADS 7.6.3 (G) Further detail regarding **AIX's Disciplinary Committee** and **Appeals Committee** procedures are set out in the **AIX Disciplinary Committee Rules**.

Appendix 1		Timetables for Corporate Actions (see <i>Rule ADS 6.3</i> )
<p><b>Note:</b>  <i>AIX Equity Securities</i> trade on a T+2 cycle (on the trading platform of the <i>AIX</i> systems), as reflected in the timetables below (with an <i>Ex-date</i> normally set as one (1) <i>Business Day</i> before the <i>Record Date</i>).</p>		
<b>(A) Dividends or Distributions</b>		
Action	Time Limit	Business Day
<p><i>Issuer</i> announces dividend or distribution and <i>Record Date</i>. <i>Securities</i> quoted on a ‘cum’ basis.</p> <p>If a dividend or distribution is to be paid for a half year or full year period, disclosure is to be included in the relevant report. Notification of a bonus share plan that operates on the dividend must be given at the same time as this announcement.</p>	<p>Note: <i>Securities</i> are quoted on an ‘ex’ basis one (1) <i>Business Day</i> before the <i>Record Date</i> (i.e., day six (6)). If the <i>Record Date</i> falls on a non-settlement day the <i>Ex-date</i> will be two (2) <i>Business Days</i> before the <i>Record Date</i>.</p>	0
<i>Record Date</i> to identify <i>Security Holders</i> entitled to the dividend (distribution).	At least five (5) <i>Business Days</i> after announcement of the <i>Record Date</i> .	5
Date of dividend (distribution payment).	Any time after the <i>Record Date</i> .	
<b>(B) Interest Payments on Debentures</b>		
Action	Time Limit	Business Day
<i>Issuer</i> announces <i>Record Date</i> and interest payment entitlement.		0
<i>Record Date</i> to identify <i>Security Holders</i> entitled to payment.	At least five (5) <i>Business Days</i> after announcement of the <i>Record Date</i> .	5
Date of interest payment	<p>Any time after the <i>Record Date</i>.</p> <p><b>Guidance:</b> Generally, interest paying <i>Securities</i> will have a fixed coupon payment schedule (disclosed in a <i>Prospectus</i> or offer document).</p>	
<b>(C) Bonus Issues</b>		

Action	Time Limit	Business Day
<i>Issuer</i> announces bonus issue		
<p>The latest of:</p> <ol style="list-style-type: none"> <li><i>Issuer</i> announcing the bonus issue;</li> <li><i>Issuer</i> disclosing an offer document or offer information statement; and</li> <li><i>Security Holders'</i> approval (if required).</li> </ol> <p>Note: <i>Securities</i> are quoted on an 'ex' basis one (1) <i>Business Day</i> before the <i>Record Date</i> (i.e., Day six (6)). If the <i>Record Date</i> falls on a non-settlement day the <i>Ex-date</i> will be two (2) <i>Business days</i> before the <i>Record Date</i>.</p>	At least seven (7) <i>Business Days</i> before the <i>Record Date</i> .	0
<i>Record Date</i> to identify <i>Security Holders</i> .	At least seven (7) <i>Business Days</i> .	7
Date bonus <i>Securities</i> are issued.	Any time after the record date.	
<b>(D) Pro rata Issues (Non-Renounceable)</b>		
<p>Note:</p> <p><i>All Issuers must consult with AIX prior to the publication of a timetable to ensure that the timetable is acceptable to AIX.</i></p>		
Action	Time Limit	Business Day
<i>Issuer</i> announces pro rata issue. <i>Note: Securities are quoted on a 'cum' basis.</i>		
<p>The latest of:</p> <ul style="list-style-type: none"> <li><i>Issuer</i> announcing the pro rata issue;</li> <li><i>Issuer</i> disclosing an offer document or offer information statement; and</li> <li><i>Security Holders'</i> approval (if required).</li> </ul> <p><i>Note: A Security Holders' meeting may be required to increase the number of Shares on issue.</i></p>	Prior to the commencement of trading on the day that is at least six (6) <i>Business Days</i> before the <i>Record Date</i> .	0
<i>Issuer</i> sends notice to <i>Security Holders</i> containing the relevant approval information. <i>Note: Details of the timetable (i.e., 'Ex' date and acceptance date) and a statement that the offer document is available on AIX website is to feature prominently.</i>	At least five (5) <i>Business Days</i> before the <i>Record Date</i> .	1

<p><b>'Ex' date.</b></p> <p>Note: <i>Securities</i> are quoted on an 'ex' basis one (1) <b>Business Day</b> before the <b>Record Date</b> (i.e., Day five (5)). If the <b>Record Date</b> falls on a non-settlement day the <b>Ex-date</b> will be two (2) <b>Business Days</b> before the <b>Record Date</b>.</p>	<p>One (1) <b>Business Day</b> before the <b>Record Date</b></p>	<p>5</p>
<p><b>Record Date</b> to identify <b>Security Holders</b> entitled to participate in the issue.</p>	<p>At least six (6) <b>Business Days</b>.</p>	<p>6</p>
<p><b>Issuer</b> sends offer document (including entitlement and acceptance forms) to <b>Persons</b> entitled. <b>Issuer</b> announces that offer has been sent to <b>Security Holders</b>.</p>	<p>No more than four (4) <b>Business Days</b> after <b>Record Date</b>.</p>	<p>10</p> <p>Note: the offer document can be sent to <b>Security Holders</b> as early as day seven (7) and no later than day ten (10).</p>
<p>Acceptances close at 5pm. At least six (6) <b>Business Days'</b> notice must be given to extend the date.</p>	<p>At least ten (10) <b>Business Days</b> after the <b>Issuer</b> announces that the offer document has been sent.</p>	<p>17</p>
<p>Additional <b>Securities</b> issued.</p>	<p>Any time after record date.</p>	
<p><b>(E) Pro rata Issues (Renounceable)</b></p>		
<p>Note:</p> <p><i>All Issuers must consult with AIX prior to the publication of a timetable to ensure that the timetable is acceptable to AIX.</i></p>		
<p><b>Action</b></p>	<p><b>Time Limit</b></p>	<p><b>Business Day</b></p>
<p><b>Issuer</b> announces pro rata issue Note: <i>Securities are quoted on a 'cum' basis.</i></p>		
<p>The latest of:</p> <ul style="list-style-type: none"> <li>• <b>Issuer</b> announcing the pro rata issue;</li> <li>• <b>Issuer</b> disclosing an offer document or offer information statement; and</li> <li>• <b>Security Holders'</b> approval (if required).</li> </ul> <p>Note: A <b>Security Holders'</b> meeting may be required to increase the number of <b>Shares</b> on issue.</p>	<p>Prior to the commencement of trading on the day that is at least six (6) <b>Business Days</b> before the <b>Record Date</b>.</p>	<p>0</p>



<p><b>Issuer</b> sends notice to <b>Security Holders</b> containing the relevant approval information.</p> <p>Note: Details of the timetable (i.e., '<b>Ex</b>' date, rights trading period and acceptance date) and a statement that the offer document is available on <b>AIX</b> website is to feature prominently.</p>	<p>At least five (5) <b>Business Days</b> before the <b>Record Date</b>.</p>	<p>1</p>
<p><b>'Ex</b>' date.</p> <p>Note: <b>Securities</b> are quoted on an 'ex' basis and rights trading starts one (1) <b>Business Day</b> before the <b>Record Date</b> (i.e., Day five (5)). If the <b>Record Date</b> falls on a non-settlement day the <b>Ex-date</b> will be two (2) <b>Business days</b> before the <b>Record Date</b>.</p>	<p>Three (3) <b>Business Days</b> before the <b>Record Date</b>.</p>	<p>3</p>
<p><b>Record Date</b> to identify <b>Security Holders</b> entitled to participate in the issue.</p>	<p>At least six (6) <b>Business Days</b>.</p>	<p>6</p>
<p><b>Issuer</b> sends offer document (including entitlement and acceptance forms on a 'nil paid' basis) to persons entitled. <b>Issuer</b> announces that offer has been sent to <b>Security Holders</b>.</p>	<p>No more than four (4) <b>Business Days</b> after <b>Record Date</b>.</p>	<p>10</p> <p>Note: The offer document can be sent to <b>Security Holders</b> as early as day seven (7) and no later than day ten (10).</p>
<p>Rights trading ends.</p>	<p>Five (5) <b>Business Days</b> before applications close.</p>	<p>12</p>
<p>Acceptances close at 5pm. At least six (6) <b>Business Days</b>' notice must be given to extend the date.</p>	<p>At least ten (10) <b>Business Days</b> after the <b>Issuer</b> announces that the offer document has been sent.</p>	<p>17</p>
<p><b>Issuer</b> announces any under subscription.</p> <p>Note: An <b>Issuer</b> may conduct a 'mop up' facility in respect of the entitlements that have not been sold or have acceptances lodged.</p>	<p>No more than three (3) <b>Business Days</b> after the application closing date.</p>	<p>20</p>
<p>Additional <b>Securities</b> issued.</p>	<p>Any time after record date.</p>	

<b>(F) Reorganisation of Capital Structure</b>		
<b>Action</b>	<b>Time Limit</b>	<b>Business Day</b>
<i>Issuer</i> announces reorganisation. <i>Issuer</i> sends out notices for <i>Security Holders'</i> meeting.	Before Day 0.	
<p><i>Issuer</i> announces that <i>Security Holders</i> have approved reorganisation. If the details of holdings change as a result of the reorganisation, last day for trading in pre-reorganised <i>Securities</i>.</p> <p>Note: Details of holdings will change where there is a change to the number of <i>Securities</i>, a change to the exercise price of <i>Warrants</i>, or a change to the par value (if any) of the <i>Securities</i>.</p>		0
If the reorganisation involves a return of capital, trading in the reorganised <i>Securities</i> on an 'ex return of capital' basis.	The next <i>Business Day</i> after <i>Security Holder</i> approval, or a date <i>AIX</i> agrees to.	1
If the reorganisation involves a return of capital, <i>Record Date</i> . If details of holdings change as a result of the reorganisation, last day for <i>Issuer</i> to register transfers on a pre-reorganisation basis.	Four (4) <i>Business Days</i> after trading on an 'ex return of capital' basis starts.	5
If the details of holdings change, first day for <i>Issuer</i> to send notice to each <i>Security Holder</i> .		6
Note: Notice tells each holder the numbers of <i>Securities</i> held before and after the reorganisation.		
Last day for <i>Issuer</i> to send notice to each <i>Security Holder</i> .		10

# AIX Market Disclosure Rules

## MDR AIX Market Disclosure Rules

### MDR 1 (R) Application

- MDR 1.1 (G) These **Rules** are made pursuant to **Section 2.8 of the AIFC AMI Rules** and provide support for **Part 5** and **Part 6** of the **AIFC MAR Rules**.
- MDR 1.2 (R) These **Rules** apply to every **Reporting Entity** (subject to **Rule LFR 1.3** in the case of a **Listed Fund**).
- MDR 1.3 (R) The requirements in this section do not apply to a **Reporting Entity** if the relevant market disclosure has already been made in relation to the **Securities** either by another **Person** or in relation to other **Securities**.
- MDR 1.4 (G) The **Rules** in **Rule MDR 2** below (**Disclosure of Inside Information**) support and do not replace the **Rules** in **Sections 6.1** and **6.2** of the **AIFC MAR Rules** (**Public disclosure of Inside Information** and **Insider lists**). **Reporting Entities** are required to comply with both the **Rules** in **Rule MDR 2** below and **Sections 6.1** and **6.2** of the **AIFC MAR Rules**.
- MDR 1.5 (G) (1) This chapter sets out the obligations of **Reporting Entities** to disclose and control information in order to protect actual and potential investors and to maintain a fair, informed and orderly market in **Securities**. This chapter also sets out the limited circumstances under which a **Reporting Entity** may selectively disclose **Inside Information**, delay public disclosure and control access to such information in order to limit the potential market abuse.
- (2) **AIX** recognises the importance to the market of accurate, up-to-date information about **Reporting Entities**. **Reporting Entities** are therefore required to disseminate **Inside Information** as soon as possible. Where these obligations are not met and **AIX** considers it appropriate, **AIX** may seek one or more sanctions.
- MDR 1.6 (R) A **Reporting Entity** that fails to comply with any applicable provisions in **AIFC MAR Rules 5** and **6** is to be treated as failing to comply with these **Rules** and hence may be subject to disciplinary or other action by **AIX** in accordance with **DCR**.

### MDR 2 (R) Disclosure of *Inside Information*

#### MDR 2.1 (R) Timely disclosure

- MDR 2.1.1 (R) A **Reporting Entity** must make timely public disclosure of **Inside Information** in accordance with the requirements in this section.
- MDR 2.1.2 (R) A **Reporting Entity** must ensure that the disclosure it makes pursuant to **Rule MDR 2.1.1** is not misleading, false or deceptive and does not omit anything likely to affect the import of the information.
- MDR 2.1.3 (R) For the purposes of complying with the requirement in **Rule MDR 2.1.1**, the **Reporting Entity** must, subject to **Rule MDR 2.3** and **2.4**, make disclosure as soon as possible and in the manner specified in **Rule MDR 7**.
- MDR 2.1.4 (G) (1) A **Reporting Entity** is required to publicly disclose **Inside Information** as soon as possible. In practice, a short period before announcing **Inside Information** is permitted where a **Reporting Entity** is affected by an unexpected event and the

**Reporting Entity** needs to clarify the situation or take legal advice so that any information released is accurate and not misleading. Any delay should be limited to a period no longer than is reasonably necessary in the circumstances. Where there is a danger of the information leaking out in the meantime, the **Reporting Entity** should make a holding announcement giving an outline of the subject matter of the announcement, the reasons why a full announcement cannot yet be made and undertaking to make a full announcement as soon as possible.

- (2) For the disclosure to be not misleading, false or deceptive, a **Reporting Entity** should provide information that is accurate, factual and complete. Any incomplete or inaccurate information, such as omission of relevant information, would be misleading or deceptive. Information should be provided in an easy to understand manner and not for promotional purposes. The use of imprecise and confusing language such as ‘double digit’ or ‘in excess of last year’ should be avoided as it does not allow investors to properly assess the information for the purpose of making an informed decision relating to the relevant **Securities**.
- (3) Where a **Reporting Entity** realises that it has or may have breached its continuous disclosure obligations, it should contact **AIX** to discuss the matter and seek guidance on remedying the situation and on taking steps to ensure that similar breaches are prevented from recurring.
- (4) A confidentiality agreement should not prevent an entity from complying with its obligations relating to the disclosure of **Inside Information**.
- (5) If, for any reason, a **Reporting Entity** is unable, or unwilling to make a holding announcement it may be appropriate for the **Reporting Entity** to file a report pursuant to **Rule MDR 2.5** and for the trading of its **Securities** to be suspended until the **Issuer** is in a position to make an announcement.
- (6) Identifying **Inside Information**

**Inside Information** is defined in **AIFC MAR Rules 5.2**.

#### Financial forecasts and expectations

- (7) Where a **Reporting Entity** makes a market announcement, which includes a profit or revenue forecast, such forecasts become, as soon as made, factored into the market pricing of the relevant **Securities**. If the **Reporting Entity** becomes aware that there is likely to be a material difference between the forecast and the true outcome, the **Reporting Entity** should make an announcement correcting the forecast as soon as possible so that the market pricing reflects the accurate position.
- (8) In relation to financial forecasts published by a **Reporting Entity**, **AIX** considers that circumstances giving rise to a variation from the previous one should generally be considered **Inside Information** and should be disclosed by the **Reporting Entity** as soon as possible. Even where a **Reporting Entity** has not made a previous forecast, circumstances giving rise to a variation of profit or revenue from the previous corresponding reporting period should be disclosed where such circumstances would have a significant effect on the price of relevant **Securities**. Generally, a change of 10 per cent or more is a material change, but in some circumstances, a smaller variation may also be disclosable if it would reasonably be considered to have a significant effect on the price of the relevant **Securities**.

- (9) In making such disclosure, the **Reporting Entity** should provide clear details of the extent of the variation. For example, a **Reporting Entity** may indicate that, based on management accounts, its expected net profit will be an approximate amount (e.g. approximately US\$15 million) or alternatively within a stated range (e.g. between US\$14m and US\$16m). Alternatively, a **Reporting Entity** may indicate an approximate percentage movement (e.g. up or down by 35 per cent).

Relationship between continuous disclosure and periodic disclosures

- (10) Periodic disclosures by **Reporting Entities** are required in a number of circumstances, and examples can include semi-annual and annual reports and financial statements, prospectuses, bidder's statements and target's statements.
- (11) In the course of preparing these disclosure documents, **Reporting Entities** may become aware of **Inside Information** which was previously insufficiently precise to warrant disclosure. In such circumstances, a **Reporting Entity** should not defer releasing that information until the periodic disclosure or other document is finalised. In such circumstances, a **Reporting Entity** is expected to make an announcement containing the **Inside Information** as soon as possible.

Concurrent disclosure on AIX and other **Regulated Exchanges**

- (12) **Reporting Entities** with **Securities** of a *different Class* admitted to trading on other **Regulated Exchange** should ensure that the release of announcements containing **Inside Information** is co-ordinated across jurisdictions and made to such **Regulated Exchange** and **AIX** at the same time.

**Reporting Entities** with **Securities** of the *same Class* admitted to trading in other **Regulated Exchange** must announce to **AIX** any information released to such **Regulated Exchange** at the same time as the information is released to that other **Regulated Exchange**. If the requirements of the other **Regulated Exchange** for disclosure are stricter than in the **AIFC** and **AIX**, the **Reporting Entity** must ensure that the same information is released in **AIX** and **AIFC** as in that other **Regulated Exchange**.

- (R) (13) If a **Reporting Entity** that has its **Securities** of the same *Class* admitted to trading on an **Equivalent Regulated Exchange** as a **Primary Listing** complies with the corresponding requirements of market disclosure rules and regulations in the jurisdiction of such **Equivalent Regulated Exchange**, it will not be required to make any additional disclosure under these **AIX Market Disclosure Rules** beyond those disclosures such **Reporting Entity** makes in the jurisdiction of such **Equivalent Regulated Exchange**, provided that the same information is released on **AIX** at the same time as in that other jurisdiction, subject to **Rule MDR 7** in relation to the manner of market disclosure and **Rule BRG 6.1** in relation to the use of the English language. Notwithstanding that, **AIX**, in its reasonable discretion, may require the **Reporting Entity** to make additional disclosures when necessary to protect the interests of investors or for other lawful purposes.

If a **Reporting Entity** is in breach of the requirements of, or is released from, disclosure obligations (as a result of delisting or otherwise) under, market disclosure rules and regulations in the jurisdiction of the relevant **Equivalent Regulated Exchange**, the **Reporting Entity** must comply with all relevant market disclosure rules set in the **AIFC MAR Rules** and these **AIX Rules**.

- (R) (14) **Reporting Entities** must not delay an announcement in the **AIFC** in order to wait for a market to open in another jurisdiction, subject to the following provisions of this **Rule MDR 2.1.4(14)**.

When *AIX* is a *Secondary Exchange* and the *AIX Market* opens earlier than the *Primary Exchange*, the *Reporting Entity* must inform *AIX* of the proposed time of the upcoming disclosure of the *Price Sensitive Information* before the *AIX Market* opens. *AIX* shall not disclose such information earlier than the time advised for its release to the *Primary Exchange*, and may consider whether to suspend trading of the *Securities* of the *Reporting Entity* until such release.

If the *Reporting Entity* is required to notify information to *AIX* at a time when *AIX* is not open for business, it must distribute the information as soon as possible to *AIX* for release as soon as it opens.

## **MDR 2.2 (R) Delaying disclosure**

A *Reporting Entity* may delay market disclosure of *Inside Information* so as not to prejudice its legitimate interests provided that:

- (a) the conditions of *AIFC MAR Rules 6.1.3* are met; and
- (b) if the information is to be selectively disclosed to a *Person* prior to market disclosure, disclosure is made in accordance with the requirements in *Rule MDR 2.3*.

## **MDR 2.3 (R) Selective disclosure**

MDR 2.3.1 (R) For the purposes of *Rule MDR 2.2(b)*, a *Reporting Entity* may selectively disclose *Inside Information* to a *Person* prior to making market disclosure of such information only if:

- (a) it is for the purposes of the exercise by such a *Person* of his/her employment, profession or duties;
- (b) that *Person* owes to the *Reporting Entity* a duty of confidentiality, whether based on law, contract or otherwise; and
- (c) the *Reporting Entity* has provided to that *Person*, except where that *Person* is an authorised representative of *AIX* or the *AFSA*, a written notice as specified in *Rule MDR 2.3.3*.

MDR 2.3.2 (R) For the purposes of *Rule MDR 2.3.1(a)*, the *Persons* whose exercise of employment, profession or duties may warrant selective disclosure are as follows:

- (a) any adviser and underwriter;
- (b) an agent employed by the *Reporting Entity* to release the information;
- (c) persons with whom the *Reporting Entity* is negotiating with a view to effecting a transaction or raising finance, including prospective underwriters, providers of finance or loans or the placement of the balance of a rights issue not taken up by shareholders;
- (d) *AIX*, *AFSA* or another *Financial Services Regulator* where such disclosure is necessary or desirable for the regulator to perform its functions;
- (e) a *Person* to whom the *Reporting Entity* discloses information in accordance with a lawful requirement;
- (f) a major shareholder of the *Reporting Entity*; or

- (g) any other *Person* to whom it is necessary to disclose the information in the ordinary course of business of the *Reporting Entity*.
- MDR 2.3.3 (R) For the purposes of *Rule MDR 2.3.1(c)*, the *Reporting Entity* must, before making disclosure to a *Person*, provide to that *Person* a written notice that:
- (a) the information is provided in confidence and must not be used or be allowed to be used for a purpose other than the purpose for which it is provided; and
  - (b) the recipient must take reasonable steps to ensure that the recipient or any *Person* having access to the information through the recipient does not deal in the relevant *Securities*, or any other related *Investment*, or disclose such information without legitimate reason, prior to market disclosure of that information by the *Reporting Entity*.
- MDR 2.3.4 (R) Where a *Reporting Entity* makes selective disclosure of *Inside Information* pursuant to *Rule MDR 2.3.1*, it must ensure that a full announcement is made to the market as soon as possible, and in any event, when it becomes aware or has reasonable grounds to suspect that such information has or may have come to the knowledge of any *Person* or *Persons* other than those to whom the selective disclosure was made.
- MDR 2.3.5 (G) (1) It is likely that *Inside Information* will be made known to certain *Employees* of the *Reporting Entity*. A *Reporting Entity* should put in place procedures to ensure that *Employees* do not disclose such information, whether or not inadvertently, and that *Employees* are adequately trained in the identification and handling of *Inside Information*. A *Reporting Entity* should, in compliance with *Rule MDR 2.5*, also establish and maintain an insider list.
- (2) *Rule MDR 2.3* does not excuse a *Reporting Entity* from its overriding obligation to disclose *Inside Information* as soon as possible pursuant to *Rule MDR 2.1*. A *Reporting Entity* which proposes to delay public disclosure of *Inside Information* should refer to *Rule MDR 2.2*, which sets out the limited circumstance in which delaying disclosure is permitted.

### **Control of *Inside Information***

- MDR 2.4 (R) A *Reporting Entity* must establish effective arrangements to deny access to *Inside Information* to *Persons* other than those who require it for the exercise of their functions within the *Reporting Entity*.
- MDR 2.5 (R) A *Reporting Entity* must establish and maintain adequate systems and controls to enable it to identify at all times any *Person* working for it under a contract of employment or otherwise, who has or may reasonably be likely to have access to *Inside Information* relating to the *Reporting Entity*, whether on a regular or occasional basis, and must maintain a list of all such *Persons* as will comply with *Rule 6.2* of *AIFC MAR Rules*.
- MDR 2.6 (R) A *Reporting Entity* must take the necessary measures to ensure that its *Directors* and *Employees* who have or may have access to *Inside Information* acknowledge the legal and regulatory duties entailed, including dealing restrictions in relation to the *Reporting Entity's Securities* or any related *Investments*, and are aware of the sanctions attaching to the misuse or improper use or circulation of such information.
- MDR 2.7 (R) A *Reporting Entity* must nominate two individuals to be its main points of contact with *AIX* in relation to continuing disclosure and other obligations under this chapter and notify *AIX* if the main points of contacts are changed.
- (G) Framework for handling *Inside Information*



- (1) The responsibility for ensuring that a **Reporting Entity** has an adequate overall policy on the handling of **Inside Information** lies with the board of **Directors** of the **Reporting Entity**. Whilst responsibility for compliance with the continuing obligations set out in the **Rules** lies with the **Reporting Entity**, **Directors** should be aware that they may be held personally liable for breaching these **Rules**.
- (2) **Reporting Entities** should have a consistent procedure for assessing whether information is **Inside Information** and should clearly identify those within the **Reporting Entity** who are responsible for the communication of this information to the market.
- (3) **Reporting Entities** should put in place arrangements for maintaining the confidentiality of **Inside Information** before announcement. These should include adequate training for **Employees** in the handling, distribution and announcement of **Inside Information** as appropriate. **Reporting Entities** should, for example, guard against the risk of **Inside Information** being leaked to the market through selective disclosure of internal briefings or via trade journals. Where the **Reporting Entity** considers that this may have occurred, an announcement should be made immediately.

(4) Inadvertent disclosure

In situations where the **Reporting Entity** will be open to questioning that may be designed to elicit or may have the effect of eliciting **Inside Information** (such as during shareholders' meetings or dealing with analysts or journalists), the **Reporting Entity** should plan in advance how it will respond to such questions.

- MDR 2.8 (R) Where another **Person** acting on behalf or on the account of the **Reporting Entity** assumes the task of drawing up and updating the insider list, the **Reporting Entity** remains fully responsible for complying with these **Rules MDR 2.4 to 2.7**.

## MDR 3 Disclosure of Interests by *Connected Persons*

- MDR 3.1 (G) **AIX** requires certain persons connected to a **Reporting Entity** to file with **AIX** and the **Reporting Entity** a report in accordance with the requirements prescribed in the **Rules**.

(R) Application

This section applies to a **Connected Person** of a **Reporting Entity** in respect of **Equity Securities**.

### MDR 3.2 (R) Definitions

- (1) A **Person** is hereby prescribed as a **Connected Person** of a **Reporting Entity** if that **Person**:
  - (a) is a **Director** or an individual involved in the senior management of either:
    - (i) the **Reporting Entity**; or
    - (ii) a controller of the **Reporting Entity**; or
  - (b) owns, whether legally or beneficially, or controls, whether directly or indirectly, voting **Equity Securities** carrying more than 5 per cent of the voting rights attaching to all the voting **Equity Securities** of either:

- (i) the *Reporting Entity*; or
  - (ii) a controller of the *Reporting Entity*.
- (2) In (1), a *Person* is a controller of a *Reporting Entity* if that *Person* (the first person), either alone or with his/her *Associates*, controls the majority of the voting rights in, or the right to appoint or remove the majority of the board of *Directors* of, the *Reporting Entity* or any *Person* who has similar control over the first person, including an ultimate controller of the first person.
- (3) For the purposes of determining whether a *Person*:
- (a) owns or controls voting *Equity Securities* in (1)(b); or
  - (b) controls the voting rights in or the right to appoint or remove the majority of the board of *Directors* of a *Reporting Entity* or a controller of a *Reporting Entity* in (2), any *Equity Securities* held by that *Person* and his/her *Associates*, including those in which that *Person* or an *Associate* of that *Person* has a beneficial interest, are deemed as his/her *Equity Securities* except as specified in (4).
- (4) For the purposes of (3), *Equity Securities* are not deemed as his/her *Equity Securities* where:
- (a) any such *Equity Securities* are held by that *Person* on behalf of another *Person* who is not an *Associate* of that *Person*; and
  - (b) the *Person* does not have control over the voting rights attaching to the *Equity Securities* because some other *Person* exercises those rights or manages those *Equity Securities* on a discretionary basis.
- (5) A *Person* is not a *Connected Person* of a *Reporting Entity* merely by reason that:
- (a) its *Structured Products* are admitted to trading on an *Authorised Market Institution*; or
  - (b) such *Person*:
    - (i) owns or holds voting *Equity Securities* solely in its capacity as trustee, nominee or custodian under an agreement to hold such *Equity Securities*; and
    - (ii) does not exercise any voting or other rights associated with the *Equity Securities* except in accordance with the express instructions of the owner of the *Equity Securities* or in accordance with the agreement in (i).

### **MDR 3.3 (R) Events that Trigger a Report**

- MDR 3.3.1 (R) A *Connected Person* must file the report required by AIX and the *Reporting Entity* within five (5) *Business Days* of the occurrence of any of the events prescribed in *Rule MDR 3.3.2* and *3.3.3* and file such report also with the *AFSA*.
- MDR 3.3.2 (R) In the case of a *Person* who is a *Connected Person* under *Rule MDR 3.2(1)(a)*, that *Person* must file the report:
- (a) upon becoming or ceasing to be a *Director* of the *Reporting Entity* or a controller of the *Reporting Entity*;

- (b) upon acquiring or ceasing to hold either alone or with an *Associate* of the *Person* any *Securities* or other *Investments* in or relating to the *Reporting Entity* or a controller of the *Reporting Entity*; and
- (c) upon any increase or decrease of the level of an interest referred to in (b).

MDR 3.3.3 (R) In the case of a *Person* who is a *Connected Person* under *Rule MDR 3.2(1)(b)*, that *Person* must file the report:

- (a) upon acquiring or ceasing to hold voting *Equity Securities* carrying more than 5 per cent of the voting rights attaching to all voting *Equity Securities* of either the *Reporting Entity* or a controller of the *Reporting Entity*; and
- (b) upon an increase or decrease of at least 1 per cent of the level of interest previously reported pursuant to (a).

MDR 3.3.4 (R) *Derivatives* giving entitlement to *Equity Securities*

For the purposes of *Rules MDR 3.2* and *3.3*, a *Person* is taken to hold *Equity Securities* or *Investments* in or relating to a *Reporting Entity*, if the *Person* holds a *Derivative* or any other *Financial Instrument* that on its maturity will confer on him/her:

- (a) an unconditional right to acquire the *Equity Security* or *Investment*; or
- (b) the discretion as to his/her right to acquire the *Equity Security* or *Investment*.

## MDR 3.4 (R) Content of the report

A report filed by a *Connected Person* must contain the following information:

- (a) the name and address of the *Connected Person*;
- (b) the reason for the notification;
- (c) the name of the relevant *Reporting Entity*;
- (d) a description and the identifier of the *Equity Security* or other *Investment*;
- (e) the date on which the event giving rise to the obligation to file a report occurred;
- (f) the date on which the filing was made; and
- (g) the price, amount and *Class* of *Equity Securities* or other *Investments* as is relevant in relation to the transaction or other event and the previous and new level of interest held.

## MDR 3.5 (R) Market disclosure

Upon a *Connected Person* filing a report with the *Reporting Entity*, the *Reporting Entity* must, as soon as possible and in any event no later than three (3) *Business Days* following the filing, make market disclosure of that report in accordance with *Rule MDR 7*.

## MDR 4 (R) Disclosure of *Directors'* material interests

MDR 4.1 (G) *AIX* requires *Directors* with a material interest in the *Reporting Entity* to give a notice relating to that interest in accordance with the requirements prescribed in the *Rules*.

(R) Application

This section applies to every *Reporting Entity* other than that of a *Listed Fund*.

**MDR 4.2 (R) Definition of a material interest**

A *Director* of a *Reporting Entity* has a material interest in the *Reporting Entity* if that person has any interest arising through:

- (a) the direct or indirect ownership of, or beneficial ownership of, *Investments* in the *Reporting Entity*; or
- (b) any involvement in financial or commercial arrangement with or relating to the *Reporting Entity*.

**MDR 4.3 (R) Contents and procedures relating to the notice**

MDR 4.3.1 (R) Subject to *Rule MDR 4.3.2*, a notice relating to a material interest must be given by a *Person* referred to in *Rule MDR 4.2*, to the other *Directors* of the *Reporting Entity* within five (5) *Business Days* of the material interest arising or changing.

MDR 4.3.2 (R) A *Person* referred to in *Rule MDR 4.3.1* need not give a notice relating to a material interest if the material interest is required to be included in a report which that *Person* must provide by virtue of being a *Connected Person* under *Rule MDR 3* and the *Person* has complied with the requirement mentioned in that section.

MDR 4.3.3 (R) A notice relating to a material interest must contain:

- (a) the name and address of the *Person* giving the notice; and
- (b) the details relating to the material interest, including the date on which the material interest arose or changed.

**MDR 4.4 (R) Market disclosure**

Upon receiving a notice relating to a material interest, the *Reporting Entity* must, as soon as possible, make market disclosure of that report in accordance with *Rule MDR 7*.

**MDR 5 (R) Power to direct disclosure**

MDR 5.1 (G) *AIX* has the authority to direct a *Reporting Entity* to disclose specified information to the market or take such other steps as *AIX* considers appropriate where it is satisfied that it is in the interests of *AIX* and/or market participants to do so.

MDR 5.1.1 (R) *AIX* may issue a written notice directing a *Reporting Entity* (a “*direction notice*”) to disclose specified information to the market and to take any other steps as *AIX* considers appropriate in the following circumstances:

- (a) where a *Reporting Entity* fails to comply with an obligation to disclose any information under the *AIFC Law* and the *Rules*;
- (b) to correct or prevent a false market if *AIX* reasonably considers that there is or is likely to be a false market in a *Reporting Entity’s Securities*;
- (c) where there is a rumor or media speculation in relation to the *Reporting Entity* or the relevant *Securities* that has not been confirmed or clarified by an announcement by the *Reporting Entity* made in accordance with *Rule MDR 2.1*

and such rumor or media speculation is or is reasonably likely to have an impact upon the price of the *Reporting Entity* or the relevant *Securities*; or

- (d) where it is in the interests of:
  - (i) actual or potential investors;
  - (ii) market integrity; or
  - (iii) the *AIFC* and or *AIX*.

MDR 5.1.2 (R) A *Reporting Entity* which receives a *direction notice* issued pursuant to *Rule MDR 5.1.1* must comply with the terms of that notice.

## MDR 6 (R) Other matters that require market disclosure

A *Reporting Entity* must disclose to the market in accordance with *Rule MDR 7* any other matters prescribed by the *Appendix* to these *Rules*.

## MDR 7 (R) Manner of market disclosure

MDR 7.1 (R) When a *Reporting Entity* is required to make market disclosure of any information, such information must be released to the market by way of an announcement made in accordance with *Rule BRG 6.1* (relating to the use of the English language):

- (a) to *AIX*;
- (b) on the website of the *Reporting Entity*; and
- (c) to any approved *Regulatory Announcement Service*.

MDR 7.2 (R) The disclosure in *Rule MDR 7.1*, and any other disclosure required under the *AIX Rules*, must also be concurrently provided to *AIX* in electronic form (via *AIX's* approved means) at the same time as it is disclosed to the *AIX Market* or as soon as practicable thereafter. *AIX* may also publish any disclosure made by an *Issuer* on its website.

MDR 7.3 (R) Without prejudice to its obligations relating to market disclosure, a *Reporting Entity* must take reasonable care to ensure that any information it is required to disclose is clear, fair and not misleading, false or deceptive.

MDR 7.4 (R) *AIX* may, upon application by a *Person* or on its own initiative, approve a *Regulatory Announcement Service* for the purposes of making the disclosure in *Rule MDR 7.1(c)*.

MDR 7.5 (R) A *Reporting Entity* must retain on its website all information that has been disclosed to markets for a period of one (1) year following publication.

## Market Disclosure Rules Appendix (“MDA”)

**Table 1 – General Disclosure Requirements**

- 1.1. This table forms part of *Rule MDR 6*.
- 1.2. A *Reporting Entity* other than a *Listed Fund* must, on the occurrence of an event specified in column 1, make the required disclosure detailed in column 2, within the time specified in column 3, in respect of the *Securities* identified in column 4, of this Table.

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debenture	Warrant/Option over debenture	Certificate over shares	Certificate over Debenture	Structured Product
<b>1. INSIDE INFORMATION</b>										
1.1	<i>Inside Information</i> as set out in <i>Rule MDR 2</i> .	Market disclosure of the <i>Inside Information</i> .	As soon as possible	x	x	x	x	x	x	x
<b>2. GOVERNANCE OF THE REPORTING ENTITY</b>										
2.1	Compliance with the <i>Corporate Governance Principles</i> .	Market disclosure in the annual report of the matters set out in <i>AIFC MAR Rule 2.2.9</i>	In the annual report	x		x				
2.2	Notice of Annual General Meeting (“AGM”) or Extraordinary General Meeting (“EGM”) and agenda.	Market disclosure of notice of AGM or EGM and agenda.	As soon as possible	x	x	x	x	x	x	
2.3	Any event that requires shareholder approval or affecting rights of shareholders.	Market disclosure of:  (a) the nature, details, contents and effect of the relevant event;  (b) any material change affecting any matter contained in an earlier disclosure.	As soon as possible	x	x			x		
2.4	Any resolution passed by AGM or EGM.	Market disclosure of the AGM/EGM results.	As soon as possible	x	x	x	x	x	x	x

## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
2.5	Any change to the board of <i>Directors</i> of the <i>Reporting Entity</i> including:  (a) the appointment of a new <i>Director</i> ;  (b) the resignation, retirement or removal of an existing <i>Director</i> ; and  (c) changes to any important functions or executive responsibilities of a <i>Director</i> .	Market disclosure of:  (a) the effective date of the change (if it has been decided);  (b) whether the position is executive or non-executive;  (c) whether the position is considered to be independent; and  (d) the nature of any functions or responsibility of the position.	As soon as possible	x	x	x	x	x	x	x
2.6	In the case of an appointment of a new <i>Director</i>	Market disclosure of:  (a) all <i>Directorships</i> past or present held by the <i>Director</i> in any other <i>Body Corporate</i> in the previous five (5) years;  (b) the experience of the <i>Director</i> ;  (c) details of the process by which the <i>Director</i> was selected;  (d) any unspent convictions relating to serious criminal offences;	Within seven (7) calendar days of the appointment	x	x	x	x	x	x	x

## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
		<p>(e) any bankruptcies or individual voluntary arrangements of the <i>Director</i>;</p> <p>(f) any compulsory liquidations, creditors voluntary liquidations, company voluntary arrangements, receivership or any composition or arrangement with creditors generally or any class of creditors of any <i>Body Corporate</i> where such an individual was the <i>Director</i> at the time of or within the twelve (12) months preceding the occurrence of such events; and</p> <p>(g) any public criticism or disqualification of the individual by a governmental or regulatory authority and whether the individual has ever been disqualified by a court from acting as a <i>Director</i> of a <i>Body Corporate</i> or from acting in the management or conduct of the affairs of any <i>Body Corporate</i> or, if there are no such details to be disclosed, that fact.</p>								
2.7	Any resolution passed by the <i>Directors</i> of the <i>Reporting Entity</i> other than a resolution concerning ordinary business of the <i>Reporting Entity</i>	Market disclosure of the resolution	As soon as possible	X	X	X	X	X	X	X



## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
<b>3. BUSINESS OF THE REPORTING ENTITY</b>										
<b>3.1</b>	<p>Transactions undertaken which could result in:</p> <p>(a) any significant investment (i.e. any investments equal to or greater than 5 per cent of the value of the net assets of the <b>Reporting Entity</b> as per its most recent financial reports) or material change to such a significant investment outside the ordinary course of business of the <b>Reporting Entity</b>; or</p> <p>(b) the incurring of any significant debt (being a debt with an amount equal to or greater than 5 per cent of the value of the net assets of the <b>Reporting Entity</b> as per its most recent financial reports) outside the usual and ordinary course of business of the <b>Reporting Entity</b>.</p>	<p>Market disclosure relating to:</p> <p>(a) any decision to enter into such a transaction;</p> <p>(b) any material change or new matter affecting any matter contained in an earlier disclosure; and</p> <p>(c) a full description of the event, activity or transaction proposed or effected, as the case may be.</p>	As soon as possible	x	x	x	x	x	x	x
<b>3.2</b>	<u>Environmental, Social and Governance (ESG) voluntary reporting</u>	<u>Voluntary market disclosure of the ESG performance as per AIX’ Voluntary Disclosure Guidance for ESG Reporting published by Notice.</u>	<u>Annually</u>	<u>x</u>	<u>x</u>	<u>x</u>	<u>x</u>	<u>x</u>	<u>x</u>	<u>x</u>

## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
<b>4. DISCLOSURES RELATING TO SECURITIES OF THE ISSUER</b>										
4.1	Any decision:  (a) to declare, recommend or pay any dividend or to make any other distribution on the <i>Securities</i> ; or  (b) not to declare, recommend or pay any dividend which would otherwise have been expected to have been declared, recommended or paid in the normal course of events.	Market disclosure of the decision, including the rate and amount of and record date for the dividend or other distribution or the grounds for the decision in relation to non-payment.	As soon as possible and in any event within five (5) calendar days prior to the record date or the date of expected distribution	X	X	X	X	X	X	X
4.2	Admission to listing or trading of the same <i>Class</i> of <i>Securities</i> on a <i>Regulated Exchange</i> or delisting of <i>Securities</i> on such <i>Regulated Exchange</i> .	Market disclosure of all the relevant details relating to the admission to listing or trading or delisting.	As soon as possible	X	X	X	X	X	X	X
4.3	Any other disclosure required to be made pursuant to the requirements in the <i>Regulated Exchange</i> arising from the listing or trading of the same <i>Class</i> of <i>Securities</i> on that <i>Regulated Exchange</i> where such disclosure is not made in the <i>AIFC</i> or to the <i>AIX</i> .	Market disclosure of the information required to be disclosed to the <i>Regulated Exchange</i> .	As soon as such disclosure is made on the <i>Regulated Exchange</i> .	X	X	X	X	X	X	X

## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
4.4	Any change of custodian or depository in relation to <i>Certificates</i> representing <i>Shares</i> and <i>Debtentures</i> .	Market disclosure of the new custodian or depository and any implication/effect of this change.	As soon as possible					X	X	
<b>5. DISCLOSURE OF INTERESTS</b>										
5.1	The requirement to file a report of interests held by a <i>Connected Person</i>	Market disclosure of the information set out in <i>Rule MDR 3.4</i> .	As soon as possible	X	X			X		
5.2	The requirement to give a notice of a <i>Director’s</i> material interests	Market disclosure of the information set out in <i>Rule MDR 4.3.3</i> .	As soon as possible	X	X	X	X	X	X	
<b>6. FINANCIAL INFORMATION ABOUT THE REPORTING ENTITY</b>										
6.1	The requirement to file an annual report <u>(including audited annual financial statements) or, for Issuers of Exempt Securities, audited annual financial statements</u>	Market disclosure of the <u>annual</u> report prepared in accordance with the requirements in <i>AIFC MAR Rule 3.2 and 3.4.1</i> by all <i>Issuers</i> other than <i>Issuers of Exempt Securities</i> or <i>Exempt Offerors (Public Sector Issuers)</i> .	<u>No later than 150 days after the end of the financial period</u> <del>in accordance with AIFC MAR Rule 3.4.2</del>	X	X	X	X	X	X	X
6.1 <sup>1</sup>	<u>The requirement to file audited annual financial statements</u>	<u>Market disclosure of audited annual financial statements prepared in accordance with the requirements in AIFC MAR Rule 3.4.1(2) by Issuers of Exempt Securities.</u>	<u>No later than 150 days after the end of the financial period</u>			X	X	X	X	X
6.1 <sup>2</sup>	The requirement to file audited annual financial statements of the Guarantor, where	Financial information for the purpose of assessing the Guarantor’s ability to fulfil its	<u>No later than 150 days after</u>			X	X		X	

## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
	there is a guarantee attached to the <i>Admitted Securities</i>	commitments under the guarantee.	<del>the end of the financial period</del> in accordance with AIFC MAR Rule 3.4.2							
6.2	The requirement to file a semi-annual report for <del>Equity Issuers or, for Issuers of non-Equity and Exempt Securities, interim financial statements or management account statements for the first six months of the financial year</del>	Market disclosure of the report prepared in accordance with the relevant requirements set out in <i>AIFC MAR Rule 3.3 and 3.4.1 by Equity Issuers.</i>	In accordance with AIFC MAR Rule 3.4.2 As soon as possible and in any event no later than 75 days after the end of the period to which the report relates	X	X	*	*	X	*	
6.2 <sup>1</sup>	The requirement to file interim financial statements or management account statements for the first six months of the financial year	Market disclosure of the interim statements by <i>Issuers of Debt Securities (including Exempt Securities)</i> in accordance with requirements of <i>AIFC MAR Rule 3.4.1(2)</i> .	As soon as possible and in any event no later than 75 days after the end of the period to which the report relates			X	X		X	
6.3	Filing of preliminary financial results on	Voluntary market disclosure of the preliminary	As soon as possible but no	X	X	X	X	X	X	X

## Market Disclosure Rules Appendix (“MDA”)

	<b>EVENT GIVING RISE TO DISCLOSURE OBLIGATION</b>	<b>DISCLOSURE REQUIRED</b>	<b>TIME OF DISCLOSURE</b>	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
	voluntary basis	financial results.	later than 30 minutes before the <i>AIX Market</i> opens on the day after the approval by the Board							
<b>6.4</b>	Any change to the accounting reference date.	Market disclosure of the previous and new accounting reference date, and reasons for the change, subject to the requirements of <i>AIFC MAR Rule 3.5.1 (Accounting reference date)</i> .	As soon as possible in accordance with <i>AIFC MAR Rule 3.5.2</i>	x	x	x	x	x	x	
<b>6.5</b>	Change of accounting reference date extends the annual accounting period to more than fourteen (14) months.	Market disclosure of a second semi- annual report.	Within six (6) months of the old accounting reference date, see <i>AIFC MAR Rule 3.5.2</i>	x	x	x	x	x	x	
<b>7. MATTERS RELATING TO THE CAPITAL OF THE REPORTING ENTITY</b>										
<b>7.1</b>	Any proposed new issue of <i>Securities</i>	Market disclosure of the <i>Class</i> , number and proposed date of issue and details of the changes to the share capital resulting from the new issue proposed.	As soon as possible after the decision is made.	x	x	x	x	x	x	
<b>7.2</b>	Results of the new issue	Market disclosure of the results of the issue including:	As soon as possible	x	x	x	x	x	x	

## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
		(a) the <i>Class</i> , number and the actual date of the issue;  (b) consideration received; and  (c) details of changes in the share capital.								
7.3	Any proposed change in a capital structure, including purchase of own <i>Shares</i> (for cancellation or to be held as treasury shares), reorganisation of issued capital structure, conversions	Market disclosure of timetable, terms and effect of the proposed change. Additional information in respect of <i>Share</i> repurchases as per <i>Rule MLR 20.4</i>	As soon as possible	x	x			x		
7.4	Any redemption of listed <i>Securities</i> including details of the number of <i>Securities</i> redeemed and the number of <i>Securities</i> of that <i>Class</i> outstanding following the redemption	Market disclosure of <i>Class</i> , number of <i>Securities</i> and date of redemption and details of the changes to the capital structure resulting from redemption.	As soon as possible	x	x	x	x	x	x	x
<b>8. INSOLVENCY/WINDING UP OF THE REPORTING ENTITY</b>										
	In the case of insolvency/winding up:  (a) the presentation of any winding-up petition, the making of any winding-up order or the appointment of an administrator, liquidator or the commencement of any proceedings under any applicable insolvency	Market disclosure of the:  (a) time and date of the presentation, details of the order, appointment, resolution or other event;  (b) identity of the petitioner or other <i>Person</i> at	As soon as possible	x	x	x	x	x	x	x

## Market Disclosure Rules Appendix (“MDA”)

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product
	<p>laws in respect of the <i>Reporting Entity</i> or any member of its <i>Group</i>; or</p> <p>(b) the passing of any resolution by the <i>Reporting Entity</i> or any member of its <i>Group</i> that it be wound up by way of members' or creditors' voluntary winding-up, or the occurrence of any event or termination of any period of time which would cause a winding-up.</p>	<p>whose instigation the event occurs;</p> <p>(c) court or tribunal responsible for making any order; or</p> <p>(d) administrator or liquidator appointed, as is relevant.</p>								

## Market Disclosure Rules Appendix (“MDA”)

**Table 2 – Islamic Securities Disclosure Requirements**

- 2.1. This table forms part of *Rule MLR 22*.
- 2.2. A *Reporting Entity* must, on the occurrence of an event specified in column 1, make the required disclosure detailed in column 2, within the time specified in column 3, in respect of the *Securities* identified in column 4, of this Table.

	EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	Shares	Warrant/Option over shares	Debtenture	Warrant/Option over debtenture	Certificate over shares	Certificate over Debtenture	Structured Product	Units
1	Any material change in the Sharia nature of its <i>Listed Securities</i> as determined by the Sharia Supervisory Board	Market disclosure of the material change	As soon as possible	x	x	x	x	x	x	x	x
2	Where there are any material changes to the structure of the <i>Listed Securities</i> , or the use of proceeds, then the <i>Reporting Entity</i> must obtain and disclose a new Sharia opinion.	Market disclosure of the new Sharia opinion.	As soon as possible	x	x	x	x	x	x	x	x
3	Appointment of an independent Sharia Supervisory Board to evaluate the Sharia compliance of the Islamic equity <i>Securities</i> on an annual basis	Notify the <i>AFSA</i>	Annually	x	x			x			
4	Any proposed decision with regard to any change in its board of directors or Sharia Supervisory Board	Consult with the <i>AFSA</i>	In advance	x	x	x	x	x	x	x	x



## Market Disclosure Rules Appendix (“MDA”)

**Table 3 – BR Securities Disclosure Requirements**

- 3.1. This table forms part of *Rule BR 4.2*.
- 3.2. A *Reporting Entity* must, on the occurrence of an event specified in column 1, undertake the requirements detailed in column 2, within the time specified in column 3, in respect of the *BR Securities* identified in column 4, of this Table.

	<b>EVENT GIVING RISE TO DISCLOSURE OBLIGATION</b>	<b>DISCLOSURE REQUIRED</b>	<b>TIME OF DISCLOSURE</b>	Shares	Warrant/Option over shares	Debenture	Warrant/Option over debenture	Certificate over shares	Certificate over Debenture	Structured Product	Units
1.	Any change in the use of proceeds	Market disclosure	Immediate	X	X	X	X	X	X	X	
2.	If there is any change to the structure of the <i>BR Securities</i> , then the <i>Reporting Entity</i> must obtain and disclose a new opinion of the <i>BR Expert Committee</i> .	Market disclosure	Immediate	X	X	X	X	X	X	X	

## Market Disclosure Rules Appendix (“MDA”)

**Table 4 – Pre-IPO Segment Disclosure Requirements**

4.1. This table forms part of *Rule PRE 3.1*.

	<b>EVENT GIVING RISE TO DISCLOSURE OBLIGATION</b>	<b>DISCLOSURE REQUIRED</b>	<b>TIME OF DISCLOSURE</b>
<b>1</b>	A summary of the results of the <i>Reporting Entity’s</i> operations	Market disclosure in the form agreed by the <i>Issuer</i> under its listing agreement with <i>AIX</i>	On a semi-annual basis, within the time agreed by the <i>Issuer</i> under its listing agreement with <i>AIX</i>
<b>2</b>	Information that is likely to have a significant impact on the price of the <i>Issuer’s Shares</i> is otherwise made public (i) by the <i>Issuer</i> as required by applicable law or (ii) in an announcement specifically in respect of the <i>Issuer</i> by the governmental authority that acts as the industry regulator of the <i>Issuer</i> , which announcement is required by applicable law	Market disclosure of the relevant information.	Within three (3) <i>Business Days</i> of such publication

# AIX Trading Rules

## TRD AIX Trading Rules

### TRD 1 (R) Scope and Application

TRD 1.1 (G) These *Rules* are made pursuant to *Part 3.1* of the *AIFC AMI Rules*.

TRD 1.2 (R) This *Rules* in this chapter apply to *Members* of *AIX* when:

- (1) accessing and using the *AIX Trading Facilities* in relation to *Admitted Securities*; or
- (2) carrying out trades in *Admitted Securities* otherwise than through the *AIX Trading Facilities*.

### TRD 2 (G) Market Overview

TRD 2.1 (G) *AIX* operates an *Order Book* market model where bid and offer *Orders* are submitted by *Members*. The *Order Book* provides, automated anonymous matching of submitted bids and offers for *Admitted Securities* on the basis of price and time priority and results in transactions that are binding on *Members* that have entered the relevant matched orders.

TRD 2.2 (G) As the operator of the *Order Book*, *AIX* will normally arrange for opening and closing bid and offer prices of *Admitted Securities* to be determined by an auction process and may in its sole discretion conduct other auctions during the trading day in order to ensure a fair and orderly market.

TRD 2.3 (G) *Members* that carry out trades in *Admitted Securities* off the *Order Book* are required to report such trades to *AIX* and such trades must be cleared and settled in accordance with the *AIX CSD Rules and Procedures*.

TRD 2.4 (G) *AIX* may also maintain a quote driven trading system for *Admitted Securities* that are fixed interest *Securities*.

### TRD 3 (R) Access Protocols and Obligations when Submitting Orders to AIX Order Driven Book

TRD 3.1 (R) *Members* must comply with each of *AIX* technical and other eligibility requirements that *AIX* has published by *Notice* in order to connect its systems to *AIX Trading Facilities*.

TRD 3.2 (R) Any liabilities arising from the submission of electronic instructions and messages to the *Order Book* are the responsibility of the *Member* concerned.

TRD 3.3 (R) *Members* must have adequate order management systems and controls that are designed to avoid errors in *Orders* submitted to the trading system.

## TRD 4 (R) Submitting Orders

TRD 4.1 (R) A *Member* must before submitting any *Order* to the *Order Book* ensure that its trade can be settled including by verifying as appropriate:

- (a) a seller of *Admitted Securities* has sufficient unencumbered *Securities* available in its account; or
- (b) a buyer has sufficient cash available in a settlement bank account or client account maintained by the *Member*.

A *Member* may be satisfied under *Rule TRD 4.1 (b)* above on the basis of a pre-funding exemption granted to the buyer by the *Member*.

TRD 4.2 (R) All *Orders* submitted by *Members* to the *Order Book* must be firm.

## TRD 5 (R) Binding Transactions

A transaction will, subject to *Rules TRD 12.2* and *TRD 12.3*, be executed between *Members* and become binding and irrevocable when:

- (1) an *Order* to buy and an *Order* to sell is matched or partially matched in the *Order Book*; or
- (2) in the case of a trades in *Admitted Securities* off the *Order Book*, it is reported to *AIX* and confirmed by the *Members* conducting the trade.

## TRD 6 (R) Business Days and Trading Hours

TRD 6.1 (R) *Business Days* for the calendar year and *Trading Hours* will be specified by *AIX* and notified to *Members* by *Notice*.

TRD 6.2 (R) Trading hours may be extended or reduced at the discretion of *AIX*.

## TRD 7 (R) Currency of Trading

Unless otherwise provided for by *AIX*, all orders will be expressed in such currency as *AIX* may by *Notice* specify.

## TRD 8 (R) Prescribed Information to be Included in Orders

Any *Order* submitted to the *Order Book* shall include, at a minimum:

- (1) identification of the *Member* submitting the *Order*;
- (2) the *ISIN* or the trading symbol assigned by *AIX* to such *Admitted Security*;
- (3) whether the *Order* is for purchase or for sale, and the *Order* type under *Rule TRD 9.2*;

- (4) the **Order** quantity;
- (5) the price, where applicable;
- (6) whether the **Order** is:
  - (i) for own account of the **Member**;
  - (ii) for the account of a **Client**; or
  - (iii) for the account of a **Market Maker**; and
- (7) the **Member's**, **Client's** or **Market Maker's** account number (i.e. NIN), as applicable.

## TRD 9 (R) **Order Volume and Order Type**

TRD 9.1 (R) **AIX** may, by **Notice**, specify a minimum or maximum **Order** volume or value for **Admitted Securities**.

TRD 9.2 (R) **Orders** will remain valid in the **Order Book** according to the type of **Order** specified by the **Member** when entering an **Order** into the **Order Book**. Only the following types of **Orders** may be submitted to the **Order Book** :

- (1) A **Limit Order** is an **Order** that can be executed only at a specified price or better price. A **Limit Order** can be entered with the following attributes:
  - (a) A **Day Order** is an **Order** which is valid for the current **Business Day** only and is **Cancelled** at the end of the **Business Day** on which it was entered into the **Order Book**;
  - (b) A **Fill-or-Kill Order** is an **Order** which must be executed immediately and in full, upon **Order** entry, during continuous and trading-at-last, failing which they shall be **Cancelled**;
  - (c) A **Good Till Cancel**, is an **Order** that remains valid until it is **Cancelled** by the **Member** or up to no more than ninety (90) calendar days;
  - (d) A **Good Till Date**, is an **Order** that is valid up to a specified date (not exceeding 90 calendar days) from the day it is entered into the **Order Book**;
  - (e) **Iceberg Orders** are orders of which only specified portions of not less than a threshold specified by **Notice** (except for the final portion) are successively entered in the **Order Book**, and disclosed to the market.
  - (f) **Immediate Orders** are **Orders** which are executed to the fullest extent possible either immediately upon entry during continuous trading or trading at last, with any remaining unexecuted portion being **Cancelled**.
- (2) A **Market Price Order** is an **Order** with no specified price that will be executed at the best available price(s) at the time the **Order** is matched and executed.

## TRD 10 (G) Trading Sessions

- TRD 10.1 (G) *AIX* will publish by *Notice* details of the *Trading Cycles* and it may modify such details.
- TRD 10.2 (G) The *Trading Cycles* shall normally include:
- (1) Pre-Auction session during which:
    - (a) Only *Limit Orders* may be entered, *Modified* and *Cancelled*; but
    - (b) No *Order* matching takes place;
    - (c) No negotiated deals take place.
  - (2) Opening Auction order matching during which:
    - (a) An opening price is determined;
    - (b) Buy and sell *Orders* are matched during a randomised ending period of the auction.
  - (3) Continuous Trading during which:
    - (a) Unmatched *Orders* from the opening auction are placed in the *Order Book*;
    - (b) *Members* may enter, *Modify* and *Cancel Orders* into the *Order Book*;
    - (c) Negotiated deals can be performed.
  - (4) Closing Auction order matching during which:
    - (a) A *Closing Price* is determined;
    - (b) Buy and Sell *Orders* are matched during a randomised ending period of the auction.
    - (c) No negotiated deals take place.
  - (5) Trading at last, following the Closing Auction, during which *Orders* may only be transacted at the *Closing Price* or at the last traded price of the Continuous Trading session if no trading took place at the Closing Auction. During the trading at last session, negotiated deals cannot be performed.

## TRD 11 (R) Market Re-Opening

TRD 11.1 (R) Where following a trading halt or suspension **AIX** is able to resume trading operations, **AIX** may do so notwithstanding that not all **Members** are ready to resume, provided **AIX** is satisfied that one of the following conditions is satisfied:

- (1) 75 per cent of **Members** are able to resume trading; or
- (2) Any number of **Members** representing 75 per cent of the previous quarter's market share are able to resume trading.

## TRD 12 (R) Order Book Management

TRD 12.1 (R) If a **Member** identifies a trading system problem, it must notify **AIX** immediately.

TRD 12.2 (R) A **Member** may **Modify** or **Cancel** an **Order** at any time before it is executed but must do so through instructions given by individuals within the **Member** who in accordance with **Rule MR 6.5** and **6.6** are authorised and notified to **AIX** to give such instructions.

TRD 12.3 (R) A **Member** may apply to **AIX** to **Cancel** a completed **Transaction** where an **Order** was in error submitted to the trading system.

TRD 12.4 (R) **AIX** shall have complete discretion in determining whether such a **Transaction** may be **Cancelled** and will consult with each party to the **Transaction** before doing so.

## TRD 13 (R) AIX Powers of Intervention

Subject to the protections conferred by **Rule 3.3.2** of the **AIFC AMI Rules**, and in addition to the powers conferred on **AIX** under the **AIX Default Rules**, **AIX** has the following powers of intervention:

- (1) **AIX** may reject, **Modify** or **Cancel** an **Order** at any time;
- (2) **AIX** may suspend or restrict trading whether in one or more **Securities** and whether on its own initiative or at the request of the **AFSA**;
- (3) **AIX** may suspend or restrict the trading activities of a **Member** whether on its own initiative or at the request of the **AFSA**;
- (4) **AIX** may adjust the timing of trading sessions to address a system malfunction or at the request of the **AFSA**;
- (5) **AIX** may on its own initiative de-register a **Market Maker** in respect of one or more **Securities** for which it is registered as such.



## TRD 14 (R) *Market Maker Rules for Order Book Securities*

- TRD 14.1 (R) A *Member* that intends to act as a *Market Maker* in a *Security* that is *Admitted to Trading* shall perform with *AIX* a *Market Maker* assessment and further sign a *Market Maker Agreement* with *AIX*.
- TRD 14.2 (R) Conditions applicable to *Market Makers* will be prescribed by *AIX* in their *Market Maker Agreements*.
- TRD 14.3 (R) A *Market Maker* that is registered as such in relation to *Securities* that are *Admitted to Trading* on the *Order Book* must maintain an executable bid and offer quote in at least the minimum sizes and for the durations specified by *AIX* by *Notice*.
- TRD 14.4 (R) *AIX* may by *Notice* specify circumstances in which a *Market Maker* is not obliged to maintain executable quotes. These circumstances may be caused by extreme volatility market conditions, technical outage within *AIX* or *Market Maker* systems, third-party (network carriers in particular) outage.

## TRD 15 (R) *Off the Order Book Transactions*

- TRD 15.1 (R) A *Member* may conduct a trade in *Securities* that are *Admitted to Trading* on *AIX* away from the *Order Book* subject to eligibility criteria specified by way of *Notice*.
- TRD 15.2 (R) A *Member* may not carry out trades in an *Admitted Security* off the *Order Book* unless it maintains appropriate settlement arrangements in accordance with *Rule STR 2*.
- TRD 15.3 (R) If the *Member* and the counterparty to such a trade so agree it shall be subject to the *AIX Trading Rules*.
- TRD 15.4 (R) A *Member* that carries out a trade in an *Admitted Security* off the *Order Book* must submit a post-trade report to *AIX* as quickly as possible and in any event within the time periods as *AIX* may specify by *Notice*.
- TRD 15.5 (R) The reporting obligations in *Rule TRD 15.4* above shall be subject to such waivers for trades that concern illiquid *Securities* or *Transactions* that are large in scale as *AIX* may by *Notice* prescribe.
- TRD 15.6 (G) *AIX* will by *Notice* specify the information as to the price and volume of *Securities* that must be included in a post trade report.
- TRD 15.7 (G) *AIX* will by *Notice* maintain a list of which *Members* are trading which *Security* for each such *Security*.

## TRD 16 (R) *Negotiated Deal Trades*

- TRD 16.1 (R) A cross-trade or a trade that is pre-arranged between two *Members* above a certain consideration and/or volume specified by way of *Notice* must be reported to *AIX* via the negotiated deal trade report functionality and must, unless *AIX* by *Notice* specifies otherwise, be executed at price within 5 per cent of the last traded price (LTP +/- 5 per cent) for an *Equity Security* and within 2 per cent of last traded price (LTP +/- 2 per cent) for a *Debt Security*. A negotiated deal must take place within

the high / lows of the trading session and within the 10 per cent static fluctuation range with reference to the reference price or adjusted reference price.

- TRD 16.2 (R) Negotiated deals that equal or exceed the normal block size for a *Security* shall be effected and reported to *AIX* in accordance with procedures specified and published by *AIX* by *Notice*.

## TRD 17 (R) Trading Safeguards

- TRD 17.1 (R) *AIX* may maintain price volatility controls for any specified *Security* that is traded in the *Order Book*.
- TRD 17.2 (R) A price volatility control shall be an upper price that is 10 per cent (or such other percentage as *AIX* may determine and publish by *Notice*) higher than the reference price for the *Security* and a lower price that is 10 per cent (or such other percentage as *AIX* may determine and publish by *Notice*) lower than the reference price.
- TRD 17.3 (R) *AIX* may impose a trading restriction if during the *Business Day* any *Order* or part of an *Order* would if matched in the system be at a price that exceeds the upper or lower price volatility price limit.
- TRD 17.4 (R) A trading restriction imposed under *Rule TRD 17.3* above will result in such *Orders* being rejected or *Cancelled*.
- TRD 17.5 (R) *AIX* may in its sole discretion declare that there is a *Fast Market*. In particular and without limitation it may declare a *Fast Market* where the frequency of submission of *Orders* exceeds that which *AIX Trading Facilities* can accommodate. *Members* must satisfy themselves that they are aware of the consequences of a *Fast Market*. Where a *Fast Market* is declared, a *Member* who has an automated order generation trading system must immediately disconnect its automated order generation trading system from *AIX Trading Facilities* and shall not reconnect its automated order generation trading systems until *AIX* declares that a *Fast Market* has ceased.

## TRD 18 (R) Confirmations, Reporting and Publication

- TRD 18.1 (R) Confirmations

*AIX* shall acknowledge receipt of all *Orders* entered into the *Order Book*. *AIX* shall send a confirmation of any *Securities Transactions* to the relevant *Members* upon full or partial execution of any *Order*. The confirmation shall state the unfilled *Order* quantity (if any).

- TRD 18.2 (R) Reporting of Securities Transactions

*Order Book Transactions: Transactions* carried out in the *Order Book* are automatically and immediately deemed to have been reported to *AIX*.

- TRD 18.3 (R) Pre-trade transparency

*AIX* shall continuously disseminate to:

- (1) **Members**;
- (2) direct access **Clients**;
- (3) eligible information vendors; and
- (4) other **Persons** which have entered into an appropriate information agreement with **AIX**.

the market by price including the number of **Orders** and total disclosed **Order** quantity at each such price.

TRD 18.4 (R) Post-trade publication

- (1) For each **Securities Transaction** carried out in the **Order Book**, **AIX** shall immediately disseminate the quantity, price and time of execution of such **Securities Transaction**.
- (2) Any off the **Order Book Transaction**, in which the **Member** is not acting for its own account shall be published upon reporting.
- (3) Where the **Member** is acting for its own account, **Transactions** off the **Order Book** shall be reported in accordance with **Rule TRD 15.4**.

## TRD 19 (R) Audit Trail

- TRD 19.1 (R) A **Member** shall immediately upon receipt of an **Order** and upon each **Modification** thereof, time-stamp by a process other than handwriting and record such **Order** in the manner set out by **Notice** (save in the case of a systems failure in which case only a **Member** may timestamp and record such **Order** by handwriting). All records concerning **Orders**, classified chronologically, shall be maintained in compliance with the record keeping rules of **AFSA** and available for inspection by **AIX**.

## TRD 20 (R) Short Selling

**AIX** defines by way of **Notice** the instruments where short-selling may be allowed and the eligibility conditions attached to it.

Pursuant to **Rule 3.1.7** of the **AIFC AMI Rules**, and unless otherwise approved by **AIX** in its sole discretion, a **Member** may not enter an **Order** to sell an **Admitted Financial Instrument** where the selling **Member**:

- (1) does not, at the time of execution of the sale, have an exercisable and unconditional right to vest such **Admitted Financial Instrument** in the purchaser; or
- (2) has not, prior to the execution of the sale:
  - (i) borrowed the **Admitted Financial Instrument**;

- (ii) obtained a firm commitment from another *Member* that the *Member* has the *Admitted Financial Instrument* available to lend to the selling *Member*, or
- (iii) otherwise affirmatively identified the availability for purchase of such *Admitted Financial Instrument*,

as will enable delivery of the same to be made to the purchaser under the said sale.

## TRD 21 (R) Client *Transaction* Confirmations Notes (*Securities*)

TRD 21.1 (R) When a *Member* executes a *Securities Transaction* for a *Client*, it must ensure a trade confirmation note is sent to the *Client* as soon as possible and in any case no later than one (1) *Business Day* following the date of execution of the *Transaction*.

TRD 21.2 (R) The confirmation notes should contain the following information:

- (1) the *Member's* name and address;
- (2) whether the *Member* executed the *Transaction* as principal or agent, e.g. 'we have bought/sold for/to you as agent... OR we have sold/bought to/from you as principal...';
- (3) the *Client's* name, account number or other identifier;
- (4) a description of the *Investment* and the quantity involved;
- (5) whether the *Transaction* was a purchase or sale;
- (6) the price or unit price at which the *Transaction* was executed;
- (7) if applicable, a statement that makes it clear that the *Transaction* was executed on an execution-only basis, e.g. 'carried out on a non-advised (execution only) basis';
- (8) the date and time of the *Transaction*;
- (9) the total amount payable and the date on which it is due;
- (10) the amount of the *Member's* charges in connection with the *Transaction*, including commission charges, fees, taxes or duties and, if trading as principal, the amount of any mark-up or mark-down in the unit price;
- (11) a statement confirming that the trade was executed on and subject to the *AIX Rules*.

TRD 21.3 (R) A *Member* may combine items (6) and (10) in respect of a *Transaction* where the *Client* has requested a confirmation note showing a single price (net price) combining both of these items. Net price must be stated on the confirmation note.

TRD 21.4 (R) A *Member* ~~is not required to~~ may issue a confirmation note differently from the requirements in Rule TRD 21.1 in relation to timing and Rule TRD 21.2 in relation to content, where ~~an Accredited Investor~~ a client has been classified by the *Member*

as *Professional Client* or *Market Counterparty* pursuant to the *AIFC Conduct of Business Rules* or classification of similar effect applicable in *Member's* home jurisdiction; and the parties have agreed on the client reporting requirements has advised in writing that he/she does not wish to receive such confirmation notes.

TRD 21.5 (R) A *Member* must retain a copy of each confirmation note sent to a *Client* and retain it for a minimum of six (6) years from the date of dispatch.

## TRD 22 (R) Conditional Trading

TRD 22.1 (R) *AIX* is entitled to rely on any notice received from the *Issuer* or the *Lead Manager* as conclusive evidence of the fulfilment or non-fulfilment of a *Condition*.

TRD 22.2 (R) (1) *AIX* will specify, by way of *Notice*, the date by which a *Condition* shall be satisfied, not exceeding a period of three (3) *Business Days* from the commencement of *Conditional Trading* unless *AIX* extends the period in accordance with *Rule TRD 22.2(2)*.

(2) *AIX* may extend the date in *Rule TRD 22.2(1)* under exceptional circumstances and solely at its discretion upon written request of the *Issuer* or the *Lead Manager* prior to the expiration of the date specified in the *Notice* given under *Rule TRD 22.2(1)*.

(3) If *AIX* agrees to the request, it will inform the *Members* by way of *Notice* of such extension.

TRD 22.3 (R) *Conditional Trading* of *Admitted Securities* on *AIX* will be permitted upon the approval of *AIX* in its sole discretion and subject to the following conditions:

(1) the *Issuer* or the *Lead Manager* requests in writing approval from *AIX* to *Conditionally Trade* an *Admitted Financial Instrument*;

(2) *AIX* approves the *Conditional Trading* and notifies *Members* by way of *Notice* of the date of commencement of the *Conditional Trading* and the earliest *Settlement Date* and the applicable settlement convention;

(3) the *Issuer* has publicly announced the offer price and allocation details; and

(4) the *Issuer* or *Lead Manager* notifies *AIX* of the fulfilment or non-fulfilment of a *Condition* in accordance with *Rule TRD 22.2*.

TRD 22.4 (R) (1) A *Conditional Trade* is *Cancelled* after non-fulfilment of a *Condition*. The *Cancellation* is effective:

(i) if no *Notice* of fulfilment or non-fulfilment is received by *AIX* immediately following the date on which the *Condition* was required to be satisfied; or

(ii) if notice of non-fulfilment was given to *AIX*, upon receipt of that *Notice*.

(2) Such *Cancellation* will occur without any liability on the part of the *Members* concerned, except for any applicable fees payable to *AIX* in connection with the *Conditional Trading* of such *Admitted Securities*.

- (3) *AIX* will promptly notify its *Members* of non-fulfilment of a *Condition* and *Cancellation* of a *Conditional Trade* by way of *Notice*.

TRD 22.5 (R) A *Conditional Trade* will become unconditional:

- (1) following receipt of a *Notice* of fulfilment by *AIX* from the *Issuer* of a *Condition*;
- (2) upon *AIX* providing *Notice* to *Members* that such *Conditional Trade* has become unconditional.

TRD 22.6 (R) *AIX* will confirm by way of *Notice*:

- (1) the earliest *Settlement Date* for *Conditional Trades*; and
- (2) the use of rolling *Settlement* as the applicable convention upon which settlement of *Conditional Trades* will occur.

# AIX Clearing and Settlement Rules

## STR AIX Clearing and Settlement Rules

### STR 1 (R)

- STR 1.1 (G) These **Rules** are made pursuant to **Rule 3.1.9** of the **AIFC AMI Rules**.
- STR 1.2 (R) Subject to any conditions set by **AIX** by **Notice**, the settlement period in relation to **Securities** traded under the **AIX Rules** is T+2.

### STR 2 (R)

- STR 2.1 (R) A **Member** must, as appropriate, maintain one or more of the following arrangements:
- appropriate arrangements with **AIX CSD** for the purposes of clearing and settlement of **Transactions** in **Securities**;
  - appropriate arrangements with a **Central Counterparty** or with the **General Clearing Member** of a **Central Counterparty** for the purposes of clearing of **Transactions** in **Equity Securities**, as well as appropriate arrangements for the purpose of settling **Transactions** in **Equity Securities**;
  - appropriate bilateral settlement arrangements with a settlement agent who is a member of a **CSD** which has appropriate arrangements with **AIX CSD** for the purposes of settling **Transactions** in **Debt Securities**;
  - other secure and contractually binding arrangements to the satisfaction of **AIX** for the purposes of settling transactions in Eurobonds.

### STR 3 (R)

- STR 3.1 (R) With regards to **Rule STR 2.1 (a)**:
- The clearing and settlement of **Transactions** in **Securities** concluded on **AIX** shall be done according to the rules of **AIX CSD**.
  - AIX** will inform the **Members** and the public of the **Securities** whose clearing and settlement will be conducted by **AIX CSD**.
  - AIX** submits the data on the concluded **Transactions** in the relevant **Securities** to **AIX CSD** in electronic form and on the day when the relevant **Transactions** are concluded.
  - In order to trade the **Securities** whose clearing and settlement will be conducted by **AIX CSD**, a **Member** must be a participant of **AIX CSD**.
  - A **Member** which is participant of **AIX CSD** shall act in accordance with its obligations for clearing and settlement of such **Securities Transactions** in a manner and procedure in accordance with the acts of **AIX CSD** related to the settlement of those **Transactions**.
  - At a request of **AIX CSD** and in the cases laid down in **AIX CSD** business rules, **AIX** may **Cancel** all **Orders** of a **Member** with the appropriate **Securities** without delay and prevent the **Member** from placing new **Orders**.



- (7) At a request of *AIX CSD* and in the cases laid down in *AIX CSD* business rules, *AIX* will again allow the *Member* to place new *Orders*.
- (8) *AIX* shall without any delay notify the other *Members* and the public of any case of *Canceling* the *Orders* or again allowing the *Member* to place new *Orders* based on a proper notification received from the *AIX CSD*.

## STR 4 (R)

### STR 4.1 (R) With regards to Rule STR 2.1 (b):

- (1) The clearing and settlement of *Transactions* in *Equity Securities* concluded on the *AIX Securities Market* shall be done according to the rules of a *Central Counterparty* and of a *CSD*, both selected by *AIX* in accordance with the law.
- (2) The choice of a systems for the clearing and settlement of *Transactions* concluded on an *AIX Market* and the names of the appropriate selected *Central Counterparty* and *CSD* shall be notified by *AIX* to the *Members* and the public.
- (3) *AIX* will inform the *Members* and the public of the *Equity Securities* whose clearing and settlement will be conducted by the selected *Central Counterparty* and *CSD*.
- (4) In order to trade the *Equity Securities* whose clearing and settlement will be conducted by the selected *Central Counterparty* and *CSD*, a *Member* must have appropriate arrangements with a *Central Counterparty* or with a *General Clearing Member* of a *Central Counterparty* for the purposes of clearing of *Transactions* in *Equity Securities*, as well as appropriate arrangements with the *CSD* or a member/participant of the *CSD* for settling such *Transactions* in *Equity Securities*.
- (5) *AIX* submits the data on the concluded *Transactions* in the relevant *Equity Securities* to the selected *Central Counterparty* in electronic form and on the day when the relevant *Transactions* are concluded.
- (6) A *Member* which has arrangements with a *Central Counterparty* or with a *General Clearing Member* of a *Central Counterparty* for the purposes of clearing of *Transactions* in *Equity Securities*, as well as appropriate arrangements for the purpose of settling such *Transactions* in *Equity Securities* shall act in accordance with its obligations for clearing and settlement of such *Securities Transactions* in a manner and procedure in accordance with the acts of the *Central Counterparty* and the acts of the appropriate *CSD* related to the settlement of those *Transactions*.
- (7) At a request of the *Central Counterparty* and in the cases laid down in the *Central Counterparty* business rules, *AIX* may *Cancel* all *Orders* of a *Member* with respect to the appropriate *Equity Securities* without delay and prevent the *Member* from placing new *Orders*.
- (8) At a request of the *Central Counterparty* and in the cases laid down in the *Central Counterparty* business rules, *AIX* will again allow the *Member* to place new *Orders*.
- (9) *AIX* shall without any delay notify the other *Members* and the public of any case of *Canceling* the *Orders* or again allowing the *Member* to place new *Orders* at the request of the *Central Counterparty*.

## STR 5 (R)

STR 5.1 (R) With regards to **Rule STR 2.1 (c)**:

- (1) The clearing and settlement of **Transactions** in **Debt Securities** concluded on **AIX** shall be done according to the rules of a selected **CSD** which has appropriate arrangements with **AIX** for the purposes of settling **Transactions** in **Debt Securities**.
- (2) **AIX** will inform the **Members** and the public of the **Debt Securities** whose clearing and settlement will be conducted by the selected **CSD**.
- (3) **AIX** submits the data on the concluded **Transactions** in the relevant **Debt Securities** to the selected **CSD** in electronic form and on the day when the relevant **Transactions** are concluded.
- (4) In order to trade the **Debt Securities** whose clearing and settlement will be conducted by the selected **CSD**, a **Member** must have bilateral arrangements with a settlement agent who is a member/participant of the selected **CSD** and shall act in accordance with its bilateral settlement arrangements with his/her settlement agent.
- (5) **AIX** may **Cancel** all **Orders** of a **Member** with respect to the appropriate **Debt Securities** without delay and prevent the **Member** from placing new **Orders** if the **Member** does not have appropriate bilateral arrangements with a settlement agent who is a member of the selected **CSD**.

## STR 6 (R)

STR 6.1 (R) With regards to **Rule STR 2.1 (d)**:

- (1) The settlement of **Transactions** in Eurobonds concluded on **AIX** may also be done if a **Member** has other secure and contractually binding arrangements to the satisfaction of **AIX** for the purposes of settling transactions in Eurobonds.
- (2) The transfers of Eurobonds arising from **Transactions** in Eurobonds shall be done according to the rules of a **CSD** where the Eurobonds are registered.
- (3) In order to trade the Eurobonds whose settlement will be conducted through the system of the **CSD** where the Eurobonds are registered, a **Member** must have other secure and contractually binding arrangements to the satisfaction of **AIX** for the purposes of settling transactions in Eurobonds.
- (4) **AIX** will inform the **Members** and the public of the Eurobonds where other secure and contractually binding arrangements to the satisfaction of **AIX** exist, for the purposes of settling transactions in Eurobonds.
- (5) **AIX** may **Cancel** all **Orders** of a **Member** with respect to the appropriate Eurobonds without delay and prevent the **Member** from placing new **Orders** if the **Member** does not have other secure and contractually binding arrangements to the satisfaction of **AIX** for the purposes of settling transactions in Eurobonds.

# AIX Default Rules

## **D AIX Default Rules**

### **D 1 (R) Default**

D 1.1 (G) These *Rules* are made pursuant to *Rule 3.5.1* of the *AIFC AMI Rules*.

D 1.2 (R) *AIX*, acting reasonably and in a proportionate manner, may declare a member to be in default if:

- (1) the *Member* is unable to, or does not, fulfil its obligations under one or more *AIX* market contracts; or
- (2) it appears to *AIX* that the *Member* is or is likely to be unable to meet any such obligation.

**D 2 (R)** *AIX* shall declare the default of a *Member* in such manner as it may determine, including in particular on any *AIX* website.

### **D 3 (R)**

D 3.1 (R) Where *AIX* has declared a *Member* to be in default it shall:

- (1) notify the defaulter;
- (2) arrange for the defaulter's *Orders* to be removed from the trading systems of *AIX*; and
- (3) notify the parties to any unsettled contracts including if relevant a *Central Counterparty*;
- (4) notify *AFSA* and the general public.

D 3.2 (G) For the avoidance of doubt, any *Order* or *Transaction* of the defaulter shall be *Cancelled*.

### **D 4 (R) Cessation of Membership**

D 4.1 (R) Any *Member* declared a defaulter shall thereupon temporarily or permanently cease to be a *Member*, but shall nevertheless remain subject to the *AIX Rules* and be bound to take or refrain from taking all such action, and suffer all such things to be done, as these *AIX Default Rules* require in the case of a defaulter, and shall continue to be bound by these *Rules* in relation to all matters, *Transactions* and circumstances arising while it was a *Member*.

D 4.2 (R) A *Member* has seven (7) calendar days from the date of declaration of default in which to appeal against the temporary suspension or the termination of its *Membership*. A *Member* may appeal to the *Appeals Committee* against the temporary suspension or the termination of its *Membership* in accordance with the *Appeals Committee* procedures set out in the *AIX Monitoring and Enforcement Rules* but may not appeal against the

declaration of default. In the event that the defaulter does not appeal within this time, or the appeal against the termination of *Membership* is dismissed, the defaulter will temporarily or permanently cease to be a *Member*, and *AIX* shall make an announcement to such effect in a timely manner by publication on its website.

## **D 5 (R) Unsettled Contracts**

It shall be a term of each market contract to which a *Member* is a party that on the declaration of default of such a *Member* the obligations of the defaulting *Trading* and the counterparty under the contract to pay and deliver (if the contract is unsettled at the time of the declaration of default) shall be discharged and replaced by an obligation on one of them to pay to the other an amount calculated by reference to the hammer price of the contract that shall be determined by *AIX*.

**D 6 (R)** *AIX* shall by *Notice* establish *Procedures* by which it shall determine the hammer price of *Securities* that the subject of an unsettled trade and such determination shall, subject to *Rule D 9* below, be final and binding on all concerned.

**D 7 (R)** If the hammer price is determined by *AIX* to exceed the contract price, the defaulting *Member* shall:

- (1) If the contract was for purchase by the defaulter, be entitled to receive from the counterparty the amount of such excess;
- (2) If the contract was for sale by the defaulter, be obliged to pay the counterparty the amount of such excess.

**D 8 (R)** If the hammer price falls short of the contract price, the defaulting *Member* shall:

- (1) If the contract was for purchase by the defaulter be obliged to pay the counterparty the amount of such shortfall;
- (2) If the contract was for sale by the defaulter be entitled to receive from the counterparty the amount of such shortfall.

**D 9 (R)** Any objection to the hammer price as determined by *AIX* shall be lodged with *AIX* within five (5) calendar days of the price being notified and such objection shall be determined by two senior *AIX* officials who were not involved in the operation of the default (and who are appointed for this purpose by a *Director* of *AIX*) whose determination shall be final and binding.

## **D 10 (R) Determination of hammer price**

D10.1 The hammer price shall be determined by *AIX* for any *Security Admitted to Trading* at the time of default (and not suspended), in accordance with:

- (1) the middle price current in the market immediately before a declaration of default if the time of default is during a trading period; or
- (2) the **Closing Price** before a declaration of default if the time of default is after the end of a trading period.

D10.2

For any **Security** suspended or not **Admitted to Trading** at the time of default, the hammer price shall be such price as is reasonably determined by **AIX** to be the most relevant for that **Security**. In making its determination, **AIX** shall have regard to the following factors in order of priority:

- (1) the price or prices at which any business was last done in the relevant **Security** on **AIX**;
- (2) the appropriate middle price current on another market immediately before a declaration of default, or the price or prices at which any business was last done on such a market, where that market is reasonably determined by **AIX** to be the most relevant for that **Security**;
- (3) the price or prices current in the market at a relevant time prior to a declaration of default; or
- (4) information from any **Member** firm or any relevant governmental or regulatory body that is relevant to the pricing of a given **Security**.

# AIX Monitoring and Enforcement Rules

# AIX Market Supervision Rules



## MSP

# AIX Market Supervision Rules

### MSP 1 (G) Introduction

- MSP 1.1 (G) These **Rules** are made pursuant to **Rule 2.8** of the **AIFC AMI Rules**.
- MSP 1.2 (G) AIX orderly market and data integrity

**AIX** is responsible for maintaining an orderly market and enhancing market transparency and integrity. Under this responsibility, **AIX** utilises market surveillance tools in order to maintain market integrity, reduce market abuse, and detect insider trading.

### MSP 2 (G) Monitoring *Securities* Trading

- MSP 2.1 (G) In order to ensure fair trading, **AIX** will implement market supervision tools and procedures to continuously track and monitor **Securities** trading.

### MSP 3 (G) Insider Trading and Market Manipulation

- MSP 3.1 (G) If **AIX's** market supervision and market manipulation team determines in its own discretion that there is sufficient evidence to suggest that material, non-public information has been used for insider trading, it will investigate further.
- MSP 3.2 (G) If market abuse appears to have occurred, **AIX** will, pursuant to **Rule 2.8.2** of **AIFC AMI Rules**, refer the matter to **AFSA** for further investigation and/or disciplinary action.
- MSP 3.3 (G) **AIX's** market supervision team monitors trading patterns indicative of **Securities** price manipulation during trading sessions including off-exchange trading.
- MSP 3.4 (G) If **AIX's** market supervision team discovers evidence of abnormal **Securities** movements such as volatile increases in price or in trading volumes and suspicious trading patterns, an investigation will be conducted to find potential contraventions of applicable market manipulation laws.
- MSP 3.5 (G) If **AIX's** market supervision team's preliminary investigation reveals a high probability of unfair trading, the case will be referred to the appropriate authorities for further investigation and/or disciplinary action.
- MSP 3.6 (R) A **Member** of **AIX** that contravenes a provision of the market abuse rules in the **AIFC MAR Rules** will be deemed to be in contravention of the **AIX Rules** and may be subject to disciplinary action by **AIX**.

# AIX Disciplinary Rules

## DCR AIX Disciplinary Rules

### DCR 1 (R) Disciplinary Proceedings

- DCR 1.1 (R) *AIX* may, after making such enquiries as it considers appropriate, bring disciplinary proceedings against a *Member* or *Issuer* (or a former *Member* or *Issuer*) if *AIX* considers that such *Member* or *Issuer* (or former *Member* or *Issuer*) has contravened the *AIX Rules*.
- DCR 1.2 (R) Where *AIX* determines that a *Member* or *Issuer* has contravened any provision of these *Rules* it shall consider all of the circumstances of the case, including, without limitation, the impact of the event on the *AIX Market* and the *Market Participants* and the *Member's* or *Issuer's* previous disciplinary record and with immediate effect may apply including, but not limited to the one or more of the following:
- (1) issue a letter of advice which notes the potential breach of any provision of these *Rules* and requires the *Member* or *Issuer* to make all efforts to prevent the reoccurrence of such a breach;
  - (2) issue a private or public warning indicating the breach of a specific provision of these *Rules* and obliging the *Member* or *Issuer* to follow the relevant instructions attached thereto;
  - (3) impose a fine in the amount of up to USD100,000;
  - (4) perform a *Trading Suspension* of the *Issuer's Securities*; and/or
  - (5) refer such matter to the *Disciplinary Committee*.
- DCR 1.3 (R) A *Member* or *Issuer* that is the subject of a decision made by the *Disciplinary Committee* or the *Appeals Committee* must comply with such decisions and orders as are directed to them.

### DCR 2 (R) Disciplinary Committee

- DCR 2.1 (R) The *Disciplinary Committee* shall hear and determine proceedings referred to it by *AIX* against a *Member* or *Issuer* for contravention of the relevant *AIX Rules*.
- DCR 2.2 (R) The *Disciplinary Committee* shall comprise persons appointed by *AIX*. No individual who is concerned or implicated in a matter shall be appointed to sit on a *Disciplinary Committee* for proceedings in that matter.
- DCR 2.3 (R) The quorum for a meeting of the *Disciplinary Committee* shall consist of three members, including the chairman (who shall be legally qualified) and at least two other members, provided that at least one independent member is present at the meeting.

### DCR 3 (R) Procedure for Disciplinary Proceedings

- DCR 3.1 (R) The *Disciplinary Committee* shall give at least seven (7) calendar days' notice to the *Member* or *Issuer* against whom disciplinary proceedings have been instigated, specifying details of the matter and the date, place and time of the meeting of the *Disciplinary Committee* called to consider that matter. The *Disciplinary Committee* may schedule an earlier or later hearing by agreement with the *Member* or *Issuer*.

- DCR 3.2 (R) Except as otherwise provided in these **Rules**, the order of proceedings shall be determined by the **Disciplinary Committee**.
- DCR 3.3 (R) The **Disciplinary Committee** may require evidence to be given either orally or in writing and may require any evidence to be verified by statutory declaration.
- DCR 3.4 (R) It shall be a contravention of these **Rules** if a **Member** or **Issuer** (including a **Director**, partner, officer, **Employee**, consultant or contractor of a **Member** or **Issuer**), without lawful justification, refuses or fails to:
- (1) attend and give evidence when required to do so by the **Disciplinary Committee**; or
  - (2) answer truthfully and completely any question put to it by a member of the **Disciplinary Committee**; or
  - (3) produce to the **Disciplinary Committee** any book, tape, document, paper or other record (in whatever medium) required of it.
- DCR 3.5 (R) The chairman of the **Disciplinary Committee** may require that any oral evidence be received only after the witness has taken an appropriate oath or affirmation.
- DCR 3.6 (R) At any hearing of the **Disciplinary Committee**, the **Member** or **Issuer** shall be given all reasonable opportunity of being heard and shall be entitled to call witnesses, present evidence and to be represented by a lawyer or a spokesperson.
- DCR 3.7 (R) The **Disciplinary Committee** shall reach decisions on a majority basis. In the case of an equality of votes, the chairman shall have a casting vote.
- DCR 3.8 (R) The **Disciplinary Committee** shall prepare and forward to **AIX** a written decision together with a summary of its findings, any proposed sanction and any proposed order as to costs, such decision and findings will be final and issued by the **Disciplinary Committee**.
- DCR 3.9 (R) The **Disciplinary Committee** may impose all or any of the following sanctions:
- (1) a written warning which may be public or private;
  - (2) a fine which is proportionate to the seriousness of each contravention of the **AIX Rules**;
  - (3) an order that the **Member** or **Issuer** make restitution to any **Person**;
  - (4) suspension or delisting of the **Listed Securities** of the **Issuer** from the **Official List**;
  - (4) suspension of the **Member's Membership** of **AIX**;
  - (6) termination of the **Member's Membership** of **AIX**;
  - (7) suspension or removal of the **Listed Securities** from trading on **AIX**.
- DCR 3.10 (R) In determining any disciplinary sanction, the **Disciplinary Committee** shall take into consideration the previous conduct of the **Member** or **Issuer**.
- DCR 3.11 (R) The **Disciplinary Committee** may, at its discretion, make an order as to costs including:
- (1) the expenses of, and incidental to, any investigation or hearing; and
  - (2) the legal and any other out-of-pocket expenses of **AIX** as well as **AIX's** reasonable internal legal and management expenses, whether in relation to the proceedings before the **Disciplinary Committee** or during any prior investigation.
- DCR 3.12 (R) Any **Member** or **Issuer** that may be aggrieved by a decision of the **Disciplinary Committee** may appeal by following the procedure set out in **Rules DCR 4 to 6**.

- DCR 3.13 (R) On receipt of a decision by the *Disciplinary Committee* in favour of the *Issuer* or *Member AIX* shall make such appropriate decisions as to its sanctions and other decisions to ensure the *Disciplinary Committee's* decisions are implemented.
- DCR 3.13 (R) Any person (other than a director of an *Issuer* or *Member*) who gives evidence or attends to give evidence at a hearing of the *Disciplinary Committee* may be reimbursed their reasonable travelling and other expenses as may be determined by *AIX*.

## **DCR 4 (R) Notice of Appeal**

- DCR 4.1 (R) Appeals against decisions of the *Disciplinary Committee* must be made by service of a notice in writing on *AIX* within ten (10) calendar days of the service of the decision of the *Disciplinary Committee*.
- DCR 4.2 (R) The notice of appeal must set out:
- (1) the name of the appellant;
  - (2) the decision appealed against;
  - (3) the grounds of appeal;
  - (4) the principal matters relied upon (attaching copies of any documents relied upon).
- DCR 4.3 (R) Where the appellant wishes to rely on evidence or documentation which was not provided to the *Disciplinary Committee*, this must be stated in the notice together with details of such evidence. Such evidence must be attached to the notice.
- DCR 4.4 (R) Where these *Rules* provide for a right to appeal against a decision of *AIX* other than following the imposition of a disciplinary penalty then a *Person* wishing to pursue such an appeal must within ten (10) calendar days of the decision in question serve a notice in writing on *AIX* and such notice must:
- (a) set out the decision against which the appeal is made;
  - (b) set out the grounds of the appeal; and
  - (c) set out the principal matters relied upon (attaching copies of any documents relied on).

## **DCR 5 (R) Appointment of an Appeals Committee**

- DCR 5.1 (R) The *Appeals Committee* shall hear and determine appeals against decisions of the *Disciplinary Committee* pursuant to *Rule DCR 3* or of *AIX* pursuant to *AIX Rule DCR 4.4*.
- DCR 5.2 (R) The *Appeals Committee* may uphold, dismiss or modify any decision of the *Disciplinary Committee* or of *AIX* as appropriate and may make such orders as to costs as it considers appropriate.
- DCR 5.3 (R) On receipt of a notice under *Rule DCR 4* or *Rule DCR 4.4*, *AIX* will arrange for the appointment of an *Appeals Committee* and the chairman will arrange a hearing as soon as reasonably practicable.
- DCR 5.4 (R) The *Appeals Committee* shall comprise persons appointed by *AIX*.

- DCR 5.5 (R) No *Person* who is concerned or implicated in a matter shall be appointed to sit on an *Appeals Committee* for proceedings in that matter.
- DCR 5.6 (R) The quorum for a meeting of the *Appeals Committee* shall consist of at least three members, including the chairman (who shall be legally qualified) and one *Director* or partner of a *Member*, provided that at least one independent member is present at the meeting.

## DCR 6 (R) Procedure for Appeals

- DCR 6.1 (R) The *Appeals Committee* shall give at least fourteen (14) calendar days' notice to the appellant and *AIX* of the date, place and time of the appeal hearing.
- DCR 6.2 (R) Except as otherwise provided in these *Rules*, the order of proceedings shall be determined by the *Appeals Committee*.
- DCR 6.3 (R) If any party or representative of such party fails to attend at the hearing, the *Appeals Committee* may proceed in its absence.
- DCR 6.4 (R) Any party may be represented by a lawyer or a spokesperson at an appeal hearing.
- DCR 6.5 (R) Save with the leave of the *Appeals Committee*, no party may present evidence (including calling new witnesses) that was not available to the *Disciplinary Committee* or *AIX*, as the case may be, although additional submissions may be made.
- DCR 6.6 (R) The *Appeals Committee* shall reach decisions on a majority basis. In the case of an equality of votes, the chairman shall have a casting vote.
- DCR 6.7 (R) The *Appeals Committee* shall prepare and forward to the appellant and *AIX* a written decision which shall include:
- (1) the decision of the *Appeals Committee*;
  - (2) any statement intended for publication;
  - (3) a summary of the reasons for the decision; and
  - (4) any decision regarding sanctions imposed or as to costs of the appeal.
- DCR6.8 (R) On receipt of a decision in favour of the appellant *AIX* shall make such appropriate decisions as to its sanctions and other decisions to ensure the *Appeals Committee's* decisions are implemented.
- DCR 6.9 (R) Any *Member* or *Issuer* that may be aggrieved by a decision of the *Appeals Committee* may appeal to the *AIFC Court* as the final court of appeal, as set out in the *AIFC Law*.

## DCR 7 (R) Financial Penalties

Any financial penalty paid pursuant to these *DCR Rules* may be applied only in one or more of the following ways:

- (a) towards meeting expenses incurred by *AIX* in the course of the investigation of the breach or course of conduct in respect of which the penalty is paid, or in the course of any appeal against the decision of *AIX* in relation to that breach or course of conduct; or
- (b) for the benefit of users of *AIX* facilities.

## DCR 8 (R) Associates of AIX

In respect of a *Member* or *Issuer* (or former *Member* or *Issuer*) that is an *Associate* of *AIX*:

- (a) the role of *AIX* under these *AIX Disciplinary Rules* will be performed by *AFSA*;
- (b) references to *AIX* in these *AIX Disciplinary Rules* (except *Rule DCR 7(b)* and this *Rule DCR 8*) will be read as references to *AFSA*; and
- (c) all members of the *Disciplinary Committee* and any *Appeals Committee* shall be independent of *AIX* and the relevant *Associate*.

# AIX ESG-Labelled Bond Rules



## ELB      AIX ESG-Labelled Bond Rules

### ELB 1 (R) Scope and Application

- ELB 1.1 (R) An Issuer of ESG-Labelled Bond must comply with the standard requirements for Debt Securities in the AIX Markets Listing Rules and AIX Admission and Disclosure Standards and with the additional listing conditions set out in these Rules.
- ELB 1.2 (R) An Issuer of ESG-Labelled Bond must comply with the standard disclosure requirements in the AIX Market Disclosure Rules applicable to a Reporting Entity in relation to the Debentures and with the additional disclosure requirements set out in these Rules.
- ELB 1.3 (G) AIX retains the right to list Debt Securities as ESG-Labelled Bond of a specific category, provided it is satisfied that such Debt Securities and/or the underlying Eligible Projects or Sustainability Targets comply with the Applicable Standard and provided that any material differences are made clear in the Prospectus, offer document or Offer Terms, as applicable.

### ELB 2 (R) Definitions

- ELB 2.1 (R) For the purposes of these Rules, a 'ESG-Labelled Bond' is any type of bond instrument, where the proceeds will be exclusively applied to: (i) finance or re-finance in part or in full new and/or existing eligible projects promoting sustainability and better Environmental, Social and Governance (ESG) performance (an Eligible Project), and/or (ii) finance general functioning of an Issuer, which has predefined explicit sustainability targets or ESG objectives at the overall company or group level (an Sustainability Target); and where such Eligible Projects and/or Sustainability Targets are aligned with an internationally recognized ESG-related or sustainability-related standard or principle endorsed by AIX by Notice (the Applicable Standard).
- ELB 2.2 (R) AIX will publish by Notice the ESG-Labelled Bond categories and corresponding Applicable Standard which such ESG-Labelled Bond category should be aligned with. Upon admission of an ESG-Labelled Bond to the Official List, the category of ESG-Labelled Bond will be indicated in the Official List on the AIX website.
- ELB 2.3 (G) An indicative list of the most commonly used ESG-Labelled Bond categories, listed in no specific order, may include:
- (i) green bonds;
  - (ii) social bonds;
  - (iii) blue bonds;
  - (iv) sustainability bonds;
  - (v) transition bonds;
  - (vi) sustainability-linked bonds.

## **ELB 3 (R) Listing Conditions**

**ELB 3.1 (R) An Applicant, which wishes to classify its Debt Securities as an ESG-Labelled Bond of a specific category, must:**

### Application

- (a) include explicit declaration of its Debt Securities as ESG-Labelled Bond and indicate the ESG-Labelled Bond category from the Notice, published by AIX, in the listing application form;

### Expert Report

- (b) provide a report by an Expert verifying that (i) Debt Securities and/or the underlying Eligible Projects or Sustainability Targets, and (ii) disclosure in Prospectus, offer document or Offer Terms, as applicable, regarding the underlying Eligible Projects or Sustainability Targets and requirements on post-issuance reporting, are aligned with the Applicable Standard. The report must be signed by respective Expert(s) and submitted to AIX along with the other application documents;
- (c) provide a copy of the written consent given by the Expert to the Issuer as to the inclusion of its report to Prospectus, offer document or Offer Terms, as applicable;

### Prospectus, offer document or Offer Terms

- (d) include in the Prospectus, offer document or Offer Terms, as applicable, the following:
- (i) Expert's report;
- (ii) information about Expert as per scope defined in item 9.2 of Schedule 1 to the AIFC MAR Rules;
- (iii) summary of the Applicable Standard;
- (iv) description of each Eligible Project (or process for evaluation and selection by Issuer of Eligible Projects), which will be financed out of the proceeds of the ESG-Labelled Bond, and/or description of each Sustainability Target to be achieved by the Issuer, specifying in each case all the relevant details pursuant to Applicable Standard;
- (v) in respect of Eligible Projects, statement on the use of proceeds to finance or refinance the Eligible Projects. As the proceeds may disburse over time, the Issuer should also state how unallocated proceeds will be temporarily invested. In the event that all or a proportion of the proceeds are or may be used for refinancing, it is recommended that the Issuer provides an estimate of the share of financing versus refinancing, and, where appropriate, clarify which investments or project portfolios may be refinanced;
- (vi) Issuer's commitment to publish post-issuance reporting, as required by the Rule ELB 4.1, with indication of periodicity, scope and format of the post-issuance reporting as aligned with requirements of Applicable Standard.

## **ELB 4 (R) Additional Disclosure Requirements**

- ELB 4.1 (R)** Post-issuance, an *Issuer* is required to regularly, and at least once per year, provide post-issuance reporting, as part of an annual report under *AIFC MAR Rule 3.2* or otherwise in the form of market disclosures pursuant to *Rule MDR 7*, about:
- (a)** Use of proceeds in respect of *Eligible Projects*: the *Issuer* must disclose information on the actual disbursement of proceeds to finance or refinance the *Eligible Projects* at least annually until full allocation, and as necessary thereafter in the event of material developments. Where an *Eligible Project* has matured or no longer qualifies under the *Applicable Standard*, the *Issuer* should disclose the temporary use of the relevant proceeds pending allocation to new *Eligible Project*; and/or
  - (b)** Performance status: the *Issuer* must disclose information on performance in respect of each *Sustainability Targets* or the achieved ESG-related / sustainability-related impact of its *Eligible Projects* as may be required by *Applicable Standard*.
- ELB 4.2 (G)** The choice of periodicity, scope and format of the post-issuance reporting is at the *Issuer's* discretion, subject to compliance with *Applicable Standard*, and shall be disclosed in *Prospectus*, offer document or *Offer Terms*, as applicable.
- ELB 4.3 (R)** The content of the first post-issuance reporting must be verified by an *Expert* against *Applicable Standard*. The content of further post-issuance reporting must be verified by an *Expert*, if required by *Applicable Standard* or opted for by the *Issuer* as per disclosure in *Prospectus*, offer document or *Offer Terms*, as applicable.
- ELB 4.4 (R)** Where an *Issuer* acquires or disposes of assets or interests in connection with the *Eligible Project* or *Sustainability Target*, appropriate details must be disclosed to market pursuant to *Rule MDR 7* and as per scope defined in *item 3* from *Table 1* of the *Appendix* to the *AIX Market Disclosure Rules*.

# AIX Green Bonds Rules

## GRN AIX Green Bonds Rules

### GRN 1 (R) Scope and Application of the Rules

- GRN 1.1 (R) An *Issuer* of *Green Bonds* must comply with the additional disclosure requirements set out in these *Rules*.
- GRN 1.2 (R) An *Issuer* of a *Green Bond* must comply with the standard bond requirements in the *AIX Admission and Disclosure Standards* and the *AIX Markets Listing Rules*.

### GRN 2 (R) Definitions

- GRN 2.1 (R) For the purposes of these *AIX Green Bonds Rules*, a ‘*Green Bond*’ is any type of bond instrument where the proceeds will be exclusively applied to finance or re-finance in part or in full new and/or existing eligible green projects with environmentally sustainable benefits and which are aligned with the Green Bond Principles of the International Capital Market Association and/or Climate Bonds Taxonomy of the Climate Bonds Standard of the Climate Bonds Initiative(the *Green Projects*).
- GRN 2.2 (G) An indicative list of the most commonly used types of the *Green Project* categories, listed in no specific order, include:
- (i) renewable energy;
  - (ii) energy efficiency;
  - (iii) pollution prevention and control;
  - (iv) environmentally sustainable management of living natural resources and land use;
  - (v) terrestrial and aquatic biodiversity conservation;
  - (vi) clean transportation;
  - (vii) sustainable water and wastewater management;
  - (viii) climate change adaptation;
  - (ix) Certified eco-efficient products and/or circular economy adapted products, production technologies and processes;
  - (x) green buildings.

### GRN 3 (G) General

- GRN 3.1 (G) *AIX* retains the right to list *Debt Securities* as *Green Bonds*, provided it is satisfied that such *Debt Securities* and the underlying *Green Projects* meet the main characteristics under *Rule GRN 2.1* and provided that any material differences are made clear in the *Prospectus*, offer document or *Offer Terms*, as applicable.

## GRN 4 (R) Listing Conditions

GRN 4.1 (R) A new *Applicant*, which wishes to classify a bond issue as a *Green Bond*, must:

### Application

- (a) satisfy the general listing requirements set out in the *AIX Markets Listing Rules*, except where *AIX* exempts the *Issuer* from compliance with those *AIX* general listing requirements;
- (b) submit listing application form and relevant documents, including *Prospectus*, offer document or *Offer Terms*, as applicable, containing an explicit declaration of its *Securities* as *Green Bonds*. The *Issuer* is solely responsible for signing the application form and cannot give power of attorney to a listing agent or any other intermediary;

### External review form

- (c) provide an external review form, in the template available on *AIX* website, specifying the type of review(s) conducted by third-party *Expert(s)* (as defined in *Rule GRN 5.1(a)*) and briefly summarising scope of such review, including the four core components: use of proceeds, process for *Green Project* evaluation and selection, management of proceeds, and reporting. The external review form(s) must be signed by respective *Expert(s)* and submitted to *AIX* along with the other application documents; and

### Post-issuance reporting

- (d) commit to post issuance reporting in the listing agreement. The *Issuer* must provide information about the intended and actual use of proceeds pursuant to *Rule GRN 6*. The aim of post issuance reporting is to inform the public about how funds are being allocated to projects and, where possible, the expected/achieved environmental impacts.

## GRN 5 (R) Offer Document

GRN 5.1 (R) A new *Applicant*, which is planning to issue *Green Bonds*, must comply with the *AIX Markets Listing Rules* and, where applicable, *AIX Prospectus Rules* and include in its *Prospectus*, offer document or *Offer Terms*:

### Expert review

- (a) (i) A *second party opinion* by independent consultants and/or institutions with recognised environmental expertise. It normally entails an assessment of the alignment with the Green Bond Principles.;
- (ii) *verification* against a designated set of criteria, typically pertaining to business processes and/or environmental criteria, performed by qualified independent parties, such as auditors;

- (iii) *certification* provided by qualified, accredited third parties/certifiers, endorsing the **Green Bond**, its framework or its use of proceeds against a recognised external green standard or label; or
  - (iv) **Green Bond scoring/ rating report** relating to individual **Securities** or issuances, given by qualified third parties, such as specialised research providers or rating agencies, according to an established scoring/rating methodology.
- (b) Information about **Expert**, responsible for the external review, as per scope defined in *item 9.2 of Schedule 1* to the **AIFC MAR Rules**.

#### Green Projects

- (c) A description of each **Green Project** that the **Issuer** plans to invest the proceeds of the **Green Bond** into, including sectors, geographies and expected environmental impact using, where feasible, qualitative performance indicators and/or quantitative performance measures; and
- (d) A description of process for **Green Project** evaluation and selection, including the **Issuer's** objectives, strategy, policy and/or processes relating to environmental sustainability.

#### Claims

- (d) A statement of any green standard related legal claims which are potentially of material significance to the company in relation to the planned **Green Bond** issue;

#### Use of Proceeds

- (e) clear disclosure of the nature of the use of proceeds into 100 per cent financing or refinancing of the **Green Projects**.
- (G) (f) As **Green Projects** may disburse over time, the **Issuer** should explicitly state how unallocated proceeds will be temporarily invested.
- (G) (g) In the event that all or a proportion of the proceeds are or may be used for refinancing, it is recommended that the **Issuer** provides an estimate of the share of financing versus refinancing, and, where appropriate, clarify which investments or project portfolios may be refinanced.

## **GRN 6 (R) Post-Issuance Reporting**

- GRN 6.1 (R) Post-issuance, an **Issuer** is required to regularly, and at least once per year, provide post-issuance reporting, as part of an annual report under **AIFC MAR Rule 3.2** or otherwise in the form of market disclosures pursuant to **Rule MDR 7**, about:
- (a) Use of proceeds: the **Issuer** must disclose information on the disbursement of proceeds at least annually until full allocation, and as necessary thereafter in the event of material developments. Where a **Green Project** has matured, been prepaid or no longer qualifies under the **Issuer's** eligibility criteria, the **Issuer** should disclose the temporary use of the relevant proceeds pending allocation to eligible **Green Projects**; and

- (b) Environmental impact: the *Issuer* must disclose information on the achieved environmental impact of its *Green Projects* using, where feasible, qualitative performance indicators and/or quantitative performance measures.

GRN 6.2 (G) The choice of format of the post-issuance reporting is at the *Issuer's* discretion. The content of the first annual post-issuance reporting must be verified by an *Expert*.

## **GRN 7 (R) Significant Dealing Announcement Requirements**

Where an *Issuer* acquires or disposes of assets representing interests under a *Green Bond* financing, appropriate details of the relevant interests must be disclosed to market pursuant to *Rule MDR 7* and as per scope defined in *item 3* from *Table 1* of the *Appendix* to the *AIX Market Disclosure Rules*.

## **GRN 8 (R) Confidentiality**

If an *Issuer* wishes to exclude from the *Prospectus*, offer document or *Offer Terms*, as applicable, or from an *Expert* report included in them, information which is confidential for legal or other reasons it must allow an independent person, mutually approved, to verify to *AIX* in confidence the importance of such information in order that *AIX* can assess whether investors have all relevant information.



# AIX Mining Company Rules

## MCR AIX Mining Company Rules

### MCR 1 (R) Scope and Application

- MCR 1.1 (R) These *Rules* apply in respect of listed *Issuers*, and *Applicants* for *Admission to Trading*, that are *Mining Companies* (including, subject to *Rule MCR 1.7*, where they are also *REM Companies* or *Applicants* for *Admission* as such).
- MCR 1.2 (R) Listed *Issuers*, and *Applicants* for *Admission to Trading*, that are *Mining Companies* must also comply with all other *AIX Rules* that apply to listed *Issuers* and/or *Applicants* (as applicable).
- MCR 1.3 (R) *AIX* may, by *Notice*, specify different categories of *Mining Company* for the purposes of these *AIX Mining Company Rules* (in addition to *Tier 1* and *Tier 2 Mining Companies*) and, in relation to those categories of *Mining Company*, may (without limiting *AIX's* discretion):
- (a) exempt specified categories of *Mining Company* from compliance with some or all of these *Rules*;
  - (b) modify the application of these *Rules* to specified categories of *Mining Company*; and
  - (c) impose additional requirements for specified categories of *Mining Company*.
- MCR 1.4 (R) *AIX* may advise a listed *Issuer* or *Applicant* that, in accordance with these *Rules* as applied to its business and activities, it is (or is not) a *Mining Company* with effect from a specified date or the occurrence of a specified event.
- MCR 1.5 (R) A listed *Issuer* must provide *AIX* with as much advance notice as practicable if it expects to become (or cease to be) a *Mining Company*, whether by a change in its activities, the acquisition or disposal of a business, or otherwise.
- MCR 1.6 (R) *AIX* may waive or modify one or more requirements of this chapter for *Mining Companies* where appropriate, provided that such waiver or modification would not unduly prejudice holders of *Securities* in the affected *Mining Companies*.
- MCR 1.7 (R) For listed *Issuers* that are, and *Applicants* for *Admission to Trading* as, both *Mining Companies* and *REM Companies*, the concessions and additional requirements set out in both the *AIX Regional Equity Market Rules* and these *AIX Mining Company Rules* shall apply. In relation to *Rule MCR 5.2* and *Rule REM 3.1(a)*, which offer different concessions in relation to the requirement in *Rule MLR 4.1(1)* for the provision of previous years' financial statements, *Rule REM 3.1(a)* prevails over *Rule MCR 5.2*. If another provision of the *AIX Rules* offers a concession for a specific category of *Issuer* or *Applicant*, and these *AIX Mining Company Rules* also offer a different concession from the relevant underlying provision of the *AIX Rules*, the *Issuer* or *Applicant* may elect which concessionary provision shall prevail (unless otherwise specified by *AIX* by *Notice*).

### MCR 2 (R) *Tiers of Mining Companies*

- MCR 2.1 (R) At the same time as it submits an *Application* for *Admission to Trading*, an *Applicant* that is a *Mining Company* must advise *AIX* whether it seeks *Admission* as a *Tier 1 Mining Company* or a *Tier 2 Mining Company*. If *AIX* accepts an *Application* for

**Admission to Trading of Securities of a Mining Company**, **AIX** will advise the **Applicant** of (and will publicly disclose) which **Tier** the **Applicant** is admitted to.

- MCR 2.2 (R) Following its **Admission to Trading**, a **Mining Company** may request **AIX** to transfer it from one **Tier** to the other, in which case it shall pay the fee prescribed by **AIX** by **Notice** for processing such requests (if any). Any such transfer will be at **AIX**'s discretion and (if accepted) will take effect at the time specified by **AIX** by **Notice**.
- MCR 2.3 (R) **AIX** may, by **Notice**, require a **Mining Company** to transfer from **Tier 1** to **Tier 2**, if the **Mining Company** is in **Tier 1** and **AIX** considers that the **Mining Company** no longer meets (or is likely to cease to meet) the requirements applicable to **Tier 1**.
- MCR 2.4 (R) Upon transferring from **Tier 2** to **Tier 1**, a **Mining Company** that had, as its **Qualifying Reporting Standard**, the “Kazakhstan Code for the Public Reporting of Exploration Results, Mineral Resources and Mineral Reserves”, must select a **Tier 1 Qualifying Reporting Standard** to comply with.
- MCR 2.5 (R) **AIX** may, by **Notice**, impose additional requirements, or waive or modify the application of the requirements of these **Rules** (with or without conditions), in respect of **Mining Companies** in either or both **Tiers**, provided that such action would not unduly prejudice holders of **Securities** in the affected **Mining Companies**.

### **MCR 3 (R) Admission to Trading of Mining Companies – both Tiers**

- MCR 3.1 (R) In assessing the suitability for listing of an **Applicant** that is a **Mining Company** (in either **Tier**) under **Rule MLR 5.1**, in addition to the factors set out in **Rule MLR 5.2**, **AIX** will also take into account:
- (a) the experience and technical expertise of the **Applicant's** management and **Directors** relevant to its business and industry, and their relevant public company experience;
  - (b) the availability to the **Applicant** of suitably qualified technical personnel and experts, and the infrastructure required for the **Applicant's** proposed exploration, development and production programmes;
  - (c) the status and terms of the **Applicant's** rights and licenses for its **Mineral Projects** and proposed activities; and
  - (d) the **Applicant's** ability to comply with the terms of its mining licenses and material contracts, and with applicable **Laws**.
- MCR 3.2 (R) Prior to listing a **Mining Company** must obtain any relevant permits, consents, approvals, or authorisations from, and/or file notifications with, governmental and/or other regulatory bodies, if required by law, in respect of the **Admission to Trading** of its **Shares** (or **Certificates** over **Shares**), and must provide copies thereof to **AIX** together with its **Application**.
- (G) A **Mining Company** with a **Mineral Project** in Kazakhstan must, if required by law, obtain (and provide **AIX** with a copy of, together with its **Application**) a consent to its listing on **AIX** to be issued by the competent authority of Kazakhstan.
  - (G) A **Mining Company** with a **Mineral Project** in Kazakhstan in respect of uranium must, if required by law, also obtain (and provide **AIX** with a copy of, together with its **Application**) a waiver of priority right to be issued by the competent authority of Kazakhstan.

MCR 3.3 (R) The following additional requirements will apply to *Applicants* that are *Mining Companies*:

- (a) The *Applicant's Prospectus* must:
  - (i) comply with the applicable *Qualifying Reporting Standard*, to the extent it contains information relating to the *Mining Company's Mineral Projects*;
  - (ii) set out sufficient details of the *Applicant's* current and planned exploration, development and production activities; and
  - (iii) contain, or be accompanied by, a report or reports by a *Competent Person* (who will be treated as an *Expert* for the purposes of the *AIX Prospectus Rules*) setting out the status of exploration, development and production, and assessments of reserves and resources, in respect of each of the *Applicant's Mineral Projects*.
- (b) The *Applicant's* reports for the purposes of *Rule MCR 3.3(a)(iii)* must:
  - (i) be satisfactory to *AIX*;
  - (ii) comply with the applicable *Qualifying Reporting Standard*; and
  - (iii) comply with the requirements of *clause 9.4(b)* of *Schedule 1* to the *AIFC MAR Rules*, relating to *Expert* reports for special categories of *Company*.

MCR 3.4 (R) In respect of an *Applicant* that is a *Mining Company*, *Rule MLR 4.1(2)* (requiring one (1) of the previous three (3) years' financial statements to show a net profit) is not applicable.

## MCR 4 (R) *Admission to Trading of Tier 1 Mining Companies*

MCR 4.1 (R) A *Tier 1 Applicant* must have the financial capability to execute its stated work programme for eighteen (18) months following *Admission to Trading*, taking into account any expected production.

MCR 4.2 (R) A *Tier 1 Applicant's* reports for the purposes of *Rule MCR 3.3(a)(iii)* must demonstrate proved reserves or measured resources (in accordance with the applicable *Tier 1 Qualifying Reporting Standard*) at one or more of the *Mineral Projects* in which the *Tier 1 Applicant* has a 50 per cent or more ownership interest (and if only demonstrating measured resources, this must be made clear in the report and *Prospectus*, and the reasons explained).

## MCR 5 (R) *Admission to Trading of Tier 2 Mining Companies*

MCR 5.1 (R) A *Tier 2 Applicant* must have the financial capability to execute its stated work programme for twelve (12) months following *Admission to Trading*, taking into account any expected production.

MCR 5.2 (R) In respect of a *Tier 2 Applicant*, the following amendments apply to the *AIX Rules* identified below:

- (a) subject to **Rule MCR 1.7** (in relation to **Applicants** for **Admission** as **REM Companies**), **Rule MLR 4.1(1)** (requiring three years' audited financial statements) is applied on the basis that the audited financial statements shall cover a prior period of two (2) instead of three (3) years, or if the **Applicant** has completed less than two (2) financial years, each completed financial year since the **Applicant's** incorporation (if any).
- (b) **Rule MLR 10.1** (requiring a minimum expected **Aggregate Market Value** of the **Applicant's Securities** at the time of listing) will not apply, provided that if a **Tier 2 Applicant** is issuing new **Securities** in connection with its **Admission to Trading**, **AIX** may require a minimum amount to be raised through that issuance.

## **MCR 6 (R) Ongoing requirements for Mining Companies – both Tiers**

### **MCR 6.1 (R) General requirements for public disclosures and announcements:**

- (a) All public disclosures and announcements made by a **Mining Company** (including any required by the **AIX Market Disclosure Rules**) must comply with the applicable **Qualifying Reporting Standard** to the extent it applies to such disclosures or announcements.
- (b) Any statement or information included in any such disclosure or announcement as to the **Mining Company's** exploration targets or results, production targets, or ore reserves or mineral resources, must also be consistent with and reflect the most recent information in respect of the **Mining Company** prepared or approved by a **Competent Person**, and such disclosure or announcement must state that it accurately reflects the information prepared or approved by such **Competent Person**.
- (c) If participating in a joint venture, a **Mining Company** must ensure that the joint venture arrangements:
  - (i) require the operator of the joint venture to immediately disclose and report to the **Mining Company** on any significant discoveries or material matters; and
  - (ii) permit the **Mining Company** to make any public disclosure or announcement required by these **AIX Mining Company Rules**.

**MCR 6.2 (R)** In the event of acquisition of an interest in a new **Mineral Project** or expiration and renewal of any permits, consents, approvals, authorisations and notifications related to existing **Mineral Projects** in respect of which the **Mining Company** intends to continue its activities, a **Mining Company** must obtain such permits, consents, approvals and authorisations, and make such notifications, as are required by law for the continued listing of its **Shares** (or **Certificates** over **Shares**) in accordance with **Rule MCR 3.2**, and must provide copies thereof to **AIX**.

**(G)** A **Mining Company** must ensure that:

- (a) all relevant permits, consents and approvals required for the continued listing of its **Shares** (or **Certificates** over **Shares**) are, at all times, valid;

- (b) it has received authorisations from and/or filed notifications to governmental and/or regulatory bodies, as required by law for the continued listing of its *Shares* (or *Certificates* over *Shares*), in accordance with **Rule MCR 3.2**; and
    - (c) it has provided copies thereof to **AIX**.
  - (G) A **Mining Company** with a **Mineral Project** in Kazakhstan must, if required by law, notify the competent authority of Kazakhstan of the **Issue** and/or listing of *Shares* (or *Certificates* over *Shares*) on **AIX**, and must provide copies thereof to **AIX**.
- MCR 6.3 (R) The existence of a duty of confidentiality does not exempt or relieve a **Mining Company** from complying with its obligations relating to disclosures under these **AIX Mining Company Rules** and the **AIX Market Disclosure Rules**.
- (G) A **Mining Company** should ensure that it does not breach a duty of confidentiality, whether based on law, contract, license or otherwise, and should obtain any required consents for any disclosure or announcement that it proposes (or is required) to make. When entering into a confidentiality agreement or other confidentiality obligation, a **Mining Company** should ensure that it includes such exceptions as are necessary to permit the **Mining Company** to make any public disclosure or announcement required by these **AIX Mining Company Rules**.
- MCR 6.4 (R) Periodic disclosure requirements:
- (a) **Mining Companies** must, on a semi-annual basis, publicly disclose (in accordance with **Rule MDR 7**, and subject to **Rule MCR 6.1(b)** above) an update on any material changes in the status of exploration, development and production activities at each of the **Mining Company's Mineral Projects**, or a statement that there have been no such changes.
  - (b) Unless otherwise specified by **AIX** by **Notice** in respect of different **Tiers** or categories of **Mining Company**, **Mining Companies** must also, no less frequently than once per year, publicly disclose (in accordance with **Rule MDR 7**) a report or reports prepared or approved by a **Competent Person** setting out any material changes in the status of exploration, development, production, reserves and resources at each of the **Mining Company's Mineral Projects**, or a statement that there have been no such changes.

# AIX Listed Funds Rules

# LFR AIX Listed Funds Rules

## LFR 1 (R) Scope and Application

- LFR 1.1 (R) These **Rules** are made pursuant to **Sections 3.2, 3.3 and 3.6** of the **AIFC AMI Rules**.
- LFR 1.2 (R) Subject to **Rule LFR 7**, these **Rules** apply in respect of **Units**, to **Listed Funds** and their **Managers**, and to **Applicants** and **Applications** for **Admission to Trading** of **Units**. Except as specified in these **AIX Listed Funds Rules**, no other chapters of the **AIX Rules** apply in respect of **Units**, **Listed Funds** or their **Managers**, or to **Applicants** or **Applications** for **Admission to Trading** of **Units**.
- LFR 1.3 (R) The following other chapters of the **AIX Rules** also apply in respect of **Units** and (as applicable) to **Listed Funds** and their **Managers**, as if the term “**Securities**” included **Units** and with all other necessary modifications:
- (a) **AIX General Business Rules**;
  - (b) **AIX Membership Rule MR 3.1**, which requires **Members** to keep certain records of **Transactions**;
  - (c) **AIX Market Disclosure Rules** (notwithstanding **Rules MDR 1.2** and **MDR 3.1**), except **Rules MDR 2.3.2(f)**, **MDR 3.2(1)(a)(ii)** and **MDR 4**, and further on the basis that:
    - (i) **Rule MDR 3.2(1)(b)**, which relates to the definition of “**Connected Person**”, is deleted and replaced with the following:
 

*owns, whether legally or beneficially, or controls, whether directly or indirectly, more than 5 per cent of the **Units** of the **Fund**;*
    - (ii) the references to “**Investments in or relating to the Reporting Entity**” in **Rule MDR 3.3.2(b)** and to “**voting Equity Securities**” and “**voting Equity Securities of either the Reporting Entity or a controller of the Reporting Entity**” are read as references to **Units** in the **Listed Fund**;
    - (iii) the **Appendix MDA** is deleted and replaced with the following:
 

*The **Manager** of a **Listed Fund** must make market disclosure of:*

      - (a) *the net asset value per **Unit** of the **Fund** as determined in accordance with **IFRS**, no less frequently than once per week (or as otherwise determined by **AIX**), unless **AIX** determines that this is not necessary for the particular type of **Fund**; and*
      - (b) *audited annual financial statements in respect of the **Fund**, within four (4) months after each accounting reference date of the **Fund**.*
    - (iv) the guidance note issued by **AIX** from time to time in accordance with this **Rule** further outlines the application of the **AIX Market Disclosure Rules** to **Listed Funds** and their **Managers**;



- (d) *AIX Trading Rules*, as if the reference to “an *Equity* trade” in *Rule TRD 15.4* included a trade of *Units* and an “*Equity Security*” in *Rule TRD 16* included *Units*;
- (e) *AIX Clearing and Settlement Rules*;
- (f) *AIX Default Rules*; and
- (g) *AIX Monitoring and Enforcement Rules*, including *AIX Market Supervision Rules* and *AIX Disciplinary Rules*.

LFR 1.4 (R) *AIX* may, by *Notice*, specify different categories of *Listed Funds* for the purposes of these *AIX Listed Funds Rules* and, in relation to those categories of *Listed Funds*, may (without limiting *AIX’s* discretion):

- (a) exempt specified categories of *Listed Funds* from compliance with some or all of these *Rules*;
- (b) modify the application of these *Rules* to specified categories of *Listed Funds*; and
- (c) impose additional requirements (including naming requirements) for specified categories of *Listed Funds*.

LFR 1.5 (R) *AIX* may waive or modify one or more requirements of this chapter for *Listed Funds* where appropriate, provided such waiver or modification would not unduly prejudice holders of *Units* in the *Listed Fund*.

## LFR 2 (R) Requirements for Admission of Units

LFR 2.1 (R) The *Manager* of a *Fund* may apply to *AIX* for *Admission* of a *Class* of *Units* of that *Fund* in accordance with *Rule LFR 2.5* below. At the same time as it submits its *Application*, the *Manager* must:

- (a) provide to *AIX* an enforceable undertaking in writing that it will (i) comply with relevant *AIX Rules* and the *AIFC Law* and (ii) submit unconditionally to the jurisdiction of the *AIFC Court* with regard to any dispute or proceeding arising out of the admission of the *Units* to the *Official List*;
- (b) provide to the *AFSA* an enforceable undertaking in writing to submit unconditionally to the jurisdiction of the *AIFC* in relation to any matters which arise out of or which relate to its use of the facilities of *AIX* including but not limited to the requirements in the *AIFC MAR Rules*;
- (c) appoint (and maintain at all times) an agent for the service of process on the *Fund* in the *AIFC*, and require such agent to evidence in writing its acceptance of its appointment as agent for service of process; and
- (d) demonstrate to *AIX’s* satisfaction that:
  - (i) it is duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment and is operating in conformity with its *Constitution* and those laws, and the *Fund* is duly established under either the *AIFC Law* or some other governing law that, in *AIX’s* opinion, provides sufficient protections to

holders of *Units* (in each case such that the *Constitution* is legally binding and enforceable by holders of *Units*);

- (ii) it has the financial capability to carry on the role of *Manager* of the *Fund* as it is proposed to be carried on;
- (iii) if such registration is required by the *AIFC Law*, the *Fund* is registered as a Non-Exempt Fund under the *AIFC Collective Investment Scheme Rules*, and (if such authorisation is required by the *AIFC Law*) the *Manager* is authorised as a Fund Manager by the *AFSA*;
- (iv) the *Fund* and *Manager*, and the business of the *Manager*, are suitable for the *Units* to be *Admitted to Trading*, taking into account the factors listed in *Rule MLR 5.2* as if the reference to *Securities* in that *Rule* were a reference to *Units*;
- (v) the *Directors* and senior management individuals of the *Manager* collectively have appropriate experience and expertise in the business of managing *Funds* or similar investment structures;
- (vi) the *Manager* has adequate systems and controls to eliminate or manage material conflicts of interest in its business and to ensure good corporate governance;
- (vii) the requirements for the *Fund's Constitution* specified in *Rule LFR 2.2* below are satisfied;
- (viii) the *Units* are duly authorised according to the *Constitution* and the *AIFC Law*, have any necessary statutory or other consents, and are freely transferable (provided that the *Constitution* may restrict transfers of *Units* which would result in a *Person* holding fewer *Units* than the minimum holding size approved by *AIX* from time to time); and
- (ix) if *Offering Materials* for the *Fund* are required by the *AIFC Law*, the *Offering Materials* have been filed with *AFSA* and otherwise comply with the *AIFC Law*.

- (G) Where both *AIX* approval and *AFSA* registration of the *Constitution* and *Offering Materials* are required, *AIX* generally expects that (i) *Applicants* would first engage with *AIX* for in-principle approval of those documents, (ii) the *Fund* and documents would then be registered with *AFSA*, and (iii) the final formal *Application* would then be made to *AIX*.

LFR 2.2 (R) The *Constitution* of a *Listed Fund* must:

- (a) be subject to the *AIX Rules* (and, to the extent they apply to the *Fund*, also the *AIFC Collective Investment Scheme Rules*) and require the *Manager* to comply with them;
- (b) prohibit the *Manager* and its *Associates* from exercising voting rights attached to *Units* held by them on matters in respect of which they have a material financial interest (other than an interest arising only as a holder of *Units*); and
- (c) specify in sufficiently clear and precise terms:
  - (i) the manner in which meetings of *Unit* holders may be convened (provided that it need not require meetings to be held in the *AIFC*) and *Unit* holders may vote;

- (ii) the process and other requirements applicable to issue and redemption of **Units** (if permitted), and any restrictions on such issue or redemption;
- (iii) the retirement, removal and replacement of the **Manager** and (if relevant) trustee or **Custodian** of the **Fund**;
- (iv) the process and requirements for the appointment, removal and replacement of the **Fund's** external auditor; and
- (v) the circumstances and manner in which the **Fund** may be wound up;
- (d) require the **Manager** to give advance written notice to **Unit** holders and any trustee or **Custodian** of the **Fund** before amending its statement of investment objectives and policy;
- (e) provide that the **Constitution** may only be amended with prior approval from the trustee (or **Person** having an equivalent role) of the **Fund** and (if the change is materially disadvantageous to them) **Unit** holders;
- (f) require all notices of meetings of **Unit** holders to state:
  - (i) the nature of the business to be transacted at the meeting in sufficient detail to enable a **Unit** holder to form a reasoned judgement in relation to it; and
  - (ii) the text of any proposed resolution of **Unit** holders.

For the avoidance of doubt, **AIX** is not required to approve notices of meetings of **Unit** holders.

LFR 2.3 (R) **Units** will not be **Admitted** to the **Official List** unless:

- (a) **AIX** determines that the **Constitution** and (if **Offering Materials** for the **Fund** are required by the **AIFC Law**) the **Offering Materials** are satisfactory to **AIX** and issues to the **Applicant** a notice stating its approval of the **Constitution** and (if applicable) **Offering Materials**. If **Offering Materials** are required by the **AIFC Law**, after the **Offering Materials** have been approved by **AIX** they must be made available to the public as soon as is reasonably practicable, and in any case at a reasonable time in advance of (and at the latest at the beginning of) trading on the **AIX Market**;
- (b) **AIX** is satisfied that:
  - (i) the expected **Aggregate Market Value** on **AIX** of the **Units** at the time of **Admission to Trading** is not less than US\$1,000,000, or such other amount as **AIX** may approve or require; and
  - (ii) on **Admission to Trading**, a sufficient number of **Units** will have been distributed to the public (which requirement will be deemed satisfied if 25 per cent or more of the **Units** will be directly or indirectly legally or beneficially held by 50 or more **Unit** holders), provided that **AIX** may exempt a **Fund** from this requirement for successive periods of up to twenty-four (24) months;
- (c) the **Application** relates to all **Units** of the same **Class** that are issued or proposed to be issued, except any **Units** that are already **Admitted to Trading**; and
- (d) the **Units** are eligible for electronic settlement in accordance with the **AIX Clearing and Settlement Rules**, and the arrangements for settlement and clearing

of trading in such *Units* are acceptable to *AIX* or, as appropriate, to a *Settlement Agent Member* of *AIX* in accordance with the *AIX Clearing and Settlement Rules*.

- LFR 2.4 (R) A failure by the *Manager* of a *Listed Fund* to comply with an applicable *AFSA* or *AIFC Rule* shall be a contravention of *AIX Rules* and *AIX* may take all such actions in relation to the contravention as are provided for under *AIX Rules*.
- LFR 2.5 (R) The following *Rules* apply to an *Application* for *Admission* of *Units*, with the following modifications:
- (a) *Rule MLR 17.1 (Listing Application)*, as if references to “*Securities*” were references to the *Units*;
  - (b) *Rule MLR 17.2 (Documents to be provided in advance)*, as if:
    - (i) references to “*Securities*” were references to the *Units*; and
    - (ii) references to an approved *Prospectus* or *Supplementary Prospectus* were references to the *Constitution* and (if *Offering Materials* for the *Fund* are required by the *AIFC Law*) the *Offering Materials*, on the basis that the *Constitution* and (if applicable) *Offering Materials* must be submitted to and approved by *AIX* in accordance with those *Rules*, and (if required) the *Offering Materials* must comply with clause 5.3 of the *AIFC Collective Investment Scheme Rules*, but a *Prospectus* is not required;
  - (c) *Rule MLR 17.3 (Documents to be provided on the day of Admission)*, as if the reference to “a completed shareholder statement” was a reference to “a completed *Unit* holder statement”;
  - (d) *Rule MLR 17.4 (Documents to be kept)* (other than *17.4.1(8)*), as if references to “*Securities*” were references to the *Units* and references to an approved *Prospectus* were references to the approved *Offering Materials* (if *Offering Materials* for the *Fund* are required by the *AIFC Law*) or were deleted and all other necessary modifications made (if *Offering Materials* for the *Fund* are not required by the *AIFC Law*);
  - (e) *Rule MLR 18 (Determination of Applications)*, as if references to “*Securities*” were references to the *Units* and the reference to “such *Person*” was a reference to the *Manager*; and
  - (f) *Rule MLR 21.1 (Provision of Information to AIX)*, as if the reference to “the *AIX Markets Listing Rules*” were a reference to these *AIX Listed Funds Rules*.
- LFR 2.6 (R) To be *Admitted to Trading* on *AIX*, *Units* must first be admitted to the *Official List*.

### **LFR 3 (R) Ongoing requirements for *Units***

- LFR 3.1 (R) The *Manager* of a *Listed Fund* must:
- (a) ensure that any amendments to the *Constitution* are filed with *AIX* within two (2) *Business Days* after they become effective or (if earlier) are approved in accordance with the *Constitution*;
  - (b) ensure that if *Offering Materials* for the *Fund* are required by the *AIFC Law*, the *Offering Materials* at all times comply with the *AIFC Law*;

- (c) act with integrity towards holders and potential holders of the *Units*;
- (d) comply with the continuous and periodic disclosure requirements applicable in respect of a *Fund*, as set out in the *AIX Market Disclosure Rules* (as modified by these *AIX Listed Funds Rules*);
- (e) deal with *AIX* in an open and co-operative manner;
- (f) endeavour to ensure that a sufficient number of *Units* are in circulation with the public at all times, on the basis referred to in *Rule LFR 2.3(b)(ii)*, and notify *AIX* as soon as possible after it first becomes aware of any non-compliance with this requirement;
- (g) inform *AFSA* in writing, as soon as possible, if it has:
  - (i) requested *AIX* to *Admit* new *Units* of the same *Class* to trading;
  - (ii) requested the re-admittance of any *Units* to trading following a *Trading Suspension*;
  - (iii) requested *AIX* to delist or suspend trading of any *Class* of *Units*; or
  - (iv) been informed by *AIX* that any *Class* of *Units* will be delisted or suspended from trading;
- (h) ensure that the requirements set out in *Rules LFR 2.1(d)* and *2.2* continue to be met while the *Units* are *Admitted* to the *Official List*; and
- (i) send to *Unit* holders the audited annual financial statements referred to in Part B of the Appendix to the *AIX Market Disclosure Rules* (as modified by these *AIX Listed Funds Rules*), within the time frame provided in that Appendix.

## **LFR 4 (R) Suspending, Delisting and Restoring a Listing of *Units***

LFR 4.1 (R) *Rule MLR 19 (Suspending, Delisting and Restoring a Listing)* (other than *Rules MLR 19.2(7)* and *19.2(8)*, *Rule MLR 19.7.1(4)* and *Rule MLR 19.7.2*) applies in respect of *Units*, as if:

- (a) references to “*Securities*”, “its *Securities*”, or similar expressions, were references to the *Units*;
- (b) references to the *Listed Entity* were references to:
  - (i) in the case of *Rules MLR 19.2(4)*, *(5)* and *(6)*, the *Listed Fund*;
  - (ii) in the case of *Rule MLR 19.7.1(2)*, either the *Manager* or the *Listed Fund*; or
  - (iii) otherwise, the *Manager*;
- (c) the reference to “its financial position” in *Rule MLR 19.2(3)* was a reference to the financial position of the *Listed Fund*;
- (d) the reference to the “*AIX Markets Listing Rules*” in *Rule MLR 19.3* was a reference to these *AIX Listed Funds Rules*;
- (e) the reference to a shareholder resolution in *Rule MLR 19.5.3(2)* were a reference to a resolution of *Unit* holders; and

- (f) the reference to “its listing” in *Rule MLR 19.5.3(3)* were a reference to the listing of the *Units*.

## **LFR 5 (R) Timetable and process for *Fund Actions***

- LFR 5.1 (R) Timetables for *Fund Actions*
- LFR 5.1.1 (R) The *Manager* of a *Listed Fund* must submit to *AIX* any announcement of the timetable for a proposed *Fund Action* for consultation as soon as possible prior to the disclosure of the *Fund Action*.
- LFR 5.1.2 (R) The *Manager* of a *Listed Fund* must notify *AIX* immediately of any proposed amendments to a timetable submitted to *AIX*, including amendment to the published details of an announcement following agreement on the amendments to the timetable with *AIX*.
- LFR 5.1.3 (R) *AIX* may by *Notice* specify the timetables for *Fund Actions* and the procedural requirements (including matters required to be disclosed or announced) applicable to different categories of *Fund Action*.
- LFR 5.2 (R) Rules for all *Fund Actions*
- LFR 5.2.1 (R) If more than one *Fund Action* is proposed, the *Record Date* for the second *Fund Action* must fall (and may not be declared until) a sufficient number of *Business Days* after the first *Fund Action* has been completed and, if applicable, the *Unit* register has been updated. *AIX* may by *Notice* specify the numbers of *Business Days* required for the purposes of this *Rule*.
- LFR 5.2.2 (R) If a proposed *Fund Action* involves a reorganisation of the *Classes* of *Units* in the *Listed Fund*, the *Manager* must provide sufficient prior notice to *AIX* to ensure that an orderly market is maintained in the *Units*, and must provide such information in connection with the *Fund Action* as *AIX* may require.

## **LFR 6 (R) Definitions**

- LFR 6.1 (R) For the purposes of these *AIX Listed Funds Rules* and any other *AIX Rules* that (in accordance with these *AIX Listed Funds Rules* or otherwise) apply in respect of *Units*, *Funds* or their *Managers*:
- (a) the definitions of “*Applicant*” and “*Class*” in *Rule GLO 1* are read as if references to “*Securities*” included *Units*;
  - (b) the definition of “*Issuer*” in *Rule GLO 1* includes, in respect of a *Fund* the *Units* of which are traded on *AIX* or are the subject of an *Application*, the *Manager* of that *Fund*, or, to the extent so designated by *AIX* by *Notice*, the *Fund*;
  - (c) the definitions of “*Listed Entity*” and “*Reporting Entity*” in *Rule GLO 1* include, in respect of *Units*, the *Manager* of the relevant *Listed Fund*, or to the extent so designated by *AIX* by *Notice*, the *Listed Fund*;
  - (d) the definition of “*Securities*” in *Rule GLO 1* is read as if it included *Units*;

- (e) the definition of “**Record Date**” in **Rule GLO 1** is read as if the reference to “**Shares**” was a reference to **Units** and the reference to “a dividend or other entitlement” was a reference to the benefit of a **Fund Action**.

## LFR 7 (R) Secondary Listed Funds

- LFR 7.1 (R) A **Fund** that has a **Primary Listing** other than on **AIX** (or its **Manager**, as applicable) may apply to **AIX** for the admission to the **Official List** and to **Admission to Trading** of **Units** in that **Fund** as a **Secondary Listed Fund**, by submitting an **Application** in such form as **AIX** may specify by **Notice** from time to time. At the same time as it submits its **Application**, the **Fund** or its **Manager** (as applicable) must:
- (a) provide to **AIX** an enforceable undertaking in writing that it will (i) comply with the relevant **AIX Rules** and the **AIFC Law** and (ii) submit unconditionally to the jurisdiction of the **AIFC Court** with regard to any dispute or proceeding arising out of the admission of the **Units** to the **Official List**;
  - (b) provide to the **AFSA** an enforceable undertaking in writing to submit unconditionally to the jurisdiction of the **AIFC** in relation to any matters which arise out of, or which relate to, its use of the facilities of **AIX** including but not limited to the requirements in the **AIFC MAR Rules**;
  - (c) appoint (and maintain at all times) an agent for the service of process on the **Fund** in the **AIFC**, and require such agent to evidence in writing its acceptance of its appointment as agent for service of process; and
  - (d) provide any other information and documents requested by **AIX** in connection with such **Application**.
- LFR 7.2 (R) **AIX** may admit to the **Official List** and **Admit to Trading** the **Units** of a **Fund** that has a **Primary Listing** other than on **AIX**, if **AIX** is satisfied that the **Fund** and its **Manager** (as applicable) comply, and have in place arrangements reasonably acceptable to **AIX** to ensure they continue to comply, with the requirements listed in **Rule LFR 7.3**.
- LFR 7.3 (R) Following the **Admission to Trading** of **Units** in a **Secondary Listed Fund**:
- (a) the **Secondary Listed Fund** must remain listed on a **Primary Exchange** satisfactory to **AIX**;
  - (b) the **Manager** and **Fund** (as applicable) must comply with the listing rules (including ongoing listing requirements) of the **Primary Exchange**, and the **Manager** must provide an annual certification to that effect to **AIX** (and must advise **AIX** of any waivers held by the **Manager** or the **Fund** from those listing rules or ongoing listing requirements);
  - (c) the **Manager** or **Fund** (as applicable) must give to **AIX** a copy in English of any information, announcement or document that it is required to give the **Primary Exchange**, including by way of release of material information, at the same time as (or promptly and without delay after) it gives the information, announcement or document to the **Primary Exchange**;
  - (d) the arrangements for settlement and clearing of trading in **Units** of the **Fund** must be acceptable to **AIX**; and
  - (e) the **Secondary Listed Fund** and its **Manager** must comply with such other requirements as **AIX** may specify by **Notice** from time to time.

- LFR 7.4 (R) The following **Rules** do not apply to a **Secondary Listed Fund** or its **Manager** (or an **Application** in respect of a **Secondary Listed Fund**):
- (a) **Rule LFR 1.3(c)**, such that the **AIX Market Disclosure Rules** shall not apply in respect of a **Secondary Listed Fund** (and **Rule LFR 7.3(c)** shall apply instead);
  - (b) **Rule LFR 1.3(e)**, such that the **AIX Clearing and Settlement Rules** shall not apply in respect of a **Secondary Listed Fund** (and **Rule LFR 7.3(d)** shall apply instead);
  - (c) **Rule LFR 2**, relating to **Admission** of **Units** (and **Rules LFR 7.1 to 7.3** shall apply instead), except that **Rules LFR 2.4** (deeming breaches of **AFSA** or **AIFC Rules** to be breaches of **AIX Rules**) and **Rule LFR 2.6** (requiring **Units** to be **Admitted** to the **Official List** before they may be **Admitted to Trading**) shall apply;
  - (d) **Rule LFR 3**, relating to ongoing requirements for **Units**, provided that the **Secondary Listed Fund** and its **Manager** remain in compliance with the requirements set out in **Rule LFR 7.2**; and
  - (e) **Rule LFR 5**, relating to the timetable and process for **Fund Actions** (and **Rule LFR 7.3(b)** and **7.3(c)** shall apply instead).
- (G) **Rules LFR 1** (other than **Rules LFR 1.3(c)** and **1.3(e)**, as outlined above), **LFR 2.4** and **LFR 2.6** (as outlined above), **LFR 4** (relating to suspending, delisting and restoring a listing of **Units**) and **LFR 6** (relating to defined terms) will apply to **Secondary Listed Funds** and their **Managers**.



# AIX Belt and Road Market Rules

## **BR** **AIX Belt and Road Market Rules**

### **BR 1 (R) General**

- BR 1.1 (R) The *Belt and Road Market* is a market segment of *AIX* where proceeds should be applied to finance or refinance in part or in full new and/or existing projects, including:
- (a) Projects under the Belt and Road Initiative in Kazakhstan, Central Asia and all BRI countries;
  - (b) Projects under the “Nurly Zhol” new economic policy of the Republic of Kazakhstan;
  - (c) Privatization projects in the Republic of Kazakhstan;
  - (d) Infrastructure projects in the Republic of Kazakhstan;
  - (e) China-Kazakhstan Capacity Cooperation projects;
  - (f) Any other projects specified by *AIX* by *Notice*.
- BR 1.2 (R) *Securities* that are admitted for listing and trading in the *Belt and Road Market* shall be categorised as the *BR Securities*.
- BR 1.3 (R) The *BR Securities* shall be denominated in CNY, KZT, USD, EUR and RUB. The *BR Securities* may be denominated in other currencies if specifically approved by *AIX*.
- BR 1.4 (R) The trading currency of the *BR Securities* may be different from the currency of its denomination.
- BR 1.5 (G) *AIX* shall develop and circulate the guidance on criteria, principles and scope of the *Belt and Road Market*.

### **BR 2 (R) Listing Conditions**

- BR 2.1 (R) An *Applicant* for listing *Securities* in the *Belt and Road Market* must:
- (a) comply with requirements set out in the *AIX Admission and Disclosure Standards* and the *AIX Markets Listing Rules*;
  - (b) comply with the additional disclosure requirements set out in these *Rules*;
  - (c) submit a completed listing application forms and relevant documents, including *Prospectus*, offer document or *Offer Terms*, as applicable, containing an explicit declaration of its *Securities* as *BR Securities*;

#### Use of Proceeds

- (d) clearly disclose in the *Prospectus*, offer document or *Offer Terms*, as applicable, the nature of the use of proceeds in compliance with *Rule BR 1.1*;

#### External Review

- (e) provide an external review of the *BR Securities* from the *BR Expert Committee*.
- (G) (f) the review opinion from the *BR Expert Committee* shall only help investors to better understand the Belt and Road Initiative nature of the projects. The *BR*

*Expert Committee* shall NOT guarantee the value of issuance and shall NOT be liable for any claims or losses of any nature, arising directly or indirectly from participating in the issuance;

- (G) (g) the *BR Expert Committee* is not an investment advisor. The information contained in the review opinion shall not constitute or provide any kind of investment advice, including without limitation any recommendation or commentary regarding (i) the potential financial benefits or otherwise of purchasing, selling or holding the subject security, (ii) the merits of any investment or (iii) the suitability of any investment for any particular investor;

Continuing disclosure relating to *BR Securities*

- (i) commit in the *Prospectus*, offer document or *Offer Terms*, as applicable, to disclose information about the intended and actual use of proceeds pursuant to *Rule BR 4.4*.

## BR 3 (R) Offer Document

BR 3.1 (R) An *Applicant* for listing of the *BR Securities* must comply with the *AIX Markets Listing Rules* and, where applicable, *AIX Prospectus Rules* and include in its *Prospectus*, offer document or *Offer Terms*:

- (a) opinion of the *BR Expert Committee* in relation to characterisation of the issuance of the *BR Securities*, in the form acceptable to *AIX*; and information about the *BR Expert Committee* specifying details as set out in *item 9.2 of Schedule 1* to the *AIFC MAR Rules*;
- (b) general nature of the business of the company, distinguishing between different activities which are material with regard to the profits or losses, assets employed or any other factor affecting the importance of each activity, with particular reference to the Belt and Road projects defined in *Rule BR 1.1*;
- (c) comprehensive description of the projects that the *Issuer* plans to invest in the proceeds from the *BR Securities*;
- (d) a statement of any Belt and Road business related legal claims which are potentially of material significance to the company in relation to the planned *BR Securities* issue;
- (e) clear disclosure of the nature of the use of proceeds in compliance with *Rule BR 1.1*.
- (G) (f) In the event that all or a proportion of the proceeds are or may be used for refinancing, it is recommended that the *Issuer* provides an estimate of the share of financing versus refinancing, and, where appropriate, clarify which investments or project portfolios may be refinanced.

## BR 4 (R) Disclosure Obligations

BR 4.1 (R) An *Issuer* must comply with the *AIX Market Disclosure Rules*;

BR 4.2 (R) An *Issuer* of *BR Securities* admitted to the *Official List* must comply with additional disclosure obligations in accordance with the requirements under Table 3 of the *AIX Market Disclosure Rules Appendix*.

- BR 4.3 (R) Where an *Issuer* acquires or disposes of assets representing interests under the *BR Securities* financing, appropriate details of the relevant interests must be disclosed to market pursuant to *Rule MDR 7* and as per scope defined in *item 3* from *Table 1* of the *Appendix* to the *AIX Market Disclosure Rules*.
- BR 4.4 (R) An *Issuer* of *BR Securities* must once per year provide information, as part of an annual report under *AIFC MAR Rule 3.2* or otherwise in the form of market disclosures pursuant to *Rule MDR 7*, about use of proceeds (projects, sectors, geographies and, if possible, qualitative performance indicators and/or quantitative performance measures).

## **BR 5 (G) Waiver**

- BR 5.1 (G) *AIX* may waive or modify one or more listing requirements for *Issuers* of *BR Securities* where appropriate provided such waiver or modification would not unduly prejudice holders of *BR Securities* and would not be unduly prejudicial to the objectives in *Rule BR 1.1*.

# AIX Glossary and Interpretation

# GLO

## Glossary and Interpretation

### GLO 1

### Definitions

<i>AAOIFI</i>	The Accounting and Auditing Organisation of Islamic Financial Institutions.
<i>Account Holder</i>	Any <i>Person</i> holding an account with a financial institution, <i>Custodian</i> or a <i>CSD</i> .
<i>Accredited Investor</i>	A person as defined in the <i>AIFC MAR Rules 1.1.2 (6)(a)</i> .
<i>Admission to Trading/Admitted to Trading/ Admit to Trading</i>	The process by which <i>AIX</i> admits <i>Investments</i> to its systems to permit <i>Members</i> to enter into transactions in such <i>Investments</i> under and subject to the <i>AIX Rules</i> .  The terms “ <i>Admitted</i> ” and “ <i>Traded</i> ” shall be construed accordingly.
<i>AFSA</i>	The Astana Financial Services Authority.
<i>AFSA Rules</i>	The rules and regulations of <i>AFSA</i> as amended from time to time.
<i>Aggregate Market Value</i>	The free-float market capitalisation of a listed <i>Issuer</i> or <i>Applicant</i> calculated by multiplying the <i>Issuer</i> or <i>Applicant’s</i> quoted or proposed quoted <i>Equity Security</i> , <i>Debt Security</i> , or <i>Unit</i> price (as the case may be) by the number of <i>Equity Securities</i> , <i>Debt Securities</i> or <i>Units</i> (as the case may be) issued by the <i>Issuer</i> , or to be issued by the <i>Applicant</i> , on <i>AIX</i> and (if the context so requires) other <i>Regulated Exchanges</i> .
<i>AIFC</i>	The Astana International Financial Centre.
<i>AIFC AMI Rules</i>	The <i>AIFC</i> Authorised Market Institution Rules as amended from time to time.
<i>AIFC Collective Investment Scheme Rules</i>	The <i>AIFC</i> Collective Investment Scheme Rules as amended from time to time.
<i>AIFC Court</i>	The <i>AIFC</i> Court as established under <i>AIFC Framework Regulations</i> .
<i>AIFC Framework Regulations</i>	The <i>AIFC</i> Financial Services Framework Regulations as amended from time to time.
<i>AIFC GEN Rules</i>	The <i>AIFC</i> General Rules.
<i>AIFC Glossary</i>	The <i>AIFC</i> Glossary as amended from time to time.
<i>AIFC Law</i>	The laws of the <i>AIFC</i> , as amended from time to time.
<i>AIFC MAR Rules</i>	The <i>AIFC</i> Market Rules as amended from time to time.
<i>AIFC Rules for Pre-IPO Listings</i>	The <i>AIFC</i> Rules for Pre-IPO Listings as amended from time to time.
<i>AIX</i>	Astana International Exchange Ltd, an <i>AIFC</i> incorporated company limited by shares, including its <i>Board</i> , senior executives, <i>Employees</i> , agents and any <i>Person</i> acting under delegated authority.
<i>AIX Admission and</i>	The admission and disclosure standards of <i>AIX</i> for <i>Securities Admitted</i> or sought to

<i>Disclosure Standards</i>	be <i>Admitted to Trading</i> , as amended from time to time.
<i>AIX Belt and Road Market Rules</i>	The Belt and Road market rules of <i>AIX</i> as amended from time to time.
<i>AIX Chapter for Pre-IPO Listings</i>	The Pre-IPO listing rules of <i>AIX</i> as amended from time to time.
<i>AIX Clearing and Settlement Rules</i>	The clearing and settlement rules of <i>AIX</i> as amended from time to time.
<i>AIX CSD</i>	Astana International Exchange Central Securities Depository Ltd.
<i>AIX Default Rules</i>	The default rules of <i>AIX</i> as amended from time to time.
<i>AIX Derivatives Market</i>	Any market for <i>Derivatives</i> operated by <i>AIX</i> .
<i>AIX Glossary</i>	This glossary and interpretation chapter of the <i>AIX Rules</i> as amended from time to time.
<i>AIX Listed Funds Rules</i>	The listed funds rules of <i>AIX</i> as amended from time to time.
<i>AIX Market</i>	<i>AIX Derivatives Market</i> and/or <i>AIX Securities Market</i> .
<i>AIX Market Disclosure Rules</i>	The market disclosure rules of <i>AIX</i> as amended from time to time.
<i>AIX Markets Listing Rules</i>	The markets listing rules of <i>AIX</i> as amended from time to time.
<i>AIX Membership Rules</i>	The membership rules of <i>AIX</i> as amended from time to time.
<i>AIX Mining Company Rules</i>	The mining company rules of <i>AIX</i> as amended from time to time.
<i>AIX Monitoring and Enforcement Rules</i>	The monitoring and enforcement rules of <i>AIX</i> as amended from time to time.
<i>AIX Regional Equity Market Rules</i>	The regional equity market rules of <i>AIX</i> as amended from time to time.
<i>AIX Rules</i>	The rules maintained by <i>AIX</i> pursuant to <i>AIFC AMI Rule 2.5.1</i> .
<i>AIX Securities Market</i>	Any market for <i>Securities</i> operated by <i>AIX</i> .
<i>AIX Trading Facility</i>	The facilities and processes made available by <i>AIX</i> for the communication and processing of <i>Orders</i> , settlement <i>Transactions</i> , trades in <i>Admitted Securities</i> off the <i>Order Book</i> , market data and related messaging, enquiries, reporting, data collection and dissemination.
<i>AIX Trading Rules</i>	The trading rules of <i>AIX</i> as amended from time to time.
<i>Anti-Money Laundering Notice</i>	The <i>Notice</i> described as such ( <i>Rule BRG 18</i> ).
<i>Appeals Committee</i>	A committee appointed by <i>AIX</i> (or, if <i>Rule DCR 8</i> applies, <i>AFSA</i> ) to hear and determine appeals.
<u><i>Applicable Standard</i></u>	<u>Has the meaning given in <i>Rule ELB 2.1</i>.</u>
<i>Applicant</i>	An applicant for admission of <i>Securities</i> to the <i>Official List</i> held with <i>AIX</i> and includes, where the context requires, the <i>Issuer</i> .
	For the purposes of the <i>AIX Membership Rules</i> , an applicant for <i>Membership</i> of

	<b>AIX.</b>
<b>Application</b>	An application for <b>Admission to Trading</b> .
<b>Approval</b>	Approval for <b>Admission to Trading</b> .
<b>Articles of Association</b>	The articles of association of <b>AIX</b> as amended and/or supplemented from time to time.
<b>Associate</b>	In respect of <b>Person ‘A’</b> , any <b>Person</b> , including an affiliated company which is:  (a) an <b>Undertaking</b> in the same <b>Group</b> as A; or  (b) any other <b>Person</b> whose business or domestic relationship with A or his/her <b>Associate</b> might reasonably be expected to give rise to a community of interest between them which may involve a conflict of interest in dealings with third parties.
<b>Authorised Firm</b>	A <b>Centre Participant</b> which has been licensed by the <b>AFSA</b> to carry on one or more <b>Regulated Activities</b> .
<b>Authorised Investment Exchange</b>	An authorised investment exchange as defined in the <b>AIFC AMI Rules</b> .
<b>Authorised Market Institution / AMI</b>	An authorised market institution as defined in the <b>AIFC AMI Rules</b> .
<b>Belt and Road Market</b>	The Belt and Road market segment of <b>AIX</b> as defined in <b>Rule BR 1.1</b> .
<b>Beneficial Owner</b>	A <b>Person</b> entitled to the benefits of ownership even though another party may hold legal title to the <b>Security</b> .
<b>Block Trades</b>	A trade in <b>Admitted Securities</b> off the <b>Order Book</b> in an <b>Admitted Security</b> that is equal to or exceeds the <b>Normal Block Amount</b> set for such <b>Admitted Security</b> from time to time.
<b>Board</b>	The Board of <b>Directors</b> of <b>AIX</b> (including any committee of the Board of <b>Directors</b> to which powers have been delegated in accordance with the <b>Articles of Association</b> or these <b>Rules</b> ).
<b>BR Expert Committee</b>	An expert committee specialising in projects under the Belt and Road Initiative and established by the <b>AIFC Authority</b> .
<b>BR Securities</b>	Has the meaning given in <b>Rule BR 1.2</b> .
<b>Body Corporate</b>	Any body corporate, including a limited liability partnership and a body corporate constituted under the law of a country or territory outside of the <b>AIFC</b> .
<b>Business Day</b>	Any day on which <b>AIX Trading Facilities</b> are open for trading as advised by <b>Notice</b> .



<b>Cancel</b>	<p>In the case of an <b>Order</b>, any action to remove the <b>Order</b> from the <b>Order Book</b>. In the case of a <b>Transaction</b> (including a <b>Central Counterparty Transaction</b>), any action by <b>AIX</b> to cancel that <b>Transaction</b> and restate positions as if the <b>Transaction</b> had not been executed or created. In the case of a trade in <b>Admitted Securities</b> off the <b>Order Book</b> that has been reported to <b>AIX</b> and accepted by <b>AIX Trading Facility</b>, any action by <b>AIX</b> to cancel that <b>Transaction</b> (as far as <b>AIX</b> is concerned) and restate the positions as if the <b>Transaction</b> had not been reported to <b>AIX</b> and accepted by <b>AIX Trading Facility</b>. In the case of a settlement <b>Transaction</b>, any action by <b>AIX</b> to restate the net <b>Open Position</b> for a specific <b>Admitted Security</b> as if one or more <b>Transactions</b> had not occurred.</p> <p>“<b>Cancelled</b>” and “<b>Cancellation</b>” shall be construed accordingly.</p>
<b>Central Counterparty</b>	A central counterparty appointed by <b>AIX</b> with whom a <b>Member</b> enters into appropriate arrangement for the purposes of settlement and clearing of <b>Transactions</b> , pursuant to <b>Rule STR 2</b> .
<b>Centre Participant</b>	Has the meaning given in <b>Article 1 (5)</b> of the <b>AIFC</b> Constitutional Law.
<b>Certificate</b>	<p>An instrument:</p> <p>(a) which confers on the holder contractual or property rights to or in respect of a <b>Share, Debenture, Unit</b> or <b>Warrant</b> held by a <b>Person</b>; and</p> <p>(b) the transfer of which may be effected by the holder without the consent of that other <b>Person</b>;</p> <p>but excludes rights under an option.</p> <p><b>Certificates</b> confer rights over existing <b>Shares, Debentures, Units</b> or <b>Warrants</b> held by a <b>Person</b> and include receipts, such as Global Depository Receipts (i.e. GDRs).</p>
<b>Class</b>	<b>Securities</b> with the same rights and obligations attached to them.
<b>Clearing Agreement</b>	A written agreement entered into between a <b>General Clearing Member</b> or a <b>Central Counterparty</b> and a <b>Member</b> or a prospective <b>Member</b> for the clearing of the <b>Member’s Transactions</b> on <b>AIX</b> .
<b>Clearing Member</b>	Either an <b>Individual Clearing Member</b> or a <b>General Clearing Member</b> .
<b>Client</b>	Any <b>Person</b> who employs the services of a <b>Member</b> in relation to one or more <b>Orders</b> and/or in relation to one or more <b>Transactions</b> off the <b>Order Book</b> .
<b>Client Business</b>	Clearing and settlement business undertaken by a <b>Clearing Member</b> in the name of the <b>Member</b> (and without prejudice to the <b>Member’s</b> obligations under these <b>Rules</b> ) for its <b>Client(s)</b> .
<b>Client Securities Account</b>	An account maintained by a <b>Member</b> for holding <b>Admitted Securities</b> for the benefit of a <b>Client</b> .
<b>Close Relative</b>	<p>In relation to any individual:</p> <p>(a) his/her spouse;</p> <p>(b) his/her children and step-children, his/her parents and step-parents, his/her brothers and sisters and his/her step-brothers and step-sisters; and</p>

	(c) the spouse of any individual within (b).
<b>Closing Price</b>	A price determined by <i>AIX</i> for each <i>Admitted Security</i> at the end of each <i>Business Day</i> in accordance with the method published by <i>Notice</i> .
<b>Commercial Papers</b>	Has the meaning given in <i>Rule MLR 16-2.1</i> .
<b>Competent Person</b>	<p>In respect of a <i>Mining Company</i>, a “Competent Person” means a person that:</p> <ul style="list-style-type: none"> <li>(a) is professionally qualified and is a member of good standing of an appropriate recognized professional association;</li> <li>(b) has at least five (5) years relevant experience in the estimation, assessment and evaluation of the mineral deposit under consideration;</li> <li>(c) is not a sole practitioner;</li> <li><del>(d)</del> <u>  </u> has a professional indemnity insurance;</li> <li><del>(e)</del> <u>  </u> is free of any financial interest in the Mining Company or in any of its Mineral Projects;</li> <li><del>(f)</del> <u>  </u> is free of any other circumstance (including being an Employee or Director of the Mining Company) that would, in the opinion of a reasonable person aware of all relevant facts, be likely to interfere with his or her independent judgement or performance of the role of Competent Person;</li> <li><del>(g)</del> <u>  </u> is not remunerated by way of a fee that is linked to the listing or admission or value of the Applicant;</li> </ul> <p>or <u>  </u> as it may otherwise be defined in the applicable <i>Qualifying Reporting Standard</i>.</p>
<b>Condition</b>	Means a condition or restriction as contemplated in <i>Rule ADS 3.4.5</i> .
<b>Conditional Trade</b>	Has the meaning assigned to it in the <i>Rule ADS 3.4.5</i> .
<b>Connected Person</b>	Has the meaning set out in <i>Rule MDR 3.2</i> . For the purposes of the <i>AIX Rules</i> only, the meaning given to this term by the <i>AIFC Glossary</i> shall not apply.
<b>Constitution</b>	<p>In relation to a <i>Fund</i>:</p> <ul style="list-style-type: none"> <li>(a) which is in the form of a <i>Body Corporate</i>, the instrument of incorporation;</li> <li>(b) which is in the form of a Trust as defined in the <i>AIFC Glossary</i>, the trust deed;</li> <li>(c) which is in the form of a <i>Partnership</i>, the partnership deed; or</li> <li>(d) adopting a form other than one specified in <del>(ia)</del> to <del>(iii c)</del>, any instrument creating the legal form of the <i>Fund</i> to which the <i>Fund Manager</i> is a party setting out provisions relating to any aspect of the operation or management of the <i>Fund</i>.</li> </ul>
<b>Convertible</b>	An <i>Investment</i> that gives an investor the right to convert the <i>Security</i> into another form of <i>Security</i> at an agreed price or on an agreed basis.
<b>Cross Trades</b>	The simultaneous execution by a single <i>Member</i> of opposing buy and sell <i>Orders</i> for an identical quantity of a particular <i>Admitted Security</i> and at the same price, whether between <i>Clients</i> of that specific <i>Member</i> or between a <i>Client</i> of that specific <i>Member</i> and the <i>Member</i> .
<b>CSD</b>	The central securities depository or International Central Securities Depository as appropriate.

<b>Custodian</b>	A <b>Person</b> that holds entitlements in a <b>CSD</b> on behalf of third parties by way of business.
<b>Debt Securities, Debentures, Debt</b>	<p>An instrument creating or acknowledging indebtedness, whether secured or not, but excludes:</p> <p><del>(i)a-</del> an instrument creating or acknowledging indebtedness for, or for money borrowed to defray, the consideration payable under a contract for the supply of goods or services;</p> <p><del>(ii)b-</del> a cheque or other bill of exchange, a banker's draft or a letter of credit (but not a bill of exchange accepted by a banker);</p> <p><del>(iii)c-</del> a banknote, a statement showing a balance on a bank account, or a lease or other disposition of property; and</p> <p><del>(iv)d-</del> a contract of insurance.</p> <p>A <b>Debenture</b> may include a bond, debenture stock or note.</p> <p>If the interest or financial return component on a debt instrument is to be calculated by reference to fluctuations of an external factor such as an index, exchange rate or interest rate, that does not prevent such an instrument being characterised as a <b>Debenture</b>.</p>
<b>Declared Default</b>	A declaration made by <b>AIX</b> pursuant to the <b>AIX Default Rules</b> .
<b>Default Member</b>	A <b>Member</b> declared by <b>AIX</b> to be a defaulting <b>Member</b> under the <b>AIX Default Rules</b> .
<b>Depository Receipts</b>	A receipt or other instrument which confers contractual or proprietary rights in respect of <b>Shares</b> or <b>Debt Securities</b> .
<b>Derivative</b>	Has the meaning given to it in the <b>AIFC Glossary</b> .
<b>Derivative Transaction</b>	Any <b>Transaction</b> entered into by a <b>Member</b> to buy or sell an <b>Admitted Derivative</b> contract.
<b>Direct Listing</b>	Has the meaning given in <b>Rule PR 5.1</b> .
<b>Director</b>	A <b>Person</b> who has been admitted to register of <b>Directors</b> or performs the function of acting in the capacity of a <b>Director</b> , by whatever name called.
<b>Disciplinary Committee</b>	A committee appointed by <b>AIX</b> (or, if <b>Rule DCR 8</b> applies, <b>AFSA</b> ) to hear complaints and decide disciplinary action against <b>Issuers</b> or <b>Members</b> , as applicable.
<b><u>Eligible Project</u></b>	<b><u>Has the meaning given in Rule ELB 2.1.</u></b>
<b>Eligible Security</b>	A <b>Share, Debenture, Certificate</b> over a <b>Share</b> or <b>Debenture</b> , or a <b>Warrant</b> over a <b>Share</b> or <b>Debenture</b> .
<b>Employee</b>	<p>An individual:</p> <p>(a) who is employed or appointed by a <b>Person</b> in connection with that <b>Person's</b> business, whether under a contract of service or for services or otherwise; or</p> <p>(b) whose services, under an arrangement between that <b>Person</b> and a third party, are placed at the disposal and under the control of that <b>Person</b>.</p>
<b>Equity</b>	Includes, but is not limited to, <b>Securities</b> which are <b>Shares, Warrants</b> over <b>Shares, Certificates</b> over <b>Shares</b> and <b>Depository Receipts</b> (where the <b>Depository Receipt</b> is

	over <i>Shares</i> ).
<b><i>Equivalent Regulated Exchange</i></b>	a <b><i>Regulated Exchange</i></b> , which has been determined by <i>AFSA</i> to be “Equivalent” pursuant to <i>AIFC MAR Rules 1.2.2(2)</i> .
<b><i>Equivalent Regulated Exchange for Listed Funds</i></b>	has the meaning given to it in the <i>AIFC Glossary</i> .
<b><u><i>ESG-Labelled Bond</i></u></b>	<u>Has the meaning given in <b><i>Rule ELB 2.1</i></b>.</u>
<b><i>ETF</i></b>	An exchange traded fund.
<b><i>Event of Default</i></b>	The default events specified in the <b><i>Rule D 1.2</i></b> .
<b><i>Ex-date</i></b>	When a stock or dividend is issued by a company it is based upon an “on register” or “ <b><i>Record Date</i></b> .” However, to create a level playing field, when <i>Shares</i> are traded on <i>AIX</i> , during a benefit event (e.g. a dividend payment) an <b><i>Ex-date</i></b> is set. Before this <b><i>Ex-date</i></b> , if the <i>Shares</i> are sold, the buying party is entitled to the benefit. If the benefit is received by the selling party, the selling party will be required to pass on the benefit to the buying party.
<b><i>Exempt Security</i></b>	Has the meaning set out in <b><i>Rule PR 3.1</i></b> .
<b><i>Exempt Communications</i></b>	Has the meaning set out in <b><i>Rule PR 2 (Exempt Communications)</i></b> .
<b><i>Expert</i></b>	Has the meaning given in the <i>AIFC Glossary</i> .
<b><i>Fast Market</i></b>	A market declared as such pursuant to <b><i>Rule TRD 17.5</i></b> where the <i>AIX Market</i> is experiencing unusually high levels of volatility.
<b><i>Fill-or-kill Order</i></b>	Has the meaning prescribed in <b><i>Rule TRD 9.2 (1) (b)</i></b> .
<b><i>Financial Instrument</i></b>	Any <b><i>Security</i></b> , debt product, structured product, exchange traded commodity or <b><i>Unit</i></b> .
<b><i>Financial Promotion</i></b>	Any communication, however made, which invites or induces a <b><i>Person</i></b> to: (a) enter into, or offer to enter into, an agreement in relation to the provision of a financial service; or (b) exercise any rights conferred by a financial product or acquire, dispose of, underwrite or convert a financial product.
<b><i>Financial Services Regulator</i></b>	A regulator of financial services activities established in a jurisdiction other than the <i>AIFC</i> .
<b><i>Fund</i></b>	A Collective Investment Scheme under the <b><i>AIFC Collective Investment Scheme Rules</i></b> (wherever established).
<b><i>Fund Action</i></b>	A corporate action affecting <b><i>Units</i></b> , including a dividend, distribution, bonus issue, voting entitlement, or creation of any other similar right or entitlement attaching to <b><i>Units</i></b> .

<b>Fund Manager</b>	In respect of a <b>Fund</b> , the manager of that <b>Fund</b> (in accordance with the <b>AIFC Collective Investment Scheme Rules</b> , to the extent those <b>Rules</b> apply to that <b>Fund</b> ).
<b>General Clearing Member</b>	A <b>Person</b> eligible to enter into <b>Clearing Agreements</b> with <b>Members</b> to clear their <b>Transactions</b> on the <b>AIX Market</b> and eligible to clear its own <b>Transactions</b> on the <b>AIX Market</b> providing it is also a <b>Member</b> .
<b>Green Bonds</b>	Has the meaning set out in <b>Rule GRN 2.1</b> .
<b>Green Projects</b>	Has the meaning set out in <b>Rule GRN 2.1</b> .
<b>Group</b>	A group of entities which includes an entity (the ‘first entity’) and:  (a) any Parent of the first entity; and  (b) any Subsidiary of the first entity or of any Parent of the first entity.
<b>House Business</b>	Clearing and settlement business undertaken by a <b>Clearing Member</b> for its own benefit or for the benefit of its associates. All references to “ <b>House</b> ” or “ <b>House Account(s)</b> ” shall be construed accordingly.
<b>Iceberg Order</b>	Has the meaning prescribed in <b>Rule TRD 9.2 (1) (e)</b> .
<b>Individual Clearing Member</b>	A <b>Person</b> eligible to clear <b>Transactions</b> only on its own behalf and who has also been accepted by <b>AIX</b> as a <b>Member</b> .
<b>Inside Information</b>	Has the meaning set out in <b>Rule MDR 2.1.4 (6)</b> .
<b>Investor Identification Number</b>	A unique investor identification number issued for the investor by the <b>CSD</b> or the <b>Custodian</b> .
<b>International Financial Reporting Standards (IFRS)</b>	The International Financial Reporting Standards as issued and amended from time to time by the International Accounting Standards Board.
<b>Investment</b>	A <b>Security, Unit</b> or <b>Derivative</b> and a right or interest in the relevant <b>Security, Unit</b> or <b>Derivative</b> .
<b>ISIN</b>	A system of <b>Securities</b> codes used internationally to facilitate <b>Transactions</b> between professionals, defined by the International Standards Organisation (ISO).
<b>Islamic Fund</b>	Has the meaning given to it in <b>AIFC Collective Investment Scheme Rule 2.4 (b) (i)</b> .
<b>Islamic Security</b>	Any <b>Security</b> offered, or held out expressly or implicitly, as Islamic or Sharia compliant.
<b>Issuer</b>	(a) An entity whose <b>Securities</b> are traded on <b>AIX</b> or are the subject of an <b>Application</b> ; or  (b) In the case of <b>Depository Receipts</b> traded on <b>AIX</b> or that are the subject of an <b>Application</b> , the entity who has issued the underlying <b>Securities</b> that are listed on another exchange or that are the subject of an application for listing on another exchange; or  (c) An entity determined by <b>AIX</b> to be the <b>Issuer</b> for the purposes of the <b>AIX Admission and Disclosure Standards</b> and/or an entity determined by <b>AIX</b> to be a <b>Reporting Entity</b> under the <b>AIX Rules</b> .
<b>Lead Manager</b>	A financial institution, which is responsible for advising <b>Issuers</b> in accessing and

	facilitating the raising of capital.
<b>Legal Adviser</b>	A <b>Person</b> appointed by the <b>Issuer</b> to provide legal advice.
<b>Limit Order</b>	Has the meaning prescribed in <b>Rule TRD 9.2 (1)</b> .
<b>Listed Entity</b>	The <b>Reporting Entity</b> of <b>Securities</b> which are admitted to the <b>Official List</b> .
<b>Listed Fund</b>	A <b>Fund</b> the <b>Units</b> of which are admitted to the <b>Official List</b> .
<b>Listed Securities</b>	<b>Securities</b> which are admitted to the <b>Official List</b> .
<b>Listing Office</b>	The office of <b>AIX</b> dealing with <b>AIX Markets Listing Rules, Applications, communications and notices</b> .
<b>Listing Principles</b>	Those principles set out at <b>Rule MLR 2</b> .
<b>Management Committee</b>	The Management Committee of <b>AIX</b> .
<b>Manager</b>	The <b>Fund Manager</b> .
<b>Market Activity</b>	Each of the activities specified in Schedule 3 of the <b>AIFC Framework Regulations</b> .
<b>Market Maker</b>	Any <b>Member</b> who has entered into a <b>Market Maker Agreement</b> with <b>AIX</b> and whose <b>Agreement</b> has not been terminated.
<b>Market Maker Agreement</b>	The agreement described as such and entered into between a <b>Member</b> that is acting as a <b>Market Maker</b> and <b>AIX</b> , as the same may be amended and/or supplemented from time to time.
<b>Market Participant</b>	A <b>Person</b> or entity involved that is an <b>Issuer, Member</b> or who otherwise uses the <b>AIX Trading Facilities</b> .
<b>Market Price Order</b>	Has the meaning prescribed in <b>Rule TRD 9.2 (2)</b> .
<b>Member</b>	A <b>Person</b> who has a valid and active trading <b>Membership Agreement</b> with <b>AIX</b> .
<b>Membership</b>	A <b>Person's</b> membership of <b>AIX</b> as a trading <b>Member</b> .
<b>Membership Agreement</b>	The agreement described as such and entered into between a <b>Member</b> and <b>AIX</b> , as the same may be amended and/or supplemented from time to time.
<b>Minerals</b>	Diamonds, natural solid inorganic material, or natural solid fossilised organic material, and includes base and precious metals, coal, and industrial minerals, but for the avoidance of doubt excludes petroleum.
<b>Mineral Project</b>	Any exploration, development or production activity, including a royalty interest or similar interest in these activities, in respect of <b>Minerals</b> .
<b>Minimum Capital Requirement</b>	A <b>Member's</b> minimum capital requirement as prescribed by <b>Notice</b> .
<b>Mining Company</b>	A listed <b>Issuer</b> (excluding any listed <b>Issuers</b> admitted to listing prior to 19 September

	<p>2019 of, or <i>Applicant</i> for <i>Admission to Trading</i> of, <i>Shares</i> (or <i>Certificates</i> over <i>Shares</i>) that has, as its principal business activities:</p> <p>(a) the prospecting or exploration for <i>Minerals</i>; and/or</p> <p>(b) development or production activities in respect of <i>Minerals</i>,</p> <p>including a royalty or similar interest in such activities.</p>
<i>Modify</i>	<p>Any action to alter an <i>Order</i>, settlement <i>Transaction</i> or further processing and restate positions relating to the <i>Order</i>, settlement <i>Transaction</i>.</p> <p>“<i>Modification</i>” shall be construed accordingly.</p>
<i>Normal Block Amount</i> or <i>NBA</i>	<p>A threshold value which shall be the minimum value or quantity for a relevant <i>Admitted Security</i> for <i>Block Trades</i>, as determined and published by <i>AIX</i> from time to time.</p>
<i>Notice</i>	<p>A communication issued to <i>Market Participants</i> by <i>AIX</i> pursuant to these <i>Rules</i> and labeled “<i>Notice</i>” and delivered by fax or by email to the address notified by such <i>Market Participants</i> to <i>AIX</i>, or as posted on the <i>AIX</i> website.</p>
<i>Offer of Securities</i>	<p>A communication to any <i>Person</i> in any form or by any means, presenting information on the terms of the offer and the <i>Securities</i> offered, so as to enable an investor to decide whether or not to buy or subscribe to those <i>Securities</i> but excluding:</p> <p>(a) any communication in connection with the trading of <i>Securities Admitted to Trading</i> on an <i>Authorised Investment Exchange</i>; or</p> <p>(b) any communication made for the purposes of complying with the on-going reporting requirements of the <i>AFSA</i> or an <i>Authorised Market Institution</i>; or</p> <p>(c) any other communication prescribed in the <i>Rules</i> by the <i>AFSA</i>.</p>
<i>Offer Period</i>	<p>The period during which an <i>Offer of Securities</i> made pursuant to a <i>Prospectus</i> remains open to investors.</p>
<i>Offer Terms</i>	<p>A document that covers the term sheet matters in the <i>Application</i>. The <i>Offer Terms</i> covers the individual terms of the issue being offered to the market.</p>
<i>Offering Materials</i>	<p>The offering materials or particulars of a <i>Fund</i>.</p>
<i>Official List</i>	<p>The list of <i>Investments</i> maintained by <i>AIX</i> under the <i>AIX Rules</i>.</p>
<i>Open Position</i>	<p>The obligation of a <i>Member</i> or <i>AIX</i> to deliver a gross amount of a specific <i>Admitted Security</i> or to make a net cash payment.</p>
<i>Order</i>	<p>A request transmitted to the <i>Order Book</i> by or through a <i>Member</i> for the purchase or sale of a given <i>Admitted Security</i>.</p>
<i>Order Book</i>	<p>Has the meaning given to it in the <i>AIX Trading Rules</i> as amended from time to time.</p>
<i>Partnership</i>	<p>Any partnership, including a partnership constituted under the law of a jurisdiction other than the <i>AIFC</i>, but not including a limited liability partnership.</p>
<i>Person</i>	<p>Any individual, corporation, partnership, association, trust or entity as the context admits or requires for the purposes of the <i>AIX Rules</i>.</p>

<b>Pre-IPO Listing</b>	Admission of <i>Shares</i> to the <b>Official List</b> maintained by <i>AIX</i> as contemplated by <b>Rule PRE 1.1</b> .
<b>Price Sensitive Information</b>	Information of a specific or precise nature, which is of a confidential nature or has not been made public, relating to an <i>Issuer</i> , any <i>Admitted Security</i> of such <i>Issuer</i> or the <i>Order</i> or trade in such <i>Admitted Security</i> or the level of any index of which an <i>Admitted Security</i> is a component, which, if it were made public, could have a significant effect on the price of the <i>Admitted Security</i> or could influence investors' decisions to purchase or sell such <i>Admitted Security</i> .
<b>Primary Exchange</b>	(a) In respect of <i>Securities</i> , the other <b>Regulated Exchange</b> where such <i>Securities</i> were initially listed or primarily traded. (b) In respect of <i>Units</i> : (i) the <b>Authorised Investment Exchange</b> other than <i>AIX</i> , or (ii) <b>Recognised Non-AIFC Market Institution</b> as defined in the <b>AIFC Glossary</b> , or (iii) other <b>Equivalent Regulated Exchange for Listed Funds</b> , on which a <i>Secondary Listed Fund</i> (or <i>Applicant for Admission to Trading</i> as a <i>Secondary Listed Fund</i> ) has its <b>Primary Listing</b> .
<b>Primary Listing</b>	(a) In respect of <i>Securities</i> , the trading of <i>Securities</i> on an exchange where these <i>Securities</i> were initially listed. (b) In respect of <i>Units</i> , the listing and admission to trading of <i>Units</i> of a <i>Fund</i> on (i) an <b>Authorised Investment Exchange</b> other than <i>AIX</i> , (ii) a <b>Recognised Non-AIFC Market Institution</b> as defined in the <b>AIFC Glossary</b> , or (iii) another <b>Equivalent Regulated Exchange for Listed Funds</b> , in each case that <i>AIX</i> is satisfied has primary jurisdiction in relation to listing requirements for the <i>Fund</i> and admission to trading of its <i>Units</i> .
<b>Principal Securities Account</b>	An account with the <b>CSD</b> for holding <i>Admitted Securities</i> which the <b>Account Holder</b> holds otherwise than for the benefit of its <b>Clients</b> .
<b>Procedures</b>	Any procedure or manual that <i>AIX</i> may publish by <b>Notice</b> to <b>Members</b> pursuant to these <b>Rules</b> and labeled " <b>Procedure(s)</b> " or " <b>Manual(s)</b> " and delivered by fax or by email to the address notified by such <b>Members</b> to <i>AIX</i> , or as posted on the <i>AIX</i> website.
<b>Proposed Action</b>	A corporate action including a bonus issue, a rights issue, a tender offer, a buy back, a distribution, a share split, a share consolidation or a reorganisation of capital.
<b>Prospectus</b>	In relation to an offer of <i>Securities</i> , a document containing the information prescribed under the <b>AIX Rules</b> , including a <b>Supplementary Prospectus</b> .
<b>Prospectus Offer</b>	Has the meaning given in <b>Rule PR 5.1</b> .
<b>Prospectus Summary</b>	The document referred to in <b>AIFC MAR Rule 1.4 (Prospectus Summary)</b> .
<b>Public Sector Issuer</b>	(a) a state; (b) regional or local authority of a state; (c) a public international body of which Kazakhstan is a member; or (d) national central banks.
<b>Qualifying Reporting Standard</b>	(a) In respect of a <b>Tier 1 Mining Company</b> , a <b>Tier 1 Qualifying Reporting Standard</b> . (b) In respect of a <b>Tier 2 Mining Company</b> , a <b>Tier 2 Qualifying Reporting</b>



	<i>Standard.</i>
<b>Recognised non-AIFC Member</b>	A <b>Person</b> who is declared to be a <b>Recognised non-AIFC Member</b> by <b>AFSA</b> pursuant to <b>Regulation 91</b> of the <b>AIFC Framework Regulations</b> .
<b>Record Date</b>	In respect of <b>Shares</b> and <b>Debentures</b> , the date on which the <b>Security Holder</b> must be registered as the owner of <b>Securities</b> in order to receive a dividend/interest payment or other entitlement.
<b>Registration Document</b>	In relation to a <b>Prospectus</b> structured as multiple documents, the document referred to in <b>AIFC MAR Rule 1.3.1(a)(ii)</b> .
<b>Registry</b>	The service operated by subsidiary of <b>AIX</b> in the <b>AIFC</b> for maintaining the register of <b>Members</b> (the list of shareholders) of a company and other <b>Securities</b> as the case may be.
<b>Regulated Activity</b>	An activity specified in <b>Schedule 1</b> of the <b>AIFC GEN Rules</b> .
<b>Regulated Exchange</b>	An exchange regulated by a <b>Financial Services Regulator</b> .
<b>Regulatory Announcement Service</b>	A service providing <b>Issuers</b> with a method of declaring <b>Inside Information</b> and any other continuous and/or periodic disclosures that must be released to the market either under the ongoing reporting requirements or as required otherwise.
<b>Related Party Transaction</b>	Has the meaning given in <b>AIFC MAR Rule 2.5.2 (b)</b> .
<b>REM Company</b>	A listed <b>Issuer</b> (excluding <b>Issuers</b> whose <b>Equity Securities</b> were <b>Admitted to Trading</b> prior to 1 August 2020) of <b>Shares</b> , or <b>Applicant</b> for <b>Admission to Trading</b> of <b>Shares</b> , that <b>AIX</b> has determined is a <b>REM Company</b> in accordance with <b>Rule REM 2.1</b> .
<b>Reporting Entity</b>	(a) A <b>Person</b> who has <b>Securities</b> admitted to the <b>Official List</b> ; or (b) A <b>Person</b> who is declared by <b>AFSA</b> to be a <b>Reporting Entity</b> .
<b>Representative</b>	The individual appointed by a <b>Member</b> to <b>AIX</b> as required the <b>AIX Membership Rules</b> .
<b>Resolution</b>	A formal expression of opinion or intention, sometimes in the form of a legal document that will be voted on or has been voted on by the board or the shareholders of an <b>Issuer</b> .
<b>Restricted Person</b>	In relation to a <b>Reporting Entity</b> , a <b>Person</b> that is involved in the senior management of the <b>Reporting Entity</b> .
<b>Risk Based Capital Requirements</b>	The risk based prudential capital requirements notified by <b>AIX</b> to <b>Members</b> from time to time.
<b>Rule</b>	A rule made by <b>AIX</b> pursuant to the <b>AIFC Framework Regulations</b> .
<b>Secondary Exchange</b>	<b>Admission to Trading</b> on <b>AIX</b> of <b>Securities</b> where the <b>Issuer</b> of those <b>Securities</b> has a <b>Primary Listing</b> on another regulated exchange.
<b>Secondary Listed Fund</b>	A <b>Fund</b> that has a <b>Primary Listing</b> other than on <b>AIX</b> , where the <b>Units</b> of that <b>Fund</b> are also <b>Admitted to Trading</b> on <b>AIX</b> .

<b>Securities Issuance Programme</b>	A program that pre-approves the issue of new <i>Securities</i> over a given period of time.
<b>Securities Transaction</b>	Any contract between <i>Members</i> to buy, sell, borrow, loan or agree to repurchase an <i>Admitted Security</i> on the <i>AIX Securities Market</i> .
<b>Security</b>	A <i>Security</i> is: (a) a <i>Share</i> ; (b) a <i>Debenture</i> ; (c) a <i>Warrant</i> ; (d) a <i>Certificate</i> ; or (e) a <i>Structured Product</i> .
<b>Security Holders</b>	Holders of a <i>Security</i> .
<b>Securities Note</b>	In relation to a <i>Prospectus</i> structured as multiple documents, the document referred to in <i>AIFC MAR Rules 1.3.1(a)(iii)</i> .
<b>Settlement Date</b>	Any day which is a day for settlement of <i>Transactions</i> with the appropriate <i>Security</i> according to the settlement arrangements <i>AIX</i> has in accordance with <i>AIX Rules STR</i> .
<b>Share</b>	A share or stock in the share capital of any <i>Body Corporate</i> or any unincorporated body, but excluding a <i>Unit</i> .
<b>Special Purpose Vehicle</b>	A <i>Body Corporate</i> whose sole purpose, either generally or when acting in a particular capacity, is to carry out one or more of the following functions: (a) issuing <i>Investments</i> ; (b) redeeming or terminating or repurchasing, whether with a view to re-issue or to cancel, an issue, in whole or part, of <i>Investments</i> ; or (c) entering into transactions or terminating transactions involving <i>Investments</i> in connection with the issue, redemption, termination or re-purchase of <i>Investments</i> ; and has been explicitly established for the purpose of: (d) securitising assets; or (e) investing in Real Property and, in the case of (d), has been assessed by a rating agency.
<b>Structured Products</b>	An instrument comprising rights under a contract where: (i <b>a</b> ) the gain or loss of each party to the contract is ultimately determined by reference to the fluctuations in the value or price of property of any description, an index, interest rate, exchange rate or a combination of any of these as specified for that purpose in the contract (“the underlying factor”) and is not leveraged upon such fluctuations; (i <b>b</b> ) the gain or loss of each party is wholly settled by cash or set-off between the parties; (i <b>c</b> ) each party is not exposed to any contingent liabilities to any other counterparty;

	<p>and</p> <p>(<del>ivd</del>) there is readily available public information in relation to the underlying factor; but excludes any rights under an instrument:</p> <p>(<del>ve</del>) where one or more of the parties takes delivery of any property to which the contract relates;</p> <p>(<del>vif</del>) which is a <i>Debenture</i>; or</p> <p>(<del>viig</del>) which is a contract of insurance.</p> <p><i>Guidance</i></p> <p>1. Instruments previously known as “Designated Investments” are now included within the definition of <i>Structured Products</i>.</p> <p>2. Property of any description covers tangible or intangible property, including <i>Securities</i>.</p>
<i>Supplementary Prospectus</i>	An updated or replacement <i>Prospectus</i> produced in accordance with <i>article 73 of the AIFC Framework Regulations</i> .
<u><i>Sustainability Target</i></u>	<u>Has the meaning given in <i>Rule ELB 2.1</i>.</u>
<i>Takeover</i>	<p>The acquisition of a controlling stake of an <i>Issuer</i> by:</p> <p>(a) another <i>Issuer</i> listed on <i>AIX</i>;</p> <p>(b) another <i>Issuer</i> listed on the <i>AIFC AMI</i>;</p> <p>(c) another <i>Issuer</i> on a regulated exchange;</p> <p>(d) a private corporation, whether from the <i>AIFC</i> or international.</p>
<i>Tier</i>	In respect of <i>Mining Companies</i> , each of <i>Tier 1</i> and <i>Tier 2</i> .
<i>Tier 1</i>	The tier of <i>Mining Companies</i> that <i>AIX</i> is satisfied have a 50 per cent or more ownership interest in a <i>Mineral Project</i> with proved reserves or measured resources in accordance with the applicable <i>Tier 1 Qualifying Reporting Standard</i> , and have the capability to develop them.
<i>Tier 1 Qualifying Reporting Standard</i>	Either the Australasian Joint Ore Reserves Committee “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves” (2012 edition) or the Canadian National Instrument 43-101 “Standards of Disclosure for Mineral Projects”, in each case as selected by the <i>Mining Company</i> from time to time (subject to <i>AIX</i> ’s reasonable approval) provided that the identity of the selected standard is publicly disclosed by the <i>Mining Company</i> in accordance with <i>Rule MDR 7</i> .
<i>Tier 2</i>	The tier of <i>Mining Companies</i> that do not satisfy the requirements of the <i>AIX Mining Company Rules</i> applicable to <i>Tier 1 Mining Companies</i> .
<i>Tier 2 Qualifying Reporting Standard</i>	Either the Australasian Joint Ore Reserves Committee “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves” (2012 edition), the Canadian National Instrument 43-101 “Standards of Disclosure for Mineral Projects”, or the “Kazakhstan Code for the Public Reporting of Exploration Results, Mineral Resources and Mineral Reserves”, in each case as selected by the <i>Mining Company</i> from time to time (subject to <i>AIX</i> ’s reasonable approval) provided that the identity of the selected standard is publicly disclosed by the <i>Mining Company</i> in accordance with <i>Rule MDR 7</i> .
<i>Trader(s)</i>	<i>Employee(s)</i> or agents of a <i>Member</i> engaged in trading on the <i>AIX Markets</i> .

<b>Trading Account</b>	A trading account opened by the <i>Member</i> for a <i>Client</i> or for principal business to facilitate trading of <i>Admitted Securities</i> .
<b>Trading Account Number</b>	A unique number given to each <i>Trading Account</i> .
<b>Trading Cycles</b>	Has the meaning prescribed in <i>Rule TRD 10</i> .
<b>Trading Hours</b>	The trading hours on <i>Business Days</i> , as determined by <i>AIX</i> and published by <i>Notice</i> .
<b>Trading Manager</b>	An individual appointed within a <i>Member's</i> organisation, and registered with <i>AIX</i> .
<b>Trading Safeguards Limit</b>	A symmetrically positive and negative limit for price movements, which will trigger a volatility interruption to continuous trading in the <i>Order Book</i> as provided in the <i>AIX Trading Rules</i> and <i>Procedures for Securities</i> . A <i>Trading Safeguards Limit</i> may be static (a pre- determined range around a pre-set reference price) or dynamic (a range which varies with each successive price movement during continuous trading).
<b>Trading Suspension</b>	Any cessation of trading (but not of quotation) by <i>AIX</i> .
<b>Transaction</b>	A <i>Securities Transaction</i> .
<b>Undertaking</b>	(a) a <i>Body Corporate</i> ; (b) a <i>Partnership</i> ; or (c) an unincorporated association carrying on a trade or business, with or without a view to profit.
<b>Unit</b>	A unit in or a share representing the rights or interests of a holder of <i>Units</i> in a <i>Fund</i> .
<b>US Dollar, Dollar, US\$ or USD</b>	The lawful currency of the United States of America.
<b>US GAAP</b>	Generally Accepted Accounting Principles as issued and amended from time to time by the Financial Accounting Standards Board in the United States.
<b>Warrant</b>	An instrument that confers on the holder a right entitling the holder to acquire an unissued <i>Share</i> , <i>Debenture</i> or <i>Unit</i> .
<b>Wholesale Bonds</b>	Has the meaning given in <i>Rule MLR 16-1.1</i> .

## GLO 2

GLO 2.1 (R)

## Interpretation

Unless the contrary intention appears:

- (1) Words in these *Rules* importing the masculine gender include the feminine and words importing the feminine gender include the masculine;
- (2) Words in these *Rules* in the singular include the plural and words in the plural include the singular;
- (3) A reference to a 'time' is a reference to a time in the *AIFC*;

- Every reference to an *AIX Rule*, *ASFA Rule* or a Regulation or other statutory provision is a reference to an *AIX Rule*, an *AFSA Rule* or an *AIFC Framework Regulation* or other statutory provision as the same may be amended from time to time and includes a reference to that provision as extended or applied by or under any other provision unless the contrary intention applies; and
- (4)
- (5) A reference to a Section is a reference to a Section of these *Rules*.

GLO 2.2 (R) Headings are for convenience only and shall not affect the interpretation of these *Rules*.

GLO 2.3 (R) A reference to ‘writing’ includes any record capable of being published, whether or not in electronic form, unless a contrary intention is otherwise specified.