Directive on Regular Reporting Obligations: Equities, Bonds, Conversion Rights, Derivatives and Collective Investment Schemes

Dated: 1st October 2019
Basis: LRs 4.1, 5.1 and 14(n)

I. General Provisions

Art. 1. Purpose

- 1. This Directive governs the content and form of the regular reporting obligations in connection with maintaining a listing on the Exchange.
- 2. The Listing Committee may impose additional reporting obligations on Issuers where it is deemed to be in the best interest of investors or the market.

Art. 2. Reportable Facts

- 1. The Annexures to this Directive provide for the content, timing, type of submission and publication of information on the Issuer's regular reporting obligations ("reportable facts").
- 2. Reportable facts required under this Directive must be disclosed and, where applicable, published within the stipulated timeframes.
- 3. If an Issuer refuses to disclose any reportable facts as required under the applicable Annexure, the Exchange may, unless the Issuer obtains a court order excusing it from such disclosure, suspend trading in those securities until such time as the required disclosure has been made.

II. Form and Content of Reports

Art. 3. Manner of submission

The Issuer must submit via email to MERJ Exchange Regulation at regulation@merj.exchange, information required under the Annexes to this Directive.

Art. 4. Mandatory Information

1. Each report must include the following information:

- a. Name of the Issuer:
- b. ISIN and short code of the securities;
- c. Name, telephone number and email address of the person submitting the report; and
- d. Description of the reporting obligation in question.

2. The relevant Annex and section must also be stated in the report.

Art. 5. Official Notice

- 1. If the Annexures require for a reportable fact to be disseminated by means of an Official Notice, the official text of the Official Notice must be submitted to MERJ Exchange Market Regulation at the earliest possible date but, provided that no differing regulation applies, no later than 10:00 am on the date of publication.
- 2. The desired publication date must be notified to MERJ Exchange Market Regulation.
- 3. The Official Notice must contain the mandatory information required in accordance with the respective reportable fact being disclosed.
- 4. MERJ Exchange Market Regulation will make no changes to the content of any Official Notice that it disseminates, and the Issuer bears sole responsibility for the content.
- 5. MERJ Exchange will publish the Official Notice via:
 - a. Its website (https://merj.exchange); and/or
 - b. e-mails to interested recipients.

Art. 6. Announcements

- If the Annexures require for an announcement to be disseminated by means
 of an announcement to the investment community, the Draft
 announcement must be submitted to MERJ Exchange Market Regulation for
 approval at the earliest possible date.
- 2. Once approved, MERJ Exchange will publish the announcement similar to Article 5.5 above.

Art. 7. Confidentiality

Information submitted to MERJ Exchange as a reportable fact must, if to be treated confidential or for which publication is to be delayed, be clearly marked as such in the report (containing the words "Confidential" or similar) with a clear date and time as to when the information is to be made available to the market. In the absence of the aforementioned, the Exchange cannot ensure the confidential treatment of the report.

III. Responsibility

Art. 8. Responsibility

1. The Issuer may choose to instruct its Sponsor Advisor to report a reportable fact. However, the Issuer bears sole responsibility for the information reported.

2. The Reportable Facts required in this Directive must be submitted to the Exchange no later than it is published elsewhere.

IV. Regular Reporting Obligations

Art. 9. Issuers of equities

Issuers of equity securities that have their primary or main listing on the Exchange, have regular reporting obligations as detailed in Annex 1 of this Directive.

Art. 10. Issuers of bonds or conversion rights

Issuers of bonds or conversion rights have regular reporting obligations as detailed in Annex 2 of this Directive.

Art. 11. Issuers of derivatives

Issuers of derivatives have regular reporting obligations as detailed in Annex 3 of this Directive.

Art. 12. Interpretations

For the avoidance of doubt, reference to Register in the Annexures refers to the Register kept by:

- a. The Registrar of Companies in Seychelles pursuant to the Companies Ordinance, 1972 or any legislation that amends, supplements or replaces the Companies Ordinance, 1972; or
- b. The Seychelles Financial Services Authority pursuant to the International Business Companies Act, 2016 or any legislation that amends, supplements or replaces the International Business Companies Act, 2016; or
- c. An equivalent Register in the respective country of Incorporation.

V. Final Provisions

Art. 13. Entry into force

This Directive shall enter into force on 1 November 2019.

Annex 1: Regular reporting obligations for issuers of equity securities¹

	Reportable Fact	Timing of Report	Contents of the Report
1.	Regular reporting obligations concern	ning information on the Issuer	
1.1.	Calendar and annual information (LR4.5)	At the beginning of each financial year, but in any case, no later than 3 months from the beginning of the financial year.	 Date of Annual General Meeting Date of publication of the annual and interim financial statements and the corresponding reports URL of the calendar
1.2.	Change of legal name (change of company name)	Immediately following entry in the Register in its place of Incorporation, but in any case, no later than the close of the next trading day from the day the change was effected in the Register.	 Name old/new Web address old/new Ticker symbol old/new Security no. and ISIN old/new Date of the modification Enclosures: Certificate of Incorporation of change of name (or equivalent) as PDF
			Articles of Association as PDF
1.3.	Change of company registration number in its place of Incorporation	Same as 1.1 above	 Incorporation Number old/new Date of modification Enclosures: Certificate of Incorporation of change of name (or equivalent) as PDF Articles of Association as PDF
1.4.	Change of address of registered office	Immediately upon occurrence	 Name Address, P.O. Box no. Telephone no., Fax no. E-mail address Enclosure: Extract from the Register as PDF
1.5.	Change of website address	Immediately upon occurrence	Web link
1.6.	Change of invoice address	Immediately upon occurrence	Name Address, P.O. Box

¹ Also applies to secondary listed equity securities

1.7.	Change of external auditors	Immediately upon occurrence	 Name Country of domicile Register number of the competent audit oversight authority (where applicable) Reason for the change (incl. comments on whether the auditor resigned or was dismissed, and whether there were any unresolved differences of opinion between the Issuer and auditors at the time of the change) Enclosure: Copy of the resolution
1.8.	Change of company secretary	Immediately upon occurrence	 Name old/new Country of domicile Reason for the change (incl. comments on whether the secretary resigned or was dismissed) Date on which the change occurred
1.9.	Change of balance sheet date (close of financial year)	Immediately upon occurrence	Statement of the old and new balance sheet date
2.	Regular reporting obligations concer	ning information on the Investor	
2.1.	Resignation or dismissal of director	Immediately upon occurrence	 Name Date of the occurrence Position held by the director Shareholding of the director in the company Reason for the change (incl. comments on whether the director resigned or was dismissed)
2.2.	Appointment of director	Immediately upon occurrence	 Name Date of the occurrence Position held by the director Shareholding of the director in the company
2.3.	Changes to contact persons/details: (1) Chairman of the Board of Directors (2) Chief Financial Officer/Director (3) Head of investor relations	Immediately upon occurrence	 Last name, First name Address Direct Telephone no. and Fax no. Direct email address
2.4.	Change of business activity	Upon change	Description of new business activity
2.5.	Changes to corporate calendar	Upon publication	Date of importance to Investors:

2.6			
2.6.	3	No later than 5 trading days following the	Document setting out the new investment policy/the new compensation model
	policy/compensation model for	resolution of the competent body within	as PDF
	investment and real estate	the company	
	companies pursuant to LR 81		
3.	Regular reporting obligations in conn		
3.1.	Submission of financial statements	Upon publication of the report, but in any	Report as PDF including notes to the annual statements confirmed by the
		case, within the following deadlines:	auditors
	(1) Annual report	Annual report	
	(2) Interim report	4 months following the closing date	
		for the financial year.	
		Interim report	
		3 months from the end of the	
2.2	1101 6 11:1 16: : 1	applicable period.	
3.2.	•	Upon publication	Link to the published annual reports, as stipulated by Article 10 of the Directive
	statements		on Financial Reporting
4.			1) or Extraordinary General Meeting (EGM) of shareholders
4.1.	Date of AGM/EGM	As soon as determined	Date and Time
			Venue of AGM/EGM
4.2.	Date of closure of share register	As soon as determined	Date
			Time of closure
4.3.	Invitation to AGM/EGM	For AGM	Enclosure:
		No later than 21 calendar days prior	Agenda (or media release with the same content) as PDF
		to the meeting	
	For EGM		
		No later than 14 calendar days prior	
		to the meeting	
4.4.	Resolutions of the AGM/EGM	No later than 1 trading day following the	Enclosure:
	, , , , , , , , , , , , , , , , , , ,	meeting	Resolutions as per the agenda as PDF
5.	Regular reporting obligations in conn	ection with dividends	
5.1.	Dividend report	As soon as possible, but no later than	Date on which the dividend was declared by the company (Declaration Date)
		10am 15 business days prior to Record	Date on which dividends will be paid out (Payment Date)
		Date.	Cut-off date on which shareholders are eligible for the dividend (Last day to
			trade (LDT) / Record Date (RD)*
		If applicable, a separate announcement	 Gross amount payable per equity security
		including any finalization information, no	Date of ex-dividend trading (Ex-dividend date)
		later than 10 business days prior to	<u> </u>
		Record Date.	
			Ticker symbol

			*As MERJ Exchange currently operates a pre-validated trade system, the LDT and the RD are on the same date Additionally, in the case of stock dividends : Information on whether the Issuer's own existing securities are to be used, or new equity securities created as part of a capital increase ISIN of the equity securities that are to be distributed Subscription ratio between the equity securities that are held and those which are to be distributed Enclosure: Resolutions declaring the dividends
6.	Regular reporting obligations in conn	ection with the capital structure	
6.1.	Creation/cancellation of conditional or authorised capital	Within 5 trading days following entry/cancellation in the Commercial Register	 Enclosures: Articles of Association as PDF Additionally, in the case of an increase in authorised capital, extract of the Commercial Register as PDF
6.2.	Reporting of conditional capital	Monthly report from the time at which the conditional capital is formally listed; prepared on the first trading day of the following month. The Issuer may submit a written application for exemption from this provision if no options or conversion rights will be exercised for a long period. The exemption applies for a maximum of one year.	 Category of securities Security no., ISIN Purpose (pursuant to Articles of Association) Term of warrant or convertible bonds Number of outstanding securities Number of exercised securities Remaining conditional capital
6.3.	Entry in the Commercial Register of newly created securities from conditional capital	Within 5 trading days following entry in the Commercial Register	Enclosure: Extract from the Commercial Register as PDF
6.4.	Capital reduction (ordinary capital reduction or capital reduction with simultaneous capital increase)	Within 3 trading days following the entry of the capital reduction in the Commercial Register, but in any case, no later than 10.00am on the last day of trading prior to the date of exchange modification. Note that no more than 5 trading days may elapse between the entry of the capital	By cancellation of shares: Date of the exchange modification New number of issued equity securities By redemption: Payment date Ex date Category of securities ISIN

	reduction in the Commercial Register and	Gross amount payment per equity security
	the date of exchange modification.	New number of issued equity securities
		Old/new nominal value
		<u>Capital reduction with simultaneous capital increase</u> :
		Extract from the Commercial Register as PDF
		Articles of Association as PDF

Annex 2: Regular reporting obligations for Bonds and/or Conversion Rights

Point	Reportable fact	Timing of Report	Contents of the Report
1.	Regular reporting obligati	ons concerning information on the Issuer	
1.1.	Change of legal name	Immediately following entry in the	Name old/new
	(change of company	Commercial Register in its place of	Web address old/new
	name)	Incorporation, but in any case, no later than	Ticker symbol old/new
		the close of the next trading day from the	Security no and ISIN old/new
		day the change was effected in the Commercial Register.	Date of the modification
			Enclosures:
			Certificate of Incorporation of change of name (or equivalent) as PDF
			Articles of Association as PDF
1.2.	Change of company	Same as 1.1 above	Incorporation Number old/new
	registration number in		Date of modification
	its place of		
	Incorporation		Enclosures:
			Certificate of Incorporation of change of name (or equivalent) as PDF
			Articles of Association as PDF
1.3.	Change of address of	Immediately upon occurrence	• Name
	registered office		Address, P.O. Box no.
			Telephone no., Fax no.
			E-mail address
			Enclosure:
			Extract from the Register as PDF
1.4.	Change of website address	Immediately upon occurrence	URL of the website
1.5.	Change of external	Immediately upon occurrence	• Name
	auditors		Country of domicile

			 Register number of the competent audit oversight authority (where applicable) Reason for the change (incl. comments on whether the auditor resigned or was dismissed and whether there were any unresolved differences of opinion between Issuer and auditors at the time of the change) Enclosure:
			Extract from the Register as PDF
1.6.	Change of financial reporting standard	Immediately upon occurrence	 The old financial standard and the new financial reporting standard The date of effect of the new financial reporting standard Regulatory body approval of the new financial reporting standard
1.7.	URL of published annual financial statements	Upon publication, at the latest within the deadlines stipulated by Articles 7 and 8 of the Directive on Financial Reporting	Link to the published annual reports, as stipulated by Article 10 of the Directive on Financial Reporting
2.	Regular reporting obligati	ons concerning information on the securities -	- Bonds
2.1.	Amortisations	Immediately following cancellation of securities	 Security no. / ISIN Maturity Date Amount
2.2.	Early redemption	According to terms and conditions of the bond	 Security no. / ISIN Date Type of redemption Amount Price/Currency Reference to the applicable point in the terms and conditions of the bond
2.3.	Increases	According to terms and conditions of the bond	 Security no. / ISIN Date Type of redemption Amount Price/Currency Reference to the applicable point in the terms and conditions of the bond
2.4.	Floating-rate bonds; New Interest rate	Notification by no later than 4.00pm 2 trading days before the interest rate goes into effect	 Security No. / ISIN New interest rate Term of new interest rate
2.5.	Reorganisation, restructuring, facts pertaining to flat trading, information	Immediately upon occurrence of the event	 Security no. / ISIN Press communiqués All relevant documentation issued to bondholders

	requirements in case of non-performing bonds		
2.6.	Change of borrower (change of issuer/guarantor)	No later than one trading day prior to change of borrower entering into legal force	 Security no. / ISIN Date Type of redemption Amount Price/Currency Reference to the applicable point in the terms and conditions of the bond
2.7.	Change of paying agent	No later than one day prior to change entering into legal force	 Security no. / ISIN Information regarding the previous as well as the new paying agent/exercise agent
2.8.	Invitation to general meeting of bondholders	Upon dispatch to bondholders	 Security no. / ISIN New interest rate Term of the new interest rate Reference to the applicable point in the terms and conditions of the bond
2.9.	Resolution of general meeting of bondholders	Immediately following entry into legal force	 Security no. / ISIN Official text of resolutions of general meeting of bondholders; Information on amendments to bond terms and conditions, incl. validity date
2.10.	Bankruptcy, composition, or other insolvency and liquidation proceedings	Upon petition of borrower; orUpon occurrence of the event	 Petition of borrower All relevant documentation (incl. all decisions taken with regards to bankruptcy, composition or other insolvency or liquidation proceedings) provided to creditors and/or bondholders.
3.	Regular reporting obligat	ions concerning information on the securities –	Conversion rights
3.1.	Exercise of conversion rights	Monthly	 Separately for each security (including security no. / ISIN) Number of exercised rights.
3.2.	Capital events affecting the underlying; Adjustment of conversion price or conversion terms	Immediately upon occurrence of the event	 Security no. / ISIN Old/new conversion conditions (conversion price, conversion ratio, etc.)
3.3.	Non-exercised conversion rights upon expiry of the conversion period	Immediately following expiry of deadline	 Security no. / ISIN Number of securities Reference with regards to the intended use of the remaining conditions capital

Annex 3: Regular reporting obligations - Derivatives

Point	Reportable fact	Timing of Report	Contents of the Report
1.	Regular reporting obligation	ons concerning information on the I	ssuer
1.1.	Change of legal name (change of company name)	Immediately following entry in the Register in its place of Incorporation, but in any case, no later than the close of the next trading day from the day the change was effected in the Register	 Name old/new Web address old/new Ticker symbol old/new Security no and ISIN old/new Copies of extract from Register and Articles of Association
1.2.	Change of address of registered office/place of primary management	Within 5 trading days following entry in the commercial register	 Name Address, P. O. Box no. Telephone no., Fax no. Copy of extract from the Register
1.3.	Loss of required license/permit granted by relevant supervisory authority	Immediately upon occurrence	Copies of formal decision by supervisory authority
1.4.	Change of financial reporting standard	Within 5 trading days following entry in the Register	Pursuant to Article 7 Directive Financial Reporting
1.5.	URL of published annual financial statements	Upon publication, at the latest within the deadlines stipulated by Articles 7 and 8 of the Directive on Financial Reporting	Link to the published annual reports, as stipulated by Article 10 of the Directive on Financial Reporting
2.	Regular reporting obligation	ons concerning information on the s	securities (all derivatives that can be listed on the Exchange)
2.1.	Adjustment to the terms and conditions of the security, e.g. with regards to the strike price or subscription ratio	Immediately upon occurrence of the event	 Security no. / ISIN Security no. / ISIN of underlying; Terms and conditions old/new (exercise price. subscription ratio, etc.)
2.2.	Increase or reduction in number of securities	Immediately upon occurrence of the event	 Security no. / ISIN Number of securities old/new Copy of the corresponding global certificate Reference to the applicable point in the terms and conditions of the derivative
2.3.	Achievement of threshold values that might affect the price or valuation of the	Immediately upon occurrence of the event	 Security no. / ISIN Security no. / ISIN of underlying Terms and conditions old/new

	derivative (e.g. in the case of barrier options)		
2.4.	_	enately upon ination of the new price ter.	Security no. / ISIN Security no. / ISIN of underlying Terms and conditions old/new
2.5.		eately upon occurrence vent •	Security no. / ISIN Security no. / ISIN of underlying Terms and conditions old/new
2.6.	(e.g. owing to capital prior to a	than one trading day change of borrower s into legal force	Security no. / ISIN Security no. / ISIN of underlying Terms and conditions old/new Reference to the applicable point in the terms and conditions of the derivative
2.7.	Early termination by issuer (where provided for in the terms and conditions) According conditions	ng to terms and ons •	Security no. / ISIN Security no. / ISIN of underlying Terms and conditions old/new Reference to the applicable point in the terms and conditions of the derivative
2.8.	Changes regarding the issuer of the derivatives that might affect the price or valuation of the derivative (e.g. insolvency, bankruptcy or similar)	eately upon occurrence vent •	Security no. / ISIN Security no. / ISIN of underlying Description of event Date Effects
2.9.	Change of borrower 5 days p	orior to change of er entering into legal •	Security no. / ISIN Information on new borrower (with inclusion of annual financial report) Information on continuation of guarantee (if applicable) Reference to the applicable point in the terms and conditions of the derivative

2.10.	Change of paying agent	No later than one day prior to	•	Security no. / ISIN
		the change entering into legal	•	Information regarding the previous as well as the new paying agent
		force		

Annex 4: Regular reporting obligations – Collective Investment Schemes

Point	Reportable fact	Timing of Report	Contents of the Report
1.	Regular reporting obligation	ons concerning information on the I	ssuer
1.1.	Change of name of fund management, the issuer, the collective investment scheme or the representative in Seychelles.	Change of name of the fund management, the Issuer, the collective investment scheme or the representative in Seychelles. In the event of a change of name of the Issuer or the representative in Seychelles, within 5 trading days after the decision of the body responsible for the change of name. In the event of a change of name of the Issuer or the collective investment scheme, the report must reach MERJ Exchange Market Regulation in any case no later than 10.00am on the last trading day prior to the date of exchange modification.	In the event of a change of name of the fund management or the representative of Seychelles: Date of change Name old/new In the event of a change of name of the Issuer or the collective investment scheme: Date of the exchange modification Name old/new Security number and ISIN old/new (where appropriate) Enclosures: In the event of a change of name of the fund management or the collective investment scheme: Decision of the supervisory authority as PDF In the event of a change of name of the Issuer or the representative in Seychelles: Decision as PDF
1.2.	Transfer of the registered office of the fund management	Within 5 trading days after publication of the decision of the supervisory authority	 Date Address, P.O. Box Telephone no., Fax no. E-mail address of the fund management Enclosure: Decision of the supervisory authority as PDF
1.3.	Change of address for the delivery of legally relevant documents	Immediately upon occurrence	 Name Address, P.O. Box Telephone no., Fax no. E-mail address

1.4.	Change of invoice address	Immediately upon occurrence	NameAddress, P.O. Box
1.5.	Change of fund management	Within 5 trading days after publication of the decision of the supervisory authority	 Date Name of the old fund management With regards to the new fund management: Name Address, P.O. box Telephone no., Fax no. E-mail address Enclosure: Decision of the supervisory authority as PDF
1.6.	Changes to contact persons: - Contact person at the fund management; - Contact person for the disclosure of potentially pricesensitive information, if the issuer is subject to the provisions of the Directive on Ad hoc Publicity; - Contact person for regular reporting obligations in acaccordance with this Directive	Immediately upon occurrence	 Last name, First name Address, P.O. box Direct telephone no., direct Fax no. Direct e-mail address Additionally, for the contact persons for the disclosure of potentially price-sensitive information and regular reporting obligations: Mobile telephone number
1.7.	Changes to weblinks (URLs): -Collective investment scheme's general website; -Prospectuses; -Directory of financial statements. (if the issuer is subject to the provisions of the	Immediately upon occurrence	Web link

2.		ons in connection with units	
2.1.	Official net asset value	Daily	 Reporting date Value to be indicated in the accounting currency or the trading currency
2.2.	In the case of exchange- traded funds: indicative net asset value, if available	Daily during trading hours	Value to be indicated in the trading currency
2.3.	Distribution	As soon as determined. However, the report must in any case reach MERJ Exchange Market Regulation no later than 10.00am on the last trading day prior to the ex-date	 Ex-date Date on which; distribution is paid out Security no. and ISIN old/new Amount per unit (gross/net) Coupon no. (if any) Contact persons Any further details If fund units are to be distributed instead of money, the following information must be given additionally: ISIN of the securities that are to be distributed Subscription ratio between fund units held and those which are to be distributed Additionally, in the case of commodity dividends: Object of the distribution as a commodity dividend.
2.4.	Change in the currency of the underlying	As soon as determined. However, the report must in any case reach MERJ Exchange Market Regulation no later than 10.00 am on the last trading day prior to the date of exchange modification.	 Date of the exchange modification Base currency old/new