

MFSA

MALTA FINANCIAL SERVICES AUTHORITY

Listing Authority

Circular 01/12 to all Company Secretaries of listed entities and Stockbroking Firms

[1.0 Introduction]

On 26th July 2011, the MFSA issued a consultation document regarding the proposed amendments to Listing Rule 4.55 and the introduction of other Listing Rules regarding Advertisements. The purpose of the consultation document was to propose amendments to the existing Listing Rules and to introduce Listing Rules to regulate advertising material other than a prospectus, the contents of which, stimulate interest in the issuer and its' activities other than regular advertising or promotional activity which is done in the normal trading activities of the issuer and which is done by an Applicant/Issuer prior obtaining approval of admissibility to listing of securities.

On 31st January 2012 the Authority issued a feedback statement including the revised Listing Rules after having considered the comments received from Malta's financial services industry.

[2.0] Amended Listing Rules

[2.1] Amendments to the definitions section of the Listing Rules by inclusion of a new definition of Advertisements

“Advertisement means announcements directly or indirectly relating to a specific offer to the public, or part thereof, of securities or to an admission to trading on a regulated market and aiming to specifically promote the potential subscription or acquisition of securities.”

[2.2] Amendment to Chapter 4 by inserting New Listing Rule 4.1A

“4.1A An Applicant shall notify the Listing Authority with its' intention to submit an Application for Admissibility to Listing at least one month before submitting the application (Appendix 4.1) and the first draft of the prospectus.”

[2.3] Amendments to certain provisions of Chapter 4 dealing with Advertisements

Advertisements

“4.54 Where Malta is the Home Member State, the Listing Authority shall have the power to exercise control over compliance with the requirements of Listing Rules 4.55 to 4.57 relating to advertising activity involving the Admissibility to Listing of Securities.

4.55 Advertisements related to any Securities which have been authorised as Admissible to Listing or which are to be listed or traded on a Regulated Market shall be clearly recognisable as such, easily readable and comprehensible.

4.55A An Applicant or Issuer, as the case may be, is obliged to ensure that the content of any such advertising:

4.55A.1 is accurate, factual and not misleading;

- 4.55A.2 does not contain any unverifiable claims; and
- 4.55A.3 is consistent with the information contained in the Prospectus, if already published, or with the information required to be in the Prospectus if the Prospectus is published afterwards.
- 4.55B An Applicant shall refrain from advertising in any manner, whether directly or indirectly, from the date of the notification submitted in terms of Listing Rule 4.1A and until it is in receipt of final written notice of the approval of the Admissibility to Listing from the Listing Authority.
- 4.55C Hidden, surreptitious and other indirect forms of advertising which are not strictly compliant with these Rules are prohibited.
- 4.55D In the case of any doubt as to what constitutes an advertisement in terms of these Listing Rules, the Issuer shall contact the Listing Authority without delay, prior to any proposed publication, requesting a determination as to whether such material constitutes an advertisement. An Issuer shall refrain from publishing any such material in the absence of such a determination.
- 4.56 In any case, any advertisement issued for the purpose of announcing the Admissibility to Listing of Securities, shall contain a statement that a Prospectus has been or will be published and the addresses and times at which copies of the Prospectus are or will be available to the public.
- 4.57 Information concerning the Admission to Listing on a Regulated Market disclosed in an oral or written form, even if not for advertising purposes, shall be consistent with the information contained in the Prospectus.”

[3.0 Effective Date of the New Listing Rules]

The new Listing Rules described above are effective as from 31st January 2012.

Communications Unit
Malta Financial Services Authority
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