

LISTING AUTHORITY

LISTING RULES

Listing Authority

Listing Rules

Definitions

Chapter Headings

1. Listing Authority, Compliance with and Enforcement of the Listing Rules
2. Sponsors and Their Responsibilities
3. Conditions for Admissibility
4. Application For Admissibility To Listing
5. Continuing Obligations
6. Circulars
7. Property Companies
8. Admissibility requirements for Collective Investment Schemes
9. Public Sector Issuers
10. Second Tier Market Requirements
11. Takeover Bids
12. Shareholders' Rights

Listing Authority

Listing Rules

Definitions

Term	Meaning
Accountant/s	<p>In the case of an Issuer registered in Malta, an individual who holds a warrant to practise the profession of accountant issued under the Accountancy Profession Act (Cap. 281 of the Laws of Malta) or an accountancy firm as defined by the said Act.</p> <p>Where the Issuer is registered or incorporated in any State other than Malta, a person in possession of an equivalent authorisation to act as an accountant or to practise as an accountancy firm.</p>
Administrator	A person who may or may not be the Manager or who carries out all or part of the general administration of a Collective Investment Scheme.
Admissible to Listing	Admissible to Listing in accordance with the provisions of Article 12 (1) of the FMA and “Admissibility to Listing” and “Admissibility” shall be construed accordingly.
Admission Document or STM Admission Document	The document issued in connection with an application for authorisation for Admissibility to Listing on a STM containing the information required under Article 90 of the CA and the information required in terms of Chapter 10.
Admission to Listing or Trading	Admission to Listing or Trading on a Regulated Market in accordance with the provisions of Article 12 (2) of the FMA and “Admitted to Listing or Trading” or “Admission” or “Admit to Listing” shall be construed accordingly.
Advertisement	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.
Announcement	Company announcements made by the Issuer in compliance with the ongoing listing obligations and “Company Announcement” shall be construed accordingly.
Annual Accounts	The individual or consolidated accounts of a Company or a Group of Companies, as the case may be, prepared in accordance with the national law of the State in which the Company or the parent Company of the Group is registered or incorporated and “Annual Financial Statements” shall be construed accordingly.
Annual Financial Report	The report that is required to be prepared in terms of Listing Rules 5.55 or 8.114.

Applicant	An Issuer which is applying for the Admission of its Securities to Listing.
Approval	The positive act at the outcome of the scrutiny of the completeness of the Prospectus by the Listing Authority including the consistency of the information given and its comprehensibility.
Auditor	In the case of an Issuer registered in Malta, a person holding a practising certificate to practise in the field of auditing or an audit firm as defined by the Accountancy Profession Act. Where the Issuer is registered or incorporated in any State other than Malta, a person in possession of an equivalent authorisation to practise as an auditor or as an audit firm.
Available to the public	The information shall be deemed to be available to the public when published either <ul style="list-style-type: none"> a) by insertion in one or more widely circulated newspapers; or b) in a printed form to be made available, free of charge, to the public at the offices of the market on which the securities are being traded or proposed to be traded, or c) in a printed form to be made available, free of charge, at the registered office of the Issuer and, if applicable, at the offices of the financial intermediaries placing or selling the securities, including Paying Agents; or d) in an electronic form on the Issuer's website and, if applicable, on the website of the financial intermediaries placing or selling the securities, including Paying Agents; or e) in an electronic form on the website of the Regulated Market where the securities are being traded or proposed to be traded; or f) in an electronic form on the website of the Listing Authority if the said Authority has decided to offer this service. <p>Where, however, the information is made available to the public in accordance with paragraphs (a), (b), or (c), the Issuer shall also publish the said information in terms of paragraph (d).</p>
Base Prospectus	A Prospectus containing all relevant information as specified in Chapter 4 concerning the Issuer and the securities Admitted to Trading, and, at the choice of the issuer, the final terms of the offering.
Business Day	(1) (In relation to anything done or to be done in (including to be submitted in place to a place in) Malta), any day which is not a Saturday or a Sunday or public holiday in terms of the National Holidays and other Public Holidays Act (Cap. 252 of the Laws of Malta); (2) (In relation to anything done or to be done by reference to a market outside Malta) any day on which that market is normally open for business; and the term "Working Day" shall be construed accordingly.
Central Securities Depository	As defined in Article 2 of the FMA.
Certificate Representing Shares	An instrument which confers a contractual or property right (other than a right consisting of an option): (a) in respect of any shares held by a person other than the person on whom the rights are conferred by the instrument; and

	(b) the transfer of which may be effected without requiring the consent of that person but excluding any instrument which confers rights in respect of two or more investments issued by different persons.
Circular	The document that is sent by an Issuer to the holders of its Securities in terms of Chapter 6.
Class	Securities the rights attaching to which are, or will be, identical and which form a single issue or series.
Collective Investment Scheme or Scheme	As defined in Article 2(1) of the Investment Services Act (Cap. 370 of the Laws of Malta).
Community	The European Community established by the Treaty of Rome in 1957 and amended institutionally and otherwise in 1986 by the Single European Act, in 1993 by the Treaty on the European Union, in 1997 by the Treaty of Amsterdam and in 2001 by the Treaty of Nice, and as amended by accession agreements and as may be further amended from time to time.
Companies Act or CA	Companies Act 1995 (Cap. 386 of the Laws of Malta).
Company	As defined in Article 2(1) of the FMA.
Connected Person of a Director	<p>A person is a Connected Person of a Director of a Company if that person is:</p> <ul style="list-style-type: none"> a) a member of the Director's family, including, without limitation, the Director's spouse or a partner, the Director's child or step-child, the Director's parents and any other dependants of the Director; or b) a body corporate in which the Director, any of the persons mentioned in paragraph (a) or both (i) holds or hold Shares of a nominal value equal to at least twenty percent (20%) of the share capital of that body corporate; or (ii) is or are entitled to control the exercise of more than twenty percent (20%) of the voting power at any general meeting of that body corporate; or c) acting in a capacity as trustee of any trust, the beneficiaries of which include: (i) the Director, the Director's dependants, including, without limitation, the Director's spouse, children or step-children ; or (ii) a body corporate with which one is associated as set out above; or d) acting in a capacity as a business partner of that Director or of any person who, by virtue of paragraph (a), (b) or (c) is connected with the Director.

Connected Client	<p>In relation to a Sponsor, any client who is:</p> <ul style="list-style-type: none"> a) a partner, Director, employee or controller of the Sponsor or of an undertaking described in (d) below; b) the dependants, including, without limitation, the spouse or child of any individual described in (a) above; c) a person in his capacity as trustee of a private trust (other than a pension scheme and an employees' share scheme) the beneficiaries of which include any person described in (a) or (b) above; or d) an undertaking which in relation to the Sponsor is a Group company.
Consolidated Accounts	<p>The financial statements of a Group presented as those of a single economic entity in accordance with the Generally Accepted Accounting Principles or with equivalent standards.</p>
Controlled Undertaking	<p>Any undertaking</p> <ul style="list-style-type: none"> a) in which a natural or legal person has a majority of the voting rights; or b) of which a natural or legal person has the right to appoint or remove a majority of the members of the administrative, management or supervisory body and is at the same time a shareholder in, or member of, the undertaking in question; or c) of which a natural or legal person is a shareholder or member and alone controls a majority of the shareholders' or members' voting rights, respectively, pursuant to an agreement entered into with other shareholders or members of the undertaking in question; or d) over which a natural or legal person has the power to exercise, or actually exercises, dominant influence or control; <p>For the purposes of paragraph (b), the holder's rights in relation to voting, appointment and removal shall include the rights of any other undertaking controlled by the shareholder and those of any natural or legal person acting, albeit in its own name, on behalf of the shareholder or of any other undertaking controlled by the shareholder.</p>
Convertible Securities	<p>Securities which are convertible into or exchangeable for other Securities or Securities accompanied by warrants or options to subscribe or purchase other Securities, and "Conversion" and "Convertible" shall be construed accordingly.</p>
Credit Institutions	<ul style="list-style-type: none"> a) An undertaking whose business is to receive deposits or other repayable funds from the public and to grant credits for its own account; or b) An electronic money institution within the meaning of Directive 2000/46/EC on the taking up, pursuit of and prudential supervision of the business of electronic money institutions
Custodian	<p>any trustee appointed pursuant to a deed of trust or declaration of trust or any entity appointed by a Collective Investment Scheme or by a sub-fund of a Scheme, its directors, trustee, or general partner, as the case may be, to hold and keep safe any of the assets of such Scheme or sub-fund.</p>
Debt Securities	<p>Instruments which create or acknowledge indebtedness.</p>
Directive	<p>Council Directive 85/611/EEC OF 20 December 1985 on the coordination of laws, regulations and administrative provisions relating to undertakings for</p>

85/611/EEC	collective investment in transferable securities (UCITS).
Directive 2004/39/EC	Council Directive 2004/39/EC of 21 April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC.
Director	Includes any person occupying the position of director of a Company by whatever name he may be called carrying out substantially the same functions in relation to the direction of the Company as those carried out by a director and in relation to an Issuer which is not a body corporate, a person with corresponding powers and duties.
EEA State	A State which is a contracting party to the agreement on the European Economic Area signed at Oporto on the 2 nd May 1992 as amended by the Protocol signed at Brussels on the 17 th March 1993 and as amended from time to time.
Electronic means	Means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means.
Equity Securities	Shares and other transferable securities equivalent to shares in companies, as well as any other type of transferable securities giving the right to acquire any of the aforementioned securities as a consequence of their being converted or the rights conferred by them being exercised, provided that securities of the latter type are issued by the Issuer of the underlying shares or by an entity belonging to the Group of the said issuer.
Equivalent Offering Document	Document published or required to be published by certain classes of Issuer and in respect of certain types of Securities in place of the Prospectus.
Expert	Any person whose profession gives authority to a statement made by him.
Financial Markets Act or FMA	Financial Markets Act (Cap. 345 of the Laws of Malta)
Financial Institution	<p>Any person who regularly or habitually acquires holdings or undertakes the carrying out of any activity listed in the Schedule to the Financial Institutions Act (Cap.376 of the Laws of Malta) for the account and at the risk of the person carrying out that activity:</p> <p>Provided that these activities are not funded through the taking of deposits or other repayable funds from the public as defined in the Banking Act (Cap.371 of the Laws of Malta):</p> <p>Provided further that this definition shall not apply to any of the above activities which is regulated under the Investment Services Act (Cap. 370 of the Laws of Malta).</p>

Generally Accepted Accounting Principles and Practice	International accounting standards as adopted by the European Commission in terms of Article 3 of Regulation No. 1606/2002 of the European Parliament and of the Council of the European Union of 19 July 2002 on the application of international accounting standards.
Group Company	In relation to any company, means any body corporate which is that Company's subsidiary or parent Company, or a subsidiary of that Company's parent Company, and the term "Group" shall be construed accordingly.
Home Member State	Home Member State in relation to a Prospectus shall have the same meaning as that assigned to it by Article 2(1) of the CA. Home Member State for the purposes of Chapter 5 – as defined in Listing Rule 5.7.
Host Member State	The Member State where Admission to Trading on a Regulated Market is sought or in which Securities are Admitted to Trading on a Regulated Market, when different from the Home Member State.
International Standards on Auditing	The International Standards on Auditing formulated by the International Auditing and Assurance Standards Board (IAASB) a committee of the International Federation of Accountants.
Investment Adviser	A person who is authorised in terms of Directive 2004/39/EC to provide investment advice to investors or potential investors.
IOSCO	The International Organisation of Securities Commissions.
Issuer	Any Company or other legal person or undertaking (including a Public Sector Issuer), any Class of whose Securities have been authorised as Admissible to Listing. For the purposes of Chapter 8, in the case of depository receipts representing securities, the Issuer of the securities represented.
Listing Authority	Such person or body appointed by the Minister by notice in the Official Gazette of the Government of Malta in accordance with Article 2 of the FMA including, where the context so permits, any committee, employee, officer or servant to whom any function of the Listing Authority may for the time being be delegated.
Listing Committee	The committee appointed by the Listing Authority in terms of Listing Rule 1.3.
Listing Rules or Rules	The listing rules issued by the Listing Authority in accordance with the provisions of the FMA as they may be amended from time to time.
Manager	The legal entity appointed by a Scheme that has overall responsibility for the management and performance of the functions of the Scheme. The functions may include the provisions of investment advice and operational services. Where the Scheme does not appoint a Manager, the functions of the Manager must be delegated by the board of Directors of the Scheme to a managing Director.
Management Company	A Company as defined in Article 1a(2) of Council Directive 85/611/EEC

Market Maker	A person who holds himself out on the financial markets on a continuous basis as being willing to deal on own account by buying and selling financial instruments against his proprietary capital at prices defined by him.
Market Value	Means the average of the prices for that Security published in the daily Official List of the Regulated Market on which such Security is Admitted to Listing and/or Trading over the last 10 Business Days prior to the relevant date or as the Listing Authority may calculate from time to time.
Memorandum and Articles of Association	The memorandum and articles of association of a Company and/or equivalent constitutional documents of an Applicant or Issuer.
Member State	A Member State of the European Community established by the Treaty of Rome in 1957 and amended institutionally and otherwise in 1986 by the Single European Act, in 1993 by the Treaty on European Union, in 1997 by the Treaty of Amsterdam and in 2001 by the Treaty of Niece, and as amended by accession agreements and as may be further amended from time to time.
MFSA	Malta Financial Services Authority.
Minister	The Minister responsible for finance.
Net Annual Rent	The current income or income estimated by the valuer: <ul style="list-style-type: none"> (i) ignoring any special receipts or deductions arising from the Property; (ii) excluding value added tax (where applicable) and before taxation (including tax on profits and any allowances for interest on capital or loans); and (iii) after making deductions for superior rents (but not for amortisation), and any disbursements including, if appropriate, expenses of managing the Property and allowances to maintain it in a condition to command its rent.
Non-equity Securities	All securities that are not Equity Securities.
Normal Business Hours	9.00 am to 5.00 pm on each Business Day or any other times specified as such by the Listing Authority.
Offering Programme	A plan which would permit the issuance of Non-equity Securities, including warrants in any form, having a similar type and/or class, in a continuous or repeated manner during a specified issuing period.
Officer	In relation to a Company, includes a Director, manager or company secretary, but does not include an Auditor.
Officially Appointed Mechanism	A mechanism whereby an Issuer or the person who has applied for admission to trading on a Regulated Market without the Issuer's consent, discloses Regulated Information in a manner ensuring fast access to such information on a non-discriminatory basis.
Ordinary Business	In relation to an annual general meeting: <ul style="list-style-type: none"> (a) receiving or adopting the Annual Accounts; (b) declaring a dividend;

	<p>(c) reappointing Directors and appointing Directors to replace those retiring at the meeting and not offering themselves for reappointment; and</p> <p>(d) reappointing Auditors and authorising the Directors to fix their emoluments.</p>
Overseas Company	A body corporate constituted or incorporated outside Malta.
Overseas Collective Investment Scheme or Overseas Scheme	A Collective Investment Scheme formed or established other than in accordance with the Laws of Malta.
Parent Company or Parent Undertaking or Parent	<p>In the case of a Company registered in Malta, as defined by Article 2(2) of the CA;</p> <p>In the case of a Company registered or incorporated outside Malta, as defined in Articles 1 and 2 of Seventh Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts.</p>
Paying Agent	A person licensed to provide investment services and duly authorised to remit transfers on behalf of an Issuer or a Scheme.
Primary Listing	A listing by the Listing Authority by virtue of which the Issuer is subject to the full requirements of the Listing Rules.
Property	Immovable property as defined in articles 308 to 311 of the Civil Code.
Property Company	<p>A Company whose principal activity is (and includes a closed-ended scheme investing or intending to invest 20% or more of its gross assets in Property):</p> <p>(i) the holding of Properties, both directly and indirectly and development of Properties for letting and retention as an investment; or</p> <p>(ii) the purchase or development of Properties for subsequent sale; or</p> <p>(iii) the purchase or development of Properties for retention as investments; or</p> <p>(iv) all or any of the above.</p>
Prospectus	A document in such form and containing such information as may be required by or under the Prospectus Directive.
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the Prospectus to be published when securities are offered to the public or Admitted to Trading and amending Directive 2001/34/EC.
Public Offer	As defined in Article 2 (3) of the CA and “offered to the public” shall be construed accordingly.
Public Sector Issuers	States and their regional and local authorities, public international bodies, the European Central Bank and the central banks of States.
Published	See definition of ‘Available to the public’
Recognised	Any state that is a state, country or territory that may be formally declared by directive of the Listing Authority to be a “Recognised Jurisdiction” and the

Jurisdiction	term “non-Recognised Jurisdiction” shall be construed accordingly.
Recognised List	A list prepared and published by a Regulated Market in accordance with the bye-laws of such Regulated Market.
Regulated Information	For the purposes of Chapter 5 - all the information which the Issuer or any other person who has applied for the admission of securities to trading on a Regulated Market without the Issuer’s consent, is required to disclose in terms of Listing Rules 5.16.9, 5.16.10, 5.16.12, 5.16.13, 5.16.14, 5.55, 5.74, 5.86 to 5.88, 5.176, 5.182, 5.187 and 5.197, as well as Article 6 of Directive 2003/6/EC on insider dealing and market manipulation (market abuse).
Regulated Market	A multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in financial instruments - in the system and in accordance with its non-discretionary rules - in a way that results in a contract, in respect of the financial instruments Admitted to Trading under its rules and/or systems, and which is authorised and functions regularly.
Registrar	The person appointed as the Registrar of Companies pursuant to article 400 of the CA.
Related Party	Parties are considered to be related if one party has the ability to directly or indirectly control the other party or exercise significant influence over the other party in making financial and operating decisions.
Secondary Listing	A listing which is not a Primary Listing.
Second Tier Market or STM	A market on which the Securities of Companies which satisfy the requirements of Chapter 10 may be traded.
Securities	<p>Transferable securities, that is, those Classes of securities which are negotiable on the capital market, with the exception of instruments of payment, such as:</p> <p>(a) shares in companies and other securities equivalent to shares in companies, partnerships or other entities, and depositary receipts in respect of shares;</p> <p>(b) bonds or other forms of securitised debt, including depositary receipts in respect of such securities;</p> <p>(c) any other securities giving the right to acquire or sell any such transferable securities or giving rise to a cash settlement determined by reference to transferable securities, currencies, interest rates or yields, commodities or other indices or measures.</p> <p>For the purposes of this definition, classes of instruments which are normally dealt in on the money market, such as treasury bills, certificates of deposit and commercial papers having a maturity of less than 12 months shall not be construed as Securities.</p>

Securities issued in a continuous or repeated manner	Debt Securities of the same Issuer on tap or at least two separate issues of securities of a similar type and/or Class over a period of 12 months.
Share	(In accordance with article 2(1) of the CA) a share in the share capital of a Company, and includes: (a) stock (except where a distinction between stock and shares is expressed or implied); and (b) preference shares.
Shareholder	For the purpose of Chapter 5, any natural or legal person who holds, directly or indirectly: a) shares of the Issuer in its own name and on its own account; b) shares of the Issuer in its own name, but on behalf of another natural or legal person or undertaking; c) depository receipts, in which case the holder of the depository receipt shall be considered as the shareholder of the underlying shares represented by the depository receipts.
Sponsor	Sponsor appointed in terms of Chapter 2.
STM Company	A Company, any of whose Securities have been admitted for trading on a Second Tier Market.
Subsidiary Company, Subsidiary Undertaking or Subsidiary	As defined in Article 2 of the CA
Substantial Shareholder	Anyone entitled to exercise or control the exercise of ten percent (10%) or more of the votes able to be cast at general meetings of an Issuer or is in a position to control the composition of a majority of the Board of Directors of an Issuer.
Tap Issue	An issue of Securities whereby the terms of those Securities are identical to those of a previous issue other than the date of Admission and such Securities are in all respects fully fungible with those previously Admitted to Listing and to which previous Admission they relate.
Tribunal	Financial Services Tribunal established under Article 42 of the FMA (Cap. 345)
Umbrella Fund	A Collective Investment Scheme that offers access to separate portfolios or sub-funds, covering different types of investment and represented by different classes of units.
Undertaking	As defined in Article 2 (1) of the CA.
Units of a	A share in a closed-ended scheme, units in a Unit Trust or unit in any other

Collective Investment Undertaking or “Units”	form of Collective Investment Scheme which relate to the proportionate holding, right or interest that an investor has in such a Scheme. Any reference to fractional units relates to whole units carrying a fraction of the rights carried by whole standard units. The extent of the right to participate in Property conferred by fractional Shares in relation to standard Shares must be fixed by the constitutional documents of the Scheme.
Unit Trust	A Collective Investment Scheme constituted by a trust deed between a management Company (operator) and a trustee whereby the assets which constitute the Collective Investment Scheme are held on trust for unit holders.

