

# Rules for the Admission of Equity Securities to Trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment

(Rules SIX Swiss Exchange-Sponsored Foreign Shares Segment, RSFS)

Dated 8 November 2019  
Entry into force: 2 January 2020

## Table of contents

I	General provisions .....	3
Art. 1	Object.....	3
Art. 2	Scope of applicability .....	3
Art. 3	Definitions .....	3
Art. 4	Role of the Regulatory Board .....	4
Art. 5	Monitoring and enforcement of obligations for the maintenance of listing and of market maker obligations .....	4
II	Admission to trading .....	4
Art. 6	Admission of securities: principle .....	4
Art. 7	Conditions for admission to trading.....	4
Art. 8	Application .....	4
Art. 9	Declaration by the sponsoring securities dealer and declaration of consent.....	5
Art. 10	Reasons for rejection.....	5
III	Obligations in connection with admission to trading and with maintaining admission .....	5
Art. 11	Documentation for admission to trading .....	5
Art. 12	Obligations for maintaining admission to trading (in particular regular reporting obligations) .....	6
Art. 13	Timing and details of reporting information pursuant to Art. 12 of these Rules .....	6
Art. 14	Responsibilities of the sponsoring securities dealer .....	8
Art. 15	Publication of information by SIX Swiss Exchange .....	8
IV	Suspension and cancellation of admission to trading .....	8
Art. 16	Suspension of trading.....	8
Art. 17	Application for cancellation of admission of equity securities to trading .....	8
Art. 18	Cancellation of admission of equity securities to trading without application .....	8
Art. 19	Cancellation decision .....	9
V	Fees .....	9
Art. 20	Reference to the LR.....	9
VI	Sanctions .....	9
Art. 21	Sanctions .....	9
VII	Other provisions.....	10
Art. 22	Correctness and completeness of information.....	10
Art. 23	Disclaimer.....	10
Art. 24	Final provision.....	10
Art. 25	Revisions.....	10

## I General provisions

### Art. 1 Object

<sup>1</sup> These Rules govern the admission, maintenance and cancellation of admission to trading of equity securities on SIX Swiss Exchange Ltd ("SIX Swiss Exchange") that have their primary listing on a stock exchange recognised by the Regulatory Board.

<sup>2</sup> Equity securities admitted under these Rules to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment are not listed on SIX Swiss Exchange.

<sup>3</sup> Should an issuer whose equity securities are admitted to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment submit an application to have those equity securities listed in accordance with Art. 42 LR (Listing Rules), the admission to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment will lapse upon listing of the equity securities.

*See also*

- [Listing Rules \(LR\)](#)
- List of recognised foreign trading venues in accordance with Art. 48 para. 3 Financial Services Ordinance (FinSO)

### Art. 2 Scope of applicability

<sup>1</sup> Notwithstanding any differing or additional rules set out below, the admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment is governed by the Listing Rules.

<sup>2</sup> The trading rules of SIX Swiss Exchange (in particular the Rule Book, the corresponding Directives and the Guidelines) apply in respect of the technical conditions for admission to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment.

<sup>3</sup> The Regulatory Board may issue Directives and Circulars on the basis of these Rules.

*See also*

- [Listing Rules \(LR\)](#)
- [Rule Book of SIX Swiss Exchange](#)
- [SIX Swiss Exchange "Trading Parameters" Guideline \(Annex D\)](#)

### Art. 3 Definitions

<sup>1</sup> For the purpose of these Rules, equity securities are equity securities with a primary listing on a stock exchange that is recognised by the Regulatory Board.

<sup>2</sup> For the purpose of these Rules, equity securities that have a primary or secondary listing on SIX Swiss Exchange are deemed not to be equity securities. Collective investment schemes are similarly deemed not to be equity securities.

<sup>3</sup> SIX Swiss Exchange participants that apply for the admission of an equity security to trading and undertake to fulfil the duties set out in these Rules are deemed to be sponsoring securities dealers within the meaning of these Rules. Should multiple sponsoring securities dealers sponsor the admission to trading of the same equity securities, each sponsoring securities dealer must fulfil the duties set out in these Rules.

*See also*

- [Listing Rules \(LR\)](#)
- List of recognised foreign trading venues in accordance with Art. 48 para. 3 Financial Services Ordinance (FinSO)

#### **Art. 4 Role of the Regulatory Board**

<sup>1</sup> Based on Art. 35 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FMIA), the Regulatory Board shall decide on the admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment and shall monitor the enforcement of compliance with the requirements of these Rules during the process of admission to trading.

<sup>2</sup> The admission decision is made by the Regulatory Board without consulting the issuer. The issuer has no right to appeal.

*See also*

- [Federal Act of 19 June 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading \(Financial Market Infrastructure Act, FMIA\)](#)

#### **Art. 5 Monitoring and enforcement of obligations for the maintenance of listing and of market maker obligations**

<sup>1</sup> SIX Exchange Regulation Ltd ("SIX Exchange Regulation") is responsible for monitoring and enforcing the obligations under these Rules while the admission to trading is maintained.

<sup>2</sup> SIX Swiss Exchange is responsible for monitoring compliance with market maker obligations. SIX Exchange Regulation is responsible for enforcing such obligations.

## **II Admission to trading**

#### **Art. 6 Admission of securities: principle**

Only equity securities fulfilling the conditions set forth in this section may be admitted to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment. There is no entitlement to the admission to trading, however.

#### **Art. 7 Conditions for admission to trading**

The admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment is subject to compliance with all of the following conditions:

1. the equity securities already have their primary listing on a stock exchange recognised by the Regulatory Board. The decision to recognise a stock exchange is the responsibility of the Regulatory Board;
2. the settlement of transactions in the equity securities must be possible through a settlement system (settlement house) recognised by SIX Swiss Exchange;
3. the equity securities must have Swiss security numbers;
4. the trading currency must be a currency in which SIX Swiss Exchange's technical systems are capable of settling transactions.

*See also*

- [List of Recognised Settlement Organisations and Central Securities Depositories](#) (available in English only)
- List of recognised foreign trading venues in accordance with Art. 48 para. 3 Financial Services Ordinance (FinSO)

#### **Art. 8 Application**

<sup>1</sup> An application for the admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment may only be submitted by a sponsoring securities dealer.

<sup>2</sup> The complete application must be submitted to SIX Exchange Regulation in writing, in German, French, Italian or English, no later than five exchange days prior to the intended first trading day. Use of the designated form is mandatory. The designated form constitutes an integral part of these Rules.

*See also*

- [Form for the admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment](#) (available in German only)
- Annex 1 to the form for the admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment

#### **Art. 9 Declaration by the sponsoring securities dealer and declaration of consent**

<sup>1</sup> As a part of the application for the admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment, the sponsoring securities dealer must provide a declaration stating that:

1. it is in agreement with the admission to trading;
2. it will comply with the obligations pursuant to Title III of these Rules, and has taken note of the sanctions pursuant to Title VI of these Rules;
3. it has read and acknowledges the Listing Rules, as well as the Rules of Procedure and sanction regulations of SIX Group, and that it recognises them expressly in the form of signing the declaration of consent. It recognises the Court of Arbitration determined by the Rules of Arbitration and expressly agrees to be bound by an arbitration agreement. It recognises that the maintenance of admission to trading on SIX Swiss Exchange is conditional upon agreement to be bound by the version of the relevant rules and regulations in force at any given time;
4. it will pay the fees for admission to trading;
5. as market maker, it will guarantee the functions set out in the appropriate SIX Swiss Exchange Directive from the first day of trading.

<sup>2</sup> The sponsoring securities dealer must also sign a declaration of consent.

*See also*

- [Listing Rules \(LR\)](#)
- [SIX Swiss Exchange "Trading Parameters" Guideline \(Annex D\)](#)
- [Declaration of Consent](#)

#### **Art. 10 Reasons for rejection**

An application for the admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment may be rejected if, in particular, the Regulatory Board considers that:

1. the conditions for orderly trading are not fulfilled; or
2. the admission to trading would conflict with investor protection considerations.

### **III Obligations in connection with admission to trading and with maintaining admission**

#### **Art. 11 Documentation for admission to trading**

<sup>1</sup> The sponsoring securities dealer must send SIX Exchange Regulation an official notice concerning admission to trading. This notice must be sent electronically ([sponsoredsegment@six-group.com](mailto:sponsoredsegment@six-group.com)) as early as possible, but no later than one exchange day prior to the intended first trading day.

<sup>2</sup> The sponsoring securities dealer must furnish SIX Exchange Regulation with evidence that the equity security to be admitted to trading has its primary listing on a stock exchange recognised by the Regulatory Board.

<sup>3</sup> (cancelled)

*See also*

- List of recognised foreign trading venues in accordance with Art. 48 para. 3 Financial Services Ordinance (FinSO)

#### **Art. 12 Obligations for maintaining admission to trading (in particular regular reporting obligations)**

<sup>1</sup> The sponsoring securities dealer must inform SIX Exchange Regulation without delay and continuously of important facts and information relating to price determination and clearing and settlement for the equity securities admitted to trading, as well as important facts and information regarding the issuers of these equity securities.

<sup>2</sup> The sponsoring securities dealer must report to SIX Exchange Regulation the following facts pertaining to the equity securities admitted to trading (regular reporting obligations):

1. change of name of issuer (change of company name);
2. change of Swiss security number;
3. change of ISIN;
4. change of ticker symbol;
5. change of currency (trading currency);
6. dividend payments (including date of ex-dividend trading);
7. issuance of rights (including date of ex-rights trading, payment date);
8. share splits (including ex-date and ratio);
9. capital reduction or increase (including ex-date and extent);
10. conversion of the equity securities admitted to trading into another type of equity security (ex-date and extent);
11. buy-backs via put options of equity securities admitted to trading (including ex-date);
12. restructuring: merger or spin-off;
13. temporary suspension of trading at the place of primary listing or suspension of primary listing;
14. cancellation of primary listing.

<sup>3</sup> The sponsoring securities dealer must notify SIX Exchange Regulation of a contact person responsible for the obligations for maintaining the admission to trading pursuant to this provision.

#### **Art. 13 Timing and details of reporting information pursuant to Art. 12 of these Rules**

<sup>1</sup> The sponsoring securities dealer must report the information pursuant to Art. 12 to SIX Exchange Regulation as soon as it has all the detailed information required. However, the reports must be received by SIX Exchange Regulation no later than the times specified below:

1. in the case of a temporary suspension of trading at the place of primary listing or suspension of primary listing (Art. 12 para. 2 point 13 of these Rules): notice (pursuant to Art. 13 para. 3 of these Rules) immediately upon receipt of information;
2. no later than 10.00 a.m. Central European Time (CET) on the last exchange day prior to the date of exchange modification/ex-date:
  - a. change of name of issuer (change of company name) (Art. 12 para. 2 point 1 of these Rules);

- b. change of Swiss security number  
(Art. 12 para. 2 point 2 of these Rules);
  - c. change of ticker symbol  
(Art. 12 para. 2 point 4 of these Rules);
  - d. dividend payments  
(Art. 12 para. 2 point 6 of these Rules);
  - e. issuance of rights  
(Art. 12 para. 2 point 7 of these Rules);
  - f. capital reduction or increase  
(Art. 12 para. 2 point 9 of these Rules);
  - g. buy-backs via put options of equity securities admitted to trading  
(Art. 12 para. 2 point 11 of these Rules);
3. no later than three exchange days prior to the date of exchange modification/ex-date:
- a. change of ISIN  
(Art. 12 para. 2 point 3 of these Rules);
  - b. change of currency (trading currency)  
(Art. 12 para. 2 point 5 of these Rules);
  - c. share (reverse) splits  
(Art. 12 para. 2 point 8 of these Rules);
  - d. conversion of the equity securities admitted to trading into another type of equity securities  
(Art. 12 para. 2 point 10 of these Rules);
  - e. restructuring: merger or spin-off  
(Art. 12 para. 2 point 12 of these Rules);
  - f. cancellation of primary listing  
(Art. 12 para. 2 point 14 of these Rules);
4. Upon occurrence:  
change of contact person  
(Art. 12 para. 3 of these Rules).

<sup>2</sup> The sponsoring securities dealer must send SIX Exchange Regulation the information required in Art. 12 in German, French, Italian or English by means of:

- an official notice submitted electronically using the online form, or
- if more than one report is to be submitted at the same time, an Excel file sent by e-mail to ([sponsored-segment@sixgroup.com](mailto:sponsored-segment@sixgroup.com)).

<sup>3</sup> In the case of a temporary suspension of trading at the place of primary listing or suspension of primary listing, the sponsoring securities dealer must provide the information to SIX Exchange Regulation by telephone immediately upon receipt, and must subsequently send written confirmation (pursuant to Art. 13 para. 2 of these Rules).

<sup>4</sup> Each report must clearly state the issuer and the equity securities admitted to trading concerned, as well as the name of the person delivering the report to SIX Exchange Regulation (person responsible, including telephone and e-mail address in case additional information is required). It must also be clearly stated which reportable fact is involved.

#### **Art. 14 Responsibilities of the sponsoring securities dealer**

The sponsoring securities dealer is responsible for properly forwarding the information required under these Rules to SIX Exchange Regulation, provided such information is available on the primary stock exchange. In particular, the sponsoring securities dealer is responsible for any direct loss arising from the fact that it failed to submit information, submitted it too late or did not forward it properly.

#### **Art. 15 Publication of information by SIX Swiss Exchange**

SIX Swiss Exchange may process and publish on the internet and via other appropriate media the information provided by the sponsoring securities dealer under the obligations laid down in the present Title III.

## **IV Suspension and cancellation of admission to trading**

#### **Art. 16 Suspension of trading**

SIX Swiss Exchange may (at the request of the sponsoring securities dealer or on its own initiative) temporarily suspend the trading of equity securities admitted to trading if unusual circumstances, in particular the breach of important disclosure obligations by the sponsoring securities dealer, indicate that such a suspension is advisable.

#### **Art. 17 Application for cancellation of admission of equity securities to trading**

<sup>1</sup> In principle, the sponsoring securities dealer itself decides on the cancellation of admission of equity securities to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment.

<sup>2</sup> It must submit an appropriate application to the Regulatory Board 20 exchange days prior to the intended cancellation or suspension of trading.

<sup>3</sup> As a rule, the cancellation of admission to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment may be applied for no earlier than one year after the equity securities concerned start trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment. Special circumstances in which early cancellation is justified remain reserved.

#### **Art. 18 Cancellation of admission of equity securities to trading without application**

<sup>1</sup> The Regulatory Board may also cancel admission to trading in the SIX Swiss Exchange-Sponsored Foreign Shares Segment at any time without receiving an application from the sponsoring securities dealer.

<sup>2</sup> This is the case in any of the following circumstances, in particular:

1. insufficient trading turnover;
2. conditions for the admission to trading no longer fulfilled;
3. violation of the market maker obligations;
4. violation by the sponsoring securities dealer of the obligations for the maintenance of admission to trading.

#### **Art. 19 Cancellation decision**

<sup>1</sup> The Regulatory Board decides on cancellations of admission of equity securities to trading at its own discretion. It may decide on the point in time of the announcement as well as on the last trading day.

<sup>2</sup> In making its decision, it weighs the interests of investors, orderly trading and the sponsoring securities dealer against one another.

<sup>3</sup> Cancellation of the admission of equity securities to trading will usually be announced by SIX Swiss Exchange no later than 20 exchange days prior to the cancellation of trading by means of an official notice from the sponsoring securities dealer.

## **V Fees**

#### **Art. 20 Reference to the LR**

The fee regime is based on Art. 63 LR.

*See also*

- [List of Charges \(LOC\)](#)
- [List of Charges Regulatory Bodies \(LocRB\)](#)

## **VI Sanctions**

#### **Art. 21 Sanctions**

<sup>1</sup> The following sanctions may be imposed should the sponsoring securities dealer or the market maker fail to fulfil or fail to ensure the fulfilment of the obligations set out in these Rules, the Listing Rules or the implementing provisions. One or more such sanctions may be imposed simultaneously where the circumstances so demand:

1. reprimand;
2. fine of up to CHF 1 million (in cases of negligence) or CHF 10 million (in cases of wrongful intent);
3. suspension of trading;
4. cancellation of the admission of equity securities to trading;
5. ban on further equity securities being admitted to trading in accordance with these Rules;
6. exclusion of the securities dealer as a sponsor and/or market maker;
7. exclusion of the market maker.

<sup>2</sup> In determining the sanction to be imposed, the competent body will take into consideration, in particular, the severity of the breach and the degree of fault. When setting the level of fines, the competent body will also take into account the impact of the sanction on the party concerned.

<sup>3</sup> Sanction proceedings follow the Rules of Procedure, the Rules for the Appeals Board of the trading venues of SIX as well as the Rules of Arbitration of SIX Group. Sanctions against the sponsoring securities dealer or the market maker are governed by the Rule Book for SIX Swiss Exchange.

*See also*

- [Rule Book of SIX Swiss Exchange](#)
- [Rules of Procedure](#)

## VII Other provisions

### Art. 22 Correctness and completeness of information

SIX Swiss Exchange assumes no liability for the correctness or completeness of the information submitted by the sponsoring securities dealer and published by SIX Swiss Exchange.

### Art. 23 Disclaimer

<sup>1</sup> Notwithstanding gross negligence or wrongful intent, SIX Swiss Exchange is not liable for loss incurred by third parties owing to the admission to trading, trading or cancellation of admission to trading of equity securities in the SIX Swiss Exchange-Sponsored Foreign Shares Segment.

<sup>2</sup> SIX Swiss Exchange assumes no liability for any loss arising from a violation of the obligations of the sponsoring securities dealer.

### Art. 24 Final provision

These Rules were approved by the Federal Financial Market Supervisory Authority on 23 April 2009 and enter into force on 1 July 2009. They replace the Rules for the Admission of Equity Securities to Trading in the SWX Swiss Exchange-Sponsored Segment dated 31 May 2005.

### Art. 25 Revisions

<sup>1</sup> The revision of Arts. 2, 20 and 21 that was decreed by the Regulatory Board in its resolution of 21 April 2010 and approved by the Swiss Financial Market Supervisory Authority on 26 April 2010 enters into force on 1 May 2010.

<sup>2</sup> The revision of Art. 11 that was decreed by the Regulatory Board in its resolution of 4 April 2013 entered into force on 1 March 2014.

<sup>3</sup> The revision that was decreed by the Regulatory Board in its resolution of 6 May 2015 and approved by the Swiss Financial Market Supervisory Authority FINMA on 11 June 2015 enters into force on 1 August 2015.

<sup>4</sup> Amendments due to the entry into force of the Financial Market Infrastructure Act and related ordinances in Art. 4 as of 1 April 2016.

<sup>5</sup> The revision of Arts. 2 and 7 that was decreed by the Regulatory Board in its resolution of 9 November 2017 and approved by the Swiss Financial Market Supervisory Authority on 10 November 2017 enters into force on 1 January 2018.

<sup>6</sup> The revision of Art. 5 that was decreed by the Regulatory Board in its resolution of 4 April 2018 and approved by the Swiss Financial Market Supervisory Authority on 30 April 2018 entered into force on 1 May 2018.

<sup>7</sup> The revision of Arts. 9 and 21 and the cancellation of Annex 1 that were decreed by the Regulatory Board in its resolution of 25 October 2018 and approved by the Swiss Financial Market Supervisory Authority FINMA on 25 February 2019 enter into force on 01 July 2019.

<sup>8</sup> The revision of Art. 20 that was decreed by the Regulatory Board in its resolution of 8 November 2019 and approved by the Swiss Financial Market Supervisory Authority FINMA on 19 December 2019 enters into force on 1 January 2020.

<sup>9</sup> The revision of Arts. 3, 7, 11, 13 and 18 that was decreed by the Regulatory Board in its resolution of 11 July 2019 and approved by the Swiss Financial Market Supervisory Authority FINMA on 14 November 2019 enters into force on 2 January 2020.