

Access

Aquis Growth Market Rulebook



Introduction

The purpose of this document is to set out the rules of the Access segment of the Aquis Growth Market and to provide guidance on the application process, eligibility requirements and ongoing compliance.

Access is aimed at companies that are at an earlier stage in their growth, or appeal to investors that are likely to take a longer-term view.

The Access segment is supportive of these types of companies, providing access to the capital markets within a framework that is practical, allowing them to thrive and ultimately progress to Apex.

If you have any questions regarding the information in this document, or would like to discuss an application, please contact agseregulation@aqis.eu

Contents

| | |
|--|----|
| Definitions | 5 |
| 1. The Application Process | 14 |
| 1.1. Engagement of an Aquis Corporate Adviser | 14 |
| 1.2. Pre-application discussion | 14 |
| 1.3. Enterprise Companies | 15 |
| 1.4. Method of application | 15 |
| 1.5. Processing time for applications | 15 |
| 1.6. Application Announcement | 15 |
| 1.7. Enquiries | 15 |
| 1.8. Admission Decision | 15 |
| 1.9. Admission | 16 |
| 2. Admission Requirements | 17 |
| 2.1. Incorporation | 17 |
| 2.2. Validity and Transferability | 17 |
| 2.3. Whole class to be admitted | 17 |
| 2.4. Settlement | 17 |
| 2.5. MTF Admission Prospectus | 17 |
| 2.6. Supplemental Prospectus | 18 |
| 2.7. Appointment of an Aquis Corporate Adviser | 18 |
| 2.8. Corporate Governance | 18 |
| 2.9. Disclosure of Regulatory Information | 19 |
| 2.10. Market Capitalisation | 19 |
| 2.11. Enterprise Companies | 19 |
| 2.12. Lock-in for start-up companies | 19 |
| 2.13. Market Maker | 19 |
| 2.14. Securities in public hands | 19 |
| 2.15. Dual SME Growth Market admission | 20 |
| 3. Continuing Obligations | 21 |
| 3.1. Early Consultation with the Exchange | 21 |
| 3.2. Cooperating with Aquis Corporate Adviser | 21 |
| 3.3. Procedures, Systems and Controls | 21 |
| 3.4. Provision of information | 21 |
| 3.5. Integrity | 21 |
| 3.6. Reverse Takeovers | 21 |

| | | |
|-----------|---|-----------|
| 3.7. | Disposals..... | 23 |
| 3.8. | Corporate Actions..... | 23 |
| 3.9. | Admission of further securities | 23 |
| 3.10. | Issuer fees..... | 23 |
| 4. | Disclosure and Transparency Obligations..... | 24 |
| 4.1. | Market Abuse Regulation | 24 |
| 4.2. | Misleading information not to be published..... | 24 |
| 4.3. | Annual financial reports | 24 |
| 4.4. | Half-yearly financial report..... | 24 |
| 4.5. | Resignation or change of Aquis Corporate Adviser..... | 25 |
| 4.6. | Related Party Transactions..... | 25 |
| 4.7. | Vote Holder and Issuer Notification | 25 |
| 4.8. | Change to Capital Structure | 25 |
| 4.9. | Board changes and directors' details | 25 |
| 4.10. | Shareholder Resolutions | 26 |
| 4.11. | Change of Name | 26 |
| 4.12. | Change of accounting date..... | 27 |
| 4.13. | Exchange requirement to publish information | 27 |
| 4.14. | Website | 27 |
| 5. | Suspending, cancelling and restoring trading and admission | 29 |
| 5.1. | Suspending trading by the Exchange | 29 |
| 5.2. | Withdrawal by the Exchange..... | 29 |
| 5.3. | Issuer request for suspension or withdrawal..... | 29 |
| 5.4. | Restoring to trading..... | 31 |
| 6. | Fast-track..... | 32 |
| 6.1. | Fast-track applicants admitted to a specified market..... | 32 |
| 6.2. | Fast-track applicant admission announcement | 33 |
| 7. | Investigations, Sanctions and Discipline | 34 |
| 7.1. | Disciplinary process and appeals..... | 34 |
| 7.2. | Sanctions | 34 |
| 7.3. | Disclosure | 34 |
| | Appendix I: Information for an MTF Admission Prospectus | 35 |

Definitions

| | |
|---|---|
| <i>Access</i> | a segment of the <i>Aquis Growth Market</i> ; |
| <i>accounting standards</i> | (1) the International Financial Reporting Standards; (2) UK GAAP; or (3) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country <i>issuers</i> . If such third country's national accounting standards are not equivalent to Regulation (EC) No 1606/2002, the financial statements shall be restated in accordance with that regulation; |
| <i>Additional Information</i> | the table of additional information on an <i>issuer</i> to be included in an <i>MTF Admission Prospectus</i> ; |
| <i>adjusted market value</i> | the fully diluted equity share capital of an <i>applicant</i> multiplied by the expected price of the <i>shares</i> on <i>admission</i> ; |
| <i>MTF Admission Prospectus</i> | a document produced by an <i>issuer</i> containing the information set out at Appendix I; |
| <i>admitted or admission</i> | the admission of the <i>issuer's securities</i> to trading on the <i>Aquis Growth Market</i> ; |
| <i>announce, announced or announcement</i> | the submission of information to an <i>RIS</i> for publication; |
| <i>Apex</i> | a segment of the <i>Aquis Growth Market</i> ; |
| <i>applicant or applicants</i> | a company applying for <i>admission</i> to <i>Access</i> ; |
| <i>Aquis Corporate Adviser</i> | a person approved by the <i>Exchange</i> pursuant to the Aquis Corporate Adviser Handbook; |
| <i>application announcement</i> | an <i>announcement</i> containing key details of the <i>applicant</i> and the <i>admission</i> in the prescribed template set out by the <i>Exchange</i> , which can be downloaded from the <i>Aquis website</i> ; |
| <i>Aquis Growth Market</i> | the multilateral trading facility operated by the <i>Exchange</i> that is registered as an <i>SME Growth Market</i> ; |
| <i>Aquis website</i> | www.aquis.eu/aquis-stock-exchange ; |
| <i>Aquis Stock Exchange Disciplinary & Appeals Procedures</i> | the handbook of that name published by the <i>Exchange</i> ; |
| <i>associate</i> | (1) in relation to an individual: (a) that individual's spouse, civil partner or child (together the "individual's family"); |

- (b) the trustees (acting as such) of any trust of which the individual or any of the individual's family is a beneficiary or discretionary object (other than a trust which is either an occupational pension scheme or an *employees' share scheme* which does not, in either case, have the effect of conferring benefits on *persons*, all or most of whom are *related parties*);
- (c) any company in whose *securities* the individual or any member or members (taken together) of the individual's family or the individual and any such member or members (taken together) are directly or indirectly interested (or have a conditional or contingent entitlement to become interested) so that they are (or would on the fulfilment of the condition or the occurrence of the contingency be) able:
 - (i) to exercise or control the exercise of 30 per cent or more of the votes able to be cast at general meetings on all, or substantially all, matters; or
 - (ii) to appoint or remove directors holding a majority of voting rights at board meetings on all, or substantially all, matters;
- (d) any partnership whether a limited partnership or limited liability partnership in which the individual or any member or members (taken together) of the individual's family are directly or indirectly interested (or have a conditional or contingent entitlement to become interested) so that they hold or control or would on the fulfilment of the condition or the occurrence of the contingency be able to hold or control:
 - (i) a voting interest greater than 30 per cent in the partnership; or
 - (ii) at least 30 per cent of the partnership;

For the purpose of paragraph (c), if more than one *director* of the *issuer*, its *parent undertaking* or any of its *subsidiary undertakings* is interested in the *securities* of another company, then the interests of those *directors* and their *associates* will be aggregated when determining whether that company is an *associate* of the *director*;

- (2) in relation to a company;
 - (a) any other company which is its *subsidiary undertaking* or *parent undertaking* or fellow *subsidiary undertaking* of the *parent undertaking*;
 - (b) any company whose *directors* are accustomed to act in accordance with the directions or instruction of an issuer's *substantial shareholder* or *person* exercising significant influence;
 - (c) any company in the capital of which an *issuer's substantial shareholder* or *person* exercising significant influence and any other company under paragraph (a) or (b) above taken together, is (or would on the fulfilment of a condition or the occurrence of a contingency be) able to exercise power of the type described in paragraph (1)(c)(i) or (ii) of this definition;

| | |
|--------------------------------|---|
| <i>business</i> | an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income (such as dividends or interest) or generating other income from ordinary activities; |
| <i>business combination</i> | a transaction or other event in which an acquirer obtains control of one or more businesses; |
| <i>business day</i> | any day where the <i>Exchange</i> is open which is not a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday; |
| <i>class</i> | <i>securities</i> with identical rights and which form a single issue or issues; |
| <i>complex issuer</i> | <p>an <i>issuer</i> where the following conditions are fulfilled:</p> <ul style="list-style-type: none"> (a) at the time of drawing up the <i>MTF Admission Prospectus</i>, the information to be disclosed in the table of <i>Additional Information</i> does not represent the <i>issuer</i> accurately; and (b) the inaccuracy referred to in point (a) affects the ability of investors to make an informed assessment; <p>A <i>complex issuer</i> may include an <i>issuer</i> domiciled in a country other than its place of registration, or an <i>issuer</i> with limited length of life or is a limited partnership with share capital, or the <i>securities</i> of the <i>issuer</i> to be <i>admitted</i> have particular redemption or conversion rights;</p> |
| <i>constitution</i> | memorandum and articles of association or equivalent constitutional document; |
| <i>controlling shareholder</i> | means any <i>person</i> who exercises or controls on their own or together with any <i>person</i> with whom they are acting in concert, 30 per cent or more of the votes able to be cast on all matters at general meetings of the <i>issuer</i> ; |
| <i>convertible securities</i> | <p><i>securities</i> which:</p> <ul style="list-style-type: none"> (a) are convertible into, or exchangeable for, other securities; or (b) have a warrant or option attached, entitling the holder to subscribe for or purchase other securities; <p>and are not <i>debt securities</i>;</p> |
| <i>debt securities</i> | debentures, alternative debentures, debenture stock, loan stock, loan notes, bonds or any other instrument creating or acknowledging indebtedness; |
| <i>director</i> | in accordance with section 417(1)(a) of the Companies Act 2006, a <i>person</i> occupying in relation to an <i>issuer</i> the position of a director (by whatever name called); |
| <i>DTR</i> | The Disclosure Guidance and Transparency Rules sourcebook published by the <i>FCA</i> ; |

| | |
|----------------------------------|--|
| <i>employees' share scheme</i> | as defined in section 1166 of the Companies Act 2006; |
| <i>enterprise company</i> | an <i>issuer</i> whose predominant purpose or objective is to undertake an acquisition or merger, or a series of acquisitions or mergers, or to finance and/or invest in securities or businesses; |
| <i>Exchange</i> | the Aquis Stock Exchange Limited; |
| <i>excluded securities</i> | has the meaning given in regulation 6 of the <i>Public Offers and Admission to Trading Regulations</i> ; |
| <i>fast-track applicant</i> | a company that has a <i>class</i> of <i>securities</i> admitted to trading on a <i>specified market</i> and satisfies the eligibility criteria set out in Chapter 2 (Eligibility for Admission) of these rules and has not been held in breach of the admission and continuing obligations of the <i>specified market</i> on which its <i>securities</i> are traded; |
| <i>FCA</i> | the Financial Conduct Authority; |
| <i>FCA Handbook</i> | the FCA's handbook of rules and guidance; |
| <i>forward-looking statement</i> | has the meaning in paragraph 10(2) of Schedule 2 to the <i>Public Offers and Admissions to Trading Regulations</i> , including: <ul style="list-style-type: none"> (a) a statement containing a projection, estimate, forecast or target; (b) a statement giving guidance, (c) a statement of opinion as to future events or circumstances; or (d) a statement of intention. |
| <i>FSMA</i> | the Financial Services and Markets Act 2000; |
| <i>fundamental change</i> | a transaction or series of transactions by an <i>issuer</i> or a <i>subsidiary undertaking</i> of the <i>issuer</i> that: <ul style="list-style-type: none"> (a) will change the strategic direction or nature of the <i>business</i> of the <i>issuer</i> or the <i>issuer's group</i>; or (b) result in the <i>business</i> of the <i>issuer</i> or the <i>issuer's group</i> being part of a different industry sector; or (c) result in the <i>issuer</i> or the <i>issuer's group business</i> dealing with fundamentally different suppliers and end users; |
| <i>group</i> | as defined in section 421 of the <i>FSMA</i> ; |
| <i>holding company</i> | as defined in section 1159(1) of the Companies Act 2006; |
| <i>independent shareholders</i> | any <i>person</i> entitled to vote on the election of <i>directors</i> of an <i>issuer</i> that is not a <i>controlling shareholder</i> of the <i>issuer</i> ; |
| <i>inside information</i> | as defined in section 7 of the <i>Market Abuse Regulation</i> ; |

| | |
|---|--|
| <i>issuer</i> | a company that has a <i>class</i> of <i>securities admitted</i> or is the subject of an application for <i>admission</i> ; |
| <i>issuer agreement</i> | an agreement between the issuer and the <i>Exchange</i> in the form published by the <i>Exchange</i> on the <i>Aquis website</i> ; |
| <i>issuer fees</i> | the fees charged by the <i>Exchange</i> to an <i>issuer</i> in respect of <i>admission</i> and trading as set out in the price list published by the <i>Exchange</i> from time to time; |
| <i>Listing Rules</i> | the Listing Rules published by the <i>FCA</i> ; |
| <i>Market Abuse Regulation</i> | the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018; |
| <i>market maker</i> | a <i>member firm</i> which (otherwise than in its capacity as the operator of a regulated collective investment scheme) holds itself out as able and willing to enter into transactions of sale and purchase in securities at prices determined by the <i>member firm</i> generally and continuously rather than in respect of each particular transaction; |
| <i>market notice</i> | a regulatory notice published by the <i>Exchange</i> ; |
| <i>member firm</i> | a partnership, corporation, legal entity or sole practitioner admitted currently to <i>Exchange</i> membership; |
| <i>mineral company</i> | a company whose principal activity is the exploration, development, planning or production activities (including royalty interests) in respect of minerals including: metallic ore including processed ores such as concentrates and tailings; industrial minerals (otherwise known as non-metallic minerals) including stone such as construction aggregates, fertilisers, abrasives, and insulants; gemstones; hydrocarbons including crude oil, natural gas (whether the hydrocarbon is extracted from conventional or unconventional reservoirs, the latter to include oil shales, oil sands, gas shales and coal bed methane), oil shales; and solid fuels including coal and peat, or is planned to be, the extraction of mineral resources; |
| <i>non-excluded transferable securities</i> | transferable securities which are not <i>excluded securities</i> ; |
| <i>offer period</i> | the period during which potential investors may purchase or subscribe for <i>non-excluded transferable securities</i> concerned; |
| <i>parent undertaking</i> | as defined in section 1162 of the Companies Act 2006; |

| | |
|--|---|
| <i>person</i> | (in accordance with the Interpretation Act 1978) any person, including a body of persons corporate or unincorporate (that is, a natural person, a legal person and, for example, a partnership); |
| <i>persons closely associated</i> | as defined at article 3(26) of the <i>Market Abuse Regulation</i> ; |
| <i>persons discharging managerial responsibility</i> | as defined at article 3(25) of the <i>Market Abuse Regulation</i> ; |
| <i>PR Annex</i> | an annex to the <i>PR Regulation</i> |
| <i>PR Regulation</i> | the UK version of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is was part of UK law by virtue of the European Union (Withdrawal) Act 2018; |
| <i>profit estimate</i> | a profit forecast for a financial period which has expired and for which results have not yet been published; |
| <i>profit forecast</i> | a form of words which expressly states or by implication indicates a figure or a minimum or maximum figure for the likely level of profits or losses for the current financial period and/or financial periods subsequent to that period, or contains data from which a calculation of such a figure for future profits or losses may be made, even if no particular figure is mentioned and the word “profit” is not used; |
| <i>prospectus</i> | a prospectus drawn up in accordance with the <i>Prospectus Rules</i> ; |
| <i>PRM</i> | the Prospectus Rules: Admission to Trading on a Regulated Market sourcebook published by the <i>FCA</i> ; |
| <i>protected forward looking statement</i> | a <i>forward-looking statement</i> that satisfies the conditions set out in PRM8.1.3R; |
| <i>property company</i> | an <i>issuer</i> primarily engaged in property activities including: <ul style="list-style-type: none"> (a) the holding of properties (directly or indirectly) for letting and retention as investments; (b) the development of properties for letting and retention as investments; (c) the purchase and development of properties for subsequent sale; and/or (d) the purchase of land for development properties for retention as investments; |
| <i>public hands</i> | as defined in rule 2.14; |

| | |
|--|---|
| <i>Public Offers and Admissions to Trading Regulations</i> | The Public Offers and Admissions to Trading Regulations 2024 (SI 024/105); |
| <i>publicly available</i> | available on the <i>issuer's</i> website free of charge; |
| <i>recognised corporate governance code</i> | for <i>issuers</i> incorporated in the UK, the QCA Corporate Governance Code or the FRC UK Corporate Governance Code; for <i>issuers</i> incorporated in a jurisdiction outside the UK, such governance code that is recognised and held in good standing in that jurisdiction; |
| <i>regulatory information</i> | all information which an <i>issuer</i> is required to disclose under: <ul style="list-style-type: none"> (a) these <i>rules</i>; (b) the <i>DTR</i> (as applicable); or (c) articles 17 to 19 of the <i>Market Abuse Regulation</i>; |
| <i>related party or related parties</i> | <ul style="list-style-type: none"> (1) a <i>person</i> who is (or was within the 12 months before the date of the relevant transaction or event) a <i>substantial shareholder</i>; (2) a <i>person</i> who is (or was within the 12 months before the date of the relevant transaction or event) a <i>director</i> or shadow <i>director</i> of the <i>issuer</i> or of any other company which is (and, if he has ceased to be such, was while he was a <i>director</i> or shadow <i>director</i> of such other company) its <i>subsidiary undertaking</i> or <i>parent undertaking</i> or a fellow <i>subsidiary undertaking</i> of its <i>parent undertaking</i>; (3) a <i>person</i> exercising significant influence over the <i>issuer</i>; or (4) an <i>associate</i> of a <i>related party</i> referred to in paragraph (1),(2) or (3) above; |
| <i>related party transaction</i> | <ul style="list-style-type: none"> (1) a transaction (other than a transaction in the ordinary course of business) between an <i>issuer</i> or its <i>subsidiary undertaking</i> and a <i>related party</i>; or (2) an arrangement (other than an arrangement in the ordinary course of business) pursuant to which an <i>issuer</i> and a <i>related party</i> each invests in, or provides finance to, another undertaking or asset; or (3) any other similar transaction or arrangement (other than a transaction in the ordinary course of business) between an <i>issuer</i> and any other <i>person</i> the purpose and effect of which is to benefit a <i>related party</i>; and (4) not a transaction of the kind referred to at LR8, Annex I of the <i>Listing Rules</i>; <p>In assessing whether a transaction is in the ordinary course of business, regard should be had to the size and incidence of the transaction and also whether the terms and conditions of the transaction are unusual;</p> |
| <i>reverse takeover</i> | as defined in rule 3.6; |
| <i>RIS</i> | a regulatory information service, being a <i>person</i> approved by the <i>FCA</i> under section 89P of <i>FSMA</i> that appears on the list of primary information providers published on the <i>FCA's</i> website; |

| | |
|--|--|
| <i>scientific research based company</i> | a company primarily involved in the laboratory research and development of chemical or biological products or processes or any other similar innovative science based company; |
| <i>securities</i> | <i>shares or convertible securities</i> issued by a company; |
| <i>securities application form</i> | a form containing key information about the <i>issuer</i> and the <i>securities</i> to be <i>admitted</i> in the prescribed format, which can be downloaded from the <i>Aquis website</i> ; |
| <i>shares</i> | shares in the share capital of the company, including stock and preference shares; |
| <i>SME Growth Market</i> | a multilateral trading facility that is registered as an SME growth market in accordance with MAR5.10 of the FCA Handbook; |
| <i>specialist issuer</i> | a <i>mineral company</i> , a <i>scientific research based company</i> , or a <i>property company</i> ; |
| <i>specified markets</i> | as defined in the glossary of definitions in the FCA Handbook; |
| <i>speculative securities</i> | a preference share which: <ul style="list-style-type: none"> (1) each has a denomination or minimum investment of less than £100,000; and (2) has been issued, or is to be issued, in circumstances where the <i>issuer</i> or a member of the <i>issuer's</i> group uses, will use or purports to use some or all of the proceeds of the issue directly or indirectly for one or more of the following: <ul style="list-style-type: none"> (a) the provision of loans or finance to any person other than a member of the <i>issuer's</i> group; (b) buying or acquiring investments including any asset, right or interest (whether they are to be held directly or indirectly); (c) buying real property or an interest in real property (whether it is to be held directly or indirectly); (d) paying for or funding the construction of real property. |
| <i>start-up company</i> | a company, or any <i>subsidiary undertaking</i> of it, has been operating in its current sphere of economic activity for less than 12 months; |
| <i>subsidiary undertaking</i> | as defined in section 1162 of the Companies Act 2006; |
| <i>substantial shareholder</i> | means any <i>person</i> who is entitled to exercise, or to control the exercise of, 10 per cent or more of the votes able to be cast on all or substantially all matters at general meetings of the <i>issuer</i> ; |
| <i>supplemental prospectus</i> | has the meaning in regulation 21(4)(b) of the <i>Public Offers and Admission to Trading Regulations</i> ; |
| <i>Support Services</i> | services procured by the <i>Exchange</i> to support an <i>issuer</i> with its ongoing obligations to the <i>Exchange</i> ; |

| | |
|--------------------------------|---|
| <i>suitability declaration</i> | a declaration confirming the suitability of the application in the prescribed format, which can be downloaded from the <i>Aquis website</i> ; and |
| <i>treasury shares</i> | shares which meet the conditions set out in paragraphs (a) and (b) of subsection 724(5) of the Companies Act 2006. |

1. The Application Process

This chapter provides guidance as to how an *applicant* may apply for *admission* where the *applicant* is not a *fast-track applicant*.

| | |
|--|---|
| <p>1.1. Engagement of an Aquis Corporate Adviser</p> | <p>An <i>applicant</i> intending to submit an application must appoint an <i>Aquis Corporate Adviser</i>.</p> <p>The <i>Aquis Corporate Adviser's</i> role is to manage the application process and may also provide advice on the continuing obligations once the <i>applicant</i> is <i>admitted</i>. The <i>Aquis Corporate Adviser</i> is required to confirm to the <i>Exchange</i> that the <i>applicant</i> is suitable for <i>admission</i>.</p> <p>A list of <i>Aquis Corporate Adviser</i> firms can be found on the <i>Aquis website</i>.</p> <p>If an <i>applicant</i> has not yet engaged an <i>Aquis Corporate Adviser</i>, the Business Development team at the <i>Exchange</i> can offer guidance regarding the role of an <i>Aquis Corporate Adviser</i> and advise on the process of identifying and engaging a suitable firm. The Business Development team can be contacted at AQSEBusinessDevelopment@aquis.eu</p> |
| <p>1.2. Pre-application discussion</p> | <p>An <i>applicant's Aquis Corporate Adviser</i> is encouraged to contact the <i>Exchange</i> at an early stage to discuss the application.</p> <p>Although the terms and details of an <i>admission</i> will often evolve as the transaction progresses, early engagement with the <i>Exchange</i> will help to reduce the risk of any unexpected issues or delays with regards to suitability.</p> <p>An <i>applicant's Aquis Corporate Adviser</i> is encouraged to submit a pre-application form on behalf of the <i>applicant</i> to the <i>Exchange</i> ahead of a formal application. A template pre-application form is available on the <i>Aquis website</i>.</p> <p>The form provides for the <i>Aquis Corporate Adviser</i> to submit information to the <i>Exchange</i> relevant to the <i>applicant's</i> suitability for <i>admission</i>, and to raise any matters which they consider might complicate or adversely impact an application. Information to be provided includes the <i>applicant's</i> structure, business model, <i>directors</i> and <i>substantial shareholders</i>.</p> <p>The process gives the <i>Exchange</i>, the <i>applicant</i> and its <i>Aquis Corporate Adviser</i> an opportunity to consider and resolve any likely issues before beginning the formal application process.</p> <p>The <i>Exchange</i> will not formally approve an <i>applicant</i> at this stage and there is no guarantee that a subsequent application will be successful.</p> |

| | |
|---------------------------------------|--|
| 1.3. Enterprise Companies | <p>If the <i>applicant</i> is an <i>enterprise company</i>, the <i>Exchange</i> will ask to meet with the <i>applicant's</i> executive management to understand the <i>applicant's</i> objectives in seeking admission to <i>Access</i> and to discuss the <i>applicant's</i> strategy, business plan, and the skills and experience of its board.</p> |
| 1.4. Method of application | <p>An <i>Aquis Corporate Adviser</i> may apply for <i>admission</i> on behalf of an <i>applicant</i> by submitting:</p> <ol style="list-style-type: none"> (1) no later than 10 <i>business days</i> before the target <i>admission</i> date: <ol style="list-style-type: none"> (a) an <i>application announcement</i>; (2) no later than four <i>business days</i> before the target <i>admission</i> date: <ol style="list-style-type: none"> (a) an <i>MTF Admission Prospectus</i>; (b) if an update or revisions are required to the <i>application announcement</i> previously submitted, a revised <i>application announcement</i>; (c) an <i>issuer agreement</i> executed by the <i>applicant</i>; (d) a <i>suitability declaration</i> executed by the <i>applicant's Aquis Corporate Adviser</i>; (e) written confirmation that at least two market makers have agreed to register in the <i>applicant's securities</i>; and (f) confirmation that the <i>issuer fees</i> have been settled. (3) no later than midday the <i>business day</i> before the target <i>admission</i> date, the completed <i>securities application form</i>. <p>For a <i>fast-track applicant</i> please refer to the procedure set out at rule 6.1.</p> |
| 1.5. Processing time for applications | <p>From receipt of an <i>application announcement</i>, the admission process will normally take a minimum of 10 <i>business days</i>.</p> |
| 1.6. Application Announcement | <p>The <i>application announcement</i> (and any subsequent revision) will be published on the <i>Aquis website</i> and <i>announced</i> at 07.00 the next <i>business day</i> following its submission to the <i>Exchange</i>.</p> |
| 1.7. Enquiries | <p>During the application process, the <i>Exchange</i> may make enquiries of the <i>applicant</i>, its advisers or regulators and request any additional information which it considers appropriate in determining the <i>applicant's</i> suitability for <i>admission</i>.</p> |
| 1.8. Admission Decision | <p>Approval for <i>admission</i> is granted by the Primary Markets Approval Committee of the <i>Exchange</i>.</p> <p>The <i>Exchange</i> may refuse an application if, in its opinion, the <i>admission</i> would be detrimental to investors' interests or the integrity of the <i>Aquis Growth Market</i>.</p> |

1.9. Admission

The *Exchange* will confirm admission by means of a *market notice* released by *RIS* at 07.00 on the first day of trading.

2. Admission Requirements

To apply for, and remain eligible for admission to *Access*, an *issuer* must meet the following eligibility rules:

| | |
|-----------------------------------|---|
| 2.1. Incorporation | <p>An <i>issuer</i> must be:</p> <ol style="list-style-type: none"> (1) duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment; (2) operating in conformity with its <i>constitution</i>. |
| 2.2. Validity and Transferability | <p>To be <i>admitted</i>, the <i>securities</i> must:</p> <ol style="list-style-type: none"> (1) conform with the law of the <i>issuer's</i> place of incorporation; (2) be duly authorised according to the requirements of the <i>issuer's constitution</i>; (3) have any necessary statutory or other consents; (4) in respect of <i>shares</i>, be fully paid and free from all liens and free from any restriction on the right of transfer (except any restriction imposed for failure to comply with a notice under section 793 of the Companies Act 2006 (Notice by company requiring information about interests in its shares)); (5) in respect of <i>convertible securities</i>, the <i>securities</i> into which they are convertible, or over which they give a right to buy or subscribe, are already, or will become at the same time, <i>admitted</i> to the <i>Aquis Growth Market</i> or another <i>specified market</i>; and (6) not be <i>speculative securities</i>. |
| 2.3. Whole class to be admitted | <p>An application for the <i>admission</i> of <i>securities</i> of any <i>class</i> must:</p> <ol style="list-style-type: none"> (1) if no <i>securities</i> of that <i>class</i> are already <i>admitted</i>, relate to all <i>securities</i> of that <i>class</i>, issued or proposed to be issued; or (2) if <i>securities</i> of that <i>class</i> are already <i>admitted</i>, relate to all further <i>securities</i> of that <i>class</i>, issued or proposed to be issued. |
| 2.4. Settlement | <p>An <i>issuer</i> must ensure that appropriate arrangements are in place for the electronic settlement of its <i>securities</i>.</p> |
| 2.5. MTF Admission Prospectus | <p>An <i>issuer</i> must prepare an <i>MTF Admission Prospectus</i> containing the information set out in Appendix 1 of these rules if the <i>securities</i> to be <i>admitted</i> are not fungible with <i>securities</i> that are already <i>admitted</i> and the following exemptions do not apply:</p> <ol style="list-style-type: none"> (1) the <i>issuer</i> already has <i>securities</i> of the same class admitted to trading on a <i>specified market</i>; (2) it already has <i>securities</i> <i>admitted</i> and is seeking the <i>admission</i> of a new class of <i>securities</i>; or (3) the following conditions are met: <ol style="list-style-type: none"> (a) it has <i>securities</i> already <i>admitted</i>; (b) it is to apply for <i>admission</i> is a new <i>holding company</i> or <i>parent undertaking</i> of an <i>issuer</i> already <i>admitted</i>; |

| | |
|--|---|
| | <p>(c) there is no <i>business combination</i> in connection with the <i>issuer</i> becoming the <i>new holding company</i> or <i>parent undertaking</i> of an <i>issuer</i>; and</p> <p>(d) its <i>business</i> remains the same.</p> |
| 2.6. Supplemental Prospectus | <p>An <i>issuer</i> must publish a <i>supplementary prospectus</i> in the event that there is a significant new factor, material mistake or material inaccuracy relating to the information included in an <i>MTF Admission Prospectus</i> which:</p> <ul style="list-style-type: none"> (1) may affect the assessment of the <i>securities</i>; and (2) arises or is noted in the period between the time when the <i>MTF Admission Prospectus</i> is approved and whichever is the later of: <ul style="list-style-type: none"> (a) the closing of the <i>offer period</i> for <i>non-excluding transferable securities</i> offered by the <i>issuer</i>; and (b) the time when the <i>non-excluded transferable securities</i> were <i>admitted</i>. <p>In the case where a <i>supplementary prospectus</i> is published, the <i>issuer</i>, or in the case an underwriter is appointed by the <i>issuer</i>, the underwriter, must take reasonable steps to ensure that the investor is informed:</p> <ul style="list-style-type: none"> (1) that a <i>supplementary prospectus</i> may be published if a significant new factor, material mistake or material inaccuracy arises; (2) where the <i>supplementary prospectus</i> will be published; and (3) that the investor may in such circumstances withdraw their acceptance for the <i>securities</i> in question. |
| 2.7. Appointment of an Aquis Corporate Adviser | <p>An <i>issuer</i> must appoint an <i>Aquis Corporate Adviser</i>:</p> <ul style="list-style-type: none"> (1) on each occasion that the <i>issuer</i> is required to publish an <i>MTF Admission Prospectus</i>; (2) if it is proposing to enter into a transaction which could amount to a <i>reverse takeover</i>; (3) is required to do so at the request of the <i>Exchange</i> because it appears to the <i>Exchange</i> that there is, or there may be, a breach of the rules of the <i>Exchange</i>; or (4) should it choose not to retain <i>Support Services</i> to provide assistance and advice to the <i>issuer</i> on the relevant rules and regulations of the <i>Exchange</i>. |
| 2.8. Corporate Governance | <p>An <i>issuer</i> must have due regard for the principles laid down by a <i>recognised corporate governance code</i>, insofar as appropriate in relation to the nature and size of the <i>issuer</i>.</p> <p>Where an <i>issuer</i> departs from the <i>recognised corporate governance code</i> in respect of the composition of its board, the <i>issuer</i> must publish on its website an explanation as to why it believes the composition of the board is appropriate and suitable.</p> |

| | |
|---|---|
| | An <i>issuer</i> must have at least one independent non-executive director. |
| 2.9. Disclosure of Regulatory Information | An <i>issuer</i> must engage and use the services of an <i>RIS</i> for the disclosure of <i>regulatory information</i> and <i>announcements</i> to the public. |
| 2.10. Market Capitalisation | The expected aggregate market value of an <i>issuer's securities</i> (excluding <i>treasury shares</i>) applying to be <i>admitted</i> must be at least £2 million. |
| 2.11. Enterprise Companies | In respect of an <i>applicant</i> that is an <i>enterprise company</i> : <ul style="list-style-type: none"> (1) the expected aggregate <i>adjusted market value</i> of its <i>securities</i> at <i>admission</i> must be no more than twice its net tangible assets; (2) it must have raised no less than £2 million prior to, or at <i>admission</i> by the issue of <i>shares</i> for cash; and (3) at least 25 per cent of the <i>securities</i> for which the application for <i>admission</i> has been made must be in <i>public hands</i>. |
| 2.12. Lock-in for start-up companies | An <i>issuer</i> that is a <i>start-up company</i> must ensure its <i>related parties</i> do not dispose of any interest in the <i>issuer's securities</i> for a period of twelve months following <i>admission</i> . |
| 2.13. Market Maker | An <i>issuer</i> must have at least two <i>market makers</i> registered to make a market in the <i>issuer's admitted securities</i> from <i>admission</i> . |
| 2.14. Securities in public hands | <p>An <i>issuer</i> must have distributed to the public a sufficient number of <i>securities</i> of the <i>class</i> to be <i>admitted</i> no later than the time of <i>admission</i>.</p> <p>A sufficient number of <i>securities</i> will be taken to have been distributed to the public when 10 per cent, or in respect of an <i>enterprise company</i>, 25 per cent, of the <i>securities</i> for which the application for <i>admission</i> will be in <i>public hands</i> on <i>admission</i>.</p> <p><i>Treasury shares</i> are not to be taken into consideration when calculating the number of <i>securities</i> of the <i>class</i>.</p> <p><i>Securities</i> of an <i>issuer</i> are not in <i>public hands</i> if they are:</p> <ul style="list-style-type: none"> (1) held, directly or indirectly by: <ul style="list-style-type: none"> (a) a <i>director</i> of the <i>applicant</i> or of any of its <i>subsidiary undertakings</i>; or (b) an <i>associate</i> of a <i>director</i> of the <i>applicant</i> or of any of its <i>subsidiary undertakings</i>; or (c) the trustees of any <i>employees' share scheme</i> or pension fund established for the benefit of any <i>directors</i> and <i>employees</i> of the <i>applicant</i> and its <i>subsidiary undertakings</i>; or (d) any <i>person</i> who under any agreement has a right to nominate a <i>person</i> to the board of <i>directors</i> of the <i>applicant</i>; or |

| | |
|--|---|
| | <p>(e) any <i>person</i> who has an interest in 5 per cent or more of the <i>securities</i> of the relevant <i>class</i>;</p> <p>(2) subject to a lock-up period of more than 180 calendar days.</p> |
| 2.15. Dual SME Growth Market admission | <p>An <i>issuer</i> with <i>securities</i> admitted to trading on an <i>SME Growth Market</i> other than the <i>Exchange</i> at the date of its <i>admission</i> shall not be subject to any obligation relating to corporate governance or initial, ongoing or ad hoc disclosure under these rules in respect of such <i>securities</i> while they are admitted to the other <i>SME Growth Market</i>.</p> |

3. Continuing Obligations

In addition to the eligibility criteria set out in Chapter 2 of these rules, to maintain *admission* to Access, an *issuer* must comply with the following continuing obligations:

| | |
|--|---|
| <p>3.1. Early Consultation with the Exchange</p> | <p>An <i>issuer</i> and/or its <i>Aquis Corporate Adviser</i> should consult with the <i>Exchange</i> at the earliest possible stage if it:</p> <ul style="list-style-type: none"> (1) is in doubt about how the rules apply in a particular situation; or (2) considers that it may be necessary for the <i>Exchange</i> to dispense with or modify a rule. <p>Submissions to dispense with or modify a rule should be made in writing other than in circumstances of exceptional urgency.</p> |
| <p>3.2. Cooperating with Aquis Corporate Adviser</p> | <p>An <i>issuer</i> must retain an <i>Aquis Corporate Adviser</i> or procure Support Services at all times.</p> <p>Where an <i>Aquis Corporate Adviser</i> has been appointed, an <i>issuer</i> must cooperate with it by providing it with all information it may reasonably request for the purpose of carrying out its responsibilities.</p> |
| <p>3.3. Procedures, Systems and Controls</p> | <p>An <i>issuer</i> must take reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations under these rules and to ensure that its <i>directors</i> understand their responsibilities and obligations as <i>directors</i>.</p> |
| <p>3.4. Provision of information</p> | <p>An <i>issuer</i> must provide to the <i>Exchange</i> as soon as possible:</p> <ul style="list-style-type: none"> (1) any information that the <i>Exchange</i> considers appropriate to protect investors or ensure the smooth operation of the market; and (2) any other information or explanation that the <i>Exchange</i> may reasonably require to verify whether these rules are being and have been complied with. |
| <p>3.5. Integrity</p> | <p>An <i>issuer</i> must act with integrity towards the holders and potential holders of its <i>securities</i> and avoid impairing the reputation and integrity of the <i>Exchange</i>.</p> |
| <p>3.6. Reverse Takeovers</p> | <p>A <i>reverse takeover</i> is an acquisition, whether effected by way of a direct acquisition by the <i>issuer</i> or a <i>subsidiary undertaking</i> of the <i>issuer</i>, or an acquisition by a new <i>holding company</i> of the <i>issuer</i>, of a business, a company or assets which in substance results in:</p> <ul style="list-style-type: none"> a) a <i>fundamental change</i> in the <i>business</i> of the <i>issuer</i> or the <i>issuer's group</i> or in a change in the majority of the board or; b) voting control of the <i>issuer</i>. <p>An <i>issuer</i> must ensure that any agreement effecting a <i>reverse takeover</i> is conditional on shareholder approval.</p> |

| | |
|--|---|
| | <p>On <i>announcement</i> of a <i>reverse takeover</i>, trading in the <i>issuer's securities</i> will be suspended until:</p> <ul style="list-style-type: none"> (1) the publication of an <i>MTF Admission Prospectus</i> in respect of the <i>issuer</i> as enlarged by the <i>reverse takeover</i>; or (2) the <i>Exchange</i> is satisfied that sufficient information is publicly available about the <i>reverse takeover</i> such that an informed assessment can be made as to the financial position and prospects of the <i>issuer</i> as enlarged by the <i>reverse takeover</i>. <p>The <i>issuer's admission</i> will be cancelled when it completes a <i>reverse takeover</i>, and it must re-apply to the <i>Exchange</i> and prepare an <i>MTF Admission Prospectus</i> should it wish to be <i>admitted</i> as enlarged by the <i>reverse takeover</i>.</p> <p>Guidance: Sufficient publicly available information</p> <p>The <i>Exchange</i> will be satisfied that there is sufficient publicly available information in the market about the <i>reverse takeover</i> such that a suspension is not required where the <i>issuer</i> has <i>announced</i>:</p> <ul style="list-style-type: none"> (1) financial information on the target covering the last two years. The <i>Exchange</i> would consider the following financial information to be sufficient: <ul style="list-style-type: none"> (a) profit and loss information to at least operating profit level; (b) balance sheet information, highlighting at least net assets and liabilities; (c) relevant cash flow information; and (d) a description of the key differences between the <i>issuer's</i> accounting policies and the policies used to present the financial information on the target; (2) a description of the target to include key non-financial operating or performance measures appropriate to the target's business operations; (3) that the directors of the <i>issuer</i> consider that the announcement contains sufficient information about the business to be acquired to provide a properly informed basis for assessing its financial position; and (4) that the <i>issuer</i> has made the necessary arrangements with the target vendors to enable it to keep the market informed without delay of any developments concerning the target that would be required to be released were the target part of the <i>issuer</i>. <p>If the target of the <i>reverse takeover</i> has <i>securities</i> admitted to an investment exchange or trading platform where the disclosure requirements in relation to financial information and <i>inside information</i> are not materially different from the disclosure requirement under these rules, the <i>Exchange</i> will be satisfied that there is sufficient publicly available information about the <i>reverse</i></p> |
|--|---|

| | |
|--------------------------------------|---|
| | <p><i>takeover</i> if the <i>issuer</i> make an <i>announcement</i> to the effect that:</p> <ul style="list-style-type: none"> (1) that the target has complied with the disclosure requirements applicable on the investment exchange or trading platform to which its <i>securities</i> are admitted and provides details of where information disclosed pursuant to those requirements can be obtained; and (2) there are no material differences between those disclosure requirements and the disclosure requirements under these rules. |
| 3.7. Disposals | <p>An <i>issuer</i> must, on a disposal of a business, a company or assets which in substance results in a <i>fundamental change</i> to the <i>business</i> of the <i>issuer</i> or the <i>issuer's group</i>:</p> <ul style="list-style-type: none"> (1) send an explanatory circular to its shareholders and obtain their prior approval in a general meeting for the transaction; and (2) ensure that any agreement effecting the transaction is conditional on that approval being obtained. |
| 3.8. Corporate Actions | <p>An <i>issuer</i> must inform the <i>Exchange</i> of the timetable of any corporate action affecting the <i>admitted securities</i> in advance of the <i>announcement</i> of such action.</p> |
| 3.9. Admission of further securities | <p>An <i>issuer</i> seeking the <i>admission</i> of new <i>shares</i> or <i>convertible securities</i> of a <i>class</i> already <i>admitted</i> must submit to the <i>Exchange</i> a <i>securities application form</i> at least three <i>business days</i> prior to the expected date of <i>admission</i>.</p> <p>Guidance: <i>Admission</i> of new <i>shares</i> at a premium to the current share price</p> <p>The <i>Exchange</i> would not normally expect to see new <i>shares</i> issued at a substantial premium to the <i>issuer's</i> current share price. Where an <i>issuer</i> plans to issue shares at a premium of more than 10% to the <i>issuer's</i> current share price, an explanation of the circumstances which justify such a premium should be provided to the <i>Exchange</i> prior to the <i>announcement</i> of the further share issue.</p> |
| 3.10. Issuer fees | <p>An <i>issuer</i> must pay the <i>issuer fees</i> in full when due.</p> |

4. Disclosure and Transparency Obligations

To maintain *admission* to Access, an *issuer* must comply with the following disclosure and transparency obligations:

| | |
|--|---|
| <p>4.1. Market Abuse Regulation</p> | <p>An <i>issuer</i> must comply with:</p> <ol style="list-style-type: none"> (1) the <i>Market Abuse Regulation</i>, as applied to an <i>issuer</i> of <i>securities admitted</i> to an <i>SME Growth Market</i>; (2) Chapter 2 of the <i>DTR</i> regarding the disclosure and control of inside information by issuers; and (3) Chapter 3 of the <i>DTR</i> regarding transactions by <i>persons discharging managerial responsibility</i> and <i>persons closely associated</i> with them. |
| <p>4.2. Misleading information not to be published</p> | <p>An <i>issuer</i> must take all reasonable care to ensure that any information it <i>announces</i> is not misleading, false or deceptive and that any announcement does not omit anything likely to affect the import of the information.</p> |
| <p>4.3. Annual financial reports</p> | <p>An <i>issuer</i> must <i>announce</i> and make public its annual financial report at the latest six months after the end of each financial year and ensure it remains <i>publicly available</i> for at least five years.</p> <p>The annual financial report must be prepared in accordance with an appropriate <i>accounting standard</i> and include an audit report.</p> <p><u>Modified audit report</u></p> <p>In the event of a modified <i>audit report</i> on going concern, management statements for each quarter of the <i>issuer's</i> financial year must be <i>announced</i> by the <i>issuer</i> until an <i>audit report</i> in respect of a subsequent annual financial report is published without modification.</p> <p>The quarterly management statement must be <i>announced</i> no later than one month after the end of the first quarter following the publication of the modified <i>audit report</i>, and contain the following information:</p> <ol style="list-style-type: none"> (1) an explanation of the impact of any material events, transactions or developments that have taken place during the relevant period; and (2) a general description of the financial position and performance of the <i>issuer</i> during the relevant period. |
| <p>4.4. Half-yearly financial report</p> | <p>An <i>issuer</i> must <i>announce</i> and make public a half-yearly financial report within three months of the end of the first six months of each financial year and ensure it remains <i>publicly available</i> for at least five years.</p> <p>The half-yearly financial report should be prepared using <i>accounting standards</i> consistent with the <i>issuer's</i> annual financial report.</p> |

| | |
|---|--|
| | The half-yearly financial report must state whether or not it has been audited or reviewed by auditors, and if so, the audit report or review report must be reproduced in full. |
| 4.5. Resignation or change of Aquis Corporate Adviser | An <i>issuer</i> must notify the <i>Exchange</i> and <i>announce</i> the appointment, resignation or dismissal of its <i>Aquis Corporate Adviser</i> , or the appointment or termination of <i>Support Services</i> . . |
| 4.6. Related Party Transactions | If an <i>issuer</i> enters into a <i>related party transaction</i> , the <i>issuer</i> must release an <i>announcement</i> that contains: <ul style="list-style-type: none"> (1) details of the transaction, including the nature and extent of the <i>related party's</i> interest in the <i>related party transaction</i>; (2) in respect of an acquisition or disposal, the consideration and how it is being satisfied (including the terms of any arrangements for deferred consideration), and the value of the gross assets and the profits attributable to the assets the subject of the <i>related party transaction</i>; (3) the effect of the <i>related party transaction</i> on the <i>issuer</i> including any benefits which are expected to accrue to the <i>issuer</i> as a result of the <i>related party transaction</i>; and (4) a statement from the <i>directors</i> of the <i>issuer</i> (excluding any director who is a <i>related party</i> for the purpose of the <i>related party transaction</i>) that, having exercised reasonable care, skill and diligence, the <i>related party transaction</i> is fair and reasonable as far as the shareholders of the <i>issuer</i> are concerned. |
| 4.7. Vote Holder and Issuer Notification | An <i>issuer</i> must comply with its obligations under Chapter 5 (Vote Holder and Issuer Notification Rules) of the <i>DTR</i> , as applicable. |
| 4.8. Change to Capital Structure | An <i>issuer</i> must announce as soon as possible the following information relating to its capital: <ul style="list-style-type: none"> (1) any proposed change in its capital structure (including the grant of options or warrants), save that an announcement of a new issue may be delayed while marketing or underwriting is in progress; (2) any redemption of <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; (3) the results of any new issue of <i>securities</i> or a public offering of existing <i>securities</i>. |
| 4.9. Board changes and directors' details | An <i>issuer</i> must <i>announce</i> any change to its board including: <ul style="list-style-type: none"> (1) the appointment of a new <i>director</i> stating the appointee's name and whether the position is executive, non-executive or chairman and the nature of any specific function or responsibility of the position; (2) the resignation, removal or retirement of a <i>director</i> |

| | |
|-------------------------------|--|
| | <p>(unless the <i>director</i> retires by rotation and is re-appointed at a general meeting of the <i>issuer's</i> shareholders); and</p> <p>(3) the effective date of the change if it is not with immediate effect;</p> <p>as soon as possible and in any event within three <i>business days</i> of such change.</p> <p>In respect of the appointment of a new director, the <i>announcement</i> should also include the following information:</p> <ol style="list-style-type: none"> (1) details of any interest in the <i>securities</i> of the <i>issuer</i> held by the new director; (2) details of all directorships held by the director in any other company at any time in the previous five years, indicating whether or not he is still a director; (3) any unspent convictions in relation to indictable offences; (4) details of any receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally or any class of its creditors of any company where the new director was a director at the time of, or within the 12 months preceding, such events; (5) details of any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where the director was a partner at the time of, or within the 12 months preceding, such events; (6) details of receiverships of any asset of such <i>person</i> or of a partnership of which the director was a partner at the time of, or within the 12 months preceding, such event; and (7) details of any public criticisms of the director by statutory or regulatory authorities (including designated professional bodies) and whether the director has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company. <p>If no information is required to be disclosed, the <i>announcement</i> should state this fact.</p> |
| 4.10. Shareholder Resolutions | <p>An <i>issuer</i> must <i>announce</i> as soon as possible after a general meeting all resolutions passed by the <i>issuer</i> other than resolutions which would be passed at an annual general meeting in the normal course of business.</p> |
| 4.11. Change of Name | <p>An <i>issuer</i> which changes its name must, as soon as possible:</p> <ol style="list-style-type: none"> (1) <i>announce</i> the change, stating the date on which it takes or has taken effect; (2) inform the <i>Exchange</i> in writing of the change; and (3) where the <i>issuer</i> is incorporated in the United Kingdom, send the <i>Exchange</i> a copy of the revised certificate of |

| | |
|---|--|
| | incorporation issued by the Registrar of Companies. |
| 4.12. Change of accounting date | <p>An <i>issuer</i> must <i>announce</i> as soon as possible:</p> <ol style="list-style-type: none"> (1) any change in its accounting reference date; and (2) the new accounting reference date. <p>An <i>issuer</i> must prepare and publish a second half-yearly report in accordance with rule 4.4 if the effect of the change in the accounting reference date is to extend the accounting period to more than 14 months.</p> <p>The second half-yearly report must be prepared and published in respect of either:</p> <ol style="list-style-type: none"> (1) the period up to the old accounting reference date; or (2) the period up to a date not more than six months prior to the new accounting reference date. |
| 4.13. Exchange requirement to publish information | <p>The <i>Exchange</i> may, at any time, require an <i>issuer</i> to <i>announce</i> such information in such form and within such time limits as it considers appropriate to protect investors or to ensure the smooth operation of the market.</p> <p>If an <i>issuer</i> fails to comply with a requirement under this rule, the <i>Exchange</i> may itself <i>announce</i> the information (after giving the <i>issuer</i> an opportunity to make representations as to why it should not be <i>announced</i>).</p> |
| 4.14. Website | <p>An <i>issuer</i> must maintain a website from <i>admission</i> ensuring that the following minimum categories of information are made <i>publicly available</i>, free of charge and kept up to date:</p> <ol style="list-style-type: none"> (1) the name of its <i>Aquis Corporate Adviser</i> (if appointed) and other professional advisers; (2) its place of incorporation (including the company legislation to which the <i>issuer</i> is subject); (3) its <i>constitution</i>; (4) its directors and biographical details; (5) the <i>recognised corporate governance code</i> to which the <i>issuer</i> has had due regard and, where the <i>issuer</i> has departed from the provisions or principles of the code insofar as the composition of its board, an explanation as to why it believes the composition of its board is appropriate and suitable; (6) in respect of the <i>admitted securities</i>: <ol style="list-style-type: none"> (a) the number of <i>securities</i> in issue and the percentage of <i>securities</i> that are in <i>public hands</i> pursuant to rule 2.14 2.14; (b) the particulars of any outstanding instruments issued by the <i>issuer</i> convertible into, or conferring a right to subscribe for, the <i>admitted securities</i>, and the amount and percentage of immediate dilution assuming full exercise of rights of conversion: |

- (c) a list of the shareholders holding more than five per cent of the *issuer's* share capital or voting rights and the percentage held by such shareholders;
- (d) any restrictions on their transfer;
- (e) details of the exchanges or trading platforms on which they are admitted to trading;
- (7) its *announcements* for the previous 5 years;
- (8) its published annual reports for the previous 5 years;
- (9) its published interim financial results for the previous 5 years;
- (10) the *Admission Document*, *MTF Admission Prospectus*, *growth prospectus* or *prospectus* relied on for admission; and
- (11) circulars sent to shareholders for the previous 5 years.

5. Suspending, cancelling and restoring trading and admission

| | |
|---|---|
| <p>5.1. Suspending trading by the Exchange</p> | <p>The <i>Exchange</i> may suspend, with effect from such time as it may determine, the trading of any <i>securities</i> if the smooth operation of the market is, or may be, temporarily jeopardised or it is necessary to protect investors.</p> <p>An <i>issuer</i> that has the trading in its <i>securities</i> suspended must continue to comply with these rules.</p> <p>If the <i>Exchange</i> suspends the trading of any <i>securities</i>, it may impose such conditions on the procedure for lifting the suspension as it considers appropriate.</p> <p>Examples of when the <i>Exchange</i> may suspend the trading of <i>securities</i> include (but are not limited to) situations where it appears to the <i>Exchange</i> that:</p> <ol style="list-style-type: none"> (1) the <i>issuer</i> has failed to meet its continuing obligations for <i>admission</i>; (2) the <i>issuer</i> has failed to publish financial information in accordance with these rules; (3) the <i>issuer</i> is unable to assess accurately its financial position and inform the market accordingly; (4) there is insufficient information in the market about a proposed transaction; (5) the issuer has not retained an <i>Aquis Corporate Adviser</i> or engaged <i>Support Services</i>; (6) an <i>enterprise company</i> has not executed on its stated strategy within two years of <i>admission</i>; (7) the <i>issuer's securities</i> have been suspended elsewhere; or (8) the <i>issuer</i> has appointed administrators or receivers. |
| <p>5.2. Withdrawal by the Exchange</p> | <p>The <i>Exchange</i> may withdraw the <i>issuer's securities</i> from <i>admission</i> if it satisfied that there are special circumstances that preclude normal regular dealings in them.</p> <p>Examples of when the <i>Exchange</i> may withdraw include (but are not limited to) situations where it appears to the <i>Exchange</i> that:</p> <ol style="list-style-type: none"> (1) the <i>issuer</i> no longer complies with the rules of the <i>Exchange</i> and there is no prospect of remedy; or (2) trading in the <i>securities</i> has been suspended for more than six months. |
| <p>5.3. Issuer request for suspension or withdrawal</p> | <p>A request by an <i>issuer</i> to suspend or withdraw its <i>securities</i> from trading must be in writing and include a clear explanation of the background and reasons for the request.</p> <p>The <i>Exchange</i> will not suspend the trading of <i>securities</i> to fix the price of those <i>securities</i> at a particular level.</p> |

Shares

An *issuer* that applies to withdraw its *shares* from *admission* must:

- (1) send a circular to the holders of the *securities* setting out the reasons for the withdrawal, why the withdrawal is in the best interests of the holders of the *securities*, any alternative arrangements for dealings in the *securities*, and any other information reasonably required to assess the circumstances surrounding the withdrawal;
- (2) obtain the approval of a resolution for the withdrawal from:
 - (a) a majority of not less than 75 per cent of the votes attaching to the *securities* voted on the resolutions; and
 - (b) where an *issuer* has a *controlling shareholder*, a majority of the votes attaching to the *securities* of *independent shareholders* voted on the resolution;
- (3) announce the intention to withdraw the *securities*, giving at least 20 *business days'* notice of the intended date of withdrawal.

An *issuer* is not required to send a circular and obtain approval of a resolution for the withdrawal in accordance with this rule if:

- (1) the *issuer* has announced that all conditions in relation to a takeover offer for its *securities* admitted to trading have been satisfied, including a condition for acceptances of at least 75 per cent; or
- (2) the *issuer* has made an application for the admission of its *securities* to, or has the *securities* traded on, another market of equivalent regulatory standing (including a *specified market*); or
- (3) the withdrawal is a result of:
 - (a) a takeover or restructuring of the *issuer* effected by a scheme of arrangement under Part 26 of the Companies Act 2006,
 - (b) an administration or liquidation of the *issuer* pursuant to a court order under the Insolvency Act 1986,
 - (c) the appointment of an administrator under paragraphs 14 (appointment by holder of floating charge) or 22 (appointment by company or *directors*) of Schedule B1 to the Insolvency Act 1986,
 - (d) a resolution for winding up being passed under section 84 of the Insolvency Act 1986,
 - (e) the appointment of a provisional liquidator by the court under section 135 of the Insolvency Act 1986,
 - (f) a company voluntary arrangement pursuant to Part 1 of the Insolvency Act 1986, subject to the time

| | |
|---------------------------|--|
| | <p>limits for the challenge of decisions made set out in Part 1 of the Insolvency Act 1986 having expired,</p> <p>(g) statutory winding up or reconstruction measures in relation to an overseas <i>issuer</i> under equivalent overseas legislation having similar effect to those set out in (a) to (f) above, or</p> <p>(h) the financial position of the <i>issuer</i> being so precarious that there is no reasonable prospect the <i>issuer</i> will avoid going into formal insolvency proceedings and the <i>issuer</i> has <i>announced</i> that fact.</p> <p><u>Convertible Securities</u></p> <p>An <i>issuer</i> that applies to withdraw its <i>convertible securities</i> must:</p> <ol style="list-style-type: none"> (1) obtain such consent of the holders, or representative of the holders of such <i>securities</i> as is required in accordance with the terms and conditions of the issue of those <i>securities</i>; and (2) <i>announce</i> the intention to withdraw the <i>securities</i>, giving at least 20 <i>business days</i>' notice of the intended date of withdrawal. |
| 5.4. Restoring to trading | <p>The <i>Exchange</i> may restore the trading of any <i>securities</i> that have been suspended if it considers that the smooth operation of the market is no longer jeopardised or if the suspension is no longer required to protect investors.</p> <p>The <i>Exchange</i> may restore trading in an <i>issuer's securities</i> even though an <i>issuer</i> does not request it.</p> <p>An <i>issuer</i> may request the restoration of trading in the <i>issuer's securities</i>. Such request should be made sufficiently in advance of the time and date the <i>issuer</i> wishes the <i>securities</i> to be restored. A request to restore trading with effect from market open should be made with sufficient time in advance for the <i>Exchange</i> to consider and deal with the request.</p> <p>The <i>Exchange</i> may refuse any such request if it is not satisfied that the smooth operation of the market is no longer jeopardised or that the suspension is no longer required to protect investors.</p> <p>The <i>Exchange</i> may require documentary evidence that the events that lead to the suspension are no longer current (for example, financial reports have been published, or an appropriate announcement has been made) to process the request.</p> <p>Even if restoration is required urgently, it will normally take up to 30 minutes to be effected.</p> <p>The <i>Exchange</i> will <i>announce</i> the restoration by <i>market notice</i>.</p> |

6. Fast-track

6.1. Fast-track applicants admitted to a specified market

An *Aquis Corporate Adviser* may apply for *admission* on behalf of a *fast-track applicant* admitted to a *specified market* by submitting:

- (1) no later than 10 *business days* before the target *admission date*:
 - (a) a copy of the announcement to be published in accordance with rule 6.2;
 - (b) an *application announcement*;
- (2) no later than four *business days* before the target *admission date*:
 - (a) an *issuer agreement* executed by the *applicant*;
 - (b) a *suitability declaration* executed by the *applicant's Aquis Corporate Adviser*; and
 - (c) the *issuer fees*
- (3) no later than midday the *business day* before the target *admission date*:
 - (a) a completed *securities application form*; and
 - (b) written confirmation that at least two *market makers* have agreed to register in the *applicant's securities*.

Guidance: Suitability for *admission*

The fast-track process provides an expedited route for *admission* to the *Aquis Growth Market* for companies that are already admitted to trading on a *specified market*. An *issuer* that is eligible for a fast-track is not required to publish an *MTF Admission Prospectus*, however, all *issuers* must comply with the eligibility requirements set out in the *Aquis Growth Market Rulebook (Access)* and be otherwise suitable for *admission* to the *Aquis Growth Market*.

As part of the *application* process the *Exchange* may therefore request additional information or ask supplementary questions of a *fast-track applicant* and its *Aquis Corporate Adviser* and, if the most recent audited accounts of the *fast-track applicant* contain a qualified going concern statement, it is likely that a working capital statement will be requested and included in the *fast-track applicant's announcement on admission*.

6.2. Fast-track applicant
admission
announcement

A *fast-track applicant* must publish an *announcement on admission* that contains at least the website address where there is available any information or documents published by the *issuer* in accordance with the rules of the *issuer's* home market.

7. Investigations, Sanctions and Discipline

| | |
|---------------------------------------|--|
| 7.1. Disciplinary process and appeals | The <i>Exchange</i> may take disciplinary action against an <i>issuer</i> that has breached its responsibilities under these rules in accordance with the <i>Aquis Stock Exchange Disciplinary & Appeals Procedures</i> . |
| 7.2. Sanctions | <p>Where an <i>issuer</i> has found to have breached its responsibilities under these rules, the <i>Exchange</i> may impose the following disciplinary sanctions:</p> <ol style="list-style-type: none">(1) a private reprimand;(2) a public censure;(3) a fine;(4) withdrawal of the <i>issuer's securities</i> from <i>admission</i>; and(5) publish the fact that it has been censured, fined or withdrawn and the reasons for that action. |
| 7.3. Disclosure | <p>The <i>Exchange</i> may disclose information within its possession:</p> <ol style="list-style-type: none">(1) to cooperate with <i>persons</i> responsible for the investigation or prosecution of financial crime or other offences;(2) to carry out its regulatory functions including for the purpose of bringing or defending legal proceedings; or(3) otherwise with the consent of the <i>issuer</i> or its <i>Aquis Corporate Adviser</i>, or insofar as required or permitted by law. |

Appendix I: Information for an MTF Admission Prospectus

1. An *MTF Admission Prospectus* must contain such information as required to enable investors to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the *issuer* (and, where relevant, of any guarantor) and the rights attaching to its *securities*.
2. An *applicant* must take reasonable care to ensure the information contained in an *MTF Admission Prospectus* is accurate, complete, relevant and fairly presented.
3. If *admission* is sought in respect of *shares* or *convertible securities*, the *MTF Admission Prospectus* must include at a minimum the information set out in Table A below.
4. In accordance with rule 2.6, if, during the period between publication of an *MTF Admission Prospectus* and *admission*, there is a significant change to the information, or otherwise a significant new matter arises, or the *applicant* becomes aware of a significant inaccuracy or omission in the information, the *applicant* must publish a *supplementary prospectus*.
5. *Protected forward-looking statements*
 - 5.1. For a *forward-looking statement* to be a *protected forward-looking statement* the *MTF Admission Prospectus* must include:
 - (a) a general statement in accordance with paragraph 5.4 of this appendix; and
 - (b) a content-specific accompanying statement in accordance with paragraph 5.5 of this appendix.
 - 5.2. The general accompanying statement only needs to appear once in the *MTF admission prospectus*.
 - 5.3. A content-specific accompanying statement must appear immediately next to the protected forward-looking statement to which it relates.
 - 5.4. The general accompanying statement must:
 - (a) explain how to identify the protected forward-looking statements in the *MTF admission prospectus*; and
 - (b) include the following wording to draw attention to the general characteristics of the *protected forward-looking statements* in the *MTF admission prospectus*:

Protected forward-looking statements have the following general characteristics:

- (a) *there is no guarantee that the projected outcome of a protected forward-looking statement will prove to be accurate;*
- (b) *there is a different liability standard for protected forward-looking statements compared with other information in the MTF admission prospectus, which will make it more difficult to succeed in a claim for compensation in the event of any loss caused by a protected forward-looking statement; and*
- (c) *there is no obligation for a protected forward-looking statement to be updated, except in accordance with existing obligations where those apply.*

- 5.5. The content-specific accompanying statement must:
- (a) identify the *forward-looking statement* as a *protected forward-looking statement*; and
 - (b) include the principal assumptions upon which the *protected forward-looking statement* is based, in accordance with the following principles:
 - (i) there must be a clear distinction between assumptions about factors which the members of the *issuer's* administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the *issuer's* administrative, management or supervisory bodies;
 - (ii) the assumptions must be reasonable, readily understandable by investors, specific, precise and not relate to the general accuracy of the estimates underlying the *protected forward-looking statement*; and
 - (iii) the assumptions must draw attention to those uncertain factors which could materially change the projected outcome of the *protected forward-looking statement*; and
 - (c) to the extent there are disclosures in the *MTF admission prospectus* of historical financial information which is of the same type as information included in the *protected forward-looking statement*, include a statement that the *protected forward-looking statement* is:
 - (i) comparable with the historical financial information; and
 - (ii) consistent with the *issuer's* accounting policies.
6. In addition to the information requirements set out in this Appendix I, if the *applicant* is a *specialist issuer*, the *MTF Admission Prospectus* must contain such additional information as recommended under the FCA's technical note TN 619.1 on *specialist issuer* as would apply to a *prospectus*.
7. For all *admissions*, the name of the *Aquis Corporate Adviser* appointed by the *issuer* must be prominently and in bold on the first page of the *MTF Admission Prospectus* together with the following statement:

The Aquis Growth Market, which is operated by the Aquis Stock Exchange Limited (Aquis Stock Exchange), a recognised investment exchange under Part XVIII of the Financial Services and Markets Act 2000 (FSMA), is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies.

It is not classified as a regulated market under the UK version of Directive 2014/65/EU, as applied under UK law by virtue of the European Union (Withdrawal) Act 2018, and Aquis Growth Market securities are not admitted to the official list of the UK Listing Authority. Investment in an unlisted company is speculative and tends to involve a higher degree of risk than an investment in a listed company. The value of investments can go down as well as up and investors may not get back the full amount originally invested. An investment should therefore only be considered by those persons who are prepared to sustain a loss on their investment. A prospective investor should be aware of the risks of investing in Aquis Growth Market securities and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

[Name of Issuer] is required by the Aquis Stock Exchange to appoint an Aquis Corporate Adviser to apply on its behalf for admission to the Aquis Growth Market. The requirements for an Aquis Corporate Adviser are set out in the Corporate Adviser Handbook, and the Aquis Corporate

Adviser is required to make a declaration to the Aquis Stock Exchange in the form prescribed by Appendix B to the Aquis Corporate Adviser Handbook.

This MTF Admission Prospectus has not been approved or reviewed by the Aquis Stock Exchange or the Financial Conduct Authority.

Table A – Share MTF Admission Prospectus

| | |
|----------|--|
| 1 | <p>PERSONS RESPONSIBLE, THIRD PARTY INFORMATION AND EXPERTS' REPORTS</p> <p>This section shall provide information on the persons who are responsible for the content of the MTF Admission Prospectus, as prescribed by PR 5-A.4.4. The purpose of this section is to provide comfort to investors on the accuracy of the information disclosed in the MTF Admission Prospectus.</p> |
| 1.1 | <p>All persons responsible for the information, or any parts of it, in the MTF Admission Prospectus with, in the latter case, an indication of such parts. In the case of natural persons including members of the issuer's administrative, management or supervisory bodies indicate the name and function of the person; in case of legal persons indicate the name and registered office.</p> |
| 1.2 | <p>A declaration by those responsible for the MTF Admission Prospectus that, having taken all reasonable care to ensure that such is the case, the information in the MTF Admission Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.</p> <p>As the case may be, a declaration by those responsible for certain parts of the MTF Admission Prospectus that, having taken all reasonable care to ensure that such is the case, the information contained in that part of the MTF Admission Prospectus for which they are responsible is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.</p> |
| 1.3 | <p>Where a statement or report attributed to a person as an expert is included in the MTF Admission Prospectus, provide such person's:</p> <ul style="list-style-type: none"> (a) name; (b) business address; (c) qualifications; and (d) material interest, if any, in the issuer. <p>If the report has been produced at the issuer's request a statement to the effect that such statement or report is included, in the form and context in which it is included, with the consent of the person who has authorised the contents of that part of the MTF Admission Prospectus.</p> |
| 1.4 | <p>Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, identify the source(s) of the information.</p> |
| 2 | <p>STRATEGY, PERFORMANCE AND BUSINESS ENVIRONMENT</p> <p>The purpose of this section is to disclose information on the identity of the issuer, its business, strategy and objectives. By reading this section, investors should have a clear understanding of the issuer's activities and the main trends affecting its performance, its organisational structure and material investments.</p> |

| | |
|-------|--|
| | Sections 2.1 and 2.2 should be written in a concise manner and should aim to be a maximum length of two sides of A4-sized paper when written. |
| 2.1 | Business overview |
| 2.1.1 | <p>Strategy and objectives</p> <p>A description of the issuer's business strategy and strategic objectives (both financial and non-financial - if any). This description shall take into account the issuer's future challenges and prospects.</p> |
| 2.1.2 | <p>Principal Activities</p> <p>A description of the issuer's principal activities, including:</p> <ul style="list-style-type: none"> (a) the main categories of products sold and/or services performed; and (b) an indication of any significant new products, services or activities that have been introduced since the publication of the latest audited financial statements. |
| 2.1.3 | <p>Information on the material changes in the issuer's borrowing and funding structure since the end of the last financial period for which information has been provided in the MTF Admission Prospectus. Where the MTF Admission Prospectus contains interim financial information, this information may be provided since the end of the last interim period for which financial information has been included in the MTF Admission Prospectus.</p> |
| 2.1.4 | A description of the expected financing of the issuer's activities. |
| 2.2 | <p>Profit forecasts or estimates</p> <p>Note that for a <i>forward-looking statement</i> to be a <i>protected forward-looking statement</i> the <i>MTF Admission Prospectus</i> must include the statements prescribed by <i>PRM 8.2</i>.</p> |
| 2.2.1 | <p>Where an issuer has published a <i>profit forecast</i> or a <i>profit estimate</i> (which is still outstanding and valid) that forecast or estimate must be included in the MTF Admission Prospectus.</p> <p>If a <i>profit forecast</i> or <i>profit estimate</i> has been published and is still outstanding, but no longer valid, the issuer must provide a statement to that effect and an explanation of why such forecast or estimate is no longer valid. Such an invalid forecast or estimate is not subject to the requirements in items 2.3.2 to 2.3.3.</p> |
| 2.2.2 | <p>Where an issuer chooses to include a new <i>profit forecast</i> or a new <i>profit estimate</i>, or where the issuer includes a previously published <i>profit forecast</i> or a previously published <i>profit estimate</i>, the <i>profit forecast</i> or <i>profit estimate</i> shall be clear and unambiguous and contain a statement setting out the principal assumptions upon which the issuer has based its forecast or estimate.</p> <p>The forecast or estimate shall comply with the following principles:</p> <ul style="list-style-type: none"> (a) there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; |

| | |
|----------|--|
| | <p>(b) the assumptions must be reasonable, readily understandable by investors, specific and precise and not relate to the general accuracy of the estimates underlying the forecast; and</p> <p>(c) in the case of a <i>profit forecast</i>, the assumptions shall draw the investor's attention to those uncertain factors which could materially change the outcome of the <i>profit forecast</i>.</p> |
| 2.2.3 | The MTF Admission Prospectus shall include a statement that the <i>profit forecast</i> or <i>profit estimate</i> has been compiled on the basis stated and prepared on a basis i) comparable with the annual financial statements and ii) consistent with the issuer's accounting policies. |
| 2.3 | Reasons for the admission, use of proceeds and expenses of the share issue at admission |
| 2.3.1 | Reasons for the admission and, where applicable, the estimated net amount of the proceeds broken into each principal intended use and presented in order of priority of such uses. If the issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, then state the amount and sources of other funds needed. Details must also be given with regard to the use of the proceeds, in particular when they are being used to acquire assets, other than in the ordinary course of business, to finance announced acquisitions of other business, or to discharge, reduce or retire indebtedness. The total net proceeds and an estimate of the total expenses of the admission. |
| 2.3.2 | An explanation about how the proceeds from the fundraise align with the business strategy and strategic objectives described in the MTF Admission Prospectus. |
| 2.4 | Lock-up agreements |
| 2.4.1 | In relation to lock-up agreements, provide details of the following: <p>(a) the parties involved;</p> <p>(b) content and exceptions of the agreement;</p> <p>(c) indication of the period of the lock up.</p> |
| 2.5 | Dilution |
| 2.5.1 | A comparison of participation in share capital and voting rights for existing shareholders before and after the capital increase resulting from any fundraise at admission. |
| 2.6 | Working Capital Statement |
| 2.6.1 | Statement by the directors that, in their opinion having made due and careful enquiry, the working capital available to the issuer is sufficient for a period of at least twelve months following admission. |
| 3 | <p>RISK FACTORS</p> <p>The purpose of this section should consist of a limited selection of specific risks which the issuer considers to be of most relevance to the investor when the investor is making an investment decision.</p> <p>The total number of risk factors should aim not to exceed 15.</p> |
| 3.1 | A description of the material risks that are specific to the issuer, in a limited number of categories, in a section headed 'Risk Factors'. |

| | |
|----------|--|
| | In each category the most material risks, in the assessment of the issuer, taking into account the negative impact on the issuer and the probability of their occurrence, shall be mentioned first. The risks shall be corroborated by the content of the MTF Admission Prospectus. |
| 4 | FINANCIAL INFORMATION AND KEY PERFORMANCE INDICATORS This section shall provide historical financial information by disclosing the issuer's financial information and key performance indicators. It shall also provide information on the issuer's dividend policy and where applicable it shall disclose pro forma financial information. |
| 4.1 | Historical financial information |
| 4.1.1 | Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year. |
| 4.1.2 | <u>Change of accounting reference date</u> If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 24 months or the entire period for which the issuer has been in operation, whichever is shorter. |
| 4.1.3 | <u>Accounting Standards</u> The financial information must be prepared in accordance with: <ol style="list-style-type: none"> (1) the International Financial Reporting Standards; (2) UK GAAP; or (3) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No 1606/2002, the financial statements shall be restated in accordance with that regulation, |
| 4.1.4 | <u>Change of accounting framework</u> The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements. Changes within the accounting framework applicable to the issuer do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, at least one complete set of financial statements (as defined by IAS 1 Presentation of Financial Statements), including comparatives, must be prepared in a form consistent with that which will be adopted in the issuer's next published annual financial statements, having regard to accounting standards and policies and legislation applicable to such annual financial statements. |
| 4.1.5 | Where the audited financial information is prepared according to national accounting standards, they must include at least the following: <ol style="list-style-type: none"> (a) the balance sheet; |

| | |
|-------|--|
| | <p>(b) the income statement; and</p> <p>(c) the accounting policies and explanatory notes.</p> |
| 4.1.6 | <p><u>Consolidated financial statements</u></p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial information in the MTF Admission Prospectus</p> |
| 4.1.7 | <p><u>Age of financial information</u></p> <p>The balance sheet date of the last year of audited financial information may not be older than one of the following:</p> <p>(a) 18 months from the date of the MTF Admission Prospectus if the issuer includes audited interim financial statements in the MTF Admission Prospectus; or</p> <p>(b) 16 months from the date of the MTF Admission Prospectus if the issuer includes unaudited interim financial statements in the MTF Admission Prospectus.</p> <p>Where the MTF Admission Prospectus contains no interim financial information, the balance sheet date of the last year of audited financial statements may not be older than 16 months from the date of the MTF Admission Prospectus.</p> |
| 4.2 | <p>Interim and other financial information</p> |
| 4.2.1 | <p>If the issuer has published quarterly or half-yearly financial information since the date of its last audited financial statements, these must be included in the MTF Admission Prospectus. If the quarterly or half-yearly financial information has been audited or reviewed, the audit or review report must also be included. If the quarterly or half-yearly financial information is unaudited or has not been reviewed, state that fact.</p> <p>Interim financial information should be prepared in accordance with the requirements of the same accounting standard as the historical financial information.</p> <p>The interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet in accordance with the applicable financial reporting framework.</p> |
| 4.3 | <p>Auditing of annual financial information</p> |
| 4.3.1 | <p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the UK Law which implemented the Audit Directive (Directive 2014/56/EU) and Audit Regulation (Regulation (EU) No 537/2014), as applied in the UK.</p> <p>Where the UK law implementing the Audit Directive and Audit Regulation does not apply:</p> <p>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the MTF Admission Prospectus, it gives a true and fair view in accordance with the auditing standards applicable in the United Kingdom or an equivalent standard; and</p> <p>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.</p> |

| | |
|-------|--|
| 4.3.2 | Indication of other information in the MTF Admission Prospectus, which has been audited by the auditors. |
| 4.3.3 | Where financial information in the MTF Admission Prospectus is not extracted from the issuer's audited financial statements state the source of the information and state that the information is unaudited. |
| 4.4 | Key performance indicators |
| 4.4.1 | <p>To the extent not disclosed elsewhere in the MTF Admission Prospectus and where an issuer has published key performance indicators (KPIs), financial and/or operational, or chooses to include such in the MTF Admission Prospectus a description of the issuer's KPIs for each financial year for the period covered by the historical financial information shall be included in the MTF Admission Prospectus.</p> <p>KPIs must be calculated on a comparable basis. Where the KPIs have been audited by the auditors, mention that fact.</p> |
| 4.5 | Significant change in the issuer's financial position |
| 4.5.1 | A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial statements or interim financial information have been published, or provide an appropriate negative statement. |
| 4.6 | Dividend policy |
| 4.6.1 | <p>A description of the issuer's policy on dividend distributions and any restrictions thereon. If the issuer has no such policy, include an appropriate negative statement.</p> <p>If not disclosed in the financial statements, the amount of the dividend per share for each financial year for the period covered by the annual financial statements adjusted, where the number of shares in the issuer has changed, to make it comparable.</p> |
| 4.7 | Pro forma financial information |
| 4.7.1 | In the case of a significant gross change, a description of how the transaction might have affected the assets and liabilities and earnings of the issuer, had the transaction been undertaken at the commencement of the period being reported on or at the date reported. |
| 5 | SECURITIES OFFER/ISSUES |
| 5.1 | In the case of an offer/issue of securities, the information equivalent to that which would be required by PRM App 2, Annexes 8.5, 8.6, 8.7 (if relevant), 8.8 and 8.9 |
| 6 | ADDITIONAL INFORMATION |
| 6.1 | Completed table of Additional Information available for download from the <i>Aquis website</i> , or if the <i>issuer</i> is a <i>complex issuer</i> , information equivalent to that which would be required by PRM App 2 Annex 1.4 , 1.6 and 8.4. |