



LISTING
REQUIREMENTS
&
PROCEDURES

TABLE OF CONTENTS

1. DEFINITIONS	3
2. GENERAL PROVISIONS	3
3. QUALIFICATIONS FOR SECURITIES LISTING	3
4. LISTING REQUIREMENTS	4
4.5.1 ENTRY EQUITY TIER LISTING	4
4.5.2 LARGE CAPITALISATION EQUITY TIER LISTING	5
4.5.3 CORPORATE DEBT TIER.....	5
5. LISTING PROCEDURE	6
6. LISTING MAINTENANCE REQUIREMENTS.....	7
7. SUSPENSION AND DELISTING OF SECURITIES.....	8

1. DEFINITIONS

- 1.1. Issuer refers to all companies that have securities listed on the Exchange.
- 1.2. Listed Securities refer to any class of securities authorised by the Eastern Caribbean Securities Exchange for listing.
- 1.3. Exchange means the Eastern Caribbean Securities Exchange.
- 1.4. The Board refers to the Board of the Eastern Caribbean Securities Exchange.
- 1.5. Commission means the Eastern Caribbean Securities Regulatory Commission.
- 1.6. Company means a company registered under the Companies Act.
- 1.7. Financial Statements refer to the Balance Sheet, Income Statement, Cash Flow Statement, Auditor's Report, Notes to Accounts, and any other statements as defined by the Board from time to time.

2. GENERAL PROVISIONS

- 2.1 The rules are designed to regulate the listing of issuers and their securities on the Exchange. The purpose of these rules is to define minimum standards for securities listed on the Exchange and to provide enforcement capability to ensure compliance.
- 2.2 These rules apply to (i) all corporate issuers and their securities (ii) government issuers and their securities (iii) Rights (iv) Options and (v) Units in a collective scheme.
- 2.3 The following types of securities will be accepted for listing on the Exchange:
 - Corporate Securities within the jurisdiction of the Eastern Caribbean Currency Union;
 - Government Securities within the jurisdiction of the Eastern Caribbean Currency Union;
 - Other Securities permitted by the Eastern Caribbean Securities Act.
- 2.4 The Exchange shall make all determinations regarding the listing of securities on the Exchange; provided, that the Exchange shall list the securities of all issuers that meet the standards set out in these rules.
- 2.5 Securities accepted for listing on the Exchange are traded in accordance with the existing legislation.

3. QUALIFICATIONS FOR SECURITIES LISTING

- 3.1 Securities are accepted for trading at the Exchange provided that they meet the requirements set forth by the Eastern Caribbean Securities Act, are registered with the Commission in the manner prescribed and are in compliance with Exchange requirements for listing.

- 3.2 Securities are accepted for listing based on the criteria prescribed by the Eastern Caribbean Securities Act, the Board of the Exchange and upon meeting the following conditions:
- (i) the issuer provides the Exchange with all the necessary documents stipulated under the Securities Act and other internal documents of the Exchange;
 - (ii) the issuer pays in full all listing fees;
 - (iii) the issuer meets all the requirements set forth by the Securities Act;
 - (iv) the issuer signs the Listing Agreement.

4. LISTING REQUIREMENTS

- 4.1 Listing of issuer's securities on the Exchange for circulation and official quotation is carried out in accordance with the Eastern Caribbean Securities Act and the provisions contained herein and in other documents of the Exchange.
- 4.2 All securities listed on the Exchange must be included in one of the four stipulated listing tiers identified in article 4.4 depending on the level of qualification of the issuer.
- 4.3 Depending on the compliance or non-compliance of issuer regarding classification requirements for the various tiers, securities may be moved to another tier.
- 4.4 The Exchange shall provide four tiers under which issues may be listed. The listing tiers are as follows:
- (i) Entry Level Equity Tier for equity securities.
 - (ii) Large Capitalisation Tier for equity securities.
 - (iii) General Government Securities Tier for Government issues. (*Sovereign securities within the jurisdiction of the Eastern Caribbean Currency Union*)
 - (iv) Corporate Debt Instruments Tier for Corporate Debt issues.
- 4.5 Decisions on listing on the Exchange are adopted by the Board of the Exchange under the condition that the issuer complies with the following requirements for different listing tiers.

4.5.1 ENTRY EQUITY TIER LISTING

- (i) Certification that all necessary approvals for listing in accordance with the issuer's statute, by-laws, applicable corporate laws, and rules of the Commission;
- (ii) Must be a company registered under the Companies Act in accordance with the laws and statutes of any participating territory of the Eastern Caribbean Central Bank (ECCB) area.
- (iii) Minimum paid in capital of at least 1 million Eastern Caribbean dollars;
- (iv) Must be in operation for at least eighteen months;
- (v) A certified copy of the resolution of the directors or shareholders authorising the application for listing;

- (vi) The issuer shall provide at a minimum, three copies of its annual report and audited financial statements for its last financial year and three copies of any interim financial reports that have been prepared since the end of the last financial year;
- (vii) Submission of most recent prospectus and subsequent statements. In the case of an Initial Public Offering (IPO), a draft prospectus **must be submitted to the Exchange at least 21 days before provisional date set for publication.**

4.5.2 LARGE CAPITALISATION EQUITY TIER LISTING

- (i) Certification that all necessary approvals for listing in accordance with the issuer's statute, by-laws, applicable corporate laws, and regulations of the Commission;
- (ii) Must be a company registered under the Companies Act, in accordance with the laws and statutes of any participating territory of the ECCB.
- (iii) The issuer has been operating for at least five financial years
- (iv) The issuer has shown a net profit in two of the last three financial years;
- (v) Minimum paid in capital of at least 10 million Eastern Caribbean dollars;
- (vi) At least 20 per cent of all outstanding shares must be in the hands of the public;
- (vii) The issuer shall provide three copies of its audited financial statement for each of its last three financial years and three copies of any interim reports that have been prepared since the end of the issuer's last financial year;
- (viii) Payment of all fees specified for listing on the Large Capitalisation Equity Tier.

4.5.3 CORPORATE DEBT TIER

- (i) Certification that all necessary approvals for listing in accordance with the issuer's statute, by-laws, applicable corporate laws, and rules of the Commission;
- (ii) The corporation issuing the debt security must have equity securities already listed on the Eastern Caribbean Securities Exchange
- (iii) Must be a company registered under the Companies Act, in accordance with the laws and statutes of any participating territory of the ECCB.
- (iv) Minimum paid in capital of at least 1 million Eastern Caribbean dollars;
- (v) Must be in operation for at least thirty months;
- (vi) A certified copy of the resolution of the directors or shareholders authorising the application for listing;
- (vii) The issuer shall provide at a minimum three copies of its annual report and audited financial statements for its last financial year and three copies of any interim financial reports that have been prepared since the end of the last two financial years;
- (viii) Submission of most recent prospectus and subsequent statements. In the case of an Initial Public Offering (IPO), a draft prospectus **must be submitted to the Exchange at least 21 days before provisional date set for publication.**

5. LISTING PROCEDURE

- 5.1. The Board of the Exchange has the sole discretionary powers to approve securities for listing.
- 5.2. To list, the issuer's Chairman or equivalent shall submit to the Exchange the prescribed Exchange Listing Application Form, which must be completed in triplicate.
- 5.3. The following documents must be attached to the Listing Application Form:
 1. An update of their original registration statement and also the most recent annual report.
 2. Latest audited financial report or unaudited financial statement if next audited statement was less than six months away, or the most recent unaudited quarterly statement if next audited statement was greater than 6 months away.
 - Certification indicating that the prospectus had met the disclosure and other requirements legislated by the Commission. If approved for listing, the approved prospectus shall be made available to the public in the ECCB area, free of charge, at least fourteen days prior to the scheduled date for listing of the approved class of securities;
 - Three originals of the Exchange Listing Agreement, and Issuer/Registry Agreement signed by the Company's Director/General Manager (The contra parties representing the Exchange and Registry, upon approval of the listing will sign these agreements). The Agreement includes a commitment by the issuer to abide by the Rules of the ECSE regarding listing on the Exchange market, and by the rules of the Eastern Caribbean Securities Regulatory Commission ("ECSRC") and ECSE regarding transparency and continuous disclosure; and by the rules of the Eastern Caribbean Central Securities Registry (ECCSR).
 - Documentation to substantiate any information provided in accordance with disclosure rules and regulations.
- 5.4. The Exchange shall review the issuer's application and supporting documentation, and make a written recommendation to the ECSE Board.
- 5.5. When filing an application for listing, it is the issuer's responsibility to complete and file the prescribed Listing Application Form along with appropriate documentation to substantiate compliance with the Listing Application Form requirements. The General Manager of the Exchange may request additional information and/or documents from the issuer if deemed necessary. After filing an application for listing, the issuer is required to promptly update, any information contained therein that is no longer accurate or complete. An amendment, in

the form of a letter signed by the issuer's general manager or equivalent, must be sent (by facsimile or mail) to the ECSE General Manager or equivalent. This obligation extends to applicants for listing, as well as all issuers whose securities have been approved for listing. This obligation is terminated only when a listing application is rejected or when the ECSE Board of Directors terminate a security's listing on the Exchange.

- 5.6. Once the ECSE Board makes the final decision, the issuer shall be notified of the decision in writing within three business days. If the application is rejected, the issuer may appeal to the Eastern Caribbean Securities Commission for the review of the Exchange's decision. If upon Review the Commission is of the opinion that the applicant's securities should be admitted for listing, the Exchange upon receiving notice of the same shall approve the securities for listing.
- 5.7. Once approval for listing is given the approved prospectus (a minimum of 600 copies, if an Initial Public Offering, (IPO)) and any other approved disclosure documentation and advertisements must be made available to the (ECCB) public at least 14 days prior to the schedule trade date. Such documentation must be available in all member offices of the Exchange and a soft copy made available to the Exchange for publication on the Internet site maintained by the Exchange.

6 LISTING MAINTENANCE REQUIREMENTS

- 6.1. The General Manager shall report to the ECSE Board on non-compliance of listed issuers. Based on the General Manager's report, the ECSE Board may reclassify the affected companies between Large Capitalisation Equity Tier and Entry Equity Tier as deemed appropriate, or may impose a sanction on the issuer for non-compliance of regulatory standards.
- 6.2. The issuer must submit a written notice to the Exchange at least twenty (20) working days in advance of the date set when the issuer proposes to change its name. This is to allow the Exchange adequate time for an appropriate change in the ticker symbol. The issuer will also be required to re-list by completing a listing application form.
- 6.3. The issuer is required to submit a written notice to the Exchange at least twenty (20) working days in advance of the date regarding any corporate action towards redemption, retirement, or cancellation of a listed security (in whole or in part)
- 6.4. The issuer must submit a written notice to the Exchange at least ten (10) working days in advance of the record date with respect to any dividend action, or action relating to a stock distribution in respect of a listed stock (including the omission or postponement of a dividend action at the customary time as well as the declaration of a dividend).
- 6.5. Information regarding annual and quarterly earnings, dividend announcements, mergers, acquisitions, rights to subscribe to new or additional securities, tender offers, stock splits, and major management changes must be made public immediately. The normal method of publication of important corporate data should be by means of a press release. A copy of the press release must be forwarded to the ECSE on the same day that the announcement is publicly made.

- 6.6. Issuers are required to pay on a timely basis all fees and other financial obligations established by the Board of the Exchange.

7. SUSPENSION AND DELISTING OF SECURITIES

SUSPENSION

- 7.1. The ECSE Board will authorise a suspension of a security's listing on the Exchange market, based on finding one or more of the following conditions:
- (i) the issuer fails to maintain an agreement with Central Securities Registry for registry services;
 - (ii) the issuer is delinquent in filing a required financial report with the ECSE and ECSRC;
 - (iii) the issuer is delinquent in responding to a rule based request for information made by the ECSE, including requests related to the accuracy and completeness of information contained in financial reports that the issuer has filed with the ECSE and/or ECSRC;
 - (iv) the issuer is delinquent in the payment of listing fee to ECSE;
 - (v) the issuer fails to update the basic information contained in the Exchange Listing Application
- 7.2. The suspension of a security's listing under this provision effectuates a suspension of trading in the affected security by all ECSE members of the Exchange market. The Exchange will make immediate arrangements to communicate such decision to the Participants, the Registry, the Depository and the Securities Commission and the issuer together with reasons for the action taken. This information will be made public.

DELISTING

- 7.3. The ECSE Board shall terminate the listing of a company's security on the Exchange market based on the following factors:
- (i) non-compliance with rules and regulations of the Exchange;
 - (ii) the issuer's failure to remedy the condition(s) that caused the imposition of a suspension;
 - (iii) a ECSRC enforcement proceeding or action which compels the delisting of the issuer's securities from the Exchange market;
 - (iv) the issuer's decision to relinquish its Exchange listing for any reason whatsoever, including, without limitation, a merger or acquisition, a corporate reorganisation, the initiation of bankruptcy proceedings, or the transformation of the company from a publicly-held to a closed company.

- 7.4 The Board of the Exchange must inform the issuer about delisting of securities within three days following the decision.
- 7.5 The issuer, whose securities are delisted, has the right to appeal the decision of the Exchange to the Commission.