



Rules for issuers of shares

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Shares

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Introduction

This set of rules contains the requirements for listing of shares on Nasdaq Copenhagen (the “Exchange”).

The rules are issued by the exchange according to the Danish Capital Markets Act section 75 which states that an operator of a regulated market, an exchange, shall have clear rules for admittance to trading on the regulated market. The rules shall ensure that financial instruments admitted to trading can be traded in a fair, orderly and effective manner, when the financial instruments are freely tradable.

In addition to the listing requirements the rules contains the provisions that regulate the issuers’ disclosure obligations towards the market and the exchange and certain separate exchange rules including Corporate Governance. These rules should be considered as a supplement to the statutory legislation.

The rules are adapted to the current EU-legislation such as the Market Abuse Regulation (MAR), the Transparency-directive and the directive of markets for financial instruments (MiFiD).

The rules are in substance harmonised for the Nasdaq-exchanges in Stockholm, Helsinki, Copenhagen and Iceland, i.e. for the issuers on the Nordic markets. This applies above all for the conditions concerning admission to trading for shares and the disclosure requirements. The harmonization makes it easier for the investors and it contributes to create a common Nordic Securities Market with a larger opportunity for the issuers to achieve access to risk capital. The price information appears in a complete Nordic pricelist.

The rules for issuers of shares initially contain provisions governing the validity of the rules, entry into force of the rules and confidentiality. Section 2 specifies the conditions concerning the admission to trading for shares while the disclosure requirements for the listed companies are regulated in section 3. In section 4 some exchange rules are found which are distinct for Danish issuers. Rules concerning violation are found in section 5.

The rule text itself is written in bold letters. To promote the use of the rules the rule text is usually followed by a guiding text. The guiding text is not binding for the issuer but is just the exchange’s interpretation of the current practice.

The latest updated version of the set of rules is available on the exchange’s website www.nasdaqomx.com/listing/europe/rulesregulations/.

1 General provisions

1.1 The applicability of the rules

1.1.1 The rules in this set of rules shall apply as of the day on which the issuer's shares (hereinafter financial instruments) are admitted to trading on the exchange, or the day on which the issuer applies for admittance to trading and thereafter in the period of time in which the financial instrument is admitted to trading.

1.1.2 If the issuer according to the Danish companies act is established with a supervisory board instead of a board of directors the provisions in this set of rules concerning the board of directors shall apply correspondingly to the supervisory board.

1.2 Entry into force

This set of rules applies from 15 February 2020. From this date, "Rules for Issuers of Shares" on Nasdaq Copenhagen of 1 July 2019, are lifted.

1.3 Change of the rules

The Exchange can make amendments to the rules. Such amendments shall apply to the issuer 30 days at the earliest after the Exchange has informed the issuer and published the information on the Exchange's website. The Exchange may under specific circumstances decide that amendments to the rules shall apply earlier than 30 days as the situation demands.

1.4 Confidentiality

The Exchange and the employees' of the Exchange are subject to duty of confidentiality in accordance with section 56 of the Danish Capital Markets Act. Exchange employees' who unlawfully disclose or use confidential information obtained during the course of their employment or work duties are sanctioned in accordance with the Danish Capital Markets Act section 247, unless more comprehensive sanctions are imposed under other legislation.

2. Listing Requirements for admitting shares to trading

2.1 Provisions

2.1.1 The process, the requirements and some other issues pertaining to admittance to trading are set out below. For the purposes of this Chapter, the term *Requirements for Admittance to Trading* shall mean the requirements set out under Section 2.3 (General Requirements for Admittance to Trading), Section 2.4 (Administration of the Issuer), Section 2.5 (Corporate Governance) and Section 2.10 (Specific Listing Requirements for Acquisition Companies).

2.1.2 The Listing Requirements for Admission to Trading are harmonized between Nasdaq Helsinki, Nasdaq Stockholm and Nasdaq Copenhagen and Nasdaq Iceland.

Companies whose financial instruments are admitted to trading at the exchange will be presented on the Nordic List together with companies whose financial instruments are admitted to trading on the main market at Nasdaq Helsinki, Stockholm and Iceland. The Nordic List is divided into three segments based on the market cap of the Issuer concerned (Large Cap, Mid Cap and Small Cap). In addition, all Issuers are presented according to a company classification standard. Information about, inter alia, the exchange at which the relevant financial instruments are admitted to trading and the legal status of the admittance (official listing cf. the Executive Order on the Conditions for Official Listing of Securities - or admission to trading without being officially listed) is also presented in the Nordic List.

The vast majority of the Listing Requirements for Admittance to trading are harmonized. However, because of special requirements regarding, inter alia, national legislation or other differences in the regulatory framework in a specific jurisdiction, some minor differences may still exist in the Requirements for Admittance to Trading between Nasdaq Helsinki, Stockholm, Copenhagen and Iceland.

2.1.3 The Listing Requirements for Admission to Trading shall apply at the time when the shares of the Issuer are admitted to trading and continuously when shares are traded at the market. Notwithstanding this general presumption, the following parts of the Requirements shall only apply at the time of the admittance to trading:

- ❑ Rule 2.3.5 Accounts and Operating History,
- ❑ Rule 2.3.6 Profitability and Working Capital, and
- ❑ Rule 2.3.8 Market Value of Shares.

2.2 The Process for Admittance to Trading

2.2.1 The rules in this section shall only apply where the Issuer seeks listing on the exchange without its shares prior to this are listed (IPOs).

2.2.2 Initiation of the Process for Admittance to Trading

2.2.2.1 Shares may be admitted to trading on the exchange if the shares and the Issuer fulfill the provisions in these rules. Shares admitted to trading can, furthermore, be admitted to official listing, if they fulfil the conditions described in the Executive Order on the Conditions for Official Listing of Securities and meet the provisions in these requirements.

Admittance for official listing presupposes admittance to trading. The announcement of the requirements for official listing of financial instruments comes into force on 1 November 2007. As goes for shares, which on 1 November 2007 are already was listed on the exchange, it applied that these shares was also considered to be admitted to official listing after 1 November 2007.

2.2.2.2 When applying for shares admission to trading on the Exchange, a prospectus must be prepared, approved and published. The approval of the prospectus is done by the relevant financial supervisory authority, while it is the exchange that assesses whether the Issuer fulfils the conditions for admittance to trading and Official Listing.

2.2.3 Information Policy

The exchange shall receive a copy of the Issuer's information policy and internal rules, if any, in accordance with rule 2.4.2 prior to the first day of trading.

2.2.4 General Terms and Conditions for Admittance to Trading

The Issuer shall accept and sign the General Terms and Conditions for Admittance for Trade on the Exchange. The Exchange shall receive a copy of the General Terms and Conditions prior to the first day of trading.

2.2.5 Initiation of the listing process

The Issuer considering to apply for its shares to be admitted to trading and official listing on the Exchange can request, the Exchange to initiate a listing process. The request shall:

- 1) state the reason for the admittance- and official listing application;**
- 2) state how the proceeds will be spent;**
- 3) state the Issuer's share capital /number of shares (if relevant with information about share classes and an indication of differences between share classes);**
- 4) state the size of the share offering, broken down by new and existing financial instruments, and specify the type of offering;**
- 5) list the financial intermediary/intermediaries handling the share offering on behalf of the Issuer.**

The following documents shall accompany the request:

- 1) a concrete, precise and detailed description of how the Issuer fulfils each listing requirement in rules 2.3, 2.4 and 2.5 and if relevant the requirements for official listing;**
- 2) a draft prospectus;**

- 3) the Issuer's accounts for the past three fiscal years;
- 4) a timetable for the admission to trading and the share offering;
- 5) the Issuer's latest registered set of articles of association;
- 6) a subscription/sales form;
- 7) a copy or draft of the Issuer's information policy and internal rules, if any, cf. rule 2.2.3 and 2.4.2; and
- 8) documentation for the Issuer's registration with the Danish Business Authority or other authority of registration.

2.2.6 Application for admission to trading

After the listing process is initiated the Issuer must apply formally for admittance to trading of its shares. By applying formally the Issuer commits to adhere to disclosure requirements and other requirements set out for issuers of financial instruments admitted to trading on the exchange in MAR and the Danish Capital Markets Act and rules determined by the competent authority and the Exchange.

2.2.7 Listing Fees

The Issuer shall, in accordance with the Exchange's Price List in force from time to time, pay the following fees to the Exchange:

- 1) A listing fee, consisting of:
 - a. a fixed fee to be paid prior to the Listing Process being initiated; and
 - b. a variable fee, to be paid approximately two months after the first day of trading,
- 2) An Annual Fee, to be paid in advance for each calendar year,
- 3) Corporate Action Fees.

2.3 General Requirements for Admittance to Trading

2.3.1 Incorporation

The Issuer must be duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment.

2.3.2 Validity

The shares of the issuer must:

- (i) conform with the laws of the Issuer's place of incorporation, and
- (ii) have the necessary statutory or other consents.

2.3.3 Negotiability

The shares must be freely negotiable.

Free negotiability of the shares is a general prerequisite for becoming publicly traded and admitted to trading on the exchange. When the Issuer's Articles of Association include limitations on transferability of the shares, such limitations may be typically considered to restrict free transferability in the meaning of this clause, while other arrangements with similar effect may lead to similar interpretation.

2.3.4 Entire share class must be admitted to trading

The application for admission to trading must cover all issued shares of the same class.

The application for admission to trading must cover all shares of the same class that have been issued and that are issued in an IPO preceding the first day of admittance to trading.

Subsequent issues of new shares and admittance to trading of such new shares shall be admitted to trading in accordance with the practices applied by the exchange and legal requirements.

2.3.5 Accounts and Operating History

2.3.5.1 The Issuer shall have published annual accounts for at least three years in accordance with the accounting laws applicable to the Issuer in its home country. Where applicable, the accounts shall also include consolidated accounts for the Issuer and all its subsidiaries.

2.3.5.2 In addition, the line(s) of business and the field of operation of the Issuer and its group shall have a sufficient operating history.

The general rule is that the Issuer shall have complete annual accounts for at least three years. When the operating history of the Issuer is evaluated, the Issuer that has conducted its current business, in essential respects, for three years and is able to present financial accounts for these years is normally deemed to fulfil the requirement. Evaluation of accounts and operating history shall cover the company including its subsidiaries. The basis for the assessment shall be the situation for the company as it develops over time. Since the Issuer may acquire or divest one or more subsidiaries, this, of course, must be reflected in the annual accounts. The Issuer must be able to demonstrate its operations in order for the exchange and the investors to assess the development of the business. Pro forma accounts (or other financial information that is presented for comparative purposes to explain changes to official accounts or a lack thereof) are presented as required in the prospectus, and typically such accounts are presented for one fiscal year. However, the exchange may require additional comparable information for evaluating fulfilment of rule 2.3.5.2. Material changes in the Issuer's line(s) of business or field of operation prior to admittance to trading, or for example a reverse takeover, may lead to the requirement stipulated in rule 2.3.5.2 not being fulfilled, or require extensive additional information about the business of the Issuer before making an informed judgment of the Issuer.

In order for an exemption to be granted from the requirement to have annual accounts for three years, there should be sufficient information for the exchange and the investors to evaluate the development of the business and to form an informed judgment of the Issuer and its shares as an investment. This information may be evidence of an otherwise stable and high-quality

environment, as may be the case, for example, in the event of spin-offs from companies admitted to trading or where an Issuer has been formed through an acquisition or merger between two or more companies that would be suitable for admittance to trading, or other corresponding cases. For evaluating Issuer's with less than three years of operational history, even more attention will be paid to the information presented about the business and operation of the Issuer.

2.3.6 Profitability and Working Capital

2.3.6.1 The Issuer shall demonstrate that it possesses documented earnings capacity on a business group level.

2.3.6.2 Alternatively, the Issuer that does not possess documented earnings capacity shall demonstrate that it has sufficient working capital available for its planned business for at least twelve months after the first day of trading.

As a principle, this clause means that the Issuer shall be able to document that its business is profitable. Accordingly, the Issuer's financial statements shall show that the Issuer has generated profits or has the capacity to generate profits of a reasonable size in comparison with the industry in general. The general rule is that a profit must have been reported during the most recent fiscal year. For companies that lack financial history, stringent requirements are imposed regarding the quality and scope of the non-financial information set forth in the prospectus and the admittance to trading application in order for investors and the exchange to be able to make a well-founded assessment of the Issuer and its business. At the very least, it should be made clear when the Issuer expects to be profitable and how the Issuer intends to finance its operations until such time.

When demonstrating to the exchange and investors the existence of sufficient working capital, various means may be used. Means to present sufficient working capital for the next twelve months may include estimates on cash-flow statements, planned and available measures for financing, descriptions of the planned business and investments, and well-founded assessments of the future prospects of the company. It is important that the basis for the Issuer's well-founded assessment be made clear. Despite such financing, the requirement is not considered to be fulfilled in a case where, for some other reason, the Issuer's financial status is extraordinary or threatened, as may be the case, for example, if a Issuer restructuring or a similar voluntary process has taken place.

2.3.7 Liquidity

2.3.7.1 Conditions for sufficient demand and supply shall exist in order to facilitate a reliable price formation process.

2.3.7.2 A sufficient number of shares shall be distributed to the public. In addition, the Issuer shall have a sufficient number of shareholders.

2.3.7.3 For the purposes of rule 2.3.7.2, a sufficient number of shares shall be considered as being distributed to the public when 25 percent of the shares within the same class are in public hands.

2.3.7.4 The exchange may accept a percentage lower than 25 percent of the shares if it is satisfied that the market will operate properly with a lower percentage in view of the large number of shares that are distributed to the public.

A prerequisite for exchange trading is that there is sufficient demand and supply for the financial instruments admitted to trading. Such sufficient demand and supply must support reliable price formation in trading. There are various components in the evaluation of these requirements before admittance to trading on the Nordic List. Factors that may be considered in the evaluation may include previous trading history.

As a general requirement, there shall be a sufficient number of shares in public hands, and there shall be a sufficient number of shareholders. The number of shareholders and the possible commissioning of a market maker are both factors taken into account when evaluating sufficient demand and supply. A small number of shares or shareholders may lead to deterioration in reliable price formation.

In this context, the term “Public hands” means a person who directly or indirectly owns less than 10 percent of the Issuer’s shares or voting rights. In addition, all holdings by natural or legal persons that are closely affiliated or are otherwise expected to employ concerted practices in respect of the Issuer shall be aggregated for the purposes of the calculation.

Also the holdings of members of the board and the executive management of the Issuer, as well as any closely affiliated legal entities such as pension funds operated by the Issuer itself, are not considered to be publicly owned.

When calculating shares that are not publicly owned, shareholders who have pledged not to divest their shares during a protracted period of time (so-called lock-up) are included.

There may be situations in which more than 25 percent of the shares are in public hands at the time of the admission to trading, but where the distribution falls under such percentage thereafter. It should be noted that the 25 percent rule is to be seen as a proxy, supporting the main principle that there should be a sufficient share distribution. Consequently, once an Issuer is admitted to trading, the exchange will continuously assess whether share distribution and liquidity are sufficient from an overall viewpoint, and the 25 percent rule will thus become only one of many components in such an assessment, the commissioning of a market maker another. This also means that an Issuer that is not complying with the 25 percent rule will not automatically be considered to violate the rule.

In the event that the conditions regarding liquidity materially deviate from the requirements for admittance to trading while the Issuer is admitted to trading, such companies will be encouraged to remedy the situation. It may be suggested that an Issuer commission the services of a market maker. If trading in the Issuer’s shares remains sporadic, a listing in the observation segment may be considered. Such a decision by the exchange is preceded by a discussion with the Issuer.

If the Issuer considers admitting a second class of shares to trading, the exchange’s assessment will be based on whether there will be sufficient liquidity in the shares in such a class. In

practice, this means that the exchange will make an overall assessment of expected trading interest.

There may be situations in which the shares are not fully distributed at the time of the introduction, but where it is likely that such distribution will be achieved going forward. In such circumstances, the exchange may find it appropriate to approve the application with reference to rule 2.6.

Regarding an Issuer, which have already been admitted to trading on a regulated market, or equivalent, the Exchange will consider the forecast of sufficient liquidity based on an overall assessment of the share distribution of the Issuer, not only on the domestic market but also in a Nordic, European or even global perspective. In its assessment, the Exchange will consider factors such as the share distribution in Denmark and the efficiency of relevant cross-border clearing and settlement facilities. If deemed appropriate under the circumstances, the Exchange may require that the Issuer use a designated market maker in order to safeguard a sufficient liquidity.

2.3.8 Market Value of Shares

The expected aggregate market value of the shares shall be at least EUR 1 million.

The expected aggregate market value of the shares is typically evaluated based on the offering price in the Initial Public Offering, but other means of evaluation can be used as well. This requirement applies only prior to an initial admittance to trading on the Exchange.

2.3.9 Suitability

The exchange may also, in cases where all requirements are fulfilled, refuse an application for trading if it considers that the admittance to trading would be detrimental for the securities market or investor interests.

In exceptional cases, an Issuer applying for trading may be deemed to be unsuitable for admittance to trading, despite the fact that the Issuer fulfils all of the requirements for this. This may be the case where, for example, it is believed that the admittance to trading of the Issuer's financial instruments might damage confidence in the securities market in general. If an Issuer, already admitted to trading, despite fulfilling all continuous requirements, is considered to damage confidence in the securities market in general because of its operations or organization, the exchange may consider evaluating grounds for moving the financial instruments to the observation list or removing the financial instruments from trading.

In order to maintain and preserve the public's confidence in the market, it is imperative that persons discharging managerial responsibilities in the Issuer, including members of the board, do not have a history that may jeopardize the reputation of the Issuer and thus confidence in the securities market. It is also important that the history of such persons be sufficiently disclosed by the Issuer prior to the admittance to trading, as part of the information presented in the prospectus. For example, the Issuer should carefully consider whether information relating to the criminal record of such persons should be disclosed or not, and the same goes for information

pertaining to involvement in bankruptcies and suchlike. In extreme circumstances, if a relevant person has a history of felonies, in particular white-collar crimes, or has been involved in a number of bankruptcies in the past, such circumstances may disqualify the Issuer from being admitted to trading, unless such a person is relieved from his/her position in the Issuer.

2.4 Management of the Issuer

2.4.1 The management and the board of directors

2.4.1.1 The board of directors of the Issuer shall be composed so that it sufficiently reflects the competence and experience required to govern an Issuer, whose financial instruments are admitted to trading, and to comply with the obligations of such an Issuer.

2.4.1.2 The management of the Issuer shall have sufficient competence and experience to manage an Issuer admitted to trading and to comply with the obligations of such an Issuer.

A prerequisite for being an Issuer, whose financial instruments are admitted to trading, is that the members of the board and persons with managerial responsibilities in the Issuer have a sufficient degree of experience and knowledge in respect of the special requirements for such companies. It is equally important that such persons also understand the demands and expectations placed on such companies. It is neither mandated nor warranted that all members of the board possess such experience and competence, but the board needs to be sufficiently qualified based on an overall assessment. As regards the management, at least the CEO, CFO or equivalent senior executive member of the management with responsibility for disclosing information to the market must be sufficiently qualified in this respect.

When assessing the merits of relevant persons in the Issuer or its board, the exchange will take into consideration any previous experience gained from a position in an Issuer, whose financial instruments are or have been admitted to trading on the exchange, another regulated market or a marketplace with equivalent legal status. Other relevant experience shall qualify as well.

It is also important that the members of the board and the management know the Issuer and its business, and are familiar with the way the Issuer has structured, for example, its internal reporting lines, the management pertaining to financial reporting, its investor relation management and its procedures for disclosing ad hoc and regular information to the stock market. The exchange will normally consider the members of the board and the management as being sufficiently familiar with such circumstances if they have been active in their respective current positions in the Issuer for a period of at least three months and if they have participated in the production of at least one annual or interim report issued by the Issuer prior to the admission to trading.

It is also important that all members of the board and persons in management have a general understanding of market rules, in particular such rules that are directly attributable to the Issuer and its admittance to trading. Such understanding may be acquired by participating in one of the regular seminars that are offered by the Exchange. Persons that are sufficiently qualified shall demonstrate this to the Exchange, for example by providing a CV, a certification by an acceptable third party or other means that may satisfy the Exchange.

The Exchange requires the CEO to be employed by the Issuer. This requirement may be waived for a shorter period, if duly justified.

2.4.2 Capacity for providing information to the market and internal rules

Well in advance of the admittance to trading, the Issuer must establish and maintain adequate procedures, controls and systems, including systems and procedures for financial reporting, to enable compliance with its obligation to provide the market with timely, reliable, accurate and up-to-date information as required by the Exchange.

The Issuer shall have an organization that ensures timely dissemination of information to the market. The organization and the routines should be in place prior to the admittance to trading, meaning that the Issuer should have prepared at least one interim report for publication in accordance with the Exchange rules, although this information need not have been disseminated to the market. The Exchange encourages applicants to go even further, in the sense that it is recommended that the organization for dissemination of information to the market will have been in operation for at least two quarters and involved in the production of at least two interim reports or a report of annual earnings figures and one interim report prior to the admittance to trading.

The financial system shall be structured in such a manner that management and the board of directors receive the necessary information for decision-making. This should facilitate speedy and frequent reporting to management and the board of directors, commonly in the form of monthly reports. The financial system must allow for the speedy production of reliable interim reports and reports of annual earnings figures. The Issuer shall also have the human resources required to analyze the material so that, for example, profit trends in the external reporting can be commented upon in a manner relevant to the market. It may be acceptable that retained external personnel handle parts of the financial function, provided that there is a long-term contractual relationship and reasonable continuity of personnel. However, the responsibility for the fulfilment of the financial functions always rests with the Issuer and having essential aspects of financial expertise based on external personnel is not acceptable.

In order to avoid a situation in which the president becomes overly burdened, there shall be at least one additional person who can communicate externally on behalf of the Issuer. Consultants may function as a support in the distribution of information, especially with respect to the drafting of market information. However, basing material parts of the information expertise on consultants or hired external personnel is not acceptable.

To ensure that the Issuer provides the market with timely, reliable, accurate and up-to-date information, the Exchange demands the Issuer to adopt an information policy. An Issuer's information policy is a document that helps the Issuer to continuously provide high-quality internal and external information. It should be formulated in such a manner that compliance with it is not dependent on a single person, and it should also be designed to fit the circumstances pertaining to the specific Issuer. The information provided to the market shall be correct, relevant, and reliable and shall be provided in accordance with the rules of the Exchange. An Issuer's information policy normally deals with a number of areas, such as who is to act as the

Issuer's spokesperson, which type of information is to be made public, how and when publication shall take place and the handling of information in crises. With respect to an Issuer, with financial instruments admitted to trading, it is also of particular importance that the policy contains a section dealing with the market's demands for information.

The information policy should upon request be filed to the Exchange.

The Exchange also recommends that the Issuer prepares internal rules for trading of the Issuer's own financial instruments and the senior managers' trading of the issuer's financial instruments. Such internal rules should contain rules on trading periods, especially in connection with the Issuer's public announcements of financial information and the senior managers' exercising of incentive schemes. The rules on trading periods should as a minimum requirement comply with the rules relating to closed trading periods as set out in MAR. The Issuer should, however, consider whether it might be relevant to apply a longer closed trading period than set out in MAR, or whether it might be more relevant to the Issuer to adopt rules on open trading periods. If the Issuer adopts internal rules and notwithstanding if the Issuer applies open or closed trading periods, the Exchange further recommends that the rules on trading periods relates to all public announcements of financial information (including annual reports, financial statement releases, interim reports, quarterly financial reports) that the Issuer discloses pursuant to this set of rules or statutory legislation.

The internal rules could as an example contain provisions on the legality for persons discharging managerial responsibilities within the Issuer to conduct transactions on its own account or for the account of a third party, directly or indirectly, relating to the financial instruments of the Issuer. Such provisions might also include other persons, functions or business departments that are deemed relevant. This may include the accounting function, investor relations or the IT staff.

The internal rules may outline that the period, within which the covered persons are or are not permitted to trade, in special cases may be waived. Such rules must meet the requirements in MAR in respect of the persons covered by the rules in MAR. The Exchange recommends that the Issuer considers whether the same exemptions to other persons', functions or business departments covered by the internal rules should apply.

If the Issuer prepares internal rules, the Exchange recommends that the management of the Issuer regularly, and at least once a year, reassess the contents of the internal rules. The Exchange also recommends that the Issuer continues to ensure that the persons involved are familiar with the subject matter of the internal rules.

The internal rules should upon request be filed to the Exchange to the extent that the Issuer prepares internal rules.

It should be noted that the general ban on trading of the basis of inside information also applies to the Issuer during periods when trading is permitted under the Issuers internal rules.

2.5 Corporate Governance

The Issuer shall disclose its compliance with the corporate governance code in the jurisdiction where its registered office is, according to local practice. If the Issuer is not subject to a corporate governance code in its home country, the Issuer shall apply the corporate governance code that is applied on the Exchange.

For the corporate governance-rules (Corporate Governance Recommendations) that apply to the companies admitted to trading on the Exchange, see also rule 4.1.

2.6 Waivers

The Exchange may approve an application for admittance to trading, even if the Issuer does not fulfil all the requirements, if it is satisfied

- (i) that the objectives behind the relevant Requirements for Admittance to Trading or any statutory requirements are not compromised, or**
- (ii) that the objectives behind certain Requirements for Admittance to Trading can be achieved by other means.**

The objectives behind the Requirements for Admittance to Trading are to facilitate sufficient liquidity and to promote confidence in the Issuer, the Exchange and the market at large. These objectives are normally deemed to have been met if all the Requirements for Admittance to Trading are satisfied. However, each particular case has to be assessed on its own merits. Where the circumstances considered together give a sufficient assurance that the situation of the Issuer and its shares is in compliance with the said objectives, the Exchange may approve an application for admittance to trading even if all the Requirements for Admittance to Trading have not been fulfilled. In such circumstances, the requirements need to provide a sufficient degree of flexibility, in order not to hinder admission to trading if such trading would be in the best interest of the Issuer and the investors. Such deviation must not be contrary to the Danish Capital Markets Act.

Issuers with an existing listing on a regulated market, or equivalent market, may, upon request, be granted a waiver from one or more of the General Listing Requirements in Section 2.3 and the requirements regarding Administration of the Issuer in Section 2.4.

Waivers may only be relevant at the time of admission to trading. Consequently, an Issuer that has been approved for admittance to trading does not need to seek a waiver if the situation changes so that one or more of the requirements for admittance to trading are no longer fulfilled. In such circumstances, the Exchange normally initiates a discussion with the Issuer in order to find a solution, if needed. In situations whereby there are substantial deviations from the Requirements for Admittance to Trading, the issue of removal from trading may be brought up as one ultimate alternative.

2.7 Observation Segment

The Exchange may decide to place the Issuer's shares or other financial instruments in the observation segment if

- (i) **the Issuer fails to satisfy the Requirements for admittance to trading and the failure is deemed to be significant,**
- (ii) **a serious breach of other exchange rules pertaining to companies admitted to trading is at hand,**
- (iii) **the Issuer has applied for removal from admittance to trading,**
- (iv) **the Issuer is subject to a public offer or a bidder has disclosed its intention to raise such a bid in respect of the Issuer,**
- (v) **the Issuer has been subject to a reverse take-over or otherwise plans to make or has been subject to an extensive change in its business or organization so that the Issuer upon an overall assessment appears to be an entirely new company,**
- (vi) **there is a material adverse uncertainty in respect of the Issuer's financial position, or**
- (vii) **any other circumstance exists that results in substantial uncertainty regarding the Issuer or the pricing of the financial instruments admitted to trading.**

As a signal to the market, an Issuer's shares or other financial instruments may temporarily be placed in the observation segment. The objective behind the observation segment is to give a signal to the market that there are special circumstances connected to the Issuer or its financial instruments to which the investors should pay attention. Reasons for placing the security in the observation segment may vary significantly in various situations, as can be seen from the various different reasons for observation. An observation listing should take place during a limited period of time, normally not more than six months.

2.8 Substantial changes to the operations of the Issuer

If an Issuer undergoes substantial changes and, following those changes, may be regarded to be an entirely new company, the Exchange may initiate an examination comparable to the examination conducted for an entirely new company applying to be admitted to trading on the Exchange.

Evaluation of the change in identity is made on an overall basis. Criteria for evaluating whether there has been a change in identity typically include, but are not limited to, the following.

- Changes in ownership structure, management or assets;
- The existing business of a Issuer is sold and, in connection therewith, a new business is acquired;
- The acquired turnover or assets significantly exceed the turnover or assets of the Issuer;
- The market value of the acquired assets significantly exceeds the market value of the Issuer,
- The control of the Issuer is transferred from the old management and the majority of the board of directors changes as a result of a transaction

Upon an overall evaluation, the occurrence of most or all of the abovementioned factors means that a change of identity is deemed to have taken place. On the other hand, the occurrence of

only one or two of these factors might not be sufficient to treat the Issuer as a completely new company.

In conjunction with a planned change in identity, the Exchange should be contacted in advance so that issues' regarding the Issuer's continued trading may be administered as smoothly as possible. The disclosure requirements related to substantial changes to the operations of the Issuer is described in chapter 3 (Disclosure Rules).

2.9 Removal from trading

2.9.1. The Exchange may remove Shares from trading if the Issuer submits a request for removal from trading. The Exchange will accommodate such request if the following conditions are met:

- a) The resolution to remove Shares from trading must follow a valid resolution adopted by the general meeting of shareholders, passed by at least 90% of the votes cast as well as at least 90% of the Share Capital represented at the general meeting.**
- b) Notice of the general meeting must be disclosed with an agenda setting out the proposed resolution to remove the Shares from trading. The main content of the proposed resolution must be stated in the notice and contain a description of the consequences that the removal of Shares from trading may have for the shareholders.**
- c) The Issuer must ensure that the shareholders are offered the ability to dispose of their Shares in the Issuer for a period of at least four weeks after the Exchange has approved the Issuer's request for removal from trading. The shareholders must be offered a reasonable level of compensation in return for the disposal of Shares. The terms for the disposal must be the same for all shareholders and stated in the notice of the general meeting, cf. rule 2.9.1.b.**

The majority-voting requirement mentioned in rule 2.9.1.a applies to all voting rights, regardless of whether the Issuer may have different share classes, of which only one share class is listed on the Exchange. However, the terms for the disposal of the Shares, as mentioned in rule 2.9.1.b – 2.9.1.c, apply only to the listed share class.

The Exchange does generally not decide on what constitutes a reasonable level of compensation. However, if the quotation is obviously unreasonable, the Exchange may reject the Issuer's request for removal from trading and request the Issuer to revise the terms for the disposal of the Shares. If the Issuer has obtained a declaration from a valuation expert or the like (for example a "fairness opinion") in connection with the quotation, such declaration may be included in the Exchange's assessment of whether the quotation is considered obviously unreasonable.

If the Exchange accommodates the Issuer's request for removal from trading, the Exchange removes the Shares from trading after the end of the disposal period. If a shareholder disputes the quotation, the dispute will not delay the removal of the Shares from trading.

2.9.2. The Exchange has, in exceptional circumstances where the requesting Issuer is in financial distress, the authority to waive one or more conditions in the rules 2.9.1.a -2.9.1.c.

2.9.3. Notwithstanding rule 2.9.1., the Issuer has the right to have the Shares removed from trading, upon request, if one of the following requirements is met:

- a) A shareholder has the option of securing full ownership of an Issuer by compulsory redemption in accordance with applicable company law.**

If a shareholder can compulsorily redeem all outstanding shares in accordance with applicable company law, the Exchange will accommodate the Issuer's request for removal from trading, regardless of whether compulsory redemption is sought. In case of removal from trading due to compulsory redemption, the Exchange removes the Shares from trading at one of the following points:

- Before the disposal period is initiated, so that the last day of trading is the business day before the disposal period is initiated; or
 - At the end of the disposal period, so that the last day of trading is the last business day within the disposal period.
- b) The Shares are being admitted to trading or are admitted to trading on another regulated market or equivalent market.**

The Exchange removes the Shares from trading no later than four weeks after the Exchange's approval of the Issuer's request for removal from trading.

2.9.4. Notwithstanding rule 2.9.1., the Exchange removes the Shares from trading if one of the following conditions is met:

- a) The Issuer ceases to exist as a result of a dissolution pursuant to chapter 14 of the Danish Companies Act on the dissolution of limited liability companies.**

The Exchange removes the Shares from trading when the Exchange has received the Issuer's final liquidation accounts. The final liquidation accounts must have been adopted at the general meeting where the shareholders pass a resolution on the Issuer's final liquidation.

- b) The Issuer ceases to exist as a result of a merger or demerger pursuant to chapters 15 and 16 of the Danish Companies Act on mergers and demergers or other relevant legislation on mergers and demergers.**

The Exchange removes the Shares from trading when the Danish Business Authority has made a final registration/publication of the notified merger/demerger.

- c) The Issuer ceases to exist as a result of a bankruptcy in accordance with the rules of the Danish Bankruptcy Act or other relevant legislation on bankruptcy.**

The Exchange removes the Shares from trading upon the passing of the bankruptcy notice.

2.10 Specific Listing Requirements for Acquisition Companies

2.10.1 An Acquisition Company is an Issuer whose business plan is to complete one or more acquisitions within a certain time period. The rules regarding Annual Financial Reports, Operating History and Profitability in rules 2.3.5 and 2.3.6 shall not be applicable to Acquisition Companies.

2.10.2 At least 90 per cent of the gross proceeds from the initial public offering and any other sale by the Issuer of equity securities must be deposited in a blocked bank account (a “deposit account”).

2.10.3 Within 36 months of the effectiveness of its prospectus, or such shorter period that the Issuer specifies in its prospectus, the Issuer must complete one or more business combinations having an aggregate fair market value of at least 80 per cent of the value of the deposit account (excluding any deferred underwriters fees and taxes payable on the income earned on the deposit account) at the time of the agreement to enter into the initial combination.

2.10.4 Until the Issuer has satisfied the condition in rule 2.10.3 above, each business combination must be approved by a majority of the directors who are independent of the Issuer and the management of the Issuer (cf. Recommendations for good corporate governance 5.4.1.).

2.10.5 Until the Issuer has satisfied the condition in rule 2.10.3 above, each business combination must be approved by a majority of the shares voting at the shareholders’ meeting at which the combination is being considered.

2.10.6 Until the Issuer completes a business combination where all conditions in rule 2.10.3 above are met, the Issuer must notify Nasdaq Copenhagen as soon as possible about each proposed business combination prior to disclosing it to the public.

2.10.7 Until the Issuer has satisfied the condition in paragraph 2.10.3 above, shareholders voting against a business combination at a shareholders meeting and making a claim for redemption at that meeting, must have the right, determined in the Issuer’s articles of association, to convert their financial instruments into a pro rata share of the aggregate amount then in the deposit account (net of taxes payable and amounts distributed to management for working capital purposes) provided that the business combination is approved and consummated and that it is in accordance with national law. An Issuer may establish a limit (set no lower than 10 % as to the maximum of the Issuer’s total share capital) with respect to which any shareholder, may exercise such conversion rights. This right of conversion excludes

- a) Members of the board of directors of the Issuer,**
- b) Officers of the Issuer,**
- c) Founding shareholders of the Issuer,**
- d) A spouse or co-habitee of any person referred to in subsections a-c,**

- e) A person who is under custody of any person referred to in subsections a-c, or
- f) A legal person over which any person referred to in subsections a-e, alone or together with any other person referred to therein, exercises a controlling influence.

The notice of the general meeting shall mention the shareholders' right to demand redemption.

2.10.8 When the Issuer has satisfied the condition in rule 2.10.3 and no longer is to be regarded as an Acquisition Company, the Issuer must provide documentation to the Exchange that it fulfils the general listing requirements for listed companies in all relevant parts. If the Issuer does not fulfil the listing requirements, the Exchange may decide that trading in the listed security in question will be terminated in accordance with rule 2.9.

3 Disclosure rules

3.1 Disclosure of inside information (General provision)

The Issuer shall disclose inside information in accordance with article 17 of the Market Abuse Regulation¹.

Guidance by the Exchange regarding the interpretation of MAR

Article 17 in MAR sets out the disclosure obligations in respect of inside information. The term inside information is defined in Article 7 in MAR. According to Article 17 the Issuer, may, on its own responsibility, delay disclosure to the public of inside information provided that all of the conditions set out in MAR are met².

Set out below in this Section 3.1 is guidance on certain circumstances and events that in the Exchange's view may involve inside information under MAR. The intention of the guidance is to facilitate the Issuer's compliance with MAR and to provide guidance on the Exchange's view on the Issuer's disclosure requirements under MAR. The Issuer's obligations to publicly disclose inside information is regulated by MAR, including its implementing measures and relevant European Securities and Markets Authority ("ESMA") guidelines and it is not the intention that the guidance provided in this Section 3.1 should impose additional obligations on the Issuer than those imposed by MAR.

Disclosure of inside information

An Issuer shall ensure that all market participants have simultaneous access to any inside information about the Issuer. The Issuer should therefore ensure that inside information is treated confidentially and that no unauthorised party is given such information prior to disclosure. Unless the inside information is simultaneously made public to the market, it should not be disclosed to analysts, journalists, or any other parties (either individually or in groups).

In special cases, where the disclosure of insider information is made in the normal course of the exercise of employment, profession or duties and where the person receiving the information owes a duty of confidentiality it may, however, be possible for an Issuer to provide information before the public disclosure to persons who take an active part in the decision process or as a part of their professional role is involved in the information process. This could, for example, concern information to major shareholders or contemplated shareholders in conjunction with an analysis prior to a planned new share issue, to advisors retained by the Issuer for work on prospectuses prior to a planned share issue or other major transaction, to contemplated bidders or target companies in conjunction with negotiations regarding takeover bids or to rating institutions prior to credit ratings, to lenders prior to significant credit decisions, or to investors prior to a new issuance of financial instruments³.

¹ Regulation (EU) No 596/2014 on Market Abuse.

² Please refer to Article 17.4 in MAR and the Commission's Delegated Act on disclosure and for delaying disclosure of inside information.

³ Regarding market soundings please also refer to MAR.

The Issuer cannot evade its disclosure obligation by entering into an agreement with another party stating that specific information, or details in such information, should not be disclosed by the Issuer.

The determination of what constitutes inside information must be based on the facts and circumstances in each case and, where doubts persist, the Issuer may contact the Exchange for guidance. The Exchange's employees are subject to a duty of confidentiality. However, the Issuer is always ultimately responsible for fulfilling its duty of disclosure under MAR and these Rules.

In evaluating what may constitute inside information, the factors to be considered may include:

- the expected extent or importance of the decision, fact or circumstance compared to the Issuer's activities as whole;
- the relevance of the information as regards the main determinants of the price of the Issuer's financial instruments; and
- all other market variables that may affect the price of the financial instruments.

Please also be informed that according to MAR, where inside information concerns a process which occurs in stages, each stage of the process as well as the overall process could constitute inside information.

When the Issuer has received the information from an external party, also the reliability of the source can be taken into consideration.

An additional basis for evaluation is whether similar information in the past had an effect on the price of the financial instruments or if the Issuer itself has previously treated similar circumstances as inside information. Of course this does not prevent companies from making changes to their disclosure policies, but inconsistent treatment of similar information should be avoided.

As a general rule, the Issuer should disclose information which, if it were made public, would be likely to have a significant effect on the prices of the Issuer's financial instruments. It is not required that actual changes in the price of the financial instruments occur. The effect on the price of the financial instruments may vary and should be determined on an issuer company by an issuer basis, taking into account, among other things, the price trend of the financial instruments, the relevant industry in question, and the actual market circumstances. Accordingly, an obligation to provide information may, for example, exist in the following situations:

- orders or investment decisions;
- co-operation agreements or other agreements;
- business acquisitions and divestitures;
- price or exchange rate changes;
- credit or customer losses;
- new joint ventures;
- research results, development of a new product or important invention;
- commencement or settlement of, or decisions rendered in, legal disputes;
- financial difficulties;

- decisions taken by authorities;
- shareholder agreements known to the Issuer which may affect the use of voting rights or transferability of the financial instruments;
- market rumours and information leaks;
- market making agreements;
- information regarding subsidiaries and affiliated companies;
- auditor's reports
- deviation in financial result or financial position, and
- substantial changes to the operations or identity of the Issuer (see also section 3.3.10)

Set out below is a more detailed description of some of the examples and guidance on which type of information the Exchange would normally expect the disclosure to include as well as guidance on the timing and methodology of disclosures which the Exchange would normally expect the Issuer to follow.

Orders or investment decisions; co-operation agreements

If the Issuer discloses a major order, it could be essential to provide information about the value of the order, including the product or other content of the order and time period to which the order relates. Orders relating to new products, new areas of use, new customers or customer types, and new markets may constitute inside information under certain circumstances. In the context of co-operation agreements, it may be difficult to determine the financial effects and, therefore, it is very important to provide the securities market with a clear description of the reasons, purpose, and plans.

Business acquisitions and divestitures

If an Issuer discloses inside information about the acquisition or a sale of a company or business the disclosure should normally include:

- purchase price, unless special circumstances exist;
- method of payment;
- relevant information about the acquired or sold entity;
- the reasons for the transaction;
- estimated effects on the operation of the Issuer;
- the time schedule for the transaction; and
- any key terms or conditions that apply to the transaction.

The company or business acquired shall be described in a manner that addresses its key line(s) of business, historical financial performance and financial position.

In conjunction with corporate transactions considered inside information special attention should be given to the completeness of information. Based on the information disclosed about a transaction, the market participants should be able to assess the financial effects of the acquisition or sale as well as the effects on the operation of the Issuer and the effect on the price or value of the Issuer's financial instruments. Typically, such assessment requires knowledge of the financial effects of the acquisition or sale as well as the effects on the operation of the Issuer.

The Issuer should disclose the sale or purchase price of a company since it normally is a key element in assessing the effects of the transaction. In rare cases there may, however, be a possibility to withhold information regarding the price for an acquired or sold entity. This might be the case where the purchase price is not of importance for the valuation of the Issuer admitted to trading. Another example could be when a disclosure is made before the price negotiations have been finalized. It is then impossible to inform about the price, but once the price has been agreed upon, relevant information thereon should be disclosed. It is not unusual that the purchase price is related to the future outcome of the acquired business. In such a case the Issuer should disclose the estimated maximum purchase price at once, together with the parameters which may affect the amount of the additional purchase price, and disclose the final purchase price in future reporting.

Different kinds of transactions can be considered inside information and there can be different ways to evaluate the transactions depending on their strategic importance. Relevant information for the assessment could include the effects on the income statement or balance sheet resulting from the integration of operations or, alternatively, the effects of the sale.

In conjunction with the acquisition of business activities, where the acquired business unit is not an independent business unit, it may be particularly important to report information regarding the purchase price, the type of business that has been acquired, the assets and liabilities included in the acquisition, the number of employees transferred, etc.

Financial difficulties

In a situation where the Issuer encounters financial difficulties, such as a liquidity crisis or suspension of payments, there may be difficult questions regarding the obligation to disclose inside information. For example, the Issuer may find itself in a situation where significant decisions are taken by other parties, e.g. lenders or major shareholders.

It is, however, the Issuer that are responsible for disclosing inside information. This is achieved by the company staying continuously informed of developments through contacts with representatives from lenders, major shareholders, etc. On the basis of information then received, appropriate disclosure measures may be taken.

Not infrequently, loan agreements contain different types of limits in relation to equity ratio, turnover, credit ratings or suchlike (so called “covenants”) and if these limits are exceeded, the lender may demand repayment or renegotiation of the loan. Exceeding such limits may constitute inside information.

Decisions taken by authorities

Even though it may be difficult for the Issuer to control processes where decisions concerning the Issuer are made by authorities or courts of law, it is still the Issuer’s responsibility to provide information regarding such decision(s) to the securities market as soon as possible if the consequences of a decision constitute inside information. The information should be sufficiently comprehensive and relevant from the market’s viewpoint to enable an assessment of the effect on the Issuer and its operations, result or financial position and thus the extent of the information needed may vary.

If it is impossible for the Issuer to provide an opinion on the consequences of the decisions made by authorities or courts of law, the Issuer may initially make a disclosure regarding the decision. As soon as the Issuer has made an assessment of the consequence of the decision, if any, the Issuer should make a new disclosure regarding these consequences.

Information regarding subsidiaries and affiliated companies

Decisions, facts and circumstances pertaining to the group or to individual subsidiaries, and in some cases affiliated companies as well, may be inside information. Evaluation is naturally affected by the legal and operational structure of the group and by other circumstances.

A situation may occur in which an affiliated company discloses information independently of the Issuer with regard to its own operations regardless of whether the affiliated company itself has a similar duty of disclosure. In such cases, the Issuer is required to evaluate whether that constitutes inside information with regard to the Issuers listed financial instruments.

When the subsidiary is a listed company, circumstances in the subsidiary may be inside information in respect of the issuer's financial instruments.

Auditor's reports

If the auditor's report contains remarks related to the Issuer's going concern, internal irregularities within the Issuer, or any other remarks from the auditors, the information may constitute inside information.

Deviation in financial result or financial position

In the event that the financial result or position of the Issuer deviates way from what could reasonably be expected based on financial information previously disclosed by the Issuer, information on such deviation may constitute inside information.

When deciding whether a change in financial results or the financial position of the Issuer is significant enough to constitute inside information, the Issuer should evaluate the deviation based on the last known actual financial performance, forecasts or forward-looking statements. In deciding whether to make a disclosure, the Issuer should consider performance prospects and publicly known changes in financial conditions during the remainder of the review period. Matters affecting such prospects may include changes in the Issuer's operating environment and seasonal patterns in the Issuer's line(s) of business. Attention may also be given to any information the Issuer has disclosed about the effect of external factors on the Issuer, e.g. sensitivity analysis regarding commodity prices or in relation to specific market developments. Market expectations, such as analyst estimates, are not decisive for such evaluation; instead, the information disclosed by the Issuer itself and what can justifiably be concluded from such information is decisive.

Substantial changes to the operations or identity of the Issuer

If substantial changes are made to the Issuer during a short period of time, or in its business activities in other respects, to such a degree that the Issuer changes its operations substantially or that the Issuer may be regarded as a new undertaking, information on such changes may constitute inside information. Where the Issuer discloses such changes, the disclosure should include the consequences of the changes, cf. item 3.3.10.

Timing and methodology for disclosure

An issuer should inform the public as soon as possible of inside information which directly concerns that issuer. The issuer should ensure that the inside information is made public in a manner which enables fast access and complete, correct and timely assessment of the information by the public. The Issuer should not combine the disclosure of inside information to the public with the marketing of its activities.

The information the Issuer discloses must reflect the Issuer's actual situation and may not be misleading or inaccurate in any manner. The information should contain facts which provide sufficient guidance to enable evaluation of such information and its effect on the price of the Issuer's financial instruments. Also information omitted from an announcement may cause the announcement to be inaccurate or misleading.

The most important information in an announcement should be clearly presented at the beginning of the announcement. Each announcement by the Issuer should have a heading indicating the substance of the announcement.

It is not possible to provide inside information e.g. at general meetings or analyst presentations without disclosure of the information. If the Issuer intends to provide such information during such a meeting or presentation, the Issuer must simultaneously – at the latest – also disclose the inside information.

Changes and corrections to previously disclosed information

Whenever the Issuer discloses significant changes to previously disclosed information, the changes should also be disclosed using the same distribution channels as previously. Corrections to errors in information disclosed by the Issuer itself need to be disclosed as soon as possible after the error has been noticed, unless the error is insignificant. When there are changes to information in a financial report, it is not usually necessary to repeat the complete financial report, but the changes can be disclosed in an announcement with a similar distribution as for the report.

3.2 Website

The Issuer shall have its own website on which information disclosed by the Issuer on the basis of the disclosure requirements imposed on listed companies shall be available for at least five years.

However, financial reports shall be available for a minimum of ten years from the date of disclosure.

The information shall be made available on the website as soon as possible after the information has been disclosed.

An Issuer domiciled outside EEA shall on its website publish a general description of the main differences in minority shareholders' rights between the Issuer's place of domicile and Denmark. Such description shall be updated when necessary.

The Issuer is required to have its own website in order to ensure the availability of corporate information to the market. The requirement applies as of the date of admission to trading. The requirement also pertains to annual reports and prospectuses, when possible.

In order to improve transparency about minority shareholder's rights in relation to listed companies, companies domiciled outside the EEA shall publish a general description of the main differences in minority shareholder's rights between the Issuer's place of domicile and Denmark. Such description can, for example, describe the rights and duties of minority shareholders in relation to (i) the general meeting of shareholders; (ii) the appointment and removal of directors to the board; (iii) pre-emption rights in relation to share issuers; (iv) mandatory redemption of shares; (v) requirements for a special audit; (vi) public takeovers; and (vii) mergers and other similar transactions.

3.3 Other disclosure requirements

3.3.1 Introduction

This section 3.3 contains certain disclosure requirements set out by the Exchange. Information to be disclosed in accordance with this Section shall be disclosed, regardless if considered inside information, in the same manner as set out in Section 3.1 regarding timing and methodology for disclosure, unless otherwise stated.

3.3.2 Financial reports

The Issuer shall prepare and disclose all financial reporting pursuant to accounting legislation and regulations applicable to the Issuer.

Where a financial statement release is not required, the Issuer may instead disclose the annual financial report as soon as possible following the completion of the report.

Since the annual financial report must be prepared according to IFRS adopted by EU for groups of undertakings, the financial statement release must also be prepared on the basis of the accounting principles for the annual financial report. Normally the financial statement release should be so comprehensive that the annual report does not provide the market with any new significant information that may be price sensitive.

3.3.3 Timing of financial statement release and interim reports

If the financial statement release is not based on an audited report, it shall be disclosed not later than two months from the expiry of the reporting period. Alternatively, if the financial statement release is based on an audited report, it shall be disclosed not later than three months from the expiry of the reporting period.

Interim reports shall be disclosed within two months from the expiry of the reporting period and shall state whether they have been audited or reviewed, or if they are unaudited.

Depending on the Issuer's reporting systems and procedures in connection with the audit of the annual financial report, the deadline for disclosing a financial statement release may be either two or three months. Where national legislation requires disclosure of an unaudited financial statement release, the disclosure requirements thus impose a two-month deadline.

A full report may be disclosed prior to the pre-announced day where, for example, it appears that the preparation of the financial statement release or interim report is proceeding faster than estimated. Where the Issuer becomes aware that the report will not be disclosed by the pre-announced time, the Issuer should announce a new day for disclosure. See also rule 3.3.11 regarding Issuer calendar. The annual report shall be disclosed no later than three months after the expiration of the financial year, if the Issuer does not disclose a financial statement release.

The two-month limit is mandatory for all interim reports, including interim reports for the first and third quarter, if the Issuer discloses such reports.

3.3.4 Content of financial reports

The financial statement release shall include the proposed dividend per share, if available, and information regarding the planned date of the annual general meeting. It shall also state where and which week the annual financial report will be made available to the public.

An announcement containing a financial statement release or an interim report shall commence with a summary stating the Issuer's key figures, including, but not limited to, net turnover and earnings per share as well as information regarding forecasts, if a forecast is provided in the report.

The requirement to include information about the proposed per share dividend naturally only applies provided that such a proposal exists at the time of the disclosure. Where no dividend is proposed to be paid out, this must be clearly stated in the report. Where the proposed dividend is not determined by the time of the disclosure of the financial statement release, it should be disclosed when the decision is taken. With regard to "information regarding forecasts, if a forecast is provided in the report" in the summary, the Issuer may either include the full forecast, an abbreviated forecast, or only state that a forecast is included in the report.

3.3.5 Forecasts and forward-looking statements

When the Issuer discloses a forecast, it shall provide information regarding the assumptions or conditions underlying the forecast provided. To the extent possible, forecasts shall be presented in an unambiguous and consistent manner. If the Issuer issues other forward-looking statements, they shall also be provided in an unambiguous and consistent manner.

The rule itself does not require the presentation of a forecast. Within the framework of the legislation, it is up to the Issuer to decide the extent to which it will make a forecast or other forward-looking statements.

“Forecast” is interpreted as an explicit figure for the current financial period and/or following financial periods. It could also for instance include a comparison to previous period (for instance “slightly better than last year”) or indicate a figure or a minimum or maximum figure for the likely level of profits or losses for the current financial period and/or following financial periods. A “forward-looking statement” is a more general description of the Issuer’s expected future developments.

Forecasts and other forward-looking statements shall to the extent possible be presented in an unambiguous and consistent manner. Information regarding, for example, underlying conditions should be described clearly so that investors can evaluate such information properly. For example, the information should be unambiguous about the income measure to which reference is made, e.g. whether the financial results are expressed before or after tax, whether capital gains/losses are included, whether the effects of planned corporate acquisitions are included, etc. The timeframe for the forecast should also be provided. Forecasts and other information relating to the future in interim reports and annual financial statement releases should be provided under a separate heading and in a prominent position. In conjunction with forecast adjustments, the information in the announcement shall reiterate the preceding forecast in order to evaluate the significance of the change.

3.3.6 General meetings of shareholders

Notices to attend general meetings of shareholders shall be disclosed.

An Issuer shall disclose information about resolutions adopted by the general meeting of shareholders unless a resolution is insignificant. This requirement applies notwithstanding that such resolutions are in accordance with previously disclosed proposals. Where the general meeting has authorised the board of directors to decide later on a specific issue, such resolution by the board of directors shall be disclosed, unless such resolution is insignificant.

Notices to attend general meetings of shareholders shall always be disclosed. This applies irrespective of if a notice contains inside information or not, if a notice will be sent to the shareholders by post or in any other way will be made public (e.g. in a newspaper) and notwithstanding of if certain information included in the notice previously has been disclosed according to these rules.

A proposal from the board of directors to a general meeting of shareholders which is inside information should according to MAR be disclosed as soon as possible. This means that a proposal which contains inside information must be disclosed as soon as possible even though the content of the proposal will later be part of a notice. A notice must not be disclosed later than when the notice is sent to e.g. a newspaper for publication.

Even though a notice does not contain any inside information the notice must in general be disclosed at the same time as the advertisement is sent to a newspaper. There may, however, be situations where certain information is still outstanding when a draft notice is sent to a newspaper for publication. This could be one reason to await the disclosure until the notice is finalized. The notice must, however, always at the latest be disclosed the evening before the notice is expected to be published in a newspaper and before it is made available on the Issuer's web site. It is thus not sufficient to disclose the information the same morning as the notice will be published in a newspaper.

With insignificant resolutions, the rule refers for example to matters which are of technical nature.

If an Issuer plans to disclose inside information at a general meeting, the Issuer shall disclose the information in an announcement available to all investors, at the latest at the same time it is presented to the general meeting.

After close of the general meeting the Issuer shall as soon as possible disclose information about resolutions adopted by the general meeting of shareholders unless a resolution is insignificant. This requirement applies notwithstanding that such resolutions are in accordance with previously disclosed proposals.

Resolutions whereby the general meeting authorises the board of directors to decide on a matter, such as issue of financial instruments or buy-back of own shares, must also be disclosed. In such cases, the Issuer must also disclose the board of directors' resolution to exercise the authority.

3.3.7 Issues of financial instruments

The Issuer shall disclose all proposals and decisions to make changes in the share capital or the number of shares or other financial instruments related to the shares of the Issuer, unless the issue is insignificant.

Information shall be disclosed regarding terms and conditions for an issue of financial instruments.

The Issuer shall also disclose the outcome of the issue.

The announcement regarding an issue of financial instruments shall include all significant information concerning the issue of new financial instruments. Information in the announcement should, at a minimum, include the reasons for the issue, expected total amount to be raised, subscription price and, where relevant, to whom the issue is directed. If allowed by local company law, an issue of shares (or other financial instruments) to the Issuer itself, as well as a decision to transfer treasury shares of the Issuer to a third party, shall also be disclosed in accordance with this provision.

Disclosure concerning issues of financial instruments shall include terms and conditions of the issue, any agreements or commitments to subscribe for financial instruments, and time schedule information. When the Issuer discloses the outcome of the issue, the announcement should

include information such as whether or not the issue has been fully subscribed or if, for example, secondary subscription rights have been exercised. Normally, it is also relevant to repeat the subscription price, especially in cases where a fixed price has not been used (e.g. book-building process).

In accordance with national requirements, the companies may be required to publish the total number of shares and voting rights at the end of each such calendar month during which the said number has changed, unless the number has already been published during the calendar month.

3.3.8 Changes in board of directors, other management and auditors

Proposals and actual changes with respect to the board of directors and other management of the Issuer shall be disclosed.

The disclosure regarding a new board member or other member of the management of the Issuer shall include relevant information about experience and former positions.

A change of the auditor shall also be disclosed.

Any announcement regarding a new board member or other member of management shall include relevant information about the experience and former positions held by that person. Such relevant information comprises, for example, information about former and present board positions as well as relevant education.

Depending on the organisation of the Issuer, different people and positions may be considered important. All changes pertaining to the members of the board of directors and other management (the other management includes, but are not limited to, the executive management and the chief financial officer) are important. Other changes in the management of the Issuer can also be important and must as a consequence hereof be disclosed. This may, for example, include changes in management of significant subsidiaries of the Issuer or persons in executive positions, or deputies of the aforementioned persons. From the securities market's perspective, the management's importance depends as a general rule on the nature of the business and organisation of the Issuer.

3.3.9 Share-based incentive programmes

The Issuer shall disclose any decision to introduce a share-based incentive programme. The disclosure shall contain information about the most important terms and conditions of the programme.

The information is required to provide investors with information about the factors motivating management and other employees and also the dilution effects of the incentive programmes, in order to help investors understand the potential total liabilities under such programmes.

An announcement concerning share-based incentive programmes shall normally contain:

- the types of share-based incentive covered by the programmes;

- the group of persons covered by the programmes;
- timetable for the incentive programme;
- the total number of financial instruments involved in the programmes;
- the objectives of the share-based incentive and the principles for granting;
- the exercise period;
- the exercise price;
- the main terms and conditions that must be met; and
- the theoretical market value of the share-based incentive programmes, including a description of how the market value has been calculated and the most important assumptions for the calculation.

The rule is only related to share-based incentive programmes. ‘Share-based incentives’ here means any incentive programme where the participants receive shares, financial instruments carrying an entitlement to shares, other financial instruments where the value is based on the share price, synthetic programmes where a cash settlement is based on the share price, or other programmes with similar features.

Information about “Group of persons covered by the programmes” may consist of a general reference to groups such as board of directors, management, general staff, etc.

3.3.10 Substantial changes to the operations of the Issuer

When an Issuer undergoes significant changes and, following those changes, may be regarded as an entirely new company, additional information regarding the Issuer shall be provided. The information must be equivalent to what is required pursuant to the rules applicable to prospectuses. This rule applies notwithstanding whether or not the Issuer is obligated to prepare such a prospectus pursuant to legislation or any other regulation. Information must be provided within a reasonable time, which means as soon as it has been compiled

When a change in identity occurs, it is of the utmost importance that the market receives enhanced information.

A change in identity of the Issuer may need to be evaluated where, for example, an acquired operation is extremely large and, in particular, where the character of the business is different from the Issuer’s business to date.

If, in the Exchange’s opinion, the information presented by the Issuer in conjunction with the disclosure of a change in identity is insufficient, the Issuer’s financial instruments may be placed on the observation segment pending additional information.

In conjunction with a planned change in identity, the Exchange should be contacted in advance so that issues regarding the Issuer’s continued listing may be administered as smoothly as possible. The process for a new listing is described in chapter 2.2 (the Process for Admittance to Trading).

3.3.11 Decisions regarding listing

The Issuer shall disclose information when it applies to have its financial instruments admitted to trading at the Exchange for the first time, as well as upon a secondary admittance to trading at another trading venue. The Issuer shall also disclose any decision to apply to remove its financial instruments from trading at the Exchange or another trading venue. The Issuer shall also disclose the outcome of any such application.

The duty to comply with the disclosure rules enters into force when an Issuer applies to have its financial instruments admitted to trading on an exchange. The Issuer has no obligation to disclose unsolicited listings because such listings do not entail any disclosure or other obligations on the Issuer.

3.3.12 Information required by another trading venue

When the Issuer discloses any significant information due to rules or other disclosure requirements of another regulated market or trading venue, such information shall be simultaneously disclosed.

The purpose of the rule is to ensure that all market participants have the same information on which to base their investment decisions. The simultaneous disclosure obligation exists even if the information to be disclosed is not subject to disclosure under these rules.

3.3.13 Disclosure considered necessary to provide fair and orderly trading

If the Exchange considers that special circumstances exists that results in substantial uncertainty regarding the Issuer or the pricing of the listed financial instruments and that additional information is required in order for the Exchange to be able to provide fair and orderly trading in the Issuer's financial instruments the Exchange can require the Issuer to disclose relevant information.

This requirement applies whether or not certain information is considered inside information. By requiring an Issuer to disclose additional information the Exchange may be able to avoid giving the Issuer's financial instruments observation status or halt the trade in the financial instruments when special circumstances exists that results in substantial uncertainty regarding the Issuer or the pricing of the listed financial instruments.

3.3.14 Company calendar

The Issuer shall publish a company calendar listing the dates on which the Issuer expects to disclose financial statement releases, interim reports, interim management statements and the date of the annual general meeting. In respect of the annual financial report, the Issuer shall publish the week of disclosure.

The Issuer calendar shall be published prior to the start of each financial year.

If a disclosure cannot be made on a pre-announced date, the Issuer must publish a new date on which disclosure will be made; If possible, the new date should be published at least one week prior to the original date.

If applicable, the date for payment of dividends should also be included in the publication.

The Issuer should also try, if possible, to specify the time of the day at which disclosure will be made.

If the annual report replaces the financial statement, the date for the publication of the annual report should be stated in the company calendar.

3.4 Information to the Exchange

3.4.1 Public tender offers

Where the Issuer has made internal preparations to make a public tender offer for financial instruments in another listed company, the Issuer shall notify the Exchange when there are reasonable grounds to assume that the preparations will result in a public tender offer.

If the Issuer has been informed that a third party intends to make a public tender offer to the shareholders of the Issuer, and such public tender offer has not been disclosed, the Issuer shall notify the Exchange when there are reasonable grounds to assume that the intention to make a public tender offer will be realised.

When discussions have proceeded to an advanced stage in respect of the acquisition of another listed company at the Nasdaq, the local Exchange must be informed well in advance. However, there must be reasonable grounds to assume that the measure will lead to an offer. The information will be used by the Exchange to monitor trading in order to detect unusual price movements and to prevent insider trading.

The Exchange must also be notified when the Issuer has been contacted by a third party which intends to make a public offer to the shareholders in the Issuer, where there are reasonable grounds to assume that the contact will lead to a formal public offer.

There is no formal requirement regarding how to notify the Exchange and notice is normally made by telephoning the surveillance department.

3.4.2 Information for surveillance purposes

Information to be disclosed shall also be submitted to the Exchange for surveillance purposes not later than simultaneously with the disclosure of information, in the manner prescribed by the Exchange.

Information for surveillance purposes must be sent electronically in the manner prescribed by the Exchange. For practical assistance regarding the prevailing practice, the Issuer can contact the Exchange.

3.4.3 Advance information

If the Issuer intends to disclose information that is assumed to be of extraordinary importance for the Issuer and its financial instruments, the Issuer shall notify the Exchange prior to disclosure.

If the Issuer intends to disclose information that is assumed to be of extraordinary importance for the Issuer and its financial instruments, it is important that the Exchange receive the information in advance in order to consider if any measures need be taken by the Exchange, in particular when the disclosure is planned to take place during the Exchange's trading hours. The Exchange uses the information for the surveillance of trading in the relevant financial instruments in order to detect unusual changes in the price of instruments and prevent insider trading. One result might be that the Exchange briefly suspends trading and cancels pending orders in order to provide the market with the possibility to evaluate the new information.

There are no formal requirements for the manner of giving the information. Usually, it is done by calling the surveillance department of the Exchange.

Information in advance is not required where the information is included in a scheduled report, since the market already knows that the Issuer will disclose significant information on such occasion.

4 Special rules

4.1 Recommendations for Corporate Governance

Danish companies shall give a statement on how they address the Recommendations on Corporate Governance issued by the Committee on Corporate Governance November 23, 2017. The companies shall adopt the “comply-or-explain” principle when preparing this statement.

The rule implies that companies must apply the recommendations issued by the Committee. According to the regulation on annual accounts companies must subsequently – either in their annual report or on their homepage – publish a Corporate Governance statement with basis in the recommendations issued by the Committee and with respect of the “comply-or-explain” principle. Additional rules on the publication of the statement is included in the Financial Statement Act and in an executive order issued by the Danish Business Authority and in the regulation on financial reports for credit institutions and investment companies etc.

The “comply-or-explain” principle implies that the companies are required either to comply with the Recommendations for corporate governance or explain why they do not comply with the Recommendations. The implementation of the Recommendations into these rules is not based on the premise that compliance with the Recommendations should be the first choice for the individual company. Transparency in the companies’ governance structure is the key element. The “comply-or-explain” principle encourages the individual company to assess, given its own circumstances, to what extent it complies with the Recommendations or whether compliance is not appropriate or desirable.

The companies must address each of the recommendations concretely. This means that the companies must specify which of the recommendations is not followed, that they must inform about the reason for this and – where relevant - on how the company has adapted instead.

The rule is targeted at companies with domicile in Denmark only. Foreign companies admitted for trading on the Exchange may be subject to a different set of recommendations. Foreign companies that are not subject to other rules are recommended to include a Corporate Governance statement applying the Danish Corporate Code, if necessary in an adjusted form, or in compliance with internationally accepted standards.

The aspects covered by the Recommendations are to a certain extent governed by the disclosure requirements that apply to companies admitted for trading. The Recommendations shall generally be considered as supplementary. The Recommendations shall also be considered parallel with the provisions of the Danish Companies Act and the Danish Accounting Legislation.

5 Violation

In the event that an issuer fails to meet requirements, according to this set of rules, the Exchange may give the issuer a reprimand. Moreover, the Exchange may give an issuer a fine of up to three times the annual trading fee, however, not less than DKK 25,000 and not more than DKK 1 million. Where special cause exists the Exchange may decide to remove the Issuer's financial instruments from admittance to trading. Decisions made by the Exchange concerning a reprimand or a fine are published with the identity of the issuer. In cases with less serious reprimands or where special circumstances apply, the Exchange can choose not to publish the identity of the issuer.

If an issuer fails to meet requirements, according to this set of rules, the Exchange will generally give the Issuer a direct reprimand, and this reprimand will be published with the identity of the issuer.

The identity of the Issuer will in principle only be published if the issuer has received a reprimand. Thereby the Exchange can provide an opinion and find a situation regrettable without this leading to a publication of the issuer's identity, but where the case will be described in anonymous form.

Elements such as no continuity between announcements published or misleading of the market might be included in the choice of sanctions. If it can be established that the issuer has intended to conceal essential information from the market or place facts in a more favourable light, etc., this may be an aggravating factor, not only when the form of sanction is to be chosen, but also when the amount of a fine is to be fixed. Where special cause exists, the Exchange may decide to remove the issuers' securities from admittance to trading, also see rule 2.9. Persistent violations may result in publication of a reprimand or imposition of a fine, even though the gravity of the individual violation, in isolated terms, is of no such nature that publication of a reprimand or imposition of a fine would be required.