

Guidance Note: Listing Procedures

References Chapters 1 & 2, SVGEX Listing Rules
Guide to Listing on SVGEX

Introduction

This guidance note has been issued to assist entities prepare for a listing on the Exchange.

For more detailed information refer to our Guide to Listing on SVGEX, contact an Exchange Broker or contact your financial advisor.

Regulatory Objectives

The Exchange sees the listing process as an important way of satisfying some of the key principles upon which the SVGEX Listing Rules are based.

First, it ensures that an entity meets minimum standards in relation to size, quality and operations before listing on the Exchange. Secondly, it provides a range of information about the entity to the market so initial trading in the entity's securities can take place on an informed basis.

Key Steps

A listing on the Exchange involves the following key steps:

- gaining an understanding of the listing process;
- carrying out the work required to list on the Exchange;
- providing completed application forms to the Exchange for admission to the SVGEX official list and initial quotation of securities together with any other documents required by the Exchange;
- providing properly executed listing and quotation contracts to the Exchange;
- providing listing and quotation fees to the Exchange.

Understanding the Listing Process

There are a range of requirements that need to be satisfied in order to list on the Exchange. These are set out in the SVGEX Listing Rules and in the Guidance Notes and Annexures to the SVGEX Listing Rules.

Listings proceed far more smoothly when entities are well aware of these requirements at the outset. We therefore encourage you to have discussions with the Exchange at this stage as well as with your Exchange financial advisors. We also refer entities to our Guide to Listing on SVGEX which is available on the SVGEX web site, www.svgex.com, or from the SVGEX Listings Office at Hinds Building, Kingstown, St. Vincent and the Grenadines.

If you are raising capital as part of the listing process, which will often be the case, you will also need to satisfy Capital Market Association of Eastern Caribbean (CMAEC) requirements. We encourage you to consult your Exchange financial advisor on these requirements.

Work Required to List on SVGEX

Most entities will need to carry out a range of work to satisfy the SVGEX Listing Rules. In particular, an entity will usually need to make a number of changes to its constitution.

If an entity is also raising capital it will be necessary to prepare a disclosure document that satisfies the CMAEC requirements.

Your Exchange financial adviser can assist you in these areas.

Application for Admission to the SVGEX Official List

An entity applying for admission to the SVGEX official list must provide a completed application to the Exchange in the form of Annexure 1A. The application must be properly executed by the entity in accordance with its constitution.

Annexure 1A requires certain additional information to be provided to the Exchange. This should be provided to the Exchange with the completed application. The Exchange will also sometimes require additional information to be provided. Once again, this should be provided with the completed application.

In some cases, it may not be possible to provide a fully completed application to the Exchange until a capital raising has been completed. In this case, the application should be completed as far as possible and the remaining details provided to the Exchange as soon as they are available. The Exchange will not approve the application until all relevant information is provided.

Quotation of Securities

An entity that applies for admission to the SVGEX official list must also apply for quotation of its main class of securities. This application can be made as part of the listing application, Annexure 1A.

If any entity wishes to list additional securities, either upon listing or subsequently, it needs to complete a separate application in the form of Annexure 2A. The application must be properly executed by the entity in accordance with its constitution.

Listing and Quotation Contracts

An entity applying for listing needs to provide a properly executed listing contract to the Exchange in the form of Annexure 1B. This contract covers an entity's main class of securities that are quoted on listing.

If additional securities are quoted, either on listing or subsequently, a properly executed listing contract in the form of Annexure 2B also needs to be provided to the Exchange.

Listing and Quotation Fees

An entity applying for listing needs to provide initial listing and quotation fees to the Exchange. These are set out in SVGEX's Guide to Fees Guidance Note. The fees should be paid at the same time the completed listing application is provided to the Exchange.

Assessment of Application

Completed listing applications are reviewed by staff of the SVGEX Listings Manager. They are then submitted to the SVGEX Listing Committee with a recommendation from the SVGEX Listings Manager.

The Exchange is committed to providing excellent service and makes every effort to process applications in a timely way. However, our ability to do so depends significantly on how well and efficiently applicants prepare their applications. In

particular, it depends upon how efficiently applicants deal with requests and queries from the SVGEX Listing Manager in relation to their applications.

Waivers

In some circumstances, an applicant may wish to seek a waiver from complying with a particular SVGEX Listing Rule. The circumstances in which the Exchange will consider a request for a waiver and the manner in which requests are dealt with can be discussed with the Exchange.

Release of Applications to the Market

The Exchange may release listing applications and accompanying documents to the market after receipt. This is to inform the market in a timely way about prospective floats and is provided subject to applications being approved by the Exchange.

Scope of Guidance Note

This guidance note is intended to assist listed entities to comply with their obligations under the SVGEX Listing Rules. It is not exhaustive, does not in any way act as a substitute for any SVGEX Listing Rules and is not binding on the Exchange in its application of the Rules in any particular case.

This guidance note does not constitute legal advice by the Exchange. Where appropriate, listed entities should obtain their own professional advice about compliance with their obligations under the SVGEX Listing Rules.

Queries

If you have queries about this guidance note please contact the SVGEX Admissions Office on:

E admissions@svgex.com