

Additional Rules for the Admission of Equity Securities (ARE)

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1. Purpose, object and scope of application

- 1.1. In addition to the Admission Rules, the Additional Rules (**AR**) for the Admission of Equity Securities (**ARE**) govern the special requirements for the admission, maintenance and termination of the admission of equity securities on Seturion AG (SeturionX).
- 1.2. The ARE apply to all equity securities issued by domestic and foreign issuers in the form of DLT securities that can be admitted to trading on SeturionX in accordance with the following provisions.
- 1.3. The Admission Board may stipulate additional requirements for the admission of certain equity securities.

2. Admission

- 2.1. The prerequisite for the admission of equity securities is that the applicant fulfils the admission requirements prescribed in the AR and present ARE and provides evidence of this.
- 2.2. Details of the procedure are set out in the Directive on the Procedure (**DoP**).

3. Requirements for the issuer

- 3.1. The issuer must have existed as a company for at least one year. Possible exemptions are set out in the Directive Track Record.
- 3.2. The issuer must fulfil the requirements of Art. 7 and 8 of the Federal Act on the Licensing and Oversight of Auditors of 16 December 2005 (Auditor Oversight Act, **AOA**) when appointing the auditing body.
- 3.3. The issuer must have prepared its annual financial statements for the last two full financial years in accordance with the accounting standards applicable to the issuer. Companies whose economic substance has only been in existence for a shorter period of time must submit corresponding shortened financial statements.
- 3.4. The reported equity must correspond to the statutory fully paid-up minimum capital.

4. Requirements for the securities

- 4.1. Only equity securities that are DLT securities within the meaning of Article 2 para. b^{bis} of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (Financial Market Infrastructure Act, FinMIA) can be admitted to SeturionX.
- 4.2. Admission must include all DLT securities issued in one category.

- 4.3. Newly admitted equity securities must meet two of the following three criteria no later than by the commencement of trading:
- a) at least 15% publicly owned (free float);
 - b) at least CHF 2.5 million free float market capitalisation;
 - c) at least 50 free float shareholders.

The Admission Board may waive one or more of these requirements if the applicant can credibly demonstrate how the admission criteria pursuant to clause 4.3 ARE can be met within a reasonable period of time after admission.

5. Application

The procedure for submitting an application, the handling of the application and the supplements to be submitted are governed by the Directive on the procedure (DoP).

6. Investment companies

- 6.1. Investment companies within the meaning of the ARE are forms of collective investment scheme organised under corporate law whose sole purpose is to generate income or capital gains and which do not pursue any entrepreneurial activity in the proper sense.
- 6.2. Equity securities of investment companies that are not subject to the Federal Act on Collective Investment Schemes of 23 June 2006 (Investment Schemes Act, **CISA**) may be admitted to trading under the ARE.
- 6.3. The requirements regarding the minimum duration of the issuer's existence pursuant to clause 3.1 of the ARE do not apply to investment companies.
- 6.4. Issuers that have been in existence for less than one year must prepare an audited opening balance sheet or an audited balance sheet following any contribution in kind instead of audited annual financial statements in accordance with clause 3.2 ARE.
- 6.5. In the case of investment companies, the principles of the investment policy must be laid down in the articles of association and the details in rules which can be obtained from the issuer or from an office in Switzerland specified in the official notice.
- 6.6. In addition to the provisions of clause 13 AR, investment companies must include the following additional information in the notes to the annual financial statements in their annual reporting:
 - a) Inventory of the company's assets at net asset value (**NAV**), i.e. a list of the individual investment objects with details of the holdings (**quantity**) and the current value as at the closing date;
 - b) Disclosure of the opening and closing balances and changes in the type of investments during the reporting period on the basis of current values; additions and disposals as well as realised and unrealised gains and losses must be shown separately for each investment category;

- c) The information on the development of investments and off-balance sheet items must be described as follows:
 - 1. amount and explanation of value adjustments for valuation uncertainties and provisions for off-balance sheet items;
 - 2. realised gains and losses per asset category;
 - 3. the assumptions made and valuation principles applied in determining the current value as well as explanations and quantification of changes during the financial year (see also valuation of difficult-to-value assets).
 - d) Names of persons and companies to whom investment decisions have been delegated;
 - e) Information on matters of particular economic or legal significance that the Executive Board dealt with in the reporting year, in particular on important issues relating to the interpretation of the articles of association and rules;
 - f) The auditors must review compliance with the investment strategy.
- 6.7. If an investment company invests to a significant extent in investments that are only marketable to a limited extent (no secondary market with regular pricing) or whose valuation is difficult for other reasons, the following principles must be observed:
- a) The annual report must indicate whether a third-party valuation is carried out for investments that are difficult to value;
 - 1. if a third-party valuation is carried out, the name of the independent valuation expert and his relationship to the issuer and the other persons engaged must be disclosed;
 - 2. if no third-party valuation is performed, it must be clearly stated that the valuation of these investments is the sole responsibility of the Board of Directors. At the same time, the associated limited informative value of the intrinsic value must also be pointed out;
 - b) The audit report must also comment on the plausibility of the valuation methods applied;
 - c) Investments that are difficult to value must be subjected to an impairment test periodically, but at least at the time of the half-yearly interim financial statements and the annual financial statements. This assessment relates to both the balance sheet value of the investment and its intrinsic, published value. If this assessment identifies indicators that point to a sustained loss of value, a detailed revaluation must be carried out in accordance with the principles previously applied. If the realisable value determined in this process is not only below the current intrinsic value but also below the current carrying value, the difference between the carrying value and the realisable value must be written down and recognised in the income statement.

- 6.8. The investment regulations must be complied with by the issuer at all times from the time of admission to trading.
- 6.9. If the investment regulations can no longer be complied with due to market changes, the issuer shall inform the public and SeturionX, stating the measures taken and the deadline by which the orderly situation must be restored. The issuer shall inform the market of the success of these measures no later than the expiry of the deadline.
- 6.10. If the regulations concerning the investment policy are amended, the changes must be published at least one month before they enter into force, in particular to shareholders, and communicated to SeturionX. The new investment regulations must be complied with within one month of the amendments entering into force.

7. Real estate companies

- 7.1. Real estate companies within the meaning of the ARE are companies whose holdings consist mainly of directly owned or controlled real estate, whose income comes mainly from real estate activities, namely rental or lease income, and whose real estate portfolios are disclosed in detail at individual property level in the annual report.
- 7.2. In particular, companies that invest primarily in equity interests in real estate vehicles that are not consolidated in the balance sheet are not recognised as real estate companies, but as investment companies in accordance with clause 6.1 ARE.

8. Maintaining admission

- 8.1. Maintaining admission requires ongoing compliance with the applicable maintenance provisions pursuant to the AR with regard to periodic reporting, ad hoc publicity, management transactions and the announcement of changes to the rights associated with the DLT securities.
- 8.2. The issuer is obliged to ensure the submission of the required notifications to SeturionX in compliance with the Directive on Regular Reporting Obligations, as well as all other actions for the care of the instrument during the entire term.

9. Suspension of trading and termination of admission

- 9.1. The suspension of trading and the termination of admission are governed by clauses 21 and 22 AR, unless different or supplementary provisions are set out below.
- 9.2. The admission of equity securities may be terminated immediately or within a specified period in the following cases:

- a) upon the substantiated request of an issuer with a notice period of three months, provided that the interests of trading on the DLT trading facility, the investors and the issuer concerned do not require a longer or shorter notice period. In any case, a duly signed declaration by the issuer stating that its responsible bodies consent to the termination of admission must be provided;
 - b) if the issuer's solvency is seriously called into question, or insolvency or liquidation proceedings have already been initiated, the admission of DLT securities will be terminated at the latest when tradability is no longer ensured ;
 - c) if the suspension of trading has been maintained for three months and the reasons for these measures did not cease to exist;
 - d) in the course of or upon completion of sanction proceedings ;
 - e) if the conditions for admission are no longer met.
- 9.3. Any termination of admission must be published on the SeturionX website by means of an official notice.

10. Final provisions

These rules were issued by the Admission Board, approved by FINMA on 12 March 2025 and enter into force on 1 April 2025.