



Regulatory Board Communiqué No. 4/2022
of 22 July 2022

GDR: changes to Issuer and Trading Rules

I Background

SIX Swiss Exchange AG amends its existing regulation of Global Depository Receipts (GDRs) as of 25 July 2022. The amendments increase the attractiveness of the listing and trading of global depository receipts, create regulatory framework conditions comparable to those of other trading venues and thereby also enable access for Chinese issuers.

II Amendments

The introduction of the new trading segment «Global depository receipts» requires amendments to both the Issuer and Trading Rules.

A Listing Rules

The issuance of global depository receipts in Switzerland should not result in greater effort and expenses compared to other financial centres, but, at the same time, also not allow for less stringent obligations that do not account for market requirements or that could prove negative from investors' point of view. Thus, the following amendments to the Listing Rules (LR) will be made:

- Art. 93 LR now supplements the disclosure obligations for depositories as well as the obligations with regard to the custody of the underlying shares.
- Art. 95 LR states that, among other things, appropriate information about the depository, the global depository receipts and the depository agreement are to be disclosed in the prospectus or in an additional document.
- The current exemption with regard to the disclosure of management transactions will be revoked (Art. 100 LR).
- The applicability of the Directive Corporate Governance (DCG) remains exempt. The issuer of the underlying shares shall declare in both the prospectus in accordance with FinSA and the annual report that it adheres to the corporate governance standards of its domestic market (Art. 101 LR).
- The current exemption with regard to the publication of interim financial statements in Art. 102 LR will be revoked. Issuers of underlying shares will be obliged to publish semi-annual financial statements.

- Art. 103 LR now specifies ad hoc publicity obligations and revokes the current disclosure obligations of the depository.

B Trading Rules

Global depository receipts listed on SIX Swiss Exchange AG will be tradable in a new trading segment «Global depository receipts». The trading model for global depository receipts is based on the model for the Mid-/Small-Cap Shares trading segment. Accordingly, essentially the same rules and processes apply in a new Annex D of the «Trading Parameters» Guideline as already apply for Mid-/Small-Cap Shares in Annex B of the «Trading Parameters» Guideline. Trading will open at 15.00 (CET) to ensure compliance with ongoing reporting obligations of issuers in both countries. Lastly, the reporting deadlines for trades in global depository receipts are added to the Reporting Office Rules.

The fees for listing of global depository receipts as well as reporting fees are based on the applicable tariffs for listing of equity securities. The trading fees for GDRs are specified in Annex D and Annex N of the List of Charges under the Trading Rules and are kept nearly identical to those of the Mid-/Small-Cap Shares trading segment.

III Further actions

The revised provisions enter into force on 25 July 2022 and are published under the following link on the website of SIX Exchange Regulation AG: <https://www.ser-ag.com/en/resources/laws-regulations-determinations/regulations.html>.

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