

Listing Sponsor Regulations

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1. Citation

These Regulations shall be known as The Bermuda Stock Exchange Listing Sponsor Regulations.

2. Interpretation

1. In these Regulations (including the Appendices), unless the context otherwise requires:-

“**the Act**” means the Bermuda Stock Exchange Company Act 1992 (as amended in 1996 and 1997);

“applicant” means an applicant for Listing Sponsor status and “application” shall be construed accordingly;

“**Business Plan**”, in relation to an applicant, means the business plan of that applicant submitted as part of its application;

“**the bye-laws**” means the bye-laws for the time being of the Exchange;

“**codes**” means those codes from time to time promulgated or adopted by the Exchange prescribing the conduct of Listing Sponsors or establishing criteria by reference to which such conduct shall be governed and assessed, including the code set out in Appendix B hereto and “code” means any one of the codes;

“**company**” means a company incorporated in Bermuda;

“**the Council**” means the Council for the time being of the Exchange; “the Exchange” means The Bermuda Stock Exchange;

“**the Executive Management Committee**” means the committee of the Council having that designation;

“**insider dealing**” means dealing in securities by an insider while in possession of unpublished price sensitive information with the intention of making a profit or avoiding a loss and includes providing such information to another person for profit making or loss avoidance purposes and dealings in securities by such other person if he or it knowingly obtained the unpublished price sensitive information. For the purposes of these Regulations, “unpublished price sensitive information” is any information in relation to securities which is not generally known to persons who are accustomed or would be likely to trade or deal in those securities but which, if known, would be likely to have a material effect on the price or other trading aspects of such securities and “insider” means:

- (a) the directors and management of any legal entity whose securities have been listed or approved for listing and any other individuals whose relationship with that entity means that they are in possession of or have access to confidential information on the activities of that entity;

- (b) any shareholder holding at least five percent (5%) of the issued voting share capital of any legal entity whose securities have been listed or approved for listing; and
- (c) the staff of any Listing Sponsor who, due to their position, are in possession of or have access to such confidential information;

“listed”, in relation to a security, means listed and permitted to be dealt in on the Exchange and “listing” has a corresponding meaning;

“market manipulation” means:

- (a) any act or omission to act with respect to any security directly or indirectly, by any means or facility creating a false or misleading appearance with respect to the market for any such security, to effect any transaction in such security which involves no change in the beneficial ownership thereof, or to enter an order or orders for the purchase of such security with the knowledge that any order or orders of substantially the same size, at substantially the same time and at substantially the same price, for the sale of any such security, has been or will be entered by or for the same or different parties, or to enter any order or orders for the sale of any such security with the knowledge that an order or orders of substantially the same size, at substantially the same time and at substantially the same price, for the purchase of such security, has been or will be entered by or for the same or different parties; or
- (b) to effect, alone or with other persons, a series of transactions in any security creating actual or apparent active trading in such security, or raising or depressing the price of such security, for the purpose of inducing the purchase or sale of such security by others;

“misconduct” has the meaning assigned to it in Regulation 6 (2); “month” means calendar month;

“Net Capital” and **“Minimum Net Capital”** have the meanings assigned to them respectively in Regulation 5;

“notice” means notice in writing and cognate expressions shall be construed accordingly;

“person” includes any company or association or body of persons, whether corporate or unincorporate;
“regulations” means the regulations made under section 11 of the Act;

“Secretary” means the secretary for the time being of the Exchange and includes an assistant or acting secretary;

“senior executive” means, in relation to a Listing Sponsor, a person who is to perform functions of any of the following offices in the Listing Sponsor, namely:

- (a) a director;
- (b) the chief executive officer;

(c) the chief financial officer;

(d) the company secretary,

by whatever named called;

“Sub-Committee” means a sub-committee of the Executive Management Committee to which the latter shall have delegated some part of its powers and functions under these Regulations and “designated Sub-Committee” means the Sub-Committee having responsibility in the particular case;

“these Regulations” means these Regulations (including the Appendices) as from time to time amended pursuant to sections 11 and 12 of the Act.

Unless otherwise expressly indicated, expressions defined in the Companies Act 1981 have the same meanings when used in these Regulations.

Reference to writing shall include typewriting, printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form.

Words importing only the singular include the plural and vice versa.

Words importing only the masculine gender include the feminine and neuter genders.

2. The headings shall not affect the interpretation of these Regulations, including the Appendices.

3. Eligibility and Applications for Listing Sponsor Status

1. Only a company having the prescribed Minimum Net Capital may apply to be admitted as a Listing Sponsor.
2. Applications shall be in the form set out in Appendix A hereto or in such other form as the Exchange may from time to time approve, either generally or in the particular case. At any time after receiving an application and before determining it the Exchange may in writing require the applicant to provide additional information or documents.
3. Each applicant shall, at the time of making application, pay to the Exchange such fee or fees as may from time to time be prescribed by the Exchange. The applicant may withdraw its application at any time prior to the determination of the application by the Exchange but shall not be entitled to a refund of the said fee or fees.

4.
 - (a) The Exchange may, at its discretion, approve or disapprove applications.
 - (b) The Exchange shall not approve any applicant as a Listing Sponsor unless it is satisfied that such applicant:
 - i. is a company having the applicable Minimum Net Capital;
 - ii. has appointed an independent auditor to audit its books of account on an annual basis; and
 - iii. appears to it to be a fit and proper person to become a Listing Sponsor.
 - (c) The Exchange may grant Listing Sponsorship subject to such conditions or restrictions as it thinks fit and the Exchange may, at any time by written notice to a Listing Sponsor, vary any condition or restriction, or impose further conditions or restrictions.
5. In considering whether the applicant appears to it to be a fit and proper person to become a Listing Sponsor, the Exchange shall have regard to the following considerations: -
 - (a) whether the applicant has adequate D&O and E&O insurance
 - (b) whether the applicant's senior executives and other staff have adequate knowledge, skill and experience of and in the securities industry;
 - (c) whether the applicant is of good reputation and character.
 - (d) whether the applicant has the ability to perform the duties expected of a Listing Sponsor efficiently, honestly and fairly.
6. In the event that the Exchange approves an application, the Exchange shall, as soon as practicable thereafter and in any event not later than 30 days following the date on which the application is approved, notify the applicant of the fact and of the date on which the admission to Listing Sponsorship shall become effective (being a date not more than two months after the date of notification).
7. In the event that the Exchange disapproves an application, the Exchange shall, as soon as practicable thereafter and in any event not later than 30 days following the date on which the application is disapproved, notify the applicant of the fact, stating the reason or reasons for the Exchange's decision.
8. In making application to be a Listing Sponsor, the applicant shall be deemed to have agreed that if its application is approved it will thereupon become and be a Listing Sponsor in accordance with these Regulations.

4. Listing Sponsor's Obligations

1. A Listing Sponsor shall at all times comply with the bye-laws, regulations and codes and all decisions, orders, directions and other things made or done by or on behalf of the Exchange pursuant thereto and shall generally conduct itself so as to satisfy the criteria relevant to the question of whether it is a fit and proper person, as set forth in Regulation 3 (5).
2. Without prejudice to the generality of Regulation 4(1), each Listing Sponsor shall at all times maintain the applicable Minimum Net Capital.
3. Every Listing Sponsor shall, as soon as practicable and in any event within four months after the last day of its financial year, deliver to the Exchange a copy of its audited financial statements in respect of such year, together with such information with respect to its business affairs and activities as the Exchange may from time to time require and in such form as the Exchange may from time to time prescribe.
4. Every Listing Sponsor shall forthwith notify the Exchange of:
 - (a) any failure by it to maintain the applicable Minimum Net Capital;
 - (b) any substantial change in its ownership or control, whether direct or indirect, and, for this purpose, ownership or control of less than 10% of the capital of the Listing Sponsor shall not be deemed substantial;
 - (c) any event or circumstance which may adversely affect or impair its ability to conform to, or meet the objectives stated in, its Business Plan;
 - (d) the appointment, resignation, removal or retirement of any of its senior executives and, in relation to any new appointee, there shall be submitted to the Exchange such information and documents as shall be required in connection with an application;
 - (e) any change in its insurer or auditor;
 - (f) any business other than that of sponsoring listings on the Exchange in which it intends to be engaged; and
 - (g) any breach by it of any bye-law, regulation or code or of any suspicion that another Listing Sponsor has committed such a breach.
5. Every Listing Sponsor shall, on or before the 31st day of January in every year following the year in which it became a Listing Sponsor, pay to the Exchange in advance such annual membership fee or fees as may from time to time be prescribed by the Exchange.

5. Minimum Net Capital

1. A Listing Sponsor shall at all times maintain a Minimum Net Capital of at least \$25,000
2. For the purposes of these Regulations, the Net Capital of a company is the amount obtained by subtracting from the value of the assets beneficially owned by that company the value of the liabilities of that company, exclusive of its share capital and surplus. In this context, “surplus” means retained earnings, contributed surplus and share premium.
3. The Exchange may from time to time vary the Minimum Net Capital applicable to Listing Sponsors and shall promptly give notice of the variation to all Listing Sponsors affected thereby. Any Listing Sponsor so affected shall, within three months after the date of notification, confirm in writing to the Exchange that it complies with the varied Minimum Net Capital requirement. The failure so to confirm shall be deemed prima facie evidence of non-compliance.
4. Each Listing Sponsor shall, within three months after the completion of each successive period of six months following its admission to Listing Sponsorship, send to the Exchange such information with respect to its Net Capital as at the end of such period and in such form as the Exchange may from time to time prescribe.

6. Disciplining Of Listing Sponsors

1. The Exchange has the authority to investigate and review any alleged breach of these Regulations or other misconduct on the part of a Listing Sponsor and to impose such penalty with respect to any such breach or misconduct as is proved to its satisfaction as it deems appropriate in the circumstances including, but not limited to: -
 - (a) expulsion from Listing Sponsorship;
 - (b) suspension from Listing Sponsorship for a period not exceeding three months;
 - (c) payment of a fine not exceeding BD\$10,000.00;
 - (d) reprimand.
2. For the purposes of this Regulation 6, “misconduct”, in relation to a Listing Sponsor, means any one or more of the following:
 - (a) a breach of any declaration made to or agreement or undertaking entered into with the Exchange;
 - (b) a breach of any provision of the bye-laws, regulations or codes;

- (c) the making of any material misstatement, or the provision of false or inaccurate information, to the Exchange;
 - (d) a failure to provide information requested by the Exchange, either within the stipulated period or at all;
 - (e) any fraudulent, dishonest or unethical conduct or behaviour;
 - (f) market manipulation;
 - (g) insider dealing;
 - (h) a failure to comply with a decision, order or direction made or given by or on behalf of the Exchange;
 - (i) a failure to pay, within one month of the due date, any fee, charge or fine payable to the Exchange;
 - (j) a failure on the part of the senior executives to take reasonable precautions to prevent any potential or actual breach of the bye-laws, regulations or codes or to ensure that powers of supervision delegated to others are properly exercised;
 - (k) conduct detrimental to the interests of the Exchange;
 - (l) conduct tending to demonstrate that the Listing Sponsor is not a fit and proper person to be and remain a Listing Sponsor.
3. An allegation by any person (including a member of the Council) that a Listing Sponsor has or may have committed a breach of these Regulations or is or may be guilty of other misconduct shall be communicated to the Exchange in writing and signed by or on behalf of that person, accompanied by such supporting information and documents as are reasonably available to the person making the allegation.
 4. If, following an investigation or review, the Exchange shall find that a prima facie case of a breach of these Regulations or other misconduct has been established, the Exchange shall as soon as practicable thereafter notify the Listing Sponsor of the allegation and of the Exchange's finding, affording to the Listing Sponsor an opportunity (by means of written representation to, and/or appearance before, the Executive Management Committee or, as the case may be, the designated Sub-Committee) to answer the allegation or give an explanation with respect thereto. The decision of the Executive Management Committee or, as the case may be, the designated Sub-Committee (as to whether or not the allegation has been proved to its satisfaction and, if so proved, the nature and extent of the penalty consequent thereon) shall as soon as practicable following its making be communicated in writing to the Listing Sponsor by the Exchange.
 5. Where a breach of these Regulations or other misconduct on the part of a Listing Sponsor is capable of remedy or cure by way of further action of that Listing Sponsor, the Exchange may, instead of imposing a penalty under Regulation 6 (1), give an opportunity to that Listing Sponsor to remedy or cure the breach or misconduct within the period of time specified by the Exchange. A failure by the Listing Sponsor to effect a remedy or cure to the

satisfaction of the Exchange within such period shall be deemed “misconduct” of that Listing Sponsor within the meaning of paragraph (h) of Regulation 6 (2).

6. A Listing Sponsor shall not be entitled to any of the privileges of Listing Sponsorship during any period of suspension but, notwithstanding such suspension, shall remain obligated to comply with the provisions of these Regulations.
7. The Exchange may, in its discretion, by written circular or otherwise, make known to the other Listing Sponsors or to the members of the public generally any decision made by it pursuant to Regulation 6 (3).

7. Termination of Listing Sponsor’s Status

1. The Listing Sponsor status of a company shall be terminated automatically forthwith upon the happening of any of the following events:
 - (a) the expiration of three months following the receipt by the Exchange of notice of that company’s resignation as a Listing Sponsor;
 - (b) the passing of a resolution or the making of an order for the winding-up of that company, whether as a result of insolvency or otherwise, not being a voluntary winding-up for the purpose of a reconstruction;
 - (c) the expulsion from Listing Sponsorship of that company pursuant to Regulation 6 (1).
2. Termination of Listing Sponsorship shall not in any way operate to relieve or release the company from the observance or discharge of its obligations to another or others under these Regulations arising and subsisting prior to such termination.

8. Miscellaneous

1. Except where such an interest shall be granted by the Exchange in the particular case, no Listing Sponsor shall, other than as a creditor, have any interest in the property of the Exchange, whether in liquidation or otherwise.
2. The Exchange may, in its discretion, at any time by notice to that effect given to the Listing Sponsors, require Listing Sponsors to charge maximum rates of fees in connection with the sponsorship of listings on the Exchange and may from time to time by notice to the Listing Sponsors vary such rates.
3. The Exchange may supply information about a Listing Sponsor to the Bermuda Monetary Authority and any such passing of information shall not be treated as a publication for the purposes of the law of defamation and the Exchange shall not incur any liability as a consequence of supplying such information. Except as otherwise expressly contemplated by or provided in these Regulations, information supplied by or in relation to a Listing

Sponsor pursuant to these Regulations to the Exchange or any person acting in the performance of his duties on behalf of the Exchange shall be kept confidential.

4. A Listing Sponsor may not transfer, assign, mortgage, pledge or otherwise pass on its Listing Sponsorship or any rights attached thereto to any other person.
5. A Listing Sponsor which is not also a Trading Member of the Exchange may not hold itself out as being a Trading Member of the Exchange in any trading capacity and has no trading privileges on the Exchange whatsoever.

9. Delegation of Powers

1. The Executive Management Committee has the power and authority, by reason of delegation to it in that behalf by the Council pursuant to the bye-laws, to do any or all of the following things: -
 - (a) to make regulations;
 - (b) to approve or disapprove applications;
 - (c) to investigate and review any alleged breach of these Regulations or other misconduct;
 - (d) to impose penalties on Listing Sponsors under Regulation 6(1);
 - (e) to prescribe or specify matters requiring to be prescribed or specified under these Regulations;
 - (f) to do any other thing from time to time delegated to it by the Council pursuant to the bye-laws; and
 - (g) to sub-delegate any of the foregoing powers and functions, other than the power to make regulations, to such Sub-Committee as it may designate for the purpose.
2. Where the Executive Management Committee exercises the power to investigate and review any alleged breach of these Regulations or other misconduct and to impose penalties on Listing Sponsors under Regulation 6(1), the rights of the relevant Listing Sponsor to make representations or to appear under Regulation 6(3) shall be to make representations to or to appear before the Executive management Committee. Where the Executive Management Committee has sub-delegated such power to a Sub- Committee, the rights of the relevant Listing Sponsor to make representations or to appear under Regulation 6(3) shall be to make representations to or appear before that Sub-Committee.

10. Appeals

1. A decision of the Executive Management Committee or of a designated Sub-Committee to:
 - (a) reject an application for Listing Sponsorship; or
 - (b) impose a penalty on a Listing Sponsor under Regulation 6(1) may be appealed to the Council. The decision of the Council on such matters shall be final and binding on all parties and the Council shall not be required to disclose the reason for its decision.
2. In every case, an appellant must give notice of its appeal to the Exchange within one month of the date of notification of the Exchange's decision (being that of the Executive Management Committee or, as the case maybe the designated Sub-Committee) and such notice shall address and respond to the reason or reasons given by the Exchange for the decision.
3. In making its determination, the Council may confirm or reverse the decision or, in the case of a rejection of an application for Listing Sponsorship, may approve the application subject to the applicant complying with such conditions as the Council may see fit to impose. As part of any appeal, the appellant shall be given an opportunity (by means of written representation to, or appearance before, the Council, or both) to set out and enlarge upon the grounds of its appeal.

11. Types of Listings

1. A Listing Sponsor may sponsor an application for the listing of the types of securities and types of issuers set out in Appendix C. Appendix C may be modified or added to from time to time by the Executive Management Committee.

Appendix A - Application for Listing Sponsor Status

Notes on Application Form

The application form is intended to be self-explanatory, but any questions should be directed to The Exchange. The form has been designed with a view to eliciting all relevant facts necessary to enable The Exchange to determine whether or not the applicant is a fit and proper person to become a Listing Sponsor.

The application must be completed in its entirety and a failure to do so may result in delay or even rejection. Where a question or requirement does not apply, please so indicate by either “Not applicable” or “N/A”.

Completed applications should be returned to The Exchange and written notification of the results of the application will be forwarded to candidates once a decision has been made by The Exchange. The Exchange may, in its discretion, require an interview with at least two senior executives of the applicant. In any event, the Exchange may require the applicant to provide additional information or documents (Regulation 3 (2)).

Misleading or attempting to mislead the Exchange by supplying incomplete, false or inaccurate information on any material fact or circumstance will lead to immediate rejection of the application.

Any questions in connection with the form of application should be addressed to the Chief Executive Officer in writing.

You may withdraw your application at any time prior to its determination by the Exchange. However, fee or fees payable at the time of making application will not be refunded (Regulation 3 (3)).

In making application for Listing Sponsorship, you will be deemed to have agreed that, if your application is approved, you will thereupon become and be a Listing Sponsor in accordance with the Regulations (Regulation 3 (3)).

[Date]

The Chief Executive Officer
The Bermuda Stock Exchange
3/F Washington Mall
Church Street Hamilton Bermuda
HM 11

Dear Sir,

Application for Listing Sponsor status with The Bermuda Stock Exchange (the “Exchange”)

We hereby apply to be a Listing Sponsor of the Exchange.

In support of this application, we enclose the following documents:

- (a) a bank draft in favour of the Exchange in the amount of BD\$[], being the non-refundable application fee;
- (b) a Business Plan (see Exhibit 1);
- (c) a copy of our latest Annual Report/audited financial statements;
- (d) a statement, certified by our auditors, of our Net Capital as at [];
- (e) financial references supplied by [] and [], both being accredited banks which have known us for at least three years;
- (f) certified copies of the following or equivalent constitutional documents:

Memorandum of Association

Bye-laws/Articles of Association

Certificate of Incorporation

Certificate of Compliance or Good Standing;

- (g) certified copies of relevant professional qualifications;
- (h) evidence of memberships in relevant professional associations;
- (i) General Background Questionnaire (see Exhibit 2);

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- (j) Letters of Recommendation (see Exhibit 3); and
- (k) Forms of Questionnaire: Senior Executives (see Exhibit 4).

We have read and understood the bye-laws, codes and regulations, including the Listing Sponsorship Regulations (“the Regulations”). Terms used herein or in the accompanying documents which are defined in the Regulations have the meanings respectively assigned to them in the Regulations.

We hereby undertake that, if this application is approved, we and our employees and agents will abide by all of the provisions of the bye-laws, codes and regulations and all decisions, orders, directions and other things made or done by or on behalf of the Exchange pursuant thereto.

We hereby confirm that:

- (a) the information disclosed in this application is true and complete to the best of our knowledge and belief;
- (b) our belief that all relevant requirements have been complied with;
- (c) there are no matters which have not been disclosed which are material to the consideration by the Exchange of our suitability to become a Listing Sponsor.

We look forward to receiving notification of the Exchange’s determination of this application in due course. Yours faithfully,

[Name of Company] _____

[To be signed by Chief Executive Officer or equivalent] (Name and title) _____

Exhibit 1 - Business Plan

The applicant should provide a comprehensive statement setting out:

- the nature and scale of the business to be carried on;
- the arrangements proposed for the operation of such business.

The statement should cover the first five years of operations and describe, as a minimum, the following:

- aims and objectives for each of the five years;
- * sources and nature of expected business;

(Please break down by type of business and by reference to the types of listings to be sponsored.)

- systems and procedures proposed for the proper accounting, management and administration of the affairs of the applicant and those of its clients;
- intentions to delegate any responsibilities to third parties;
- requirements for premises and personnel.

Exhibit 2 - General Background Questionnaire

1. Name of Applicant.
2. Has the Applicant ever carried on business under another name? If so, please supply details.
3. Is the Applicant a member of any stock exchange? If so, please give details (including the duration of membership).
4. Has the Applicant ever been refused membership of any stock exchange for which it has applied? If so, please supply details.
5. Has the Applicant's membership of any stock exchange ever been terminated by or pursuant to action of that exchange? If so, please supply details.
6. Has the Applicant ever applied for and been refused a licence or an equivalent authorisation to act in a professional capacity in another jurisdiction? If so, please supply details.
7. Name, address, telephone and facsimile numbers of contact person in relation to this application.

Note: Parts I to II attached hereto form an integral part of this Questionnaire.

Part I - Details of Applicant

1. Address of registered office or (in the case of a firm) principal business office.
2. Does the Applicant intend to engage the services of an agent or agents in relation to the performance of its functions as a Listing Sponsor? If yes, please supply, on a separate sheet of paper, name(s) and address(es) of such agent(s) and details of relevant functions.
3. Please supply the following details of share capital:
 - (a) Currency of share capital:
 - (b) Amount of authorised share capital:
 - (c) Amount of issued and paid-up share capital:
 - (d) Par value (if any) of shares:
4. If a firm, please supply details of partnership capital.

5. Name, address and telephone number of auditor.
6. Name(s), address(es) and telephone number(s) of bankers.

Part II - Ownership Details

1. Please provide a diagram, on a separate sheet of paper, illustrating ownership details.
2. In respect of the Applicant:
 - (1) The direct beneficial owner(s) is(are) as follows:

(a) If an individual, state:

- Name:
- Address:
- Occupation:
- Nationality, and state if Bermudian:
- No. and type of Shares:
- % of Voting Rights:

(b) If a company, state:

i.

- Name:
- Address:
- Place of Incorporation:
- Quoted or Unquoted:
- No. and type of Shares:
- % of Voting Rights:

i. Its principal business:

(c) If a partnership, state:

i. Name of partnership:

ii. Number and % of shares held:

iii. Date and place of creation of partnership:

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- iv. Purpose of partnership:
- v. Names of Partners:
 - Address:
 - Occupation:
 - Nationality, and state if Bermudian:
 - % Interest in Partnership:

(d) If a trust or settlement, state:

- i. Name of trust or settlement:
- ii. Number and % of shares held:
- iii. Date established:
- iv. Name and address of settlor/grantor:
- v. Name(s) of Trustee(s) Address:
- vi. Name(s) of Beneficiary(ies) Address:

(2) Where a direct beneficial owner is an unquoted company and there are one or more intermediate companies in the chain of ownership, please state, for each such company, the following:

- i.
 - Name:
 - Address:
 - Place of incorporation:
 - Quoted or Unquoted:
 - No. and type of shares:
 - % of Voting Rights:
- ii. Its principal business:

(3) The direct beneficial owner(s) not being also the ultimate beneficial owner(s), the ultimate beneficial owner(s) is(are) as follows:

(a) If an individual, state:

- Name:
- Address:
- Occupation:
- Nationality, and state if Bermudian:
- No. and type of shares held:
- % of Voting Rights:

(b) If a company (being a quoted company), state:

i.

- Name:
- Address:
- Place of Incorporation:
- No. and type of shares:
- % of Voting Rights:

ii. Its principal business:

(c) If a partnership, state:

i. Name of partnership:

ii. Number of shares and % held:

iii. Date and place of creation of partnership:

iv. Purpose of partnership:

v. Names of Partners:

- Address:
- Occupation:
- Nationality, and state if Bermudian:
- % Interest in Partnership:

(d) If a trust or settlement, state:

i. Name of trust or settlement:

ii. Number of shares and % held:

- iii. Date established:
 - iv. Name and address of settlor/grantor:
 - v. Name(s) of Trustee(s) Address
 - vi. Name(s) of Beneficiary(ies) Address
3. Except in the case of a beneficial owner which is a public company, have any of the beneficial owners of the Applicant, whether direct, intermediate or ultimate, ever been associated with a company where that company has been the subject of insolvency proceedings, placed in receivership, warned as to future conduct, publicly criticised or the subject of a court order or has been, is or expects to be involved in litigation? If so, provide details.
4. Has any formal investigation ever been carried out into the affairs of the senior executives of the Applicant or of any of the beneficial owners of the Applicant, whether direct, intermediate or ultimate, or into the affairs of any company with which they or any of them have been associated? If so, provide details.

Exhibit 3 - Form of Letter of Recommendation

Note:

- i. An Applicant must be recommended by two sponsors (being individuals) of reputable standing within Bermuda's business community.
- ii. Except where the Applicant has previously been a Listing Sponsor, every application must be accompanied by letters of recommendation.

[Date]

The Chief Executive Officer
The Bermuda Stock Exchange
3/F Washington Mall
Church Street
Hamilton
Bermuda HM F11

Dear Sir,

I have known [the Applicant] for [] years. I have reviewed his/its/their application for Listing Sponsorship and, to the best of my knowledge and belief, the representations and information contained therein are correct and complete. I recommend the Applicant as a "fit and proper person" to become a Listing Sponsor.

Yours faithfully,

[Signature of Sponsor] Name of Sponsor (in print)

Exhibit 4 - Form of Questionnaire - Senior Executives

Note: This form must be completed by each of the Senior Executives of the Applicant, ie:

- (a) the directors;
- (b) the chief executive officer;
- (c) the chief financial officer;
- (d) the company secretary;

by whatever name called.

1. Surname:
2. Forename(s):
3. Any previous name(s):
4. Date of birth:
Place of birth:
5. Country of citizenship:
6. Residential address:
7. Position with Applicant:
8. Description of principal duties of position:
9. Please provide details of your educational and professional qualifications and the years in which they were obtained.
10. Please provide a resume of your related work experience.
11. Please answer "Yes" or "No" to the following questions, providing full details (on a separate sheet) where the answer is "Yes":
 - (a) Is it intended that any of the organisations with which you are or have been associated will have any dealings with the Applicant or any of its beneficial owners?

- (b) Have you ever applied for, and been denied, a licence or other authorisation to carry on the business of providing a financial service to the public or had such a licence suspended, withdrawn or revoked?
- (c) Have you, or has any organisation with which you are or have been associated:
 - i. ever been censured, penalised, disciplined, warned as to future conduct, publicly criticised or been the subject of a court order or official investigation?
 - ii. ever failed to satisfy your/its debts?
 - iii. ever been the subject of bankruptcy/insolvency proceedings?
 - iv. ever been convicted of an offence involving embezzlement, fraud, theft or other dishonesty or a violation of any corporate securities statute or regulation?
- (d) Have you ever been dismissed for misconduct, or barred, from any position of employment or from any professional or other occupation?
- (e) Has any court or regulatory agency ever enjoined you, or made a finding that you were guilty of a violation of any statute or regulation, in connection with any investment-related activity?
- (f) Has any regulatory agency ever made a finding that you had made a false statement or failed to disclose material information or that you had been dishonest, unfair or unethical?
- (g) Are you presently the subject of any complaint, investigation or proceeding with respect to any of the matters referred to above?
- (h) Are there any unsatisfied judgments or liens against you?

I HEREBY CERTIFY that the information contained in the Application made by [], incorporating the information disclosed in this Questionnaire, is true and complete to the best of my knowledge and belief.

Date: _____

Signature _____

Name (Please print) _____

Appendix B - Code of Conduct for Listing Sponsors

1. Citation

- 1.1 This Code of Conduct shall be known as the Code of Conduct for Listing Sponsors of The Bermuda Stock Exchange.

2. Interpretation

- 2.1 Unless the context otherwise requires all expressions defined in The Bermuda Stock Exchange Listing Sponsor Regulations shall have the same meanings when used in this Code.

3. Internal Controls

- 3.1 Every Listing Sponsor shall adopt, by way of a Board resolution, maintain and diligently enforce an internal procedures manual which ensures that the Listing Sponsor will comply with the principles set out in this Code of Conduct.

4. Market Manipulation

- 4.1 A Listing Sponsor must not engage in any market manipulation or any other conduct directly or indirectly with the aim of manipulating securities market prices unless authorized by the rules and regulations of the Exchange.

5. Overall Conduct

- 5.1 In its conduct with the Exchange, a Listing Sponsor shall at all times act according to the principles of best practice and, in particular, shall:-
- (1) act with due skill, care and diligence;
 - (2) obtain from clients information about their business and management which might reasonably be expected to be relevant in enabling it to fulfil its responsibilities to the Exchange as a Listing Sponsor;
 - (3) avoid any conflict of interest with its client and, where such a conflict unavoidably arises, to ensure fair treatment to its clients by complete disclosure (provided this is acknowledged and accepted by the client) or by declining to act;

- (4) organize and control its internal affairs in a responsible manner, keep proper records, and have adequate arrangements to ensure that all staff employed are suitable, adequately trained and properly supervised, together with well-defined compliance procedures;
- (5) not recommend a listing to a client unless it has taken reasonable steps to enable the client to understand the nature of and obligations attaching to such a listing;
- (6) not participate in any insider dealing in relation to dealing in securities nor knowingly assist any other person to participate in any such insider dealing;
- (7) satisfy itself on reasonable grounds and on a continuing basis that any representative that it appoints is fit and proper to act in that capacity;
- (8) have procedures to ensure the proper handling of complaints from clients;
- (9) deal with the Exchange and the Authority in an open and co-operative manner and keep them informed of anything concerning the Listing Sponsor that might reasonably be expected to be disclosed to them.

6. Responsibilities on Listing Application

6.1 The Listing Sponsor must ensure that:

- (1) the issuer receives fair and impartial guidance and advice as to the application and interpretation of the Listing Regulations;
- (2) after making due and careful enquiry, the issuer is suitable for listing on the Exchange and meets all of the relevant qualifications for listing;
- (3) after making due and careful enquiry, the directors and senior management of the issuer understand the nature of a listing on the Exchange and the responsibilities that they will have to assume if listing is granted;
- (4) the draft prospectus supporting an application for listing is submitted in good time for the Exchange to review it before the proposed publication date;
- (5) every draft prospectus submitted is marked in the margin so as to indicate where the particular requirements of Appendix 2 of the relevant Section of the Listing Regulations have been met and any changes from a previous draft must be clearly identified;
- (6) after making due and careful enquiry, the prospectus filed with the Exchange in support of the application contains such particulars and information which, according to the particular nature of the issuer and the securities for which listing is sought, is necessary to enable an investor to make an informed assessment of

the activities, assets and liabilities, financial position, management and prospects of the issuer and of its profits and losses and of the rights attaching to such securities;

- (7) a Sponsor's Declaration is executed and filed in support of each listing application;
- (8) all necessary documents supporting an application are lodged with the Exchange; and
- (9) they are responsible for communicating with the Exchange during the application process.

7. Responsibilities as Ongoing Sponsor

7.1 Where a Listing Sponsor is appointed to provide ongoing sponsorship the Listing Sponsor must ensure that:

- (1) it acts at all times as the issuer's principal channel of communication with the Exchange and maintains close contact with the issuer;
- (2) the issuer complies with its continuing obligations under Chapter 6 of the relevant Section of the Listing Regulations; and
- (3) it responds promptly to all enquiries made by the Exchange.

8. Record Keeping

8.1 A Listing Sponsor shall keep accounting records which are sufficient to show and explain its transactions (whether effected on its own behalf or on behalf of others) and which shall disclose with reasonable accuracy the financial position of the Listing Sponsor at any point in time and demonstrate whether or not the Listing Sponsor is complying with the applicable Minimum Net Capital requirements prescribed by the Exchange.

8.2 A Listing Sponsor shall make all books of account and other records required to be kept under this Code or the Listing Sponsor Regulations of the Exchange, available to the Exchange and/or the Authority for inspection by any person appointed by the Exchange or the Authority, when required by the Exchange or the Authority to do so and for audit by the Exchange on the giving of reasonable notice.

Appendix C - Limitations on the Types of Securities and Types of Issuer

Expressions defined in the Listing Regulations of the Exchange have the same meanings when used in this Appendix. Listing Sponsors may sponsors listings of:

Domestic Issuers

- Secondary listings of Equity Securities
- Listings of Collective Investment Schemes

International Issuers

- Secondary listings of Equity Securities
- Listings of Debt Securities
- Listings of Collective Investment Schemes Listings of Depositary Receipts

All other types of listing must be sponsored in conjunction with a Trading Member of the Exchange.

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