



Rulebook “Vienna MTF”

§ 1 Scope of Application

(1) These Rules shall apply, as amended, to the operation of the “Vienna MTF” as an MTF by Wiener Börse AG as the exchange operating company and shall govern the requirements and terms of participation in trading, clearing and settlement as well as the inclusion in trading of financial instruments and of issuance programs. The “Vienna MTF” is not a securities exchange in the meaning of § 1 no 1 Stock Exchange Act 2018.

(2) Supplementary to these terms and conditions, the following also applies:

a) The Stock Exchange Act insofar as it applies to the operation of the Vienna MTF; specifically, the requirements of the Stock Exchange Act with respect to the condition of formal admission procedures for financial instruments and the obligations of issuers of financial instruments traded on a regulated market do not apply to financial instruments traded on the Vienna MTF; However, the following provisions do apply: Article 17 (Public disclosure of inside information), Article 18 (Insider lists), and Article 19 (Managers’ transactions) of the EU Market Abuse Regulation No 596/2014 in conjunction with § 155 para 1 nos 2 to 4 Stock Exchange Act 2018, as well as the obligations defined in § 119 para 4 Stock Exchange Act 2018, and also the prohibitions of Article 14 (Prohibition of insider dealing) and Article 15 (Prohibition of market manipulation) of the EU Market Abuse Regulation No 596/2014 in conjunction with § 154, § 163 and § 164 of the Stock Exchange Act 2018; However, the aforementioned obligations only apply to financial instruments traded on the “Vienna MTF” if the issuer has applied for inclusion of the financial instrument in trading or has approved inclusion.

b) The “General Terms and Conditions of Business of Wiener Börse AG” with the exception of the Rules for the Commodity Exchange;

c) The “Special Terms and Conditions of Business of the Exchange Operating Company (Special Terms) for Vienna Stock Exchange” in its function as a commodity exchange insofar as these are applicable to the operation of the “Vienna MTF” pursuant to the provisions of these Rules;

d) The Schedule of Fees of Wiener Börse AG.

(3) It is hereby pointed out that there may be differences with respect to financial instruments of foreign issuers trading on “Vienna MTF” as compared to financial instruments of Austrian issuers included in trading on “Vienna MTF”.

These differences may concern the following (this is not an exhaustive list): property law aspects (the rights of the buyer regarding financial instruments held in safe custody abroad, for example), the delivery or settlement of financial instruments, differences with respect to company law (e.g. voting rights and dividend rights) and also other aspects such as taxation.

§ 2 Tradable Financial Instruments

All financial instruments with the exception of options and (financial) futures contracts may be traded on “Vienna MTF”.

§ 3 Types of Trading – Trading Systems

Trading in financial instruments takes place through the electronic and automated trading system Xetra® pursuant to the “Trading Rules for the Trading System Xetra® (Exchange Electronic Trading)”.

§ 4 Clearing and Settlement

Settlement and clearing is carried out pursuant to the “Rules for the Clearing and Settlement of Trades concluded on the Cash Market of the Vienna Stock Exchange in its Function as a Securities Exchange” and the applicable General Terms and Conditions of Business of CCP.A (Business Terms of CCP.A).

§ 5 Requirements for Participation in Trading and Clearing

- (1) A requirement for participation in trading and clearing is membership in the Vienna Stock Exchange in its function as a securities exchange for taking part in the cash market.
- (2) Only persons who are exchange traders and have a power of attorney to execute trades shall be authorized to conclude trades on “Vienna MTF” on behalf of an exchange member.
- (3) Trading participants in financial instruments must meet the requirements and conditions for participation in trading set out in the “Trading Rules for the Automated Trading System, XETRA® (Exchange Electronic Trading)” and in the “Rules for the Technical Installations of the Electronic Trading System”.
- (4) Clearing participants must meet the requirements and conditions set out in the “Rules for the Clearing and Settlement of Trades concluded on the Cash Market of the Vienna Stock Exchange in its Function as a Securities Exchange” and in the applicable General Terms and Conditions of Business of CCP.A (“Business Terms of CCP.A”).
- (5) Exchange members and their exchange traders are under the obligation to comply at all times with the provisions of the Stock Exchange Act and with the applicable General Terms and Conditions of Business when participating in trading and in the clearing and settlement on “Vienna MTF”. They must comply without delay with the instructions of the management board of the exchange operating company.

§ 6 Requirements for the Inclusion in Trading of Financial Instruments and Issuance Programs

- (1) The inclusion in trading of financial instruments (with the exception of options and financial futures contracts) and of issuance programs on “Vienna MTF” may be granted
 - a) on the request of an issuer;
 - b) on the request of an exchange member or a credit institution pursuant to § 1 para 1 Banking Act – Federal Law Gazette No. 532/1993, as amended, which is licensed for any one of the services pursuant to § 1 para 1 no. 7 and nos. 9 to 11 of the Banking Act; on the request of an investment firm pursuant to § 3 para 1 Securities Supervision Act 2018 – SSA 2018, Federal Law Gazette I 2017/107, as amended, which is licensed to provide the services specified in § 3 para 2 nos. 2 and 3 SSA 2018; on the request of an investment services provider pursuant to § 4 SSA 2018 which is licensed to provide the services specified under § 3 para 2 no. 3 SSA 2018;
 - c) on the request of a credit institution or an investment firm from member states that in their home member state are licensed to provide one of the services pursuant to Section A nos 1 to 3 and 6 to 7 of Annex I to Council Directive 2014/65/EU and said license comprises the provision of services under the principle of freedom of services and freedom of movement; or on the request of similar companies from third countries that are permitted to provide one of the services or a similar service pursuant to Section A nos 1 to 3 and 6 to 7 of Annex I to Council Directive 2014/65/EU and – if applicable – have a permit from the competent supervisory authorities;
 - d) on the request of an attorney at law or of a law firm;
 - e) on the initiative of the exchange operating company

(2) The application for inclusion in trading must be submitted in writing. The application must include the following information:

| | Financial instruments | Issuance programs |
|--|-----------------------|-------------------|
| Company name | • | • |
| Venue of registered office | • | • |
| Type of financial instrument | • | |
| Total amount of issue by indicating the principal amount (if this information is not available, the number of securities) | • | |
| Denomination of the financial instrument | • | |
| Name of the issuance program | | • |
| ISIN (<i>International Securities Identification Number</i>) | • | |
| LEI (<i>Legal Entity Identifier</i>) | • | • |
| FISN (<i>Financial Instrument Short Name</i>) in the case of a non-AT-ISIN | • | |
| Name of the central securities depository or custodian | • | |
| Equities: name of the trading venues (regulated markets, MTF or OTF) to which the financial instruments and issuance programs are admitted to listing or included in trading or for which an application for listing or for inclusion in trading is simultaneously being submitted | • | |
| If no prospectus is published, proof of the grounds for exemption from the obligation to publish a prospectus pursuant to applicable law | • | |

(3) The applicant must furnish evidence that it meets the requirements for inclusion in trading pursuant to para 2. The applicant is under the obligation to give the exchange operating company any information required and to present any documents and evidence needed for determining compliance with the requirements for inclusion in trading.

(4) The application must include:

- a) Extract from the Companies Register (or an equivalent document) that is not older than four weeks;
- b) The bylaws or articles of association of the issuer in their valid versions;
- c) The financial statements including the notes and report of the management board and also the auditor's opinion for the last full financial year if required by law; in the case of special purpose vehicles additionally the financial statements including the notes and management report and the audit opinion for the last full business year of the parent company if required by law;
- d) Approval documents when the establishment of the issuer, the exercise of its business or the issuance of financial instruments requires a permit from government bodies;
- e) Non-equity securities: resolution of the issuer to issue securities;
- f) Non-equity securities: terms and conditions of debt securities;
- g) Equities: evidence for the entry of the issue in a register if this is required for the issue to be legally valid;
- h) The approved prospectus under the Capital Market Act in conjunction with Regulation (EU) 2017/1129 or otherwise approved pursuant to Regulation (EU) 2017/1129;

- i) If there is no prospectus, an information memorandum or a program memorandum that contains the information stipulated in Annex A (equities) or Annex B (non-equity securities).
- j) Equities: the form pursuant to Annex C for the presentation of the company on the website of the exchange operating company with at least the mandatory fields filled in.
- k) Equities: copy of the global certificate
- l) The commitment declaration of the issuer to comply with the information disclosure obligations pursuant to § 8 para 3 in cases in which the application is submitted by a third party and the issuer consents to the inclusion in trading of the financial instrument, however, only if the exchange operating company does not already have the relevant commitment declaration.

The exchange operating company may waive the requirement of submitting the individual documents listed in lit. a through lit. k or require additional information. The exchange operating company may waive the requirement of submitting individual information in the information memorandum or in the program memorandum or require additional information.

(5) If the issuer is already listed with a financial instrument on a regulated market or an equivalent market in a third country, which is regulated and supervised by a recognized public body, it shall suffice to submit the application as well as the documents specified in para 4 lit f and l as well as – in the case of a public offering – a prospectus pursuant to para 4 lit h. A market with its registered office in a third country shall be deemed equivalent if it is subject to regulations that are deemed equivalent of those stated in Title III of Directive 2014/65/EU. This provision shall also apply if the issuer is a special purpose vehicle whose financial instruments are guaranteed by the listed parent company

(6) Financial instruments issued within the scope of an issuance program do not require a separate decision to be admitted to trading. The inclusion in trading shall be granted once the exchange operating company has received the terms of the non-equity securities.

(7) Issuing programs are included for the period of their existence. If a new base prospectus or a program memorandum has been approved or updated since the inclusion of an issuing program, these documents must be sent to the exchange operating company. When the issuer expands the issuance volume of an issuing program, a new application must be submitted.

(8) Financial instruments issued by member states and by territorial bodies of the member states of the EEA do not require a separate decision on the inclusion in trading. Trading commences as soon as the terms of the issue are received.

§ 7 Decision on the Inclusion in Trading

- (1) The inclusion of financial instruments in trading on Vienna MTF is decided by the exchange operating company.
- (2) The applicant does not have any legal right to have its financial instruments issued included in trading.
- (3) The applicant shall be informed of the decision in writing.

§ 8 Obligations during the Term of Inclusion in Trading

(1) The applicant is under the obligation to report important information to the exchange operating company for the entire period during which the financial instrument is traded regarding the issuer and its financial instruments and must submit any major changes immediately. Important information in the meaning of this provision includes the following:

- a) Changes to the legal status of the issuer;
- b) Changes to the company name and to the address of the issuer;

- c) Default of a bond included in trading on Vienna MTF (default on interest payment/repayment or postponement of interest payment/repayment) by the issuer;
 - d) For equities, any changes to the capital of the company;
 - e) For equities, dividends and other types of distributions;
 - f) For debt securities, any changes to the terms and conditions ;
 - g) For debt securities, any premature redemption.
- (2) The applicant is under the obligation to inform the exchange operating company of any circumstances as may be required to determine compliance with the requirements for inclusion in trading throughout the entire period of inclusion in trading. The applicant shall use as a source of information an electronically operated information dissemination system through which such circumstances pursuant to sentence 1 are published in a timely manner.
- (3) The obligation pursuant to § 8 paras 1 and 2 do not apply to the applicant, but rather to the issuer if the issuer has approved inclusion in trading of the financial instrument.
- (4) If an information memorandum is enclosed with the application for the inclusion in trading of equities, it shall be made available to the public on the website of the issuer for a period of one year as of the first day of trading on Vienna MTF.
- (5) If the issuer applies for the first-time inclusion of equities in trading itself or approves such application, the issuer must submit an application for any new equity issues of the same class within one year of their issuance.
- (6) An intended change of the applicant must be notified to the exchange operating company at the latest three days in advance.

§ 9 Revocation of Inclusion in Trading

The inclusion in trading may be revoked by resolution of the exchange operating company if any of the requirements are no longer met at a later time or if the inclusion in trading was obtained by giving incorrect information or if obligations are not met during the period of inclusion in trading. A reason for the revocation of inclusion in trading is given when fair, orderly and efficient trading cannot be guaranteed or inclusion in trading would be detrimental to the reputation of the exchange operating company.

§ 10 Termination of Inclusion in Trading of Financial Instruments

Financial instruments may be terminated from trading by the exchange operating company or by the applicant by giving one month's notice. The right to terminate the inclusion in trading with immediate effect for cause is not affected. This period may be shortened if there are well-founded reasons. This period shall not apply if the financial instrument has been admitted to a regulated market on the Vienna Stock Exchange in its function as a securities exchange.

§ 11 Entry into Force

These Rules enter into force on 1 November 2007*)

*) Date of entry into force of the original version.

Promulgated by Official Notice of the exchange operating company, Wiener Börse AG, No. 1672 of 25 October 2007 and amended by No. 966 of 15 June 2009 (amendment effective as of 22 June 2009), No. 987 of 27 June 2011 (the amendment effective as of 1 July 2011), No. 1831 of 14 December 2011 (amendment effective as of 1 January 2012), No. 1242 of 14 August 2014 (amendment effective as of 18 August 2014), No. 1401 of 12

September 2014 (amendment effective as of 15 September 2014), No. 722 of 13 May 2015 (amendment effective as of 15 May 2015), No. 729 of 18 May 2017 (amendment effective as of 22 May 2017), No. 1186 of 2 August 2017 (amendment effective as of 7 August 2017), No. 2046 of 21 December 2017 (amendment effective as of 3 January 2018), No. 1353 of 28 June 2019 (amendment effective as of 1 July 2019), No. 2367 of 21 November 2019 (amendment effective as of 2 January 2020), No. 1373 of 13 July 2020 (amendment effective as of 14 July 2020), No. 2330 of 24 November 2020 (amendment effective as of 25 November 2020), No. 1756 of 26 July 2021 (amendment effective as of 2 August 2021), No. 1060 of 3 May 2022 (amendment effective as of 4 May 2022) and No. 1829 of 21 July 2022 (amendment effective as of 1 August 2022).

Annex A - Equities

■ **Warning**

- This document is not an approved prospectus pursuant to the Capital Market Act in conjunction with Regulation (EU) 2017/1129 or otherwise pursuant to Regulation (EU) 2017/1129. The information memorandum has been prepared for the purpose of inclusion in trading on Vienna MTF, which is a multilateral trading system and not a regulated market. It is not permitted to use the information memorandum for a public offering; it is not updated, amended or supplemented after the time of inclusion. The information included in this document has been made available by the applicant for inclusion on Vienna MTF. The applicant is responsible for this document and hereby declares that it has exercised the due care and diligence required to ensure that to the best of its knowledge the information given in the document is correct and no facts have been left out that in all likelihood would cause the statements in the document to change. The Vienna Stock Exchange has not checked the information memorandum as to its accuracy.

■ **General information on the issuer:**

- Company
- Venue of registered office
- Company address
- Telephone number
- Website
- Date of establishment
- Registration number in Companies Register
- Share capital
- Number and classification of equities
- Ownership structure (company or shareholders with stakes greater than 5%)

■ **Enterprise value:**

- Description of the method applied to determine enterprise value
- Indication of the calculation parameters on which the enterprise value is based and the rationale for the assumptions regarding the calculation parameters applied.
- Derivation of the reference price for inclusion in trading (min. EUR 1) from the enterprise value for each equity.

■ **Company structure:**

- Description of the issuer and its investees
- Administrative, management and supervisory bodies: names, dates of birth, nationalities of members

■ **Object of business**

- Historic development
- Business fields
- Principal investments in the current and past financial year

- **Financial figures (if available, for the past two financial years):**
 - Sales revenues
 - EBIT
 - Profit/loss
 - Equity ratio

- **Purpose of the use of the issuing proceeds**

- **Description of risk**
 - Company-specific risks
 - Market-specific risks

- **Business plans for the coming years (if no financial figures are available)**

Annex B - Non-equity securities

- **General information on the issuer:**
 - Company
 - Venue of registered office
 - Date of establishment
 - Registration number in Companies Register
 - Share capital
 - Ownership structure (partners and shareholders holding more than 5%)
 - Description of the business activities (and past development in the case of corporate bonds)
 - Description of the company group and of the position of the issuer within the group
 - Administrative, management and supervisory bodies: names, dates of birth, nationalities of members

- **Information on guarantor (if applicable):**
 - Company
 - Venue of registered office
 - Registration number in Companies Register

- **In the case of corporate bonds: financial figures (if available, for the last two financial years):**
 - Sales revenues
 - EBIT
 - Profit/loss
 - Equity ratio

- **Purpose of use of the proceeds of the issue**

- **Risk description:**
 - Company-specific risks
 - Market-specific risks

- **In the case of corporate bonds: business plans for the coming years (if no financial figures are available)**

Annex C - Equities

Form for the presentation of the company on the website of the Vienna Stock Exchange

The fields with *) are mandatory fields.

| | |
|---|---|
| <p>Company logo</p> | <p>The issuer may place its logo on the page of the description of its company. Format requirements: JPG or GIF (this format restricts the max. height and width to 100 pixels). Please enclose as a separate attachment.</p> |
| <p>*) Name of company</p> | <div style="border: 1px solid black; height: 80px;"></div> |
| <p>*) Venue of registered office</p> | <div style="border: 1px solid black; height: 140px;"></div> |
| <p>Business fields (in German/English)</p> | <div style="border: 1px solid black; height: 240px;"></div> |

| | |
|---|--|
| <p>Brief description of company (in German/English)</p> | <p>maximum of 20 to 25 lines</p> |
| | <div style="border: 1px solid black; height: 400px; width: 100%;"></div> |

| | |
|---|--|
| <p>Contact person(s) for investor relations</p> | |
| <p>*) Contact 1 In this sequence: name, position, phone, e-mail</p> | <div style="border: 1px solid black; height: 150px; width: 100%;"></div> |

| | |
|---|--|
| <p>Contact 2 In this sequence: name, position, phone, e-mail</p> | |
|---|--|

| | |
|---|---|
| About the company | |
| Members of the management board | |
| Financial year Start: | |
| International accounting standards | |
| | <input type="checkbox"/> IAS <input type="checkbox"/> IAS currently planned |
| | <input type="checkbox"/> US GAAP <input type="checkbox"/> US GAAP currently planned |
| | <input type="checkbox"/> No international accounting standards |
| Comment: | |
| *) URL of the website | |

| | | |
|---|--|-----------------------------|
| Financial calendar | Date/Text | |
| | | |
| *) Connection to an ad hoc system | | |
| | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <i>If applicable, which system</i> | | |
| Reports | Please send quarterly reports or interim letters to shareholders, half-year financial reports, annual financial statements, annual reports and CSR reports separately in PDF format. | |
| Capital Market Coach (CMC) providing advisory services | | |