

LISTING GUIDE FOR THE LISTING OF SECURITIES ON THE

E.C.M. MARKET OF THE CYPRUS STOCK EXCHANGE

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This document has been prepared to assist all the interested parties' by providing information, to enable the listing of new Issuers on the E.C.M. Market of the CSE. This guide is based on the description of the application procedure for the listing of securities, the reference of the listing requirements, documents to be submitted during the application and information about pricing policy. This guide is an unofficial, non-binding document that serves as a reference tool. Specifically, it is prepared for the facilitation of the users and it is based on the Regulatory Decisions of the Council of the Cyprus Stock Exchange (CSE) for the CSE Markets and in particular on the General and Special listing requirements on the Cyprus Stock Exchange Markets.

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GENERAL LISTING REQUIRMENTS

- It has been legally incorporated and operates. It is a public company or newly converted and has the power to issue securities to the public
- It has power to issue specific securities for which the application is submitted
- Except in the case of parallel listing or when the issuer lists its securities, which are already listed on an organized market, the listing concerns all the securities of the same category
- It proposes the listing of securities whose transfer is free.
- If the issuer has securities listed on a foreign Stock Exchange, it fully complies with the terms and conditions of this Stock Exchange
 - It is not bound against anyone in a manner which is incompatible with the interests of the holders of its securities
- It ensures equal treatment of the beneficiaries of the securities of the same category
- It ensures that any future issues shall be offered proportionally, initially to the existing shareholders 3
- It proposes fully paid securities for listing
- It is ready for handing over its Registry to the Central Depository and Registry, where applicable

SPECIAL LISTING REQUIREMENTS

- It has prepared audited accounts, it operated regularly and had relevant activities for at least 2 financial years prior to listing unless it is an emerging company which satisfies the Council that it provides satisfactory information so that the investors can evaluate the value of its securities as this would be initially evaluated with a report by the Nominated Advisor.

- In the case of a newly established company whose issue price with which it will begin to trade is different from its nominated value, a valuation of the value of its securities must be prepared by an investment firm or by an Auditing House.

In addition in the case of a newly established company whose information document sets out forecasts on its results, such forecasts must be checked / ratified by an investment firm or by an Audit House.

- Its securities shall be held by a satisfactory number of investors.
- It has obtained and maintains the services of a Nominated Advisor.

DOCUMENTS SUBMITTED WITH THE APPLICATION

- Listing Application on the E.C.M. Market of the Cyprus Stock Exchange
- Admission Document
- A sample of the Resolution or the Decision that is needed for the securities issuance
- True copy of the recently verified Memorandum and Articles of Association
- Declaration of the Members of Management Bodies of the Issuer
- Signed Declaration of the Nominated Advisor
- Dispersion Report / Free Float of Share Capital of the Company
- Irrevocable declarations of the persons that have agreed to receive the securities to be allocated (if applicable)
- Certificate of Good Standing of the issuer



MEGA EQUITY'S ROLE AS A NOMINATED ADVISOR

Mega Equity Securities & Financial Services Public Ltd is an approved Nominated Advisor in the E.C.M.

In its capacity as a Nominated Advisor, Mega Equity Securities & Financial Services Public Ltd will advise and guide the Company during the whole process.

After the listing on the E.C.M, in respect of its compliance with the rules and regulations of the ECM, and, within the scope of its powers and responsibilities, will take or suggest suitable measures necessary to ensure that the Company complies with its continuous obligations.

ADVANTAGES FROM OBTAINING A LISTING ON THE CSE

1. A vehicle for raising capital

The Stock Exchange provides the listed companies with an alternative means for raising the capital required, in order to finance their development and growth activities, reducing their reliance on the more conventional ways of raising capital.

2. The growth and development of the sphere of activities of listed companies

The predominant feature of the economy of Cyprus is the large number of small to medium sized family enterprises, some of which are very credible and promising. However, on average, such companies often have limited prospects of growth and development and they cannot benefit from economies of scale. Going public and obtaining a listing may offer a way out of these difficulties in the sense that the listing can provide the necessary funds to boost their growth potential.

3. Strengthening of the company

Local Companies are going to be exposed to fierce competition on a European and a global basis, following our joining the EC. In such an environment, there will be no safety nets. Companies will have to invest on a larger scale, making effective investment choices and striving hard for efficiency and improvement in their productivity, in order to achieve an equal status with their European counterparts.

4. Opportunity to invest abroad

Following the liberalization of interest rates and the removal of restrictions in capital flows, listed companies will be able to utilize the funds raised through the Cyprus Stock Exchange in order to invest abroad in countries where finance is difficult to obtain, but where prospects are promising.

5. Enhanced corporate image

Listed companies enjoy the privilege of attracting the lights of publicity, with all the positive connotations associated with this fact. Furthermore, obtaining a listing has a status factor associated with it, which often enables listed companies to obtain finance at better terms than a private company.

6. Greater Marketability

Investors who choose to invest in listed companies can liquidate their investments at any time, an advantage that cannot be enjoyed by those who invest their money in private companies.

7. A path to mergers and acquisitions

It is much easier for listed companies to proceed with a merger or an acquisition of either a company listed on Cyprus Stock Exchange or a foreign company, and enjoy the synergy from such an option.

8. Tax incentives

The tax treatment of foreign investors depends on the tax regime that each investor is bound with. In the case where a Double Taxation Avoidance Treaty occurs between Cyprus and investor's country exists the Nominated Advisor will advise as per.



EXPENDITURE & COSTS

ONE-OFF EXPENSES			RECURRING EXPENSES	
MEGAEQUITY - Preparation of all the listing requirements, preparation and submission of the Listing Information Memorandum and coordination of all the process	<ul style="list-style-type: none"> • € 10.000 plus VAT 	MEGAEQUITY (Annual Nominated Advisor Fees)	<ul style="list-style-type: none"> • € 6000 - 15.000 plus VAT 	
MEGAEQUITY - Legal fees to transform a private company to a public company	<ul style="list-style-type: none"> • € 1.000 - 2.000 plus VAT 	CSE - Annual fee for keeping a stock register	<ul style="list-style-type: none"> • € 854 	
CSE - Request for New securities for the first time + Issue of Announcement on the Start Date of Trading of Securities	<ul style="list-style-type: none"> • € 3.000 <li style="text-align: center;">+ • € 100 per € 1 Million Market capitalization 	CSE - Issuer Annual Subscription for Listed Securities Payable on a Quarterly basis based on market capitalization	Up to € 10 mil. € 10 mil- € 20 mil. € 20 mil- € 40 mil € 40 mil- € 50 mil. € 50 mil- € 100 mil. € 100 mil- € 150 mil. € 150 mil- € 200 mil € 200 mil plus	<ul style="list-style-type: none"> • € 500 quarterly (Annual charge € 2.000) • € 750 quarterly (Annual charge € 3.000) • € 1.000 quarterly (Annual charge € 4.000) • € 1.500 quarterly (Annual charge € 6.000) • € 1.500 quarterly (Annual charge € 6.000) • € 2.000 quarterly (Annual charge € 8.000) • € 2.500 quarterly (Annual charge € 10.000) Maximum annual charge € 25,000

