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## WAIVER AND MODIFICATION NOTICE

<b>To</b>	Nasdaq Inc
<b>Address</b>	805 King Farm Boulevard, 1st Floor, Rockville, MD, 20850, United States
<b>DFSA Firm Reference No.</b>	F001025
<b>Notice No.</b>	W846/2021

### THE DFSA HEREBY GIVES NOTICE THAT:

1. The Rules specified in Table A do not apply to the above-mentioned Person.

AND

2. The Rules specified in the left-hand column of Table B do not apply to the above-mentioned Person in the form appearing in the Rulebook but instead apply as modified in the right-hand column of the table.

### RULES WAIVED

TABLE A	
Rulebook Module	Rule
MKT	Rule 3.2.10(a), (b) and (c) and App 4, Rule 3.3.8(1)(a), (c), (d), (e) and (f), Rule 3.4.2(2)(b)(i), Rule 3.5.3, Rule 4.2.3(1)(c), (2) and (3), Rule 4.2.4(2), (3), (4), (5) and (6), Rule 4.3.3, Rule 4.3.5, Rule 4.4.3, Rule 4.4.4, Rule 4.6.1 and App 2 (items 2.2(b), 2.3, 2.5, 3.1, 7.1, 7.2), Rule 5.1.4(2)(h), Rule 9.7.4, Rule 9.7.8 and App 6.2 (items 4, 5, 6, 7, 8, 9 and 11).

### RULES MODIFIED

The Rules specified in the left-hand column are modified to the extent shown in the right-hand column of the table below. In this table, underlining indicates new text and striking through indicates deleted text, otherwise the Rule remains unaltered. Where a significant number of the paragraphs of the Rule remain unaltered the entire Rule may not be reproduced in the table. In such circumstances the unaltered parts of the Rule will be referred to by the relevant identifying paragraph number or letter, as the case may be.

**TABLE B**

Rule	Modified Text															
MKT 3.4.4	<p>The prohibition in Rule 3.4.2(1) does not apply in relation to any dealing in Securities in the Reporting Entity if such dealing by the Restricted Person relates to:</p> <p>(a) undertakings or elections to take up, or the taking up of, an entitlement under a rights issue or dividend reinvestment offer, or allowing such an entitlement or offer to lapse;</p> <p>(b) undertakings to accept, or the acceptance of, a Takeover Offer under Takeover Rules;</p> <p>(c) dealings where the beneficial interest in the relevant Security does not change;</p> <p>(d) transactions between the Restricted Person and an Associate of such a person; or</p> <p>(e) transactions relating to dealings in an Employee Share Scheme in accordance with the terms of such a scheme;</p> <p><u>(f) where the Reporting Entity has a written policy restricting Restricted Persons from dealing in Securities during a close period, any dealing in Securities that is expressly permitted under that policy as a limited exception to the restrictions, such as exceptions with respect to purchases of newly issued Securities from the Reporting Entity, exercise of stock options for cash and transactions approved in advance by policy administrators on an individual basis in limited circumstances described in the policy; or</u></p> <p><u>(g) dealings in Securities that are required by law, including in accordance with an order of a court or other governmental entity of competent jurisdiction, or pursuant to a written sales plan adopted in accordance with Rule 10b5-1 under the US Securities Exchange Act 1934.</u></p>															
MKT APP 2 A.2.1.1 A.2.1.2	<p>MARKET DISCLOSURE</p> <p>This table forms part of Rule 4.6.1.</p> <p>A Reporting Entity other than a Listed Fund must, on the occurrence of an event specified in column 1, make the required disclosure detailed in column 2, within the time specified in column 3, in respect of the Securities identified with a “√” in column 4, of this Table.</p> <table border="1" data-bbox="315 1383 1469 1904"> <thead> <tr> <th data-bbox="315 1383 420 1522"></th> <th data-bbox="420 1383 721 1522">EVENT GIVING RISE TO DISCLOSURE OBLIGATION</th> <th data-bbox="721 1383 1157 1522">DISCLOSURE REQUIRED</th> <th data-bbox="1157 1383 1398 1522">TIME OF DISCLOSURE</th> <th data-bbox="1398 1383 1469 1522">...</th> </tr> </thead> <tbody> <tr> <td data-bbox="315 1522 420 1566">...</td> <td data-bbox="420 1522 721 1566">...</td> <td data-bbox="721 1522 1157 1566">...</td> <td data-bbox="1157 1522 1398 1566">...</td> <td data-bbox="1398 1522 1469 1566">...</td> </tr> <tr> <td data-bbox="315 1566 420 1904"><b>2.2(b)</b></td> <td data-bbox="420 1566 721 1904">           (a) ...            (b) the resignation, retirement or removal of an existing Director; and            (c) ...         </td> <td data-bbox="721 1566 1157 1904">           Market disclosure of:            (a) the effective date of the change (if it has been decided);            (b) whether the position is executive or non-executive;            (c) whether the position is considered to be independent; and            (d) the nature of any functions or responsibility of the position.         </td> <td data-bbox="1157 1566 1398 1904">           As soon as possible <u>or as otherwise required under relevant U.S. laws and regulations or securities exchange rules.</u> </td> <td data-bbox="1398 1566 1469 1904">...</td> </tr> </tbody> </table>		EVENT GIVING RISE TO DISCLOSURE OBLIGATION	DISCLOSURE REQUIRED	TIME OF DISCLOSURE	...	...	...	...	...	...	<b>2.2(b)</b>	(a) ... (b) the resignation, retirement or removal of an existing Director; and (c) ...	Market disclosure of: (a) the effective date of the change (if it has been decided); (b) whether the position is executive or non-executive; (c) whether the position is considered to be independent; and (d) the nature of any functions or responsibility of the position.	As soon as possible <u>or as otherwise required under relevant U.S. laws and regulations or securities exchange rules.</u>	...
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	<p><b>2.3</b></p>	<p>In the case of an appointment of a new Director.</p>	<p>Market disclosure of:</p> <p>(a) all directorships past or present held by the Director in any other Body Corporate in the previous five years;</p> <p>(b) the experience of the Director;</p> <p>(c) details of the process by which the Director was selected;</p> <p>(d) any unspent convictions relating to serious criminal offences;</p> <p>(e) any bankruptcies or individual voluntary arrangements of the Director;</p> <p>(f) any compulsory liquidations, creditors voluntary liquidations, company voluntary arrangements, receivership or any composition or arrangement with creditors generally or any class of creditors of any Body Corporate where such an individual was the Director at the time of or within the 12 months preceding the occurrence of such events; and</p> <p>(g) any public criticism or disqualification of the individual by a governmental or regulatory authority and whether the individual has ever been disqualified by a court from acting as a Director of a Body Corporate or from acting in the management or conduct of the affairs of any Body Corporate or, if there are no such details to be disclosed, that fact.</p>	<p><del>Within 7 days of the appointment</del>  <u>As required under relevant U.S. laws and regulations or securities exchange rules.</u></p>	<p>---</p>
	<p><b>2.5</b></p>	<p>Any resolution passed by the Directors of the Reporting Entity other than a resolution concerning ordinary business of the Reporting Entity.</p>	<p>Market disclosure of the resolution.</p>	<p>As soon as possible <u>or as otherwise required under relevant U.S. laws and regulations or securities exchange rules.</u></p>	<p>...</p>
	<p><b>3.1</b></p>	<p>Transactions undertaken which could result in:</p> <p>(a) any significant investment (i.e. any</p>	<p>Market disclosure relating to:</p> <p>(a) any decision to enter into such a transaction;</p> <p>(b) any material change or new matter affecting any matter</p>	<p>As soon as possible <u>or as otherwise required under relevant U.S. laws and regulations or</u></p>	<p>...</p>

		<p>investments equal to or greater than 5% of the value of the net assets of the Reporting Entity as per its most recent financial reports) or material change to such a significant investment outside the ordinary course of business of the Reporting Entity; or</p> <p>(b) the incurring of any significant debt (being a debt with an amount equal to or greater than 5% of the value of the net assets of the Reporting Entity as per its most recent financial reports) outside the usual and ordinary course of business of the Reporting Entity.</p>	<p>contained in an earlier disclosure; and</p> <p>(c) a full description of the event, activity or transaction proposed or effected, as the case may be.</p>	<p><u>securities exchange rules.</u></p>	
	<b>7.1</b>	Any proposed new issue of Securities.	Market disclosure of the class, number and proposed date of issue and details of the changes to the share capital resulting from the new issue proposed.	As soon as possible after the decision is made <u>or as otherwise required under relevant U.S. laws and regulations or securities exchange rules.</u>	...
	<b>7.2</b>	Results of the new issue.	Market disclosure of the results of the issue including: (a) the class, number and the actual date of the issue; (b) consideration received; and (c) details of changes in the share capital.	As soon as possible <u>or as otherwise required under relevant U.S. laws and regulations or securities exchange rules.</u>	...



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## **CONDITIONS**

The Issuer must retain its primary listing on the Nasdaq Stock Market and continue to be subject to the rules of the Nasdaq Stock Market, SEC regulatory framework and relevant US law as amended or waived or modified from time to time.

## **EFFECTIVE PERIOD**

This notice comes into effect on the date of issue of this notice and remains in force until further notice.

## **INTERPRETATION**

The provisions in this notice are to be construed in accordance with GEN section 6.2 as if these provisions are provisions of the Rulebook.

Defined terms are identified in this notice by the capitalisation of the initial letter of a word or of each word in a phrase and are defined in the Glossary (GLO). Unless the context otherwise requires, where capitalisation of the initial letter is not used, an expression has its natural meaning.

**THIS NOTICE IS ISSUED UNDER ARTICLE 25 OF THE REGULATORY LAW 2004 BY:**

**Name: Eric Salomons**

**Position: Head of Markets**

**DATE OF ISSUE: 27 January 2021**