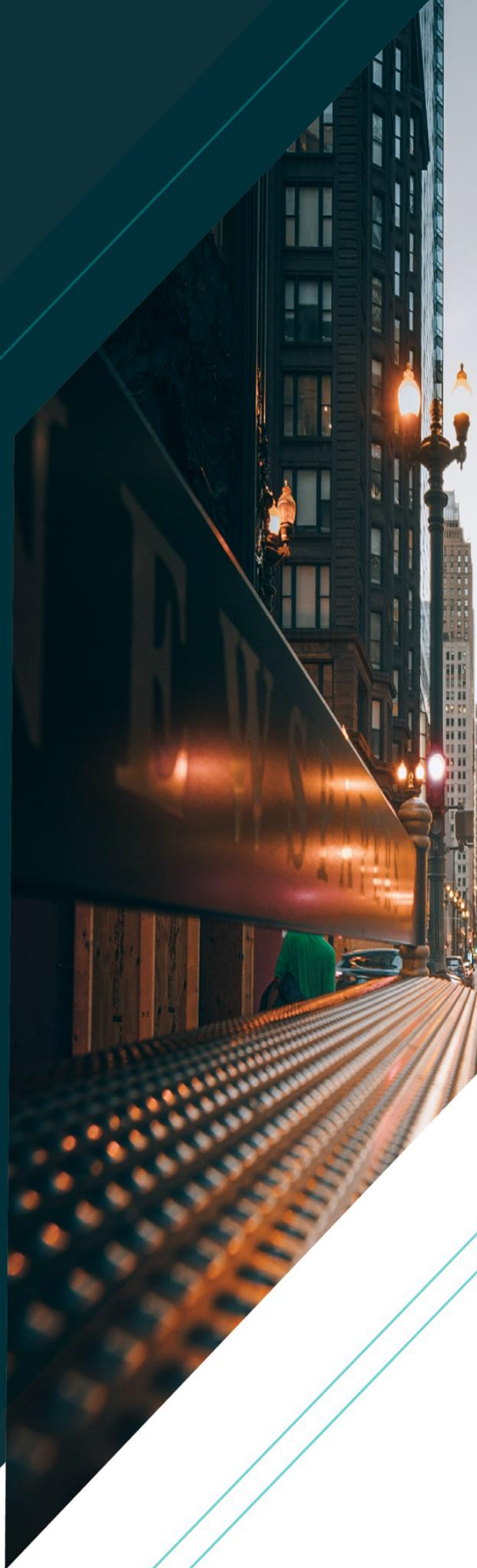


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Multiple Listed Issuers

Practice Note 10



**National
Stock Exchange**
of Australia



Introduction

PRACTICE NOTE 10

The purpose of this Practice Note

Under the Listing Rules the National Stock Exchange of Australia Limited (NSX) is able to receive applications from Issuers that are listed on more than one Stock Exchange and subsequently be admitted to the Official List of more than one Stock Exchange or Trading market, currently. The additional stock exchanges may be either located within Australia or outside of Australia.

This practice note outlines the requirements and obligations for NSX-listed Issuers that are also listed on other Exchanges. These requirements and obligations may be in addition to or overlap those of the other exchange(s). Thus, there may be an increased regulatory burden on Issuers that are multiply listed.

The main points

1. Australian Exchanges
 2. Foreign Exchanges
 3. Disclosure
 4. Migrating Exchanges
 5. Surveillance
 6. Further Information
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Related materials

NSX Listing Rules
NSX Practice Notes
Australian Corporations Act

Guidance

The NSX issues practice notes to promote commercial certainty, reduce costs to business and assist market participants, and we are available to discuss any questions you have in relation to a practice note.

NSX may replace practice notes at any time. Issuers should contact NSX to ensure that they have the latest version of a practice note. As a practice note is only a guide to NSX practice, Issuers are advised to contact NSX to discuss their particular circumstances and the application of the listing rules. NSX cannot give legal advice to Issuers and recommends that they consider taking advice from a qualified professional person.



Section 1 – Australian Exchanges

1. Issuers may wish to be listed on multiple exchanges located within Australia. This may be a part of a strategy to expand their investor base and access to brokers or as a strategy when moving from one exchange to another.
2. The NSX and the Australian Securities Exchange (“ASX”) have entered into an information sharing MOU on 11 May 2004.
3. The primary purpose of the MOU is for sharing information concerning listed Issuers and market participants amongst the Exchanges where those Issuers and Participants are in common.
4. The Exchanges are able to share this information for the purposes of maintaining informed markets about the multiple listed securities.
5. Any NSX listed Issuer contemplating dual listing on another Australian Domestic exchange should contact the NSX to discuss appropriate procedures applicable to their case.

Section 2 – Foreign Exchanges

1. Where applicable and appropriate the NSX will liaise with foreign exchanges that share common Issuers. For a significant number of Issuers this may entail the NSX entering into an MOU with the relevant Exchange to ensure that an information flow is established to enhance disclosure by the Issuer in each market.
2. NSX will establish MOUs with other Recognised Stock Exchanges¹ over time.
3. Irrespective of such information sharing the Issuer is required to treat their participation on the Official List as if the Issuer was only listed on NSX. This entails always complying with the prevailing Listing Rules at all times. This means that there will be an increased regulatory burden on the Issuer if they need to comply with separate, overlapping or competing requirements in the rules of each exchange where the Issuer and their securities are listed. The following sections describe the minimum requirements and obligations that Issuers will have.
4. The Issuer and Directors of the Issuer are subject to various sections of the Australian Corporations Act.
5. Issuers should also refer to the following practice notes and requirements:
 - a. [Practice Note 3 - Reporting of Mineral Resources and Oil Reserves](#)
 - b. [Practice Note 6 - Continuous Disclosure](#)
 - c. [Practice Note 9 - Periodic Disclosure](#)
 - d. [Practice Note 11 - Foreign Listed Issuers](#)
 - e. [Practice Note 20 - Suitability for Listing](#)
 - f. Conditions that have been imposed on the Issuer as part of their admission to the Official List.

¹ For a list of Recognised Exchanges please refer to the NSX Business Rules Appendix 3



Section 3 – Required Disclosure

1. The NSX requires that Issuers obey the NSX listing rules with respect to Issuer announcements and disclosure obligations. This means that the Issuer should report electronically all announcements it provides to any other exchange at the time that it makes that announcement to that exchange.
2. The Issuer will endeavour to minimise any potential for a false or artificial market in its securities. For instance, deliberately staggering the release of announcements in each market could have the effect of creating a false and uninformed market. The NSX will not embargo announcements that have been submitted for release.
3. All announcements to the NSX are to be made electronically via the Regulatory News Service platform by authorised officers.
4. Section 323DA of the Corporations Act 2001 requires that NSX listed Issuers which file information with overseas markets must also disclose that information with the NSX on the next business day before market open.
5. The Issuer would need to abide by the NSX continuous disclosure and periodic disclosure regimes as governed by the Corporations Act and Chapter 6 Sections 2A, 2B and 2C of the NSX Listing Rules.
6. The Issuer must provide to NSX, in English², all information it provides to the overseas exchange, if listed, or otherwise if it is making the information public.
7. The Issuer may need to report financial information in a dual language if English is not the language of administration in the foreign jurisdiction.
8. NSX requires adherence to international accounting standards. The NSX, in its discretion, may also accept the following accounting standards: New Zealand, Singapore, Hong Kong, UK, USA and Canada or other countries on application until those countries adopt International Accounting Standards.
9. The Issuer would need to have staff or maintain a relationship with suitably qualified Nominated Advisers to ensure that NSX's ongoing reporting requirements are met. At least this means the appointment and maintenance of an NSX registered Nominated Adviser³.
10. Where NSX considers it necessary to ensure that the NSX market trades on a fully informed basis the NSX may require additional disclosure by the Issuer. This may entail monthly NTA reports if appropriate to the Issuer or also monthly or quarterly investment or exploration and drilling reports about its activities or monthly or quarterly cash flow and activities reporting.
11. The Issuer is required to adhere to the timetables for disclosure of periodic information. These timetables may differ from the foreign jurisdiction and NSX is not able to waive these obligations.
12. NSX requires adherence to notification of substantial shareholders and director's interests.
13. After discussion with the Issuer, the NSX may require that additional information is disclosed to the market before the Issuer is listed. Such information may entail previous financial reports (annual and half yearly), prospectus or other offer documents that may be relevant, the Issuer's letter of application, constitution, suitability for listing disclosure, material contracts or other documentation that the NSX views would

² A requirement of the NSX Listing Rules.

³ The Issuer should also refer to Practice Note 20 Suitability of Listing where there is a requirement for a close association with Australia.



enhance disclosure about the Issuer for existing and prospective investors. NSX will release a statement on any conditions that have been placed on the Issuer at the time of quotation of securities⁴.

14. The Issuer should also indicate where information about its previous listing on another exchange may be obtained by investors.

References:

[Practice Note 6 - Continuous Disclosure](#)

[Practice Note 9 - Periodic Disclosure](#)

[Practice Note 20 - Suitability for Listing](#)

Section 4 – Foreign Exchanges

1. Issuers listed on other non-domestic Recognised Exchanges should also refer to Practice Note 11: Foreign Entities concerning disclosure and their obligations under the listing rules.
2. Issuers which are not listed on any other Exchange (but may be listed on an exempt market⁵ like the UK AIM or US OTC markets or European quotation markets etc) are considered to have their primary listing on the NSX Exchange for reporting. The primary listing means that NSX has the primary responsibility for regulating that Issuer as a listed public Issuer.
3. The Issuer will fall under Australian jurisdiction and each Issuer should consider the implications for listing on this basis.

Reference:

[Practice Note 11 - Foreign Entities](#)

Section 5 – Migrating Exchanges

1. Over time Issuers will seek and obtain a listing on another exchange and withdraw from their current exchange. In the intervening period it is possible for the Issuer to be temporarily dual listed while the process of listing and delisting takes place. The reasons for this are that the Issuer is uncertain as to whether it will be approved for listing by the other Exchange or the Issuer wishes to maintain a presence on both Recognised Stock Exchanges (in the case of a foreign listing).
2. If the Issuer does not wish to maintain a dual listed structure, then it can apply to the home Recognised Stock Exchange to withdraw its listed status. NSX listed Issuers should follow NSX Listing Rule Section 1 Rule 2.25. for the withdrawal of their listing status.
3. In most cases it is advantageous for shareholders of the Issuer to continue trading of securities on the home exchange until the process is complete⁶.

⁴ For example, financial reporting obligations such as Net Tangible Asset per share announcements to be issued monthly.

⁵ An exempt market may not require the same level of disclosure and reporting that NSX does. An exempt market may be a quotation and trading of securities market but not a listing market.

⁶ In some circumstances this may not be possible if closure of the share register is required and reopened in a new jurisdiction to allow settlement of trading transactions to complete. Issuers will need to discuss appropriate orderly withdrawal and listing arrangements with NSX.



4. In the Issuers application, the NSX will also consider reasons why the Issuer is withdrawing from the other exchange. In most cases the NSX may enforce additional disclosure and impose additional conditions⁷ on an applicant or existing Issuer in order to ensure a fully informed and orderly market.
5. The NSX will liaise with the Issuer to accept withdrawal of the securities to time with a seamless commencement of trading on the new exchange. In the case of the ASX this will mean that the Issuer will follow ASX procedures on the withdrawal of securities on the ASX and listing on the NSX or vice versa. A minimum of 10 business days is required before delisting from NSX and a minimum of 90 calendar days is required for notice (NSX Listing Rule 2.25)⁸ to the Exchange to delist.
6. For a migration from ASX to NSX or NSX to ASX, it is possible for an Issuer to retain its Trading Code on either market. However, the listing process may be delayed in this case because of requirements of CHES in converting the sub registers over to the new exchange. Issuers should allow at least 20 business days for the whole process to complete. If the Issuer has not traded for at least 10 business days on its current exchange application can be made to waive this requirement. The transfer can be shorter if the Issuer accepts a new Trading Code.

Section 6 – Surveillance

The Exchanges of which an Issuer is listed on undertake certain responsibilities in regulating that particular Issuer. Some of these responsibilities include:

1. Monitoring of disclosed information and sharing that information;
2. Monitoring of and acting on disciplinary issues;
3. Synchronisation of Trading Halt and Suspension of trading of securities;
4. Notifications of referrals to the relevant authority in each jurisdiction (e.g. for Australia this would be the Australian Securities and Investments Commission – ASIC);
5. Notification of securities being listed or de-listed; and
6. Other activities as determined by each exchange from time to time.

Section 7 – Further Information

For further information, please contact:

National Stock Exchange of Australia Limited
1 Blich Street, Sydney NSW 2000
Email: compliance@nsx.com.au
Phone: (02) 9233 0100

⁷ Equity Issuers Section 2A Rule 6.56, Debt Issuers Section 2B 6.35, and MIS Issuers Section 2C 6.52.

⁸ The main technical requirement is for the changeover of registers for the settlement of securities. The ASX or NSX may impose an end of month requirement for such a change which may exceed the 10 business days.