

# Statutes for the Association for Generally Accepted Principles in the Securities Market

(including amendments adopted by the Association Meeting on June 16, 2023)

*If the English version of the Association's statutes should in any way differ from the Swedish version, it is the Swedish version that applies ([www.godsed.se/stadgar](http://www.godsed.se/stadgar)).*

## The Association

### § 1

The name of the association is *Föreningen för god sed på värdepappersmarknaden*, the Association for Generally Accepted Principles in the Securities Market.

The Association is domiciled in Stockholm.

The purpose of the Association is to promote the observance and development of good practice in the securities market.

For this purpose, the Association is to have the following executive bodies: The Swedish Securities Council, (*Aktiemarknadsnämnden*); The Swedish Corporate Governance Board, (*Kollegiet för svensk bolagsstyrning*); The Swedish Corporate Reporting Board, (*Rådet för hållbarhets- och finansiell rapportering*), with its Expert Panel on Corporate Reporting; The Council for Swedish Financial Reporting Supervision, (*Nämnden för svensk redovisningstillsyn*); and The Stock Market Self-Regulation Committee (*Aktiemarknadens självregleringskommitté*).

To the extent that the board of the Association deems it appropriate, the Association's activities may be conducted through a subsidiary company.

### § 2

The Association's bodies are the association meeting, the board, the auditor and the executive bodies listed above in § 1, fourth paragraph.

### § 3

Decisions to admit members to the Association are made by the association meeting. A member may withdraw from the Association at the end of the calendar year if notice of withdrawal is given no less than six months in advance.

Decisions to exclude members from the Association are made by the association meeting.

### § 4

The Association's activities can be financed through fees from the stock market listed companies (self-regulation fees), membership fees, service fees or through funds that are otherwise made available to the Association.

In accordance with Nasdaq Stockholm's Nordic Main Market Rulebook for Issuers of Shares (the Regulations), companies that are bound by the Regulations are obliged to pay an annual fee to the Association for the financing of self-regulation in the stock market, (the self-regulation fee). Each company's fee is to correspond to a percentage of the annual listing fee that the company pays to Nasdaq Stockholm. The percentage is to reflect the cost of sustainable, high-quality self-regulation of stock market matters. The Association's board of directors decides on the size of the percentage after consultation with the Confederation of Swedish Enterprise, *Svenskt Näringsliv*, which in turn formulates its position with the support of representatives of the collective of

companies concerned, in accordance with the Confederation's own procedures. The fee is to be paid annually in advance. Nasdaq Stockholm AB is to assist with the invoicing of the self-regulation fee on behalf of the Association.

## **§ 5**

The Association is to hold an ordinary association meeting (annual meeting) before the end of June each year. The Association otherwise meets as required.

Notice of the association meeting is to be given in writing no later than two weeks before the meeting.

## **§ 6**

The association meeting is quorate if no fewer than half of the members are present.

## **§ 7**

Each member of the Association has one vote.

## **§ 8**

Election of members of the board, including the election of the Chair, is prepared by the Confederation of Swedish Enterprise. The Confederation has the right to nominate three board members, including the Chair, and every other member of the Association has the right to nominate one member each and one personal deputy member, unless the members have agreed otherwise.

## **§ 9**

A decision of the association meeting consists of the opinion that has received more than half of the votes cast or, in the event of an equal number of votes for two or more opinions, the opinion supported by the chair of the meeting.

In elections, the candidate who receives the most votes is deemed elected. In the event of an equal number of votes for two or more candidates, elections are decided by drawing lots.

Unanimity is required for decisions on admission of members.

Exclusion may occur if a member grossly violates obligations according to these statutes or a specially written agreement. For decisions on the exclusion of a member, unanimity is required from the other members.

## **§ 10**

At the annual association meeting, the following is to occur:

- Election of the chair of the meeting
- Election of a person who, together with the chair, will sign the minutes
- Presentation of the annual report
- Approval of the income statement and the balance sheet
- Presentation of the auditor's report
- Decision on discharge of liability for the board
- Presentation of the budget and decision on fees
- Presentation of nominations to the board
- Election of the Chair and other members of the board
- Election of the auditor

## ***The board***

### **§ 11**

The board appoints members of these executive bodies: the Swedish Securities Council, The Swedish Corporate Governance Board, The Swedish Corporate Reporting Board and The Stock Market Self-Regulation Committee. In the Council for Swedish Financial Reporting Supervision, the board appoints the Chair and Vice Chair. The board also administers the Association's financial and administrative matters.

The board may appoint a vice chair from within the board.

The board may appoint committees from within the board.

### **§ 12**

The board is quorate when no fewer than half of the members are present. If a personal deputy board member has been appointed for a member who is unable to attend, that deputy may take the place of the absent member.

A decision of the board consists of the opinion that has received more than half of the votes cast by those members present or, in the event of an equal number of votes for two or more opinions, the opinion supported by the Chair.

### **§ 13**

The board is to submit an annual report each year for the previous financial year and submit the annual report documentation for review to the Association's auditor no later than 30 April. The auditor is to provide an audit report no later than 30 May. A copy of the annual report documentation and the audit report are to be sent to the members together with the notice of the annual meeting.

## **The Swedish Securities Council (the Council)**

### ***Operations***

### **§ 14**

The mission of the Swedish Securities Council is to promote good practice in the Swedish stock market through rulings, advice and information.

At the request of a court of law, another state agency or a stock market or trading platform, in Sweden, the Council may issue statements regarding good practice in the stock market.

### **§ 15**

The Council may review any action by a Swedish limited company that has issued shares that are admitted to trading on a regulated market (stock exchange listed company) or by a shareholder in such a company if the actions concerns a share in a listed company or may be of importance to the assessment of such a share. The same applies to foreign limited companies that have issued shares that are admitted to trading on a regulated market in Sweden, to the extent that the action is to be assessed according to Swedish regulations.

The Council may, in so far as it considers it appropriate, also issue rulings on good practice in the stock market regarding companies whose shares are traded on a trading platform in Sweden.

### **§ 15 a**

The Council can carry out the tasks referred to in Chapter 7, Section 10 of the Takeovers Act (2006:451) as delegated by the Swedish Financial Supervisory Authority.

The Council can carry out tasks delegated by the Swedish stock markets regarding exemption from and interpretation of Swedish stock market regulations on takeover bids.

### **§ 15 b**

In these statutes, certificates of issue, interim certificates, convertibles, warrants, certificates of participation, equity certificates and other equity-related instruments are equated with shares.

In these statutes, companies that have taken action with the purpose of becoming stock exchange listed companies are equated with listed companies. The same applies to companies that have taken action with the purpose of the shares being traded on a trading platform in Sweden.

### *Composition*

#### **§ 16**

The Council consists of a Chair, one to two Vice Chairs and no more than 32 other members, each of which is appointed by the board for no more than two years at a time. The board is to ensure that the Council has a composition that is designed to have the confidence of actors in the stock market and which is appropriate for the duties of the Council.

Before the board decides on the composition of the Swedish Securities Council, Finansinspektionen, (the Swedish Financial Supervisory Authority), Nasdaq Stockholm AB and the Nordic Growth Market NGM AB are to be informed of the members that have been proposed.

### *Rules of procedure*

#### **§ 17**

The Council is to establish procedures for its operations in plenary.

#### **§ 18**

All work is conducted in writing.

Processing of submissions may include oral negotiations on certain aspects of the case if this is considered to be of benefit to the process or to facilitate the rapid resolution of the case.

Oral negotiations are to be held if an individual petitioner so requests and the negotiation is not unnecessary and there is no significant cause not to do so.

#### **§ 19**

A request for a ruling on pertaining to a planned action is to be dealt with particularly urgently.

### *Secretariat*

#### **§ 20**

The Council is to have a secretariat led by a board-appointed Director General.

The job description of the Director General is to be drawn up following the Council's rules of procedure.

### *Meetings and decisions*

#### **§ 21**

When a case is heard, no fewer than four and no more than eight members of the Council are to participate. The members appointed for each case are determined according to principles set out in the Rules of Procedure.

At the initiative of the Chair of the Swedish Securities Council, a case may be heard by a wider group of no fewer than nine and no more than twelve members if there is a compelling reason to do so.

When a case is heard, the process is to be chaired by the Chair of the Council. If the Chair is unable to participate, either of the Vice Chairs is to lead the process. If neither the Chair nor one of the Vice Chairs is able to participate, the participating member who has been a member of the Council for the longest number of years is to act as chair. If two or more members of the Council have been members for the same number of years, lots are to be drawn to decide who will chair.

A matter of particular importance may be heard in plenary on the initiative of the Chairman of the Council. The plenary Council is quorate if no fewer than half of all the members are present, including the Chair or either of the Vice Chairs of the Council.

The Chair or, if the Chair is unavailable, either of the Vice Chairs may rule on the Council's behalf in cases where the matter is particularly urgent, where a corresponding matter has already been dealt with by the Council or where the matter is of less significance. The Chair may also delegate the power to rule on such a case to the Director General.

### ***Appeals***

#### **§ 21 a**

Chapter 8, Section 1 of the Takeovers Act (2006:451) contains provisions regarding appeals against rulings made by the Council on matters that have been delegated by the Swedish Financial Supervisory Authority.

Rulings by the Council other than those covered by the above section of the Act cannot be appealed.

Correction and amendment of ruling

#### **§ 21 b**

Chapter 7, Section 10 of the Takeovers Act (2006:451) contains provisions on the correction and amendment of rulings in accordance with Section 36-39 of the Administrative Procedure Act (2017:900) that the Council makes on delegation from the Swedish Financial Supervisory Authority.

If the Council finds that a ruling it has made in a case that has not been delegated to the Council by the Financial Supervisory Authority is manifestly incorrect due to new circumstances or for any other reason, the Council is to amend the ruling if this can be done quickly and easily without prejudice to any individual party. Such an amendment is to be made by the Chair, the Vice Chair or the Director General.

If the Council has issued a ruling or announced a decision through the Chairman, the Vice Chair or the Director General in a case that has not been delegated to the Council by the Financial Supervisory Authority, the Council may, if there are compelling reasons for a review and the petitioner so requests, review the decision in collegial composition. The decision on whether such a review is to take place is made by the Chair, or by the Vice Chair he or she issued the ruling or announced the decision.

#### **§ 22**

Each member of the Swedish Securities Council has one vote.

#### **§ 23**

Each ruling of the Swedish Securities Council comprises the opinion that has acquired more than half of the votes cast or, if there is no majority, the opinion supported by the Chair.

#### **§ 24**

Regarding conflicts of interest against member and rapporteur, applies to what is prescribed in sections 16-18 of the Administrative Procedure Act (2017:900). Beyond this, the Council is to establish guidelines regarding the handling of conflicts of interest.

### ***Rulings***

#### **§ 25**

The Council can issue rulings on its own initiative or after receiving a petition. The Council determines itself whether a petition warrants that the issue be brought up for decision. In doing so, the Council takes into account whether the issue is a matter of principle or of practical importance for the stock market in general. The Council also considers whether the issue has been or can be expected to be dealt with elsewhere.

Petitions to the Council are to be submitted in writing, unless the Chair permits otherwise.

A petition is to state the circumstances which provide the basis for its submission.

Incomplete submissions may be rejected.

If a petition pertains to an action by a party other than the petitioner, the petition is to be submitted to the party that has carried out or intends to carry out the action for information or comment.

## **§ 26**

All rulings by the Swedish Security Council are to be issued in writing. The ruling is to be sent to the petitioner. If the ruling pertains to an action of a party other than the petitioner, the ruling is to be submitted immediately to the party that has carried out or intends to carry out the action.

Council rulings are to be made public unless there are compelling reasons not to do so. For rulings on matters that have been delegated to the Council by the Financial Supervisory Authority, the provisions in Chapter 7, Section 9 of the Takeovers Act (2006:451) also apply.

The Council may not make public any ruling that pertains to a planned action until that action has been carried out, has been announced by the party that planned the action or has become public knowledge by other means. If it is the view of the Council that the content of a ruling is of such significance with regard to good practice in the stock market that it should be public knowledge, the Council may publish its ruling in summarised form and without naming the parties involved providing this can be done without revealing any confidential or other sensitive information or any other harm being caused.

### ***Confidentiality***

## **§ 27**

Members and rapporteurs in the Swedish Securities Council involved in the processing of a petition who have been given access to information that has not been disclosed in any published statement or is not otherwise in the public domain is bound by confidentiality with regard to the matter and may not use such knowledge in any unauthorised way. This also applies to any other party who has received such information in connection with the processing of the case.

### ***Fees***

## **§ 28**

Members and rapporteurs in the Swedish Securities Council are eligible for compensation in accordance with the principles established by the board of the Association.

## **The Swedish Corporate Governance Board (the Board)**

### ***Operations***

## **§ 29**

The Board is to:

- promote good development of Swedish corporate governance, primarily by ensuring that Sweden has a relevant, up-to-date and effective code of corporate governance for stock market listed companies and non-Swedish companies whose shares or depository receipts are admitted to trading on a regulated market in Sweden (listed companies), and
- work internationally for increased awareness and understanding of Swedish corporate governance and the Swedish stock market and safeguard Swedish interests in these areas.

## **§ 30**

The task of promoting Swedish corporate governance includes:

- monitoring application of the Code and public debate in the field, and compiling and analysing experiences and views on the practical use of the code that emerge,

- monitoring developments in legislation and other regulations in the field of corporate governance,
- following developments in other countries, in relevant supranational organizations and bodies and in academic research in the field,
- on the basis of the above, making any changes to the Code that the Board deems appropriate and securing support for these among relevant stakeholders.

### *Composition*

#### **§ 31**

The Board consists of chair, vice chair and a maximum of twelve other members, one of whom may be appointed as executive director. Each is appointed by the Board for two years at a time, whereby approximately half of the members are appointed each year. Members of the Board are to contribute to the work of the Board with their personal knowledge and experience and not to represent any delimited underlying interest.

#### **§ 32**

The Board is to have a broad composition that ensures credibility in its ability to fulfil its tasks with a high level of competence and complete integrity towards individual actors and other interests. In order to achieve this, the following range of experience, expertise and perspectives should be represented in a balanced manner among the members of the Board, with an emphasis on the circumstances of listed companies and on the stock market:

- Institutional, private and state ownership.
- Swedish and international capital markets.
- Executive management and board work.

#### **§ 33**

In addition to the aforementioned ordinary members, the Board may co-opt additional individuals for its work for individual meetings or on a longer-term basis. Decisions on continuous co-opting of individuals are to be approved by all ordinary members.

#### **§ 34**

The Board is to have a secretariat led by the Board's secretary, who is appointed by the Board. Upon a proposal by the Board, the secretary may be appointed by the Association for Generally Accepted Principles in the Securities Market as Executive Director for the duration of the assignment as secretary.

#### **§ 35**

The Board is to report continuously on its financial position to the Association for Generally Accepted Principles in the Securities Market.

### *Procedures*

#### **§ 36**

The Board is to shall meet no fewer than four times per year, and more frequently if required. The Chair of the Board each meeting after consultation with the secretary. In addition, individual members may call for the Board to meet.

#### **§ 37**

For a quorum, no fewer than half of the members of the Board are to be present and to participate in the decision. Each member has one vote. A member has the right to have a divergent opinion listed in the minutes. Decisions are normally made by simple majority. In the case of an equal number of votes, the Chair has the casting vote. However, decisions on amendments to the rules of the Code are to be made by a qualified majority of no fewer than three quarters of all ordinary members.

## § 38

The Board is to establish in plenary session a set of rules of procedures in which the work of the Board is more closely regulated and to inform the Association for Generally Accepted Principles in the Securities Market of the content of the rules of procedure.

## The Swedish Corporate Reporting Board (the Board)

### *The role of the Board*

## § 39

Through *recommendations, consultation responses and information*, the Board is to strive to

- adapt and develop good accounting practice and regular financial and non-financial reporting for companies whose securities are listed on a regulated market in Sweden on the balance sheet date,
- promote and protect Swedish interests regarding accounting issues and reporting in said companies internationally and
- ensure that said companies and other stakeholders are kept informed and given opportunities to exert influence on changes and interpretations regarding financial and non-financial reporting.

### *Composition*

## § 40

The Board consists of a Chair and between five and nine other members, all of whom are appointed by the board of the Association for Generally Accepted Principles in the Securities Market (the Association's board) for two calendar years. However, when the Board was first constituted, around half of the members were appointed for a first term of three years.

When appointing members, the Association's board is to strive ensure the Board has a suitable composition, taking into account current actors on the regulated markets and the Board's activities.

A member can be reappointed for a new term.

### *Rules of procedure*

## § 41

The Board establishes a set of procedures for its activities.

## § 42

If required, the Chair of the Board may assign the Expert Panel on Corporate Reporting (the Expert Panel) to prepare matters. The work of the Expert Panel is to be recorded in writing unless the Chair permits otherwise.

### *Secretariat*

## § 43

The Board is to have a secretariat headed by an executive director, appointed by the Association.

The executive director is to be the chair of the Expert Panel and a member of the Board.

The executive director's other duties are to be determined by the Board's procedures.

The Association's secretariat publishes the finalised versions of the recommendations, consultation responses and information issued by the Expert Panel after these have been approved for publication by the Board.

## § 44

The Board is to continuously report on the Board's and its Expert Panel's finances to the Association's board.



### *Meetings and decisions*

#### **§ 45**

The Chair of the Board is to ensure that meetings are held when required. At least four meetings per year are to be held. The Board is to be convened if one of the members so requests.

#### **§ 46**

The Board is quorate when more than half of the members are present.

#### **§ 47**

Each member of the Board has one vote.

A decision of the Board consists of the opinion that has received more than half of the votes cast by the members present or, in the event of an equal number of votes for two or more opinions, the opinion supported by the Chair.

### *Statements*

#### **§ 48**

It is the responsibility of the Board to communicate on its own initiative with relevant actors on the regulated markets as well as other appropriate actors with regard to the Board's activities.

The Board can issue recommendations and issue consultation responses on its own initiative or after a petition has been submitted. The Board itself decides whether a petition is to be taken up for decision. In doing so, particular consideration is to be given to whether the issue is of a principled nature or of great practical importance for companies whose securities are listed on a regulated market in Sweden on the balance sheet date. However, when deliberating whether the petition should be heard, the Board must also take into account whether the matter has been or can be expected to be dealt with elsewhere.

Petitions to the Board are to be submitted in writing unless otherwise permitted by the Chair.

The petition is to state clearly and in full the circumstances on which the petition is based. An incomplete petition may be rejected.

#### **§ 49**

The Board's statements in the form of recommendations and consultation responses are to be submitted in writing. The recommendations and consultation responses are to be made public unless the Board has particular reason to justify that they not be published.

### *Confidentiality*

#### **§ 50**

When handling an issue, members of the Board who acquire knowledge or information which is not apparent from any published statement or which is not otherwise publicly available have a duty of confidentiality in this regard and may not make unauthorised own use of this knowledge. This also applies to any other parties who acquire such knowledge in connection with the Board's handling of an issue.

### *Fees*

#### **§ 51**

Members of the Board may receive compensation according to the principles established by the Association's board.

## Expert Panel on Corporate Reporting (the Expert Panel)

### *Role*

#### **§ 52**

The Expert Panel is to conduct technical preparations for matters on behalf of the Swedish Corporate Reporting Board (the Board) and continuously monitor the development of good accounting practice for companies whose securities are listed on a regulated market on the balance sheet date.

The work is to be submitted in writing and may not be made public.

### *Composition*

#### **§ 53**

The Expert Panel consists of a Chair, the Executive Director of the Board and at least four other members, all of whom are nominated and appointed by the Board for two years.

When appointing members, the Board is to strive to ensure the Board has a suitable composition, taking into account current actors on the regulated markets and the Expert Panel's activities. A member can be reappointed for a new term.

The members of the Expert Panel are to possess the requisite accounting competence in relevant accounting issues occurring in companies whose securities are listed on a regulated market in Sweden on the balance sheet date. In addition to ordinary members, the Expert Panel may continuously or for individual meetings co-opt additional persons to participate in its work. The Chair has the right to engage consultants to assist the Expert Panel in the preparation of cases.

### *Rules of procedure*

#### **§ 54**

The Expert Panel establishes a set of procedures for its work. The Swedish Corporate Reporting Board is to be informed of any amendments to these procedures.

#### **§ 55**

The Chair of the Expert Panel reports to the Board.

### *Meetings and decisions*

#### **§ 56**

The Chair of the Expert Panel is to ensure that meetings are held when required.

#### **§ 57**

The Expert Panel is quorate when more than half of the members are present.

#### **§ 58**

Each member of the Expert Panel has one vote.

A decision of the Expert Panel consists of the opinion that has received more than half of the votes cast by the members present or, in the event of an equal number of votes for two or more opinions, the opinion supported by the Chair.

### *Confidentiality*

#### **§ 59**

When handling an issue, members of the Expert Panel who acquire knowledge or information which is not apparent from any published statement or which is not otherwise publicly available have a duty of confidentiality

in this regard and may not make unauthorised own use of this knowledge. This also applies to any other parties who acquire such knowledge in connection with the Expert Panel's handling of an issue.

### ***Fees***

#### **§ 60**

Members of the Expert Panel may receive compensation according to the principles established by the Association's board

## Council for Swedish Financial Reporting Supervision (the Council)

### ***Operations***

#### **§ 61**

As delegated by the Swedish Financial Supervisory Authority, the Council is to review periodic financial information as referenced in Chapter 16 of the Securities Market Act (2007:528).

#### **§ 62**

The Council shall follow European Securities and Markets Authority (Esma) guidelines on supervision of financial information (ESMA/2014/1293) where applicable.

The Council shall also follow other Esma guidelines relating to the Council's activities where applicable.

#### **§ 63**

The Council shall actively participate in the European exchange of experience and contribute to a uniform application of international accounting standards and a uniform supervision, both in Sweden and in the EEA.

The Council shall actively participate within the framework of European Enforcers Coordination Sessions (EECS). Among other things, the Council shall present Swedish cases to EECS, enter such cases in the EECS database where relevant and submit information requested by Esma.

The Council shall also participate in other working groups within Esma if it is relevant to the Council's activities.

#### **§ 64**

In its work the Council shall comply with the terms of the agreement between the Swedish Financial Supervisory Authority (SFSA) and the Association concerning the transfer of certain SFSA duties to the Council.

### ***Composition***

#### **§ 65**

The Council is comprised of a Chair, Vice Chair and a minimum of five other members (reviewers).

The Council's composition shall include representatives from the field of accounting, be designed to otherwise inspire the confidence of companies and market stakeholders, and be appropriate as regards the Council's duties.

The Council's Chair or Vice Chair should have experience from senior management of a listed company, while the other should be well-versed in the legal field.

### ***Independence***

#### **§ 66**

Members of the Council shall be independent. All members shall be employed by the Council and hold this position as their primary employment.

Council members may not hold any other position or job or carry out any activity that may interfere with confidence in his or her independence or that may adversely affect the Council's reputation.

Council members shall notify the Council's Chair of their outside activities and other circumstances significant in assessing the member's independence.

The Council's Chair determines a member's (reviewer's) capacity to engage in outside activities and applicable cooling off period requirements.

The Council's Chair and Vice chair shall submit corresponding information about themselves to the Association's Chair, who determines the Chair's and Vice Chair's capacity to engage in outside activities and applicable cooling off period requirements.

### ***Appointment of members***

#### **§ 67**

Members of the Council are appointed pursuant to the following process:

- The Association for Generally Accepted Practice in the Securities Market appoints a nomination committee.
- The nomination committee is responsible for nominating the Council's Chair and Vice chair.
- The Association's board of directors appoints the Council's Chair and Vice Chair.
- The Board's Chair appoints members of the Council.

The Association's Chair shall notify the Swedish Financial Supervisory Authority prior to the appointment of the Council's Chair and Vice Chair.

The Council's Chair shall notify the Swedish Financial Supervisory Authority and receive approval from the nomination committee's Chair prior to the appointment of a Council member.

### ***Working methods***

#### **§ 68**

The Council's Chair and Vice Chair shall collectively establish rules of procedure for the Council's activities.

#### **§ 69**

The Council's Chair shall establish documented procedures for the Council's activities.

#### **§ 70**

The Council handles cases primarily in written form. Verbal negotiations may be included.

### ***Proceedings***

#### **§ 71**

Cases are handled in proceedings under the direction of a group of Co-Chairs.

Co-Chair groups are comprised of the Council's Chair, Vice Chair and a third member appointed on a rotating basis from among the other members of the Council.

Proceedings include two members in addition to the group of Co-Chairs, one of whom is responsible for the review and one for quality assurance.

Proceedings are chaired by the Council's Chair or Vice chair.

The basic principle is that a specific constellation of members may not be involved in more than one proceeding. However, exceptions may be made in the event a member is found to be in conflict of interest with a case under review.

#### **§ 72**

In handling cases the Council applies the following provisions of the Administrative Procedure Act (2017:900):

- §§ 16-18 regarding conflict of interest,

- § 24 regarding when verbal information may be provided,
- § 25 regarding communication,
- § 27 regarding documentation of information,
- § 31 regarding documentation of decisions,
- § 32 regarding justification for decisions,
- § 33, ¶¶ 1 and 3 regarding notification of contents of decisions,
- § 36 regarding corrections to clerical and similar errors,
- § 37, ¶ 1 regarding circumstances in which a public authority may amend a decision, and
- § 38 regarding circumstances in which a public authority shall amend a decision.

### ***Conflict of interest***

#### **§ 73**

Conflict of interest bars a member from participating in the review of a case.

#### **§ 74**

When testing members for conflicts of interest in specific review cases, it is primarily the concerned member who assesses whether he or she is disqualified. Council members shall comply with the provisions of §§ 16-18 of the Administrative Procedure Act (2017:900) regarding conflict of interest. Conflicts of interest are reported to the Council's Chair.

In conjunction with the conflict of interest test for specific review cases, the Council's Chair conducts an additional conflict of interest test of Council members. The test of the deputy chair is conducted by the Council's Chair. The test of the Council's Chair is conducted by the Vice Chair. Conflict of interest tests shall be documented.

### ***Confidentiality***

#### **§ 75**

The Council's employees and contractors are subject to a duty of confidentiality and, unless authorised to do so, may not disclose or utilise information regarding another person's business or personal circumstances to which he or she has become privy by virtue of his or her employment or assignment.

### ***Office and website***

#### **§ 76**

The Council shall have an office staffed with an administrative director.

#### **§ 77**

The Council shall have a website that provides information on the composition of the Council and the manner in which the Council conducts its activities.

#### **§ 78**

The Council shall maintain a register in which it regularly records the cases it deals with along with associated documents.

#### **§ 79**

Documents pertaining to a review case shall be filed and retained for ten years, after which the documents shall be destroyed.

## The Stock Market Self-Regulation Committee (the Committee)

### *Operations*

#### **§ 80**

The Committee shall:

- promote good practices on the Swedish securities market by issuing rules, including rules concerning public takeovers, and
- work for greater awareness about the stock market in Sweden and internationally as well as take into account Swedish interests in this area.

#### **§ 81**

The Committee is a normative body in Swedish self-regulation with regard to Swedish and foreign companies whose stocks are listed for trade in a regulated Swedish stock exchange as well as foreign companies whose shares upon the initiative of the company are traded on a trading platform in Sweden (listed companies).

The assignment to promote good practices on the Swedish stock market entail, for example, to:

- monitor the application of issued rules in the market,
- monitor the development of laws and other legislation concerning security market issues in Sweden and internationally, and
- on the basis of this issue new or the amendments of existing rules that are considered appropriate as well as anchor these with concerned actors.

### *Composition*

#### **§ 82**

The Committee consists of its Chair and at least four Members. All Members are appointed by the Committee's Board for no more than two years. A Member can be appointed for an additional period.

The Board shall ensure that the Committee has a broad composition, with the aim to enjoy confidence amongst actors in the stock market and are suitable with regard to the Committee's tasks. A Member of the Committee shall contribute to the Committee's work with his or her personal skills and experience and not represent any defined underlying interest.

#### **§ 83**

The Committee shall have a composition that fosters trust in its ability to fulfil its tasks with a high degree of knowledge and skills and full integrity vis-à-vis individual actors and other interests. To provide for this, different relevant experiences, areas of competence and perspectives, with a bearing on actual conditions in listed companies and in the stock market, be represented in a balanced manner among the Committee's members.

#### **§ 84**

In addition to the aforementioned appointed ordinary Members the Committee can co-opt more individuals for its work with single meetings or continuously. Decisions concerning continuous co-option shall be supported by all ordinary Members.

#### **§ 85**

The Committee shall, as in a manner more precisely decided by the association, have a Secretariat or secretarial resources, which can be provided by the association or other executive bodies.

The Association's Secretariat publishes rulings that are issued by the Committee and, when needed, provides other resources that can be needed for the Committee's external communications.

## **§ 86**

The Committee shall continuously and in a manner that more precisely indicated by the Association, report on its finances and operations to the Association.

### ***Forms of work***

## **§ 87**

The Committee shall meet when needed. The Chair calls meetings. Additionally, an individual Member can call for the Committee to meet.

## **§ 88**

For a quorum at least half of the Committee's Members are required to be present and participate in the decision. Each Member has one vote. Members have the right to have divergent views noted in the minutes.

Decisions are normally taken with simple majority. In case of equal votes, the Chair's standpoint prevails. However, decisions concerning the establishment of new or amended existing rules with regard to good practices in the stock market are taken by a qualified majority consisting of at least three quarters of all ordinary Members.

## **§ 89**

The Committee shall in plenary establish the Rules of Procedure in which the forms for the Committee's work are more precisely regulated and shall inform the Association about the content of these Rules.

### ***Remuneration***

## **§ 90**

A Member of the Committee can receive remuneration according to principles that are established by the Association's Board, in which remuneration can be varied and, in some cases, not awarded.

## **Final provisions**

### ***Amendment of statutes***

## **§ 91**

Decisions on amendments to these statutes are made by the association meeting. A decision on an amendment is valid if it is supported by all members present at the meeting. If the amendment applies to an executive body named above in § 1, fourth paragraph, the body referred to in the amendment is to be consulted before the decision is made.

### ***Dissolution of the Association***

## **§ 92**

A decision to dissolve the Association follows the same procedure as that which applies to amendments to the statutes.