



IEX | Listing Guide



Introduction

Welcome to IEX, the responsible listings choice for companies.

Questions can be directed at listings@iextrading.com or 646.343.2140.

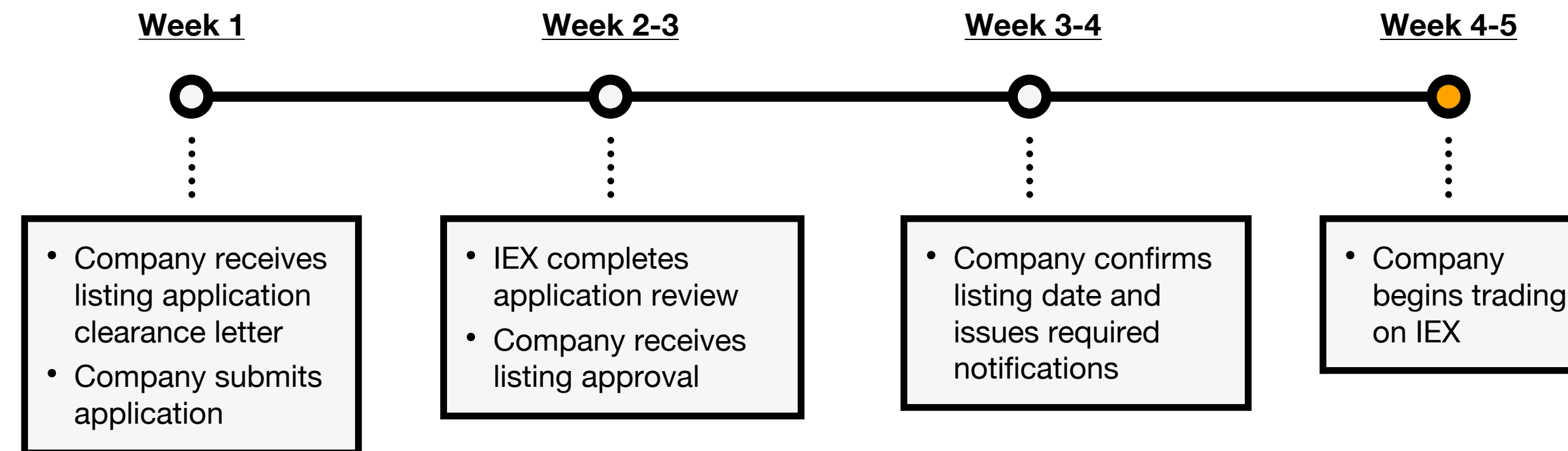
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Documents & Fees

Timeline



Documents

IEX will do the heavy lifting by obtaining a considerable amount of information from public sources, making the document preparation simple and short for the company. (Links below)

1. Symbol Reservation Form
2. Listing Application
3. Listing Agreement
4. Corporate Governance Certification
5. Logo Submission Form

Fees

Flat fee with no additional costs.

- Annual Fee = **\$50,000**
- Application Fee = **\$0**
- Additional Shares = **\$0**



Qualitative Listing Standards

Select Corporate Governance Requirements

IEX Rule

Distribution of Annual or Interim Reports to Shareholders	Required	14.207(d)
Board Composition	Majority of independent directors	14.405(b)
Board Disclosure Obligations	Board and director disclosure items including: <ul style="list-style-type: none"> • director biographies • composition of the board and committees • related party transactions • third party compensation payments to directors 	14.207(b)(3) 14.405 14.411
Audit Committee	At least three independent directors who satisfy SEC Rule 10A-3 and are financially literate and one who is financially sophisticated	14.405(c)(2)
Compensation of Executive Officers	Committee of at least two independent directors that meet certain additional independence tests. Responsible for determining or recommending to the board compensation of the CEO and all other executive officers.	14.405(d)(2)
Nomination of Directors	Independent directors or committee of independent directors must select or recommend nominees for directors.	14.405(e)(1)
Code of Conduct	Adopt a code applicable to all directors, officers and employees.	14.406
Annual Meetings	Required	14.408(a)
Solicitation of Proxies	Solicit proxies for all shareholder meetings.	14.408(b)



Qualitative Listing Standards (continued)

<u>Select Corporate Governance Requirements</u>		<u>IEX Rule #</u>
SEC Filings	Timely file all required periodic reports with the Securities and Exchange Commission	14.207(c)
Quorum	Not less than 33 1/3% of the outstanding shares of voting stock for any meeting of the holders of its common stock	14.408(c)
Conflict of Interest	Review and oversight of all related party transactions	14.411
Shareholder Approval	Obtain shareholder approval for: <ul style="list-style-type: none">• Acquisitions where the issuance equals 20% or more of the pre-transaction outstanding shares, or 5% or more of the pre-transaction outstanding shares when a related party has a 5% or greater interest in the acquisition target• Issuances resulting in a change of control• Equity compensation• Private placements where the issuance equals 20% or more of the pre-transaction outstanding shares or voting power at a price less than the greater of book or market value.	14.412
Voting Rights	Corporate actions or issuances cannot disparately reduce or restrict the voting rights of existing shareholders.	14.413
Internal Audit Function	Required	14.414
Foreign Private Issuers	Certain exceptions for noncomplying home country practices	14.407



Initial Quantitative Listing Standards

Primary Equity Securities

	<u>Criteria</u>	<u>Value</u>
Minimum # Public Shares / Price / Market Makers	publicly held shares*	1,250,000
	bid price	\$4
	market makers**	4
Minimum # of Shareholders	round lot shareholders	450
	OR	OR
	total shareholders	2,200
	OR	OR
	total shareholders AND average monthly trading volume over prior twelve months	550 1,100,000
Minimum Market Value of Public Held Shares	market value of publicly held shares***	\$110 million
	OR	OR
	market value of publicly held shares AND stockholder's equity	\$100 million AND \$110 million
	OR	OR
	market value of publicly held shares	\$45 million if IPO or spin-off from another company listed on the exchange

* Shares held by directors, officers or their immediate family members and holders of 10% of more of the shares outstanding are excluded when calculating the number of publicly held shares and market value of publicly held shares.

** The Company must have four registered and active Market Makers unless it satisfies the requirements of IEX Rule 14.310(c)(1) or (2), in which case it must have three registered and active Market Makers.

*** Also requires average monthly trading volume of at least 100,000 shares for companies transferring from another market.



Initial Quantitative Listing Standards (continued)

Primary Equity Securities

Plus one of the following:

	<u>Criteria</u>	<u>Value</u>
Earnings	aggregate income from cont. operations before income tax over prior 3 fiscal years	\$11,000,000
	minimum income from cont. operations before income tax in each of two most recent fiscal years	\$2,200,000
	income from cont. operations before income tax in each of prior three fiscal years	≥ 0
Capitalization with Cash Flow	aggregate cash flow over prior 3 fiscal years	\$27,500,000
	cash flow in each of prior 3 fiscal years	≥ 0
	average market capitalization over prior 12 months	\$550,000,000
	prior fiscal year total revenues	\$110,000,000
Capitalization with Revenue	average market capitalization over prior 12 months	\$850,000,000
	prior fiscal year total revenues	\$90,000,000
Assets and Equity	market capitalization	\$160,000,000
	total assets	\$80,000,000
	stockholders' equity	\$55,000,000



Continued Quantitative Listing Standards

Primary Equity Securities

<u>Criteria</u>		<u>Value</u>
Bid Price		\$1
Total Holders		400
<u>Plus one of the following:</u>		
Equity Standard	stockholders' equity	\$10,000,000
	publicly held shares*	750,000
	market value of publicly held shares*	\$5,000,000
	registered and active market makers	2
Market Value Standard	market value of listed securities	\$50,000,000
	publicly held shares*	1,100,000
	market value of publicly held shares*	\$15,000,000
	registered and active market makers	4
Assets and Revenue Standard	total assets and total revenue in most recently completed fiscal year or in two of three most recently completed fiscal years	\$50,000,000
	publicly held shares*	1,100,000
	market value of publicly held shares*	\$15,000,000
	registered and active market makers	4

* Shares held by directors, officers or their immediate family members and holders of 10% or more of the shares outstanding are excluded when calculating the number of publicly held shares and market value of publicly held shares.



Secondary Securities Listing Standards

For your convenience, here are the IEX rules that set forth the applicable initial and continued listing standards applicable to securities other than the primary common stock.

<u>Type of Security</u>	<u>Initial Listing Rules</u>	<u>Continued Listing Rules</u>
Closed End Management Investment Company	Rule 14.310(d)	Rule 14.320
Business Development Company	Rule 14.310(e)	Rule 14.320
Rights and Warrants	Rule 14.311	Rule 14.330
Preferred Stock and Secondary Classes of Common Stock	Rule 14.315	Rule 14.340
Units	Rule 14.206	Rule 14.206
Other Securities, which include Callable Common Stock, Contingent Litigation Rights/Warrants, and Trust Preferred Securities	Rule 14.316	Rule 14.316



Guide to Notification Requirements

All forms are available on iextrading.com.

All notifications should be submitted to the Exchange via email at listing-notification@iextrading.com.

Form	IEX Rule #	Company Action	Due Date
Shares Outstanding Change	14.207(e)(1)	Increase or decrease of 5% or more in the number of securities outstanding	No later than 10 calendar days after occurrence
Listing of Additional Shares	14.207(e)(2)	List Additional Shares (e.g., establishing or materially amending a stock option plan, issuing securities that may result in a change of control, issuing shares in connection with an acquisition, issuing shares that may result in the potential issuance of shares greater than 10% of either the total shares outstanding or the voting power outstanding on a pre-transaction basis)	No later than 15 calendar days prior to the share issuance
Company Event Notification	14.207(e)(3)	Change in company name Change in security title or par value Change in trading symbol	No later than 10 calendar days prior to record date
	14.207(e)(4)	Substitution listing (e.g., reverse stock split, or formation of a holding company that replaces a listed company or listing a new class of securities in substitution for a previously listed class of securities)	No later than 15 calendar days prior to record date for change
		Change in state of incorporation or place of organization Change requiring updated corporate governance certification or listing agreement	As soon as practicable after change
Dividend-Distribution-Payment	14.207(e)(6)	Cash dividends and other distributions Non-Cash dividends (forward stock splits, stock dividends) Spin-off Rights offering Interest payments	No later than 10 calendar days prior to record date
Written Notification from Company	14.207(e)(5)	Change in Transfer Agent or Registrar	At time of occurrence
	14.207(a)(2)	Noncompliance with corporate governance rules	



Thank you for consulting the IEX Listing Guide.

For more information, visit [iextrading.com](https://www.iextrading.com) or contact:

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