

Debt Listing on Stock Exchange of Mauritius (“SEM”)

The listing of debt securities is a convenient and recognised way to raise funds. The process is relatively straightforward and cost effective, and can be completed within a couple of weeks from start to finish.

The listing of debt securities on SEM would be undertaken by way of a special purpose vehicle (the “Issuer”) issuing debt securities, which will be listed on the Official List of the SEM. The subscribers for these debt securities will typically be institutional or sophisticated investors, and could include funds from self invested personal pension plans.

In order for the securities to be admitted to the Official List, the SEM must be of the opinion that the Issuer and its business are suitable. The Issuer must be duly incorporated or established according to the relevant laws of its place of incorporation or establishment and be operating in conformity with its memorandum and articles of association, constitution or equivalent constitutive documents.

An Issuer must appoint a sponsor (the “Sponsor”) who, in turn, will draft all the necessary documents and apply for listing of the securities. The Sponsor will file with the Listing Division of the SEM a draft formal application for listing in the form as set out in the listing rules as well as the initial application documents (these documents include the listing particulars and contain details of the proposed listing as well as the Issuer).

Accounts

Accounts relating to a period shorter than three years may be accepted if the SEM is satisfied that:-

- Such acceptance is desirable in the interests of the Issuer or the investors, and it is of the opinion that the investors have the necessary information available to make an informed decision concerning the Issuer and the securities for which the listing is sought;
- Where the application is in respect of debt securities which are guaranteed (with some limited exceptions), the guarantor has published or filed audited accounts which cover at least three years; and
- Where debt securities are not guaranteed, the obligations created in respect of such securities are fully secured.

Nominal amount of each class of securities

The nominal amount of each class of debt securities for which listing is sought must not be less than MUR 25 million* (approximately £490,000) unless the SEM is satisfied that there is an adequate market for the securities or where listing is sought in respect of a further issue of debt securities which are or are to be uniform in all respects with debt securities of a class already listed. An Issuer may issue a debt security to only one person, provided that person is a sophisticated investor (a “qualified investor”, as defined in the listing rules).

* All figures in Pound Sterling (£) are approximate and based upon conversion rates as at 1 May 2014

Fee structure

The fee structure of SEM is cost effective when compared to other exchanges. For international Issuers, an initial listing fee of MUR 100,000 (approximately £1,950) is payable to SEM. The annual fee is determined by the average market capitalisation (“AMC”) and ranges between a minimum of MUR 61,100 (approximately £1,200) and a maximum of MUR 169,700 (approximately £3,310) plus 0.005% on the excess over MUR 2,000 million (approximately £39,026,000) AMC. These fees are, of course, subject to change.

Investment Dealer

It is highly recommended that an investment dealer in Mauritius be appointed to act as an intermediary in the execution of securities. Hatstone Listing Services Limited will be happy to provide recommendations where necessary. A derogation may be approved by the SEM, but the fees charged by investment dealers are generally competitive and reasonable.

About Hatstone

Hatstone is a leading boutique multi-jurisdictional law firm with offices in Jersey, London, Panama and South Africa.

Our philosophy revolves around a Partner-led client service.

We believe that the right people will attract the best work and we have put in place a first class team to assist you. The team has been carefully chosen to ensure that there is experience and strength-in-depth.

- **Partner-led:** Our Partners each have a wealth of experience in banking and finance, the establishment and maintenance of investment funds, corporate and commercial, acquisitions and mergers, private equity and venture capital, structured finance, financial services and regulatory law, trusts and foundations. We believe that our clients benefit from having their affairs overseen by senior staff with the necessary experience.
- **Client Focus:** We are dedicated to providing a client focused services. Knowing our clients and understanding what drives their businesses is fundamental to us. We enjoy a very strong rapport with our clients whom have access to our lawyers 24/7 through the latest technology. Our principal aim is to help clients achieve their objectives by offering them pragmatic advice and solutions.
- **Transparency:** We are happy to work on a fixed fee basis (in most circumstances) and are transparent about our fees.

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NOTE ON THIS RELEASE

The information contained in this client information release is intended as a general guide only. The contents are not intended as a substitute for formal legal advice and should be interpreted accordingly. Formal legal advice in all relevant areas should be sought before relying on any of the information contained in this release.