Resolution to delist the shares (in the form of registered beneficial interests (deposit rights)) in Wentworth Resources Plc from the Oslo Stock Exchange

1 Introduction

Advokatfirmaet Thommessen AS has in letter dated 3 October 2018 on behalf of Wentworth Resources Plc (then Wentworth Resources Limited) ("**WRL**" or the "**Company**") applied for delisting of the Company's common shares (in the form of registered beneficial interests (deposit rights)) (the "**Securities**") from the Oslo Stock Exchange in accordance with the Stock Exchange Act section 25 (1), cf. section 15.1 (4) cf. (1) of the continuing obligations for stock exchange listed companies (the "**Continuing Obligations**").

The Company's common shares have been admitted to trading on the Oslo Stock Exchange since 8 July 2005 (in the form of registered beneficial interests (deposit rights)) and on the AIM Market of the London Stock Exchange ("**AIM**") since 25 October 2011 (in the form of depository interests) (the "**AIM Securities**").

2 Background

In its application, WRL states the following as the rationale for the delisting:

- Being listed on the Oslo Stock Exchange, in addition to being listed on AIM, has not resulted in the intended benefits for the shareholders. Any such benefits no longer outweigh the additional regulatory burdens and the costs associated with the listing on the Oslo Stock Exchange. These factors are a burden on the Company's financial resources and management and are disproportionate to the benefits gained from the listing on the Oslo Stock Exchange, particularly given the size of the Company. The Company has resolved to apply for delisting in order to, inter alia, reduce costs, regulatory burdens of two distinct market practices with differing governance standards and transactional complexity associated with a dual listing on AIM and the Oslo Stock Exchange. Further, due to the listing on AIM, the shareholders will continue to have a liquid trading market for their Securities following the delisting.
- Following the Continuance (as defined below), the Company will not satisfy all of the listing requirements for a listing on the Oslo Stock Exchange, due to (i) that the composition of the board of directors is not compliant with the independence requirement set out in section 2.3.5 (2) of the Oslo Stock Exchange's listing rules nor the requirement set out in the Norwegian Corporate Governance Code of 2014 as, following the date of the Continuance, the board of directors will comprise of eight members, of which three will also be members of the Company's executive management, (ii) that the market value per Security listed on the Oslo Stock Exchange has been below the listing requirement of minimum NOK 10 for more than five consecutive years (ranging between NOK 6 and NOK 2.50), and (iii) that the Company has and will, following the Continuance, have several deviations from the recommendations set out in the Norwegian Corporate Governance Code.

Further, WRL is of the opinion that a delisting will not cause material disadvantage for its shareholders or for the market's duties and function, due to, inter alia, the following:

- The high percentage of the votes represented at the Shareholders' meeting that voted in favor of the delisting, indicates that the majority of the shareholders of the Company do not view the delisting as causing material disadvantage to them.
- The Company will, if the delisting application is approved by the Oslo Stock Exchange, maintain its VPS register for the Securities for at least two years from the effective date of the delisting, as well as accommodate a transfer of the Securities into ordinary shares (or AIM Securities) of the Company, which may be traded on AIM.
- The Company will maintain its listing on AIM, which will continue to provide the shareholders with a liquid trading market for their Securities.
- The Company will cover the costs associated with transferring the Securities listed on the Oslo Stock Exchange to ordinary shares (or AIM Securities), which may be traded on AIM (limited to NOK 650 per shareholder, which is the price payable to the Company's VPS registrar, Nordea, for one such transfer) for a period of six months from the effective date of the delisting.
- The Company will take the necessary steps and work with the VPS registrar to ensure a smooth transition to AIM for shareholders who wishes to continue to trade their Securities.
- The Company will, if the delisting application is approved by the Oslo Stock Exchange, upon a request from the Oslo Stock Exchange to this effect, maintain its listing on the Oslo Stock Exchange for a reasonable period of time sufficient to give the shareholders time to divest their Securities listed and traded the Oslo Stock Exchange if desirable.

The Company plans to change domicile from Alberta, Canada to Jersey, Channel Islands, by seeking continuance of the Company as a company incorporated under the Companies (Jersey) Law 1991 (as amended) under the name "Wentworth Resources Plc" (the "**Continuance**"). The Company will be a direct continuance from Canada under Jersey law with the same assets and liabilities. However, it will operate under a new corporate name, have a new company registration number and registered office, as well as new ISIN, SEDOL and CUSIP codes. At the special meeting of shareholders of the Company held on 2 October 2018 (the "**Shareholders' meeting**") where the resolution to apply for delisting was passed (as further described below in item 3), it was also resolved (with the required two-thirds majority of the votes cast) to make the necessary applications in respect of the Continuance.[1]

Pursuant to the Business Corporations Act (Alberta), the shareholders of the Company were given a right of dissent to the Continuance before the Shareholders' meeting, whereby they could require that the Company at fair value purchased their common shares. Such right of dissent had to be exercised at or prior to the Shareholders' meeting. The Company believes that the market price of a freely tradable share on a liquid stock market is the fair value of such share. Thus, the share price that the Company will offer to pay for each of the dissenting shareholders' shares is the share price of the Company at close of business on 1 October 2018, which was 24.25p/NOK 2.53. As the delisting and the Continuance were both voted on at the Shareholders' meeting and described in the circular which was sent together with the notice of the meeting, the Company is of the view that the shareholders were for all practical purposes given a right of dissent also to the delisting (including a right to request a repurchase of their Securities).

3 The outcome of the special meeting of shareholders of the Company held on 2 October 2018

At the Shareholders' meeting, where 56.82% of common shares and votes in the Company were represented (out of a total of 186,488,465 common shares and votes in the Company), 80.96% of the votes cast voted in favor of the delisting from the Oslo Stock Exchange, and 19.04% voted against.

[1] The Continuance has now been completed in accordance with the resolution.

Out of the 105,955,861 votes cast, 50,494,190 votes were cast by shareholders whose Securities were registered in the VPS. In total 30,329,086 out of these 50,494,190 votes were in favor of the delisting, which is equal to 60.06% of such votes.

110 out of 1,984 shareholders holding shares in the VPS attended, of which six are deemed by the Company to be professional shareholders. As of the date of the Shareholders' meeting, said 110 shareholders held 50,494,190 shares in the Company, representing 27.1% of the total number of shares in the Company as at the date of the Shareholders' meeting and 43.3% of the shares in the Company registered in the VPS.

17 shareholders holding shares in the VPS voted in favor of the delisting and 93 voted against, of which six of the shareholders who voted in favor of the delisting are deemed professional shareholders. As of the date of the Shareholders' meeting, the 17 shareholders who voted in favor of the delisting held 30,329,086 shares in the Company, representing 16.3% of the total number of shares in the Company and 26% of the shares in the Company registered in the VPS as at the date of the Shareholders' meeting. The 93 shareholders who voted against the delisting held 20,165,104 shares in the Company, representing 10.8% of the total number of shares in the Company and 17.3% of the shares in the Company registered in the VPS as at the date of the Shareholders' meeting.

According to the minutes from the Shareholders' meeting, it was noted that one shareholder submitted a late proxy, which was not included in the scrutineer’s final vote relating to 1,320,000 common shares that were voted in favor of the delisting. It was noted that one beneficial shareholder had attended the meeting without a letter of corporate representation and was therefore unable to vote their 1,624,163 common shares, which they would have voted against the delisting.

4 Information received from shareholders

The Oslo Stock Exchange has received objections to the delisting from three shareholders of which shareholdings are unknown to the Oslo Stock Exchange. Their arguments against a delisting are the same and are set out below:

- A large number of shareholders and shares voted against the delisting.
- The proposal was poorly justified; one of the reasons was the high cost associated with listing on the Oslo Stock Exchange, without this ever being quantified.
- Listing of the shares on AIM will only entail large transaction costs, poorer minority protection, lack of e-commerce access, reduced reporting requirements, etc.
- The liquidity in the Company's shares on AIM has been moderate and there are few reasons to believe that it will get better with the loss of the Company's many Norwegian shareholders.
- The lapse of the pledge access and hence the financing that many of the Norwegian shareholders are dependent on today, may lead to unnecessary situations of compulsory sale.
- The price of the Company's shares has fallen 20-30% since the proposal for delisting was presented, despite the upturn in the stock market in general in the same period and the significantly improved earnings for the Company, which, under normal market conditions, would indicate a strong upturn.

5 Key figures

Key figures from Shareholders' meeting:

Based on all registered shareholders (VPS and Crest)	*Percent*	*Number of shareholders*	*Of which deemed professional*
Attendance Shareholders' meeting	56.82% of all common shares and votes	Not known	Not known
Votes in favor of delisting	80.96%	Not known	Not known
Votes against delisting	19.04%	Not known	Not known
Based on VPS registered shareholders			
Attendance Shareholders' meeting	43.30% of the shares registered in VPS	110 out of 1 984	6
Votes in favor of delisting	60.06%	17	6
Votes against delisting	39.94%	93	0

Key figures on share trading and liquidity:

	Average number of shares traded per day				
Period	2014	2015	2016	2017	2018 YTD
OSE	309 728	203 529	233 501	282 741	172 235
AIM	Not avail.	Not avail.	Not avail.	Not avail.	Not avail.

	Average number of trades per day				
Period	2014	2015	2016	2017	2018 YTD
OSE	88	52	50	66	35
AIM	Not avail.	Not avail.	Not avail.	Not avail.	1.4

	Turnover velocity (annualized)				
Period	2014	2015	2016	2017	Sep.18
Company	50.4	31.9	34.8	39.8	16.6
OSE average	52.0	57.1	56.9	46.5	64.6
Ranking (top down)	66	99	99	93	130

	Turnover venue (based on consideration)				
Period				2017	2018 YTD
OSE				96.5%	96.6%
AIM				0.1%	0.2%

6 Legal background

The Stock Exchange Act stipulates at section 25, first paragraph:

"*A regulated market may resolve that a financial instrument is to be suspended from listing or removed from listing if it no longer satisfies the regulated market's business terms or rules, or if other*

special reasons so warrant. However, a regulated market cannot suspend from listing or delist a financial instrument if this can be expected to cause material disadvantage for the owners of the instrument or for the market's duties and function."

Furthermore, the Continuing Obligations stipulates at section 15.1, fourth paragraph:

"*The company may apply to Oslo Børs to have its shares delisted if a general meeting has passed a resolution to this effect with the same majority as required for changes to the articles of association. Oslo Børs makes the final decision on delisting. […]*"

The provisions involve a high degree of discretion. Through former practice, the Oslo Stock Exchange and the Stock Exchange Appeals Committee (the "**Appeals Committee**") (*Nw. Børsklagenemda*) have demonstrated which considerations that are considered relevant for evaluating whether an application for delisting should be approved. Decisions on applications for delisting that are not supported by all shareholders will depend on balancing and evaluating the arguments for and against delisting. What will be key will thus be the company's – represented by the majority's – interest in delisting as against the interests of minority shareholders in the company continuing to be listed. Such evaluations must be made in light of considerations concerning liquidity, the market's duties and function, and trust in the market. In this context, one possible factor will be whether the company satisfies the conditions for admission to listing.

The Oslo Stock Exchange's practice has assumed that the interests of minority shareholders must be given special consideration in the discretionary assessment of such cases, and a strict practice has been followed. However, the circumstances of each individual case have to be taken into account as part of the overall evaluation.

In 2014, the EU adopted new rules revising the MiFID framework, consisting of a directive (MiFID II) and a regulation (MiFIR). On 4 December 2017, the Norwegian Financial Supervisory Authority adopted two regulations with equivalent rules as MiFID II and MiFIR. In addition, the Norwegian Financial Supervisory Authority has adopted a regulation of 20 December 2017 no. 2300 on supplementing rules to the two aforementioned regulations (FOR-2017-12-20-2300) (the "**Supplementing Regulation**").

Article 80 in the Supplementing Regulation sets out circumstances constituting significant damage to investors' interests and the orderly functioning of the market.[2] It follows from article 80 paragraph 1 that "*a removal from trading of a financial instrument shall be deemed likely to cause significant damage to investors' interests or the orderly functioning of the market*" at least where (a) "*it would create a systemic risk undermining financial stability, such as where the need exists to unwind a dominant market position, or where settlement obligations would not be met in a significant volume*", (b) "*the continuation of trading on the market is necessary to perform critical post-trade risk management functions when there is a need for the liquidation of financial instruments due to the default of a clearing member under the default procedures of a CCP and a CCP would be exposed to unacceptable risks as a result of an inability to calculate margin requirements*", and (c) "*the financial viability of the issuer would be threatened, such as where it is involved in a corporate transaction or capital raising*".

[2] According to the provision's wording, it applies to the use of the MiFID II Directive (Directive 2014/65/EU), which in article 52 paragraph 1 has rules corresponding to MiFID I article 41 regarding the opportunity to delist financial instruments from a regulated market (which again was implemented in Norwegian law through the Stock Exchange Act section 25). Although the Supplementing Regulation does not specifically refer to the Stock Exchange Act section 25 and accompanying rules, the Appeals Committee stated in case 1-2018 (EMAS Offshore Limited) that it finds it clear that the regulation is directly relevant also to these provisions.

Further, it follows from article 80 paragraph 2 that all relevant factors shall be considered when determining whether a removal is likely to cause significant damage to the investors' interest or the orderly functioning of the market, including (a) "*the relevance of the market in terms of liquidity where the consequences of the action are likely to be more significant where those markets are more relevant in terms of liquidity than in other markets*", (b) "*the nature of the envisaged action where actions with a sustained or lasting impact on the ability of investors to trade a financial instrument on trading venues, such as removals, are likely to have a greater impact on investors than other actions*", (c) "*the knock-on effects of a suspension or removal of sufficiently related derivatives, indices or benchmarks for which the removed or suspended instrument serves as an underlying or constituent*", and (d) "*the effects of a suspension on the interests of market end users who are not financial counterparties, such as entities trading in financial instruments to hedge commercial risks*".

According to article 80 paragraph 3, the factors set out in paragraph 2 shall also be taken into consideration where it is resolved to remove a financial instrument on the basis of circumstances not covered by the list of paragraph 1.

The Supplementing Regulation implements MiFID II in Norwegian law, hereunder the Commission Delegated Regulation (EU) 2017/565[3]. The Supplementing Regulation article 80 corresponds to the Commission Delegated Regulation article 80. The recital of the Commission Delegated Regulation, which expresses the objectives of the regulation, states in paragraph 116 that "*[i]t is necessary to further specify when a suspension or a removal from trading of a financial instrument is likely to cause significant damages to the investor's interest or to the orderly functioning of the market" and that "[c]onvergence in that field is necessary to ensure that market participants in a Member State where trading in financial instruments has been suspended or financial instruments have been removed are not disadvantaged in comparison to market participants in another Member State, where trading is still ongoing*".

7 Evaluation by the Oslo Stock Exchange of the application for delisting

The Company has applied for delisting from the Oslo Stock Exchange on the basis of the resolution passed at the Shareholder's meeting where 80.96% of the total votes cast, voted in favor of delisting. The Company's rationale for delisting is the additional regulatory burdens and costs associated with being listed on the Oslo Stock Exchange and that the Company does not satisfy all of the listing requirements for a listing on the Oslo Stock Exchange.

The Oslo Stock Exchange has previously delisted companies on the same basis as WRL states in its application. Reference can be made to Petrobank Energy and Resources Ltd (2008), B+H Ocean Carriers Ltd (2008), Scandinavian Clinical Nutrition i Sverige AB (2009), PA Resources AB (2010), London Mining PLC (2011)[4], Golar LNG Energy Limited (2011) and Royal Caribbean Cruises Ltd (2015)[5]. Common to all these cases is that the companies in question were listed on another market place besides the Oslo Stock Exchange or Oslo Axess. In its application, WRL states that it will maintain its listing on AIM, which in the Company's opinion will continue to provide the shareholders with a liquid trading market for their Securities.

The Company notes in its application that similar considerations as the Company has pointed out as the rationale for delisting were decisive for the outcome of the Oslo Stock Exchange's resolution to

[3] Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organizational requirements and operating conditions for investment firms and defined terms for the purpose of that Directive.
[4] Circulars, decisions and statements 2011, p. 60-61
[5] Circulars, decisions and statements 2015, p. 97-101

approve the delisting application by Royal Caribbean Cruises. In the resolution to delist Royal Caribbean Cruises, a company listed on both the Oslo Stock Exchange and the New York Stock Exchange, the Oslo Stock Exchange referred to that the New York Stock Exchange is a regulated market place such as the Oslo Stock Exchange, and that a listing solely on the New York Stock Exchange would imply that the company was subject to U.S. securities and stock exchange legislation, which, apart from certain minor deviations, is corresponding or more stringent than the Norwegian rules.

AIM is not a regulated market place such as the Oslo Stock Exchange, but a multilateral trading facility (MTF), with similar level of regulation as Merkur Market. Of all the cases referred to above, the case regarding London Mining is the most comparable to the present case, considering that the alternative market place was AIM and the only case of the abovementioned where the alternative market place was not a regulated market place. Generally, with regard to dual listing companies, and as stated in the Oslo Stock Exchange's resolution to delist Royal Caribbean Cruises, the main rationale for accepting voluntary delistings has been that the shares of the company will have an alternative corresponding trading place providing the shareholders with continuing access to transparent and organized trading following the delisting. The continued listing on another regulated market place will also ensure that the company continues to be subject to stringent securities legislation and stock exchange rules, including inter alia disclosure requirements and periodic financial reporting obligations.

The Oslo Stock Exchange however resolved to approve London Mining's application for delisting from Oslo Axess. London Mining, which was listed on Oslo Axess and AIM, applied for delisting from Oslo Axess on the basis that it no longer found it suitable to be listed on Oslo Axess, hereunder that the costs associated with being listed on two market places were too high. In its application, the company pointed out that AIM has rules on disclosure of inside information, which the Oslo Stock Exchange referred to in the delisting resolution.

Similarly, WRL has informed that it will continue to be subject to applicable listing rules on AIM, including inter alia requirements of disclosure of inside information, substantial transactions, related party transactions and other corporate actions, as well as periodic financial reporting obligations. The AIM rules also require AIM listed companies to retain a nominated adviser who, as an independent adviser to the company, also owes duties to the London Stock Exchange to ensure compliance with the AIM rules. Further, the Company will be subject to the City Code on Takeovers and Mergers, which is applicable to takeover offers for companies who have their registered offices in the UK, Channel Islands or the Isle of Man and whose securities are admitted to trading on the Main Market, AIM or on a stock exchange in the Channel Islands or the Isle of Man. The City Code on Takeovers and Mergers is designed to ensure that all shareholders are treated fairly and not denied an opportunity to decide on the merits of a takeover, and that shareholders of the same class are afforded equivalent treatment by an offeror.

Although it is not regulated, AIM must, based on the above, be regarded as a market place that serves as a proper alternative to the Oslo Stock Exchange. The fact that the Company will maintain its listing on AIM, thus weighs in favor of accepting a delisting from the Oslo Stock Exchange. Yet, all relevant aspects of the case must be considered in order to determine whether the Company's application for delisting from the Oslo Stock Exchange can be approved.

The Oslo Stock Exchange finds it clear that a delisting of the Company's Securities from the Oslo Stock Exchange cannot be expected to cause material disadvantage for the market's duties and function, cf. the Stock Exchange Act section 25, hereunder cannot be deemed likely to cause significant damage to the orderly functioning of the market based on the circumstances and relevant

factors set out in the Supplementing Regulation article 80. It is thus the balancing of the Company's interests against the interests of the minority shareholders that becomes decisive in this case.

London Mining's application for delisting was approved by the Oslo Stock Exchange with reference to (i) the company's listing on another market place where the trading volume was significantly higher than the trading volume on Oslo Axess, (ii) that the company would assist and cover the costs of transferring the existing Norwegian shareholders to CREST, and (iii) that a vast majority of the shareholders voted in favor of delisting from Oslo Axess (99.98%).

In all the above-mentioned cases, the percentage of the shareholding that has voted in favor of the delisting proposal has generally been very high (between 99% and 100% of the votes cast, except for Golar LNG and Royal Caribbean Cruises where 93.46% and 93.2% of the votes cast voted in favor of delisting, respectively). At the same time, the Oslo Stock Exchange has previously delisted companies where the percentage of the shareholding that has voted in favor of the delisting proposal has been lower than in the aforementioned cases. However, none of the companies delisted has had such a low percentage of the shareholding voting in favor of delisting as in the present case. At the Shareholders' meeting of the Company described in item 3 above, 80.96% of the votes cast were in favor of the delisting.

Of previous cases where delisting has been approved, the case regarding Siem Shipping Inc. (2016) had the lowest percentage of shareholding voting in favor of the delisting (83.5% in favor and 16.5% against). In the remaining voluntary delisting cases evaluated by the Oslo Stock Exchange, the percentage (voting in favor) has ranged between the above-mentioned cases and Siem Shipping. Siem Shipping was not listed on any other market place. Although the voting percentage in favor of delisting was low compared to previous practice, the Oslo Stock Exchange approved the company's application for delisting with reference to the high representation of professional shareholders among those who voted against delisting, the very low engagement from the remaining minority shareholders against the delisting, and the low liquidity in the company's shares, which had to be seen in connection with the low number of shareholders and the very limited spread of the shares. Some of the minority shareholders of the company appealed the Oslo Stock Exchange's resolution to the Appeals Committee. The Appeals Committee upheld the Oslo Stock Exchange's resolution.[6] As regards the voting percentage, the Appeals Committee stated that the majority that voted in favor of delisting was lower than in previous cases where delisting has been approved, however, that the difference was marginal, and that the percentage that voted for delisting could not, in isolation, be a decisive factor. Further, that it has not been drawn up a lower limit beyond the required two-thirds majority at the shareholders meeting to apply for delisting. In the present case, the Shareholders' meeting passed the delisting resolution with more than the required two-thirds majority. The Appeals Committee's statement indicates that the voting percentage cannot, in isolation, be a decisive factor against delisting, although it can be one factor that, together with other factors, lead to the conclusion that delisting must be refused.

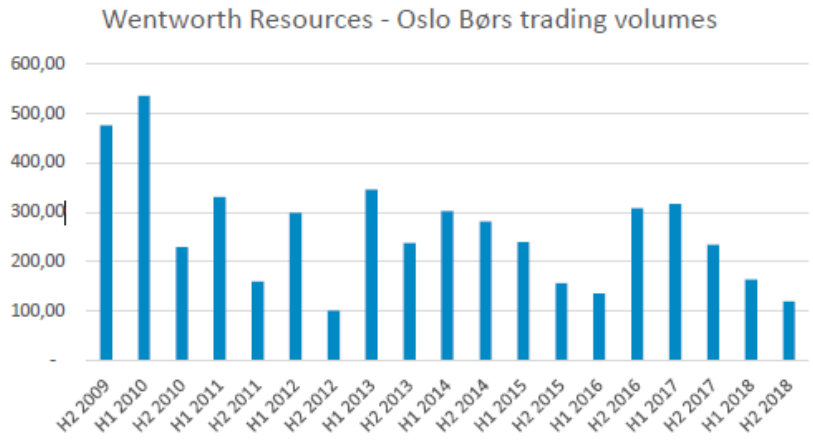
The shareholders who attended the Shareholders' meeting and voted against delisting represent 19.04% of the Company's share capital. The Oslo Stock Exchange finds that the opposition to delisting is considerable from shareholders representing a not insignificant part of the share capital, ref. also the similar statement given by the Appeals Committee in the case regarding Siem Shipping where those who voted against delisting represented 16.5% of the share capital.

Further, reference is made to the details set out in item 3 above regarding the attendance and votes of the VPS registered shares. Of the VPS registered shares, 93 shareholders voted against the delisting proposal (20,165,104 shares representing 10.8% of the total number of shares in the

[6] Circulars, decisions and statements 2016, p. 41-67

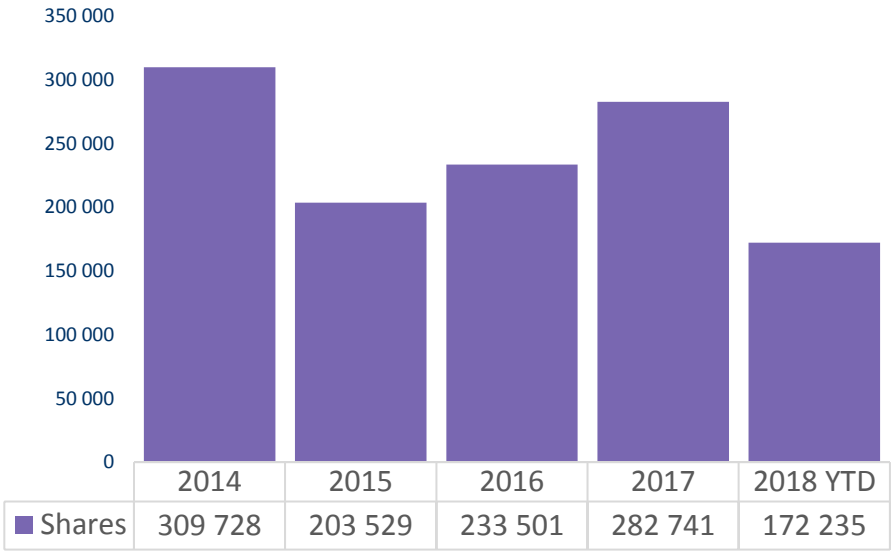
Company). Of the 110 shareholders holding VPS registered shares who attended the Shareholders' meeting, the Company deems six of these to be professional investors, of which all six voted in favor of delisting. Hence, the 93 shareholders holding VPS registered shares who voted against delisting must be deemed as non-professional shareholders. The high number of shareholders with shares registered in the VPS that voted against delisting and the assumption that these are non-professional investors, must be accorded certain weight against delisting in the overall evaluation, even though the number of objecting shareholders is relatively low compared to the number of shareholders holding shares registered in the VPS.

The Company has referred to that trading in the Securities on the Oslo Stock Exchange during the past four years has decreased in volume and in particular since H1 2017, and has provided the following illustration of the trading volumes by number of Securities traded during the period 2009 – 2018 (in thousands):



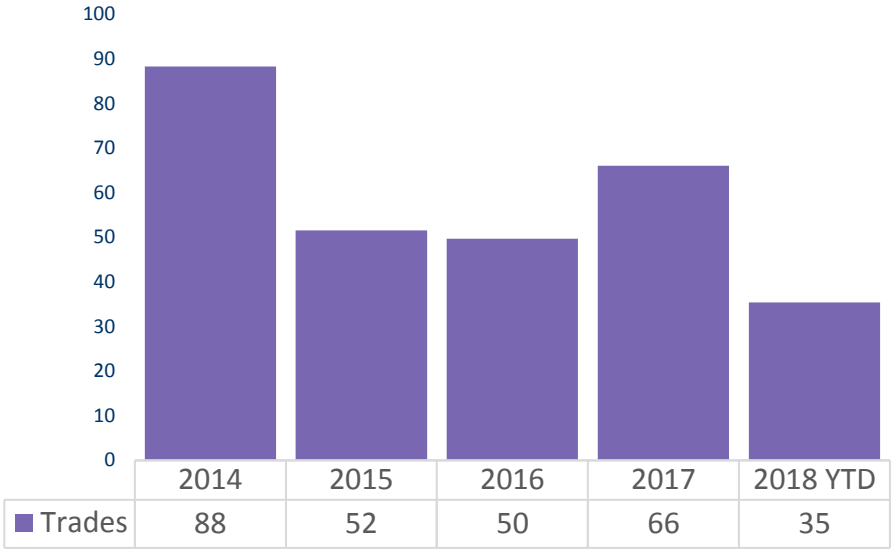
Below follows additional data that has been obtained by the Oslo Stock Exchange:

<u>Average daily number of shares traded on the Oslo Stock Exchange:</u>



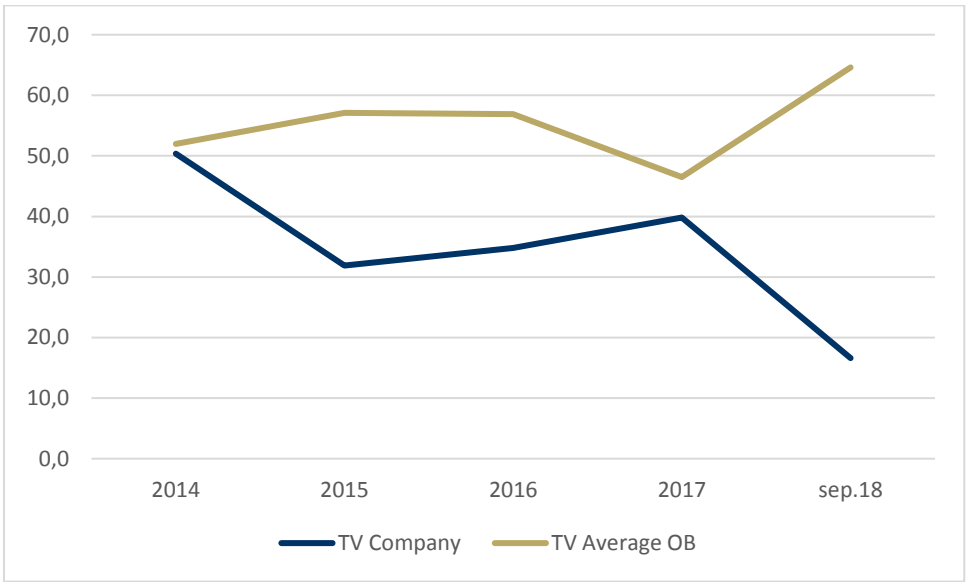
No direct comparison found on londonstockexchange.com for the Company's AIM listing.

<u>Average daily number of trades on the Oslo Stock Exchange:</u>



According to londonstockexchange.com, average daily number of trades on AIM is 1.4 for 2018 YTD.

Turnover velocity (number of traded shares (annualized) as a percentage of the total number of shares in the company) per year/period on the Oslo Stock Exchange ("TV"):



No direct comparison found on londonstockexchange.com for the Company's AIM listing.

Compared to the other companies listed on the Oslo Stock Exchange, the liquidity in the Company's shares cannot be regarded as particularly weak, but rather more average.

As mentioned above, a part of the rationale behind the Oslo Stock Exchange's resolution to delist London Mining from Oslo Axess, was the company's listing on another market place (AIM) where the trading volume was significantly higher compared to the trading volume on Oslo Axess (only 5% of the trading in the company's shares was on Oslo Axess). There was also a substantial higher trading volume in the shares of the relevant companies on the alternative market place to the Oslo Stock Exchange or Oslo Axess in the other mentioned dual listing cases, except for the case regarding Scandinavian Clinical Nutrition (however, the number of shares traded on the Nordic Growth Market in Stockholm was still a bit higher than on Oslo Axess in the months prior to delisting). In the present

case, the shares of the Company is primarily traded on the Oslo Stock Exchange[7] with 96.6 % (2018 YTD) and 96.5 % (2017) while only 0.2 % (2018 YTD) and 0.1 % (2017) is traded on AIM. Considering the fact that the Oslo Stock Exchange has regarded the trading volume on the alternative market place as an important factor in previous cases, it weighs against delisting that the vast majority of WRL's shares is trading on the Oslo Stock Exchange. The relevance of the Oslo Stock Exchange's market shown through the considerably higher liquidity compared to AIM, also implies that the consequences of delisting from the Oslo Stock Exchange are "likely to be more significant" than they would have been on AIM, which indicates that a delisting is "likely to cause significant damage to the investors' interests", cf. the Supplementing Regulation article 80 paragraph 2 (a).

61.8% of the Company's outstanding shares are registered with the VPS, while 36.9% are registered with CREST.[8] Hence, a significant portion of the Company's shares is held in Oslo. In comparison, approximately 92 % of the shares in London Mining were registered with CREST, and only 8% with the VPS.

The Company has informed that it is not aware of any shareholder restrictions preventing the Company's investors from holding investments on markets other than regulated markets, although one investor has confirmed that it will need to move its holding from a European to a UK focused fund to ensure it is investing in line with its mandate.

As mentioned in item 2 above, the Company will maintain its VPS register for the Securities for at least two years from the effective date of the inquired delisting, as well as accommodate a transfer of the Securities listed on the Oslo Stock Exchange into ordinary shares (or AIM Securities) of the Company, which may be traded on AIM. Further, the Company will cover the costs associated with this transfer for a period of six months from the effective date of the inquired delisting. The Oslo Stock Exchange emphasized similar measures towards the shareholders carried out by the companies in its resolutions to delist London Mining and Royal Caribbean Cruises.

In total six shareholders exercised the dissent right (as further described above in item 2) for a total of 2,329,326 common shares in the Company, representing 1.25% of the total number of common shares in the Company. In the Siem Shipping case, the Oslo Stock Exchange did not attach any significant importance in its evaluation to the fact that the shareholders had been offered the opportunity of an exit from their investment in the company, through two different buyback offers. One of the two buyback offers was given at the same time as the publication of the board of directors' delisting resolution to a price equal to market value, and can thus to a certain degree be compared to the present case. The Appeals Committee stated in its resolution that, depending on the circumstances in a case, if the shareholders have been given an exit opportunity, this may be significant to a delisting evaluation. The Appeals Committee was of the opinion that a certain weight had to be attached to the mentioned exit opportunity to market price shortly before the general meeting was held, especially when the liquidity in the trade of the company's shares was low, even though only 6.5% of the shareholders accepted the offer and the offer was given without premium. Considering that the liquidity in the trading of the Company's shares on the Oslo Stock Exchange cannot be regarded as low, the Oslo Stock Exchange does not attach that much weight to the dissent right offered to the Company's shareholders. Besides, the dissent right was offered pursuant to the Business Corporations Act (Alberta) in connection with the Continuance. The Company has argued that the shareholders were for all practical purposes given a right of dissent also to the delisting considering that the delisting and the Continuance were both voted on at the Shareholders' meeting.

[7] Data collected from Fidessa Fragemention Index (http://fragmentation.fidessa.com/fragulator/). Based on consideration for the shares. Benchmarking in terms of volume and number of trades yields similar result, although with slightly lower numbers for the Oslo Stock Exchange (however, in any case more than 90 % on the Oslo Stock Exchange).
[8] 2,366,802 shares equal to 1.3% of the total number of outstanding shares in the Company are not registered with CREST or the VPS.

However, it follows from the circular sent together with the notice of the Shareholders' meeting that, inter alia, the dissenting shareholders will not be entitled to be paid for their shares and the shares will not be deemed to be transferred to the Company, if the Continuance is not implemented for any reason. The Oslo Stock Exchange does therefore not agree with the Company that the shareholders for all practical purposes were given a right to dissent also to the delisting, and does not place as much emphasis on the dissent right as it would have done if the Company had offered a "pure" exit opportunity.

As regards to the Company's deviations from the Oslo Stock Exchange's listing requirements, which is claimed to support the resolution by the Shareholders' meeting to delist the Securities from the Oslo Stock Exchange, the Oslo Stock Exchange has not found to be able to place any weight on this in the overall assessment. As to the independence requirement for the board of directors, the Company has referred to that this is a matter which the Oslo Stock Exchange has previously considered to be of importance in the assessment of a company's suitability for listing, cf. *Circulars, decisions and statements 2014, p. 81-82*. This is correct, however, the Oslo Stock Exchange is of the view that this is a matter that cannot be used to strengthen a company's application for delisting, considering that the board composition is something that can easily be changed by the relevant decision-making body in the Company – should this be deemed necessary. In addition, in the case referred to by the Company, the board composition was deemed unsuitable with respect to the independence requirement because it reflected the concentrated ownership in that company (which is not the case for WRL). Besides, the Oslo Stock Exchange often accepts management representation in the board of directors for foreign companies in connection with admission to listing, as this is customary for foreign companies. With regard to the market value of the shares, it is not unusual to not fulfil the listing requirement of minimum NOK 10 per share after the point in time where a company has been listed, ref. also that the requirement pursuant to the Continuing Obligations is minimum NOK 1. Further, deviations from the Corporate Governance Code are permitted as long as the reason for this is explained and what alternative solution the company has selected, cf. the listing rules section 3.4 third paragraph no. 32. For foreign companies with primary listing on the Oslo Stock Exchange, this can be given by reference to the equivalent code of practice that applies in the country where the company is registered, cf. the listing rules section 9.1 second paragraph no. 3.

As at 30 September 2018, the proportion of the Company's share capital registered with the VPS had a market value of approximately NOK 477.4 million, thus exceeding the minimum requirement of a market value in the amount of NOK 300 million. Further, as at 31 August 2018, approximately 92.2% of the Company's shares, as well 91.9% of the proportion of the Company's share capital registered with the VPS, were spread among the general public. The Company's 186,488,465 common shares were as at 31 August 2018 distributed among 2,099 shareholders, of which approximately 986[9] shareholders, and 878 of the shareholders registered in the VPS, held shares with a value of at least NOK 10,000.[10] Based on this and the minor deviations from the Oslo Stock Exchange's listing requirements as mentioned above, the Company must in general be considered as well suited for listing on the Oslo Stock Exchange.

The Oslo Stock Exchange does not find any of the circumstances where a removal from trading of shares shall be deemed likely to cause significant damage to investors' interests, to be applicable in this case, cf. the Supplementing Regulation article 80 paragraph 1 (a)-(c). Paragraph 1 (c) may though be mentioned as it concerns the situation where a company's financial viability would be threatened by a delisting. Based on the information provided by the Company, the Oslo Stock Exchange has no

[9] The Company notes that some shareholders hold their shares in the name of a "nominee" and therefore the number of shareholders may be higher, and that it may be that some of the shareholders having their shares listed on AIM (105) hold shares with a value of less than NOK 10,000.
[10] Both excluding shareholders associated with the Company.

reason to believe that the Company's viability would be threatened by a delisting. Contrarily, the Company has emphasized that, as part of its new corporate strategy, it is vital that the Company is allowed to focus on the UK market and thereby develop a platform for further growth. The Oslo Stock Exchange is not in a position to overrule the Company's own assessment on this point.

The Supplementing Regulation article 80 paragraph 2 (b) refers to "the nature of the envisaged action where actions with a sustained or lasting impact on the ability of investors to trade a financial instrument on trading venues, such as removals, are likely to have greater impact on investors than other actions". In the Oslo Stock Exchange's view, the action, i.e. delisting from the Oslo Stock Exchange, cannot be considered to have "sustained or lasting impact" on the ability of investors to trade the Company's shares on "trading venues", as the investors still will be able to trade the Company's shares on AIM following a delisting from the Oslo Stock Exchange.

The interpretation clause in paragraph 116 of the recital in the Commission Delegated Regulation (EU) 2017/565 as referred to in item 6 above, may indicate that the alternative listing on AIM cannot count in favor of a delisting from the Oslo Stock Exchange because such delisting can be considered to create a disadvantage for the market participants in Oslo where the shares are delisted in comparison to participants in London where trading is still ongoing. However, it must be taken into account that article 80 and its interpretation clause applies to both removal and suspension of financial instruments. In the Oslo Stock Exchange's view, the disadvantage that may arise for the participants in one market in comparison to the participants on another market will be most critical to take into account in the suspension cases where the shares are suspended from trading on only one of the markets, or in removal cases if the shares are removed from the market without admitting the shareholders some time to consider different options. If the Company's Securities are to be delisted from the Oslo Stock Exchange, the effective date of delisting will on the other hand be set after a certain delay in order to give the shareholders time to sell their Securities on the Oslo Stock Exchange prior to the last trading day, or transfer their Securities into ordinary shares held through CREST which may be traded on AIM. Thus, the interpretation clause does not seem to prevent that emphasis is attached to the alternative listing on AIM.

Based on an overall assessment the Oslo Stock Exchange finds to place decisive weight on the Company's continued listing on AIM, as it ensures the shareholders a tradable market for their shares. Further, that the Company has promised to facilitate a transfer of the Securities into ordinary shares (AIM Securities), which may be traded on AIM, as well as cover the costs of such transfer. It is further conceivable that the liquidity in the Company's shares that exists on the Oslo Stock Exchange today will be "compulsory" transferred to AIM as a natural consequence of the abovementioned.

After having considered all aspects of the case, the Oslo Stock Exchange is of the view that a delisting of the Company's Securities cannot be expected to cause material disadvantage for the shareholders of the Company or for the market's duties and function. Thus, the Oslo Stock Exchange has resolved to approve the Company's application for delisting from the Oslo Stock Exchange.

In accordance with the Continuing Obligations section 15.1, seventh paragraph, and the established practice of the Oslo Stock Exchange, the effective date of the delisting is set after a certain delay in order to give shareholders sufficient time to adjust to the fact that the shares will no longer be listed on the Oslo Stock Exchange. Considering that the major part of the liquidity in the Company's shares today takes place on the Oslo Stock Exchange, the Oslo Stock Exchange finds that a period of three months is appropriate, in order to protect the interests of the minority shareholders as well as contribute to a smooth transfer of the liquidity to AIM as possible.

8 Resolution

The Oslo Stock Exchange has on 14 November 2018 made the following resolution:

> "*The shares (in the form of registered beneficial interests (deposit rights)) in Wentworth Resources Plc will be delisted from the Oslo Stock Exchange from 14 February 2019. The last day of listing will be 13 February 2019*."

This decision can be appealed to the Stock Exchange Appeals Committee within two weeks, cf. the Stock Exchange Act section 40. The Oslo Stock Exchange notes that the Appeals Committee in case 2/2015 considered a minority shareholder to have the right to appeal (*Nw. rettslig klageinteresse*) in a case concerning delisting of a company from the Oslo Stock Exchange.