

August 28, 2009

# Revised takeover rules and listing requirements on NASDAQ OMX Stockholm

**Stockholm, August 28, 2009** — NASDAQ OMX Stockholm AB, part of the NASDAQ OMX Group (NASDAQ:NDAQ) reports that the NASDAQ OMX Nordic and NASDAQ OMX Stockholm Boards of Directors have approved implementation of revisions in its takeover rules and listing requirements. The revisions will be effective October 1<sup>st</sup> 2009.

## Take-over rule revisions

According to Swedish law, an exchange is obliged to have rules on takeovers that fulfill the criteria set by the 'European Directive on Takeover Bids'. The self-regulatory body NBK (The Swedish Industry and Commerce Stock Exchange Committee) has prepared a takeover rule proposal aligned with this directive. The NASDAQ OMX Stockholm policy is to implement proposals put forward by NBK. The final proposal on revised take-over rules was published by NBK in June 2009, following a consultation round in the spring. After review, the Boards of Directors of NASDAQ OMX Nordic and NASDAQ OMX Stockholm have decided to implement the proposal by NBK. The revised takeover rules include, among other things, stricter demands on "pre-announcements", fairness opinions and withdrawal of bids, as well as new rules for price differences between A- and B-shares. The latter amendment would allow for a difference in the pricing between A- and B-shares only in very limited circumstances. The revised take-over rules will be effective October 1st, 2009 and can be found in its entirety on:

www.nasdagomx.com/listingcenter/nordicmarket/rulesandregulations/stockholm/.

## Listing requirement revisions

NASDAQ OMX Stockholm AB is revising its listing requirements in order to align Swedish Corporate Governance practices with the rest of Europe. The European practice is that Corporate Governance rules for listed companies are found in the national Corporate Governance Code, and not in the listing requirements of the individual exchange. This is also the structure that NASDAQ OMX has in place for its marketplaces in Helsinki and Copenhagen. As the Swedish Corporate Governance Code previously did not apply to all listed companies, rules regarding Corporate Governance had to be regulated in the listing requirements for NASDAQ OMX Stockholm. Following a revision effective July 1<sup>st</sup> 2008, the Swedish Corporate Governance Code now applies to all companies listed on a regulated Swedish exchange. Hence, following consultation with the Swedish Corporate Governance Board, the Boards of Directors of NASDAQ OMX Nordic and NASDAQ OMX Stockholm have decided to remove sections (2.4.3 – 2.4.5) in its listing requirements relating to the demands on the set-up of the issuer's Board of Directors, as this is now covered by the Swedish Corporate Governance Code. The revised issuer rules will be effective October 1st, 2009 and can be found in its entirety on:

www.nasdagomx.com/listingcenter/nordicmarket/rulesandregulations/stockholm/.

#### **About NASDAQ OMX**

The NASDAQ OMX Group, Inc. is the world's largest exchange company. It delivers trading, exchange technology and public company services across six continents, with over 3,700 listed companies. NASDAQ OMX offers multiple capital raising solutions to companies around the globe, including its U.S. listings market, NASDAQ OMX Nordic, NASDAQ OMX Baltic, NASDAQ OMX First North, and the U.S. 144A sector. The company offers trading across multiple asset classes including equities, derivatives, debt, commodities, structured products and exchange-traded funds. NASDAQ OMX technology supports the operations of over 70 exchanges, clearing organizations and central securities depositories in more than 50 countries. NASDAQ OMX Nordic and NASDAQ OMX Baltic are not legal entities but describe the common offering from NASDAQ OMX exchanges in Helsinki, Copenhagen, Stockholm, Iceland, Tallinn, Riga, and Vilnius. For more information about NASDAQ OMX, visit <a href="http://www.nasdagomx.com">http://www.nasdagomx.com</a>.

## Cautionary Note Regarding Forward-Looking Statements

The matters described herein contain forward-looking statements that are made under the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include, but are no limited to, statements about NASDAQ OMX's products and offerings. We caution that these statements are not guarantees of future performance. Actual results may differ materially from those expressed or implied in the forward-looking statements. Forward-looking statements involve a number of risks, uncertainties or other factors beyond NASDAQ OMX's control. These factors include, but are not limited to factors detailed in NASDAQ OMX's annual report on Form 10-K, and periodic reports filed with the U.S. Securities and Exchange Commission. We undertake no obligation to release any revisions to any forward-looking statements. There can be no assurance that the FSA will give the NASDAQ OMX applicant the authorization and permissions which it seeks.

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