



GUIDELINES FOR THE ISSUANCE OF SECURITIES IN PANAMA

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I. Steps to Issue in the Panamanian Market

1. Coordinate the structuring of the program with a financial advisor.
2. Get approval from the Superintendency of the Securities Market (SMV), as applicable.
3. Complete the listing and inscription requirements at Latinex and Latinclear.
4. Distribute the prospectus and informative supplement.
5. Placement in the primary market and/or negotiation in the secondary market.

All transactions must be carried out through an Exchange Member, which can be consulted at [this link](#).

II. Registration Types

Classification	Market	Regulation SMV
Public Offer	Primary	Agreement No.2-2010 Agreement No.5-2004 (Mutual funds) Agreement No.2-2014 (REITs) Agreement No.1-2014 (Private Equity Funds)
Public Offer - Recurrent Issuer	Primary	Agreement No.1-2019
Other Instruments	Secondary	Agreement No.2-2010 (Article 10)
Recognized Jurisdiction	Primary and/or secondary	Agreement No.8-2003
Government (Panama) and Supranationals	Primary and/or secondary	Exempt of registration at the SMV (Article 129, Markets Law)
Foreign Government Issuers	Primary and/or secondary	Exempt of registration at the SMV (Agreement No.6-2005)



For SGS issuances, consult the Guidelines for the Issuance of SGS Securities [here](#).

III. Inscription Procedures

Securities are subject to registration with the Superintendency of the Securities Market (SMV) and inscription with Latinex. This process must be carried out through the Virtual Securities Registry Window, a system implemented by both entities.

Under this system, the applicant must submit the documentation established by the regulations for registration to the SMV, which in turn shares it with Latinex, generating for the applicant a reduction both in time and process.

In the following table, we detail the flow types managed either through the Virtual Securities Registry Window or processed directly with Latinex:

Classification	Workflow
Public Offer	Virtual Securities Registry Window (SMV & Latinex) Annex No. 1.
Public Offer - Recurrent Issuer	
Other Instruments	
Recognized Jurisdiction	
Government (Panama) and Supranationals	Latinex cumplimiento@latinexgroup.com
Foreign Government Issuers	

The Securities Market Law exempts Supranational and Foreign Government securities from the SMV registration requirement. The procedure is instead conducted directly with and through Latinex.

IV. Requirements - Public Offers

The offerings subject to SMV registration (Public Offers, Recognized Jurisdiction, Recurring Issuers, or Direct Listings) and which will be placed or traded through Latinex, must meet the following requirements for Latinex inscription and Latinclear custody eligibility:

- a. Submit the registration documents in accordance with Sections II and III of this guide.
- b. Once the request has been submitted to the SMV, the following documentation should be sent directly by email to cumplimiento@latinexgroup.com:
 - Application Form for Enrollment in Latinex and/or Eligibility in Latinclear ([Annex No.2](#))
 - Securities Registration Agreement between Latinex and the Issuer ([Annex No.3](#)).
 - Agreement between Latinclear and the Issuer, which must be printed on the issuer's letterhead.
- c. Issuers issuing dematerialized securities must sign the respective contract with Latinclear.
- d. Copy of the Contract with the Payment, Registration, and Transfer Agent, signed with a financial institution with access to the National Payment System of the Republic of Panama. This requirement will not apply if clearing and settlement is carried through reciprocal agreements between Latinclear and the CSD (Central Securities Depository) of the country where the securities are located.
- e. Payment process at Latinex and Latinclear ([Annex 5 and 6](#)).
- f. As soon as the registration is authorized by the SMV, send a copy of the resolution to cumplimiento@latinexgroup.com
- g. Any additional information or documents required by Latinex and/or Latinclear.

V. Government and Supranational Issuances - Latinex and Latinclear Requirements

These issues are exempt from registration with the SMV, therefore, they must meet the following requirements directly with Latinex and Latinclear:

1. Government Instruments (Republic of Panama)

- a. Copy of the Law, Decree, or minutes, through which the securities issuance is subject to inscription at Latinex.
- b. Agreement between Latinclear and the Issuer, printed on the issuer's letterhead and duly signed ([Annex No.4](#)).
- c. Payment process at Latinex and Latinclear ([Annex 5 and 6](#)).
- d. Any additional information or documents required by Latinex and / or Latinclear.

2. International Organizations where the Republic of Panama is a Member:

- a. Copy of the Law, Decree, or minutes, through which the securities issuance is subject to inscription at Latinex.
- b. Copy of the Law, Resolution, or Decree in which the incorporation of Panama as a member country of the international Organization is authorized.
- c. Information prospectus or similar document, containing the full description of the securities the Issuer intends to register in Latinex. This document can be in Spanish or English.
- d. Audited Financial Statements of the last three (3) periods and the most recent set of interim statements.
- e. Copy of the Contract with the Payment, Registration, and Transfer Agent, signed with a financial institution with access to the National Payment System of the Republic of Panama. This requirement will not apply if clearing and settlement is carried through reciprocal agreements between Latinclear and the CSD of the country where the securities are located.
- f. Application Form for Enrollment in Latinex and/or Eligibility in Latinclear ([Annex No.2](#)).
- g. Agreement between Latinclear and the Issuer, printed on the issuer's letterhead and duly signed. ([Annex No.4](#)).
- h. Payment process at Latinex and Latinclear ([Annex 5 and 6](#)).
- i. Any additional information or documents required by Latinex and/or Latinclear.

3. Foreign Government Issuers

Requirements	Primary Market	Secondary Market
Request from the Issuer interested in registering the foreign security, attaching the Registration Form in the Foreign Stock Exchange (Annex No.7).	●	
Letter of request from the Exchange Member interested in registering the foreign security, attaching the Registration Form in the Foreign Stock Exchange (Annex No.7).		●
Copy of the Decree, Law, or any other document authorizing the issuance of securities subject to registration.	●	●
Proof of registration of the securities in a Recognized Jurisdiction, when the security is subject to registration before a regulatory entity.	●	●
Information prospectus or any other document used to make the securities offer, as well as their respective updates.	●	

Requirements	Primary Market	Secondary Market
Information prospectus or any other document used to make the initial offer of the securities in their original version, copy or electronic format, as well as their respective updates, if available.		●
Details of the terms and conditions of the series (s) subject to trading on Latinex.	●	●
Proof of the existence of the securities in a CSD, through the reciprocal agreement between Latinclear and the custodian of the foreign country.		●
Copy of the Contract with the Payment, Registration, and Transfer Agent, signed with a financial institution that has access to the National Payment System of the Republic of Panama. This requirement will not apply in those cases where the clearing and settlement is carried through reciprocal agreements between Latinclear and the CSD of the country where the securities are to be held.	●	●
Copy of the Contract with the Placement Agent.	●	
Application Form for Enrollment in Latinex and/or Eligibility in Latinclear (Annex No.2).	●	
Agreement between Latinclear and the Issuer, printed on the issuer's letterhead (Annex No.4).	●	●
In the case of a dematerialized issue, signing the respective contract with Latinclear.	●	
Payment process at Latinex and Latinclear (Annex 5 and 6).	●	●
Any additional information or documents required by Latinex and/or Latinclear.	●	●

VI. Private Placements - Latinclear Requirements

Private placements are eligible for custody in Latinclear, which, by meeting the following requirements, does not require registration with the SMV or inscription in Latinex:

a. The following documentation should be sent to cumplimiento@latinexgroup.com:

- Public Registry certificate, stating the name of the company, its Directors, Social Capital, and Legal Representative.
- Copy of the Articles of Incorporation, its amendments, or reforms, if any.
- Summary of the terms and conditions of the issue.
- Copy of the Payment Agent Contract, signed with a financial institution with access to the National Payment System of the Republic of Panama.
- Statement from the Issuer certifying why the issue is not a public offering subject to registration by the Regulator and undertakes to pay the corresponding taxes, if applicable.
- Agreement between Latinclear and the Issuer, which must be printed on the Issuer's letterhead. ([Annex No.4](#)).
- Application Form for Enrollment in Latinex and/or Eligibility in Latinclear. ([Annex No.2](#)).

b. Payment process at Latinclear. ([Annex No.6](#)).

c. In the case of a dematerialized issuance, a contract with Latinclear must be signed.

d. Any other requirements established by Latinclear.

VII. Procedure for the Allocation and Custody of the Instruments

1. Public Offers

a. Primary Market

Once the issuance has met the respective registration and eligibility requirements in, Latinex and Latinclear, the issuer must complete the following steps to proceed with the placement of the securities in the primary market:

- The informative Prospectus must be published on Latinex's website, with a minimum of five (5) calendar days before the placement date, as established by the Market Procedures Manual.
- The Issuer, or the entity to whom this function has been delegated, must send the Supplement to the information Prospectus with the terms and conditions of the securities, in the terms established in the Prospectus, which may not be less than two (2) business days prior to the placement date. This document must have the approval of the SMV.
- The Exchange Member in charge of the placement, who in turn is a Latinclear Participant, must send the deposit instructions, together with the macro title if the values are not dematerialized, in its primary market custody account at Latinclear within two (2) days before the placement date.

Said instruction must contain at least the issuance data (Issuer, class of title(s), rate, series, maturity, price, amount or quantity) and the primary market custody account be credited.

If the issuance is dematerialized, the Participant must send a letter of instruction to Latinclear authorizing to consign the primary market custody account of the entire program or a tranche/series, as previously coordinated and determined with the Issuer.

b. Secondary Market

Once the issuance has met the Latinex enrollment and Latinclear eligibility requirements, the following process continues for the secondary market:

- The Exchange Member places the orders through the secondary market of Latinex.
- If the securities are not consigned in Latinclear, the Exchange Member, who in turn is a Latinclear Participant, sends the deposit instructions, together with the macro title if the securities are not dematerialized, in its secondary market custody account in Latinclear before the settlement date.

Said instruction must contain at least the issuance data (Issuer, class of title(s), rate, series, maturity, price, amount, or quantity) and the secondary market custody account to be credited.

If the issuance is dematerialized, the Participant must send a letter of instruction to Latinclear authorizing to consign the entire program or a tranche/series to its secondary market custody account.

2. Private Placements

a. Immobilized or Dematerialized

Once the Issuer meets the Latinclear eligibility requirements, the Participant must send the security deposit instructions to Latinclear, together with the macro title if the securities are not dematerialized.

Said instruction must contain at least the issuance data (Issuer, class of title(s), rate, series, maturity, price, amount, or quantity) and the primary market custody account number to be credited.

If the issuance is dematerialized, the Participant must send a letter of instruction to Latinclear authorizing to consign the primary market custody account of the entire program or a tranche/series, as previously coordinated and determined with the Issuer.

b. Physical Certificates

In the case of a request for consignment of securities for physical custody, the following will be required:

- Enrollment Request Form (Physical Custody) ([Annex No.8](#)).
- Participant deposit instructions.
- Macro title.

These securities are not part of the indirect holding regime established by the Securities Market Law and the internal rules of Latinclear.

3. International Securities

In the case of securities registered in a CSD with norms and standards equal to or higher than Latinclear, the applying Participant must request the registration of securities and fill out the Enrollment Request Form (International Market) ([Annex No.8](#)). The transfer of these values occurs and takes effect in the international market.

VIII. Payment methods in Latinex and Latinclear

We offer the following payment methods:

1. ACH or direct deposit via check

The Issuer or Participant must transfer the funds or deposit a check to the bank account indicated by Latinex and Latinclear.

In accordance with the internal rules of both entities, the originator of the payment must be the Issuer or entity to whom Latinex and/or Latinclear offers the service.

Send proof of payment to cumplimiento@latinexgroup.com

2. Latinclear Clearing and Settlement System

The Latinclear Participant must send a letter, signed by the registered persons, authorizing the debit of the Latinex and/or Latinclear fees, as applicable, through the clearing and settlement system of the securities center.

In said letter of instruction, a breakdown of the payments that are being made must be provided and a copy of the instruction must be sent to cumplimiento@latinexgroup.com.

IX. Annexes

1. [Virtual Registry Window for SMV and Latinex Securities](#)
2. [Latinex Enrollment and/or Latinclear Eligibility Request Form](#)
3. [Securities Registration Agreement between Latinex and the Issuer](#)
4. [Agreement between Latinclear and the Issuer](#)
5. [Latinex Fees](#)
6. [Latinclear Fees](#)
7. [Foreign Securities Enrollment Form](#)
8. [Securities Eligibility Request Form \(International Market and Physical Custody\)](#)

X. Checklist

Enrollment Procedure	Virtual Registry Window SMV-LTX	Directly with Latinex and/or Latinclear				
		Public Offers	International Organizations ¹	Government (Panama)	Foreign Governments (Primary Market)	Foreign Governments (Secondary Market)
Submit to the SMV the documents established by the corresponding regulations.	●					
Application Form for Enrollment in Latinex and/or Eligibility in Latinclear (Annex No.2).	●	●		●		●
Securities Registration Agreement between Latinex and the Issuer (Annex No.3).	●					
Agreement between Latinclear and the Issuer, which must be printed on the Issuer's letterhead (Annex No.4).	●	●	●	●	●	●
In the case of a dematerialized issue, sign the respective contract with Latinclear.	●			●		●
Copy of the Contract with the Payment, Registration, and Transfer Agent, signed with a financial institution that has access to the National Payment System of the Republic of Panama. This requirement will not apply if the clearing and settlement is carried out through reciprocal agreements between Latinclear and the CSD of the country where the securities are custodied.	●	●		●	●	

¹International organizations where the Republic of Panama is a member.

Enrollment Procedure	Virtual Registry Window SMV-LTX	Directly with Latinex and/or Latinclear				
	Public Offers	International Organizations ¹	Government (Panama)	Foreign Governments (Primary Market)	Foreign Governments (Secondary Market)	Private Placements
Copy of the Payment Agent Contract, signed with a financial institution that has access to the National Payment System of the Republic of Panama.						●
Pay the costs of Latinex and/or Latinclear, according to the rates. (Annex 5 and 6).	●	●	●	●	●	●
Copy of the Resolution of the SMV.	●					
Copy of the Law or Decree by means of which the issuance of the securities subject to registration in Latinex is authorized.		●	●			
Copy of the Law, Resolution, or Decree authorizing the incorporation of Panama as a member of said International Organization.		●				
Information Prospectus or similar document, containing the full description of the securities to be listed in Latinex. Said document can be in Spanish or English.		●				
Audited Financial Statements for the last three (3) periods and the most recent set of interim statements.		●				
Request from the Issuer interested in registering the foreign security, attaching the Registration Form in the Foreign Stock Exchange (Annex No.7).				●		
Letter of request from the Exchange Member interested in registering the foreign security, attaching the Registration Form in the Foreign Stock Exchange (Annex No.7).					●	
Copy of the Decree, Law, or any other document authorizing the issuance of securities subject to registration.				●	●	
Copy of the proof of registration of the securities in a Recognized Jurisdiction, when the security is subject to registration before a regulatory entity.				●	●	
Information prospectus or any other document used to make the offer of the securities, as well as their respective updates.				●		
Information prospectus or any other document used to make the initial offer of the securities in their original format, copy or electronic format, as well as their respective updates, if the information is available.					●	
Document detailing the terms and conditions of the series (s) subject to trading on Latinex.				●	●	
Proof of the existence of the securities in a CSD, through the reciprocal agreement between Latinclear and the CSD of the foreign country.					●	
Copy of the Contract with the Placement Agent in Latinex.				●		

¹International organizations where the Republic of Panama is a member.

Enrollment Procedure	Virtual Registry Window SMV-LTX	Directly with Latinex and/or Latinclear				
Requirements	Public Offers	International Organizations ¹	Government (Panama)	Foreign Governments (Primary Market)	Foreign Governments (Secondary Market)	Private Placements
Certificate from the Public Registry, stating the name of the company, Directors, Capital Stock, and Legal Representative.						●
Copy of the Articles of Incorporation, its amendments or reforms, if any.						●
Summary of the terms and conditions of the issue.						●
Statement from the Issuer that certifies why the issue is not a public offer subject to registration by the Regulator and undertakes to pay the corresponding taxes, if applicable.						●

¹International organizations where the Republic of Panama is a member.

Disclaimer:

This guide is an extract of the internal rules of Latinex and Latinclear, therefore it does not replace or modify them. We invite the user to refer to the complete standard for better reference.