**PROSPECTUS:**

Date:

| ANNEX 6  Commission Delegated Regulation (2019/980) | | **Prospectus**  **passage or page** | **Comments** |
| --- | --- | --- | --- |
|  | **Required information** |  |  |
| **SECTION 1** | **PERSONS RESPONSIBLE, THIRD-PARTY INFORMATION, EXPERTS’ REPORTS AND COMPETENT AUTHORITY APPROVAL** |  |  |
| Item 1.1 | Identify all persons responsible for the information or any parts of it, given in the registration document with, in the latter case, an indication of such parts. |  |  |
|  | In the case of natural persons, including members of the issuer’s administrative, management or supervisory bodies, indicate the name and function of the person; |  |  |
|  | in the case of legal persons indicate the name and registered office. |  |  |
| Item 1.2 | A declaration by those responsible for the registration document that to the best of their knowledge, the information contained in the registration document is in accordance with the facts and that the registration document makes no omission likely to affect its import. |  |  |
|  | Where applicable, a declaration by those responsible for certain parts of the registration document that, to the best of their knowledge, the information contained in those parts of the registration document for which they are responsible is in accordance with the facts and that those parts of the registration document make no omission likely to affect their import. |  |  |
| Item 1.3 | Where a statement or report attributed to a person as an expert is included in the registration document, provide the following in relation to that person: |  |  |
|  | (a) name; |  |  |
|  | (b) business address; |  |  |
|  | (c) qualifications; |  |  |
|  | (d) material interest if any in the issuer. |  |  |
|  | If the statement or report has been produced at the issuer’s request, state that such statement or report has been included in the registration document with the consent of the person who has authorised the contents of that part of the registration document for the purpose of the prospectus. |  |  |
| Item 1.4 | Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that |  |  |
|  | as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. |  |  |
|  | In addition, identify the source(s) of the information. |  |  |
| Item 1.5 | A statement that: |  |  |
|  | (a) the [registration document/prospectus] has been approved by the [name of competent authority], as competent authority under Regulation (EU) 2017/1129; |  |  |
|  | (b) the [name of competent authority] only approves this [registration document/prospectus] as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129; |  |  |
|  | (c) such approval should not be considered as an endorsement of the issuer that is the subject of this [registration document/prospectus]. |  |  |
| **SECTION 2** | **STATUTORY AUDITORS** |  |  |
| Item 2.1 | Names and addresses of the issuer’s auditors for the period covered by the historical financial information (together with their membership in a professional body). |  |  |
| Item 2.2 | If auditors have resigned, been removed or have not been re-appointed during the period covered by the historical financial information, indicate details if material. |  |  |
| **SECTION 3** | **RISK FACTORS** |  |  |
| Item 3.1 | A description of the material risks that are specific to the issuer and that may affect the issuer’s ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed **‘Risk Factors’**. |  |  |
|  | In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document. |  |  |
| **SECTION 4** | **INFORMATION ABOUT THE ISSUER** |  |  |
| Item 4.1 | History and development of the issuer |  |  |
| Item 4.1.1 | The legal and commercial name of the issuer |  |  |
| Item 4.1.2 | The place of registration of the issuer, its registration number and legal entity identifier (‘LEI’). |  |  |
| Item 4.1.3 | The date of incorporation and the length of life of the issuer, except where the period is indefinite. |  |  |
| Item 4.1.4 | The domicile and |  |  |
|  | legal form of the issuer, |  |  |
|  | the legislation under which the issuer operates, |  |  |
|  | its country of incorporation, |  |  |
|  | the address, telephone number of its registered office (or principal place of business if different from its registered office) and |  |  |
|  | website of the issuer, if any, with |  |  |
|  | a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus. |  |  |
| Item 4.1.5 | Details of any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer’s solvency. |  |  |
| Item 4.1.6 | Credit ratings assigned to an issuer at the request or with the cooperation of the issuer in the rating process. |  |  |
|  | A brief explanation of the meaning of the ratings if this has previously been published by the rating provider. |  |  |
| Item 4.1.7 | Information on the material changes in the issuer’s borrowing and funding structure since the last financial year; |  |  |
| Item 4.1.8 | Description of the expected financing of the issuer’s activities |  |  |
| **SECTION 5** | **BUSINESS OVERVIEW** |  |  |
| Item 5.1 | Principal activities |  |  |
| Item 5.1.1 | A description of the issuer’s principal activities, including: |  |  |
|  | (a) the main categories of products sold and/or services performed; |  |  |
|  | (b) an indication of any significant new products or activities; |  |  |
|  | (c) the principal markets in which the issuer competes. |  |  |
| Item 5.2 | The basis for any statements made by the issuer regarding its competitive position. |  |  |
| **SECTION 6** | **ORGANISATIONAL STRUCTURE** |  |  |
| Item 6.1 | If the issuer is part of a group, a brief description of the group and the issuer’s position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure. |  |  |
| Item 6.2 | If the issuer is dependent upon other entities within the group, this must be clearly stated together with |  |  |
|  | an explanation of this dependence. |  |  |
| **SECTION 7** | **TREND INFORMATION** |  |  |
| Item 7.1 | A description of: |  |  |
|  | (a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; |  |  |
|  | (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published to the date of the registration document. |  |  |
|  | If neither of the above are applicable then the issuer shall include an appropriate statement to the effect that no such changes exist. |  |  |
| Item 7.2 | Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer’s prospects for at least the current financial year. |  |  |
| **SECTION 8** | **PROFIT FORECASTS OR ESTIMATES** |  |  |
| Item 8.1 | Where an issuer includes on a voluntary basis a profit forecast or a profit estimate (which is still outstanding and valid), that forecast or estimate included in the registration document must contain the information set out in items 8.2 and 8.3. |  |  |
|  | If a profit forecast or profit estimate has been published and is still outstanding, but no longer valid, then provide a statement to that effect and an explanation of why such profit forecast or estimate is no longer valid. Such an invalid forecast or estimate is not subject to the requirements in items 8.2 and 8.3. |  |  |
| Item 8.2 | Where an issuer chooses to include a new profit forecast or a new profit estimate, or where the issuer includes a previously published profit forecast or a previously published profit estimate pursuant to item 8.1, the profit forecast or estimate shall be clear and unambiguous and contain a statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate. |  |  |
|  | The forecast or estimate shall comply with the following principles:  (a) there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; |  |  |
|  | (b) the assumptions must be reasonable, readily understandable by investors, specific and precise and not relate to the general accuracy of the estimates underlying the forecast; and |  |  |
|  | (c) In the case of a forecast, the assumptions shall draw the investor’s attention to those uncertain factors which could materially change the outcome of the forecast. |  |  |
| Item 8.3 | The prospectus shall include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both: |  |  |
|  | (a) comparable with the historical financial information; |  |  |
|  | (b) consistent with the issuer’s accounting policies. |  |  |
| **SECTION 9** | **ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES** |  |  |
| Item 9.1 | Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer: |  |  |
|  | (a) members of the administrative, management or supervisory bodies; |  |  |
|  | (b) partners with unlimited liability, in the case of a limited partnership with a share capital. |  |  |
| Item 9.2 | **Administrative, management, and supervisory bodies’ conflicts of interests**  Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. |  |  |
|  | In the event that there are no such conflicts, a statement to that effect must be made. |  |  |
| **SECTION 10** | **MAJOR SHAREHOLDERS** |  |  |
| Item 10.1 | To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused. |  |  |
| Item 10.2 | A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer. |  |  |
| **SECTION 11** | **FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES** |  |  |
| Item 11.1 | **Historical financial information** |  |  |
| Item 11.1.1 | Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year. |  |  |
| Item 11.1.2 | **Change of accounting reference date**  If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is shorter. |  |  |
| Item 11.1.3 | **Accounting Standards**  The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. |  |  |
|  | If Regulation (EC) No 1606/2002 is not applicable, the financial information must be prepared in accordance with either:  (a) a Member State’s national accounting standards for issuers from the EEA, as required by the Directive 2013/34/EU; |  |  |
|  | (b) a third country’s national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country’s national accounting standards are not equivalent to Regulation (EC) No 1606/2002, the financial statements shall be restated in compliance with that Regulation. |  |  |
| Item 11.1.4 | **Change of accounting framework**  The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer’s next published annual financial statements.  Changes within the issuer’s existing accounting framework do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, the latest year of financial statements must be prepared and audited in line with the new framework. |  |  |
| Item 11.1.5 | Where the audited financial information is prepared according to national accounting standards, the financial information required under this heading must include at least the following: |  |  |
|  | (a) the balance sheet; |  |  |
|  | (b) the income statement; |  |  |
|  | (c) the cash flow statement; |  |  |
|  | (d) the accounting policies and explanatory notes. |  |  |
| Item 11.1.6 | **Consolidated financial statements**  If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document. |  |  |
| Item 11.1.7 | **Age of financial information**  The balance sheet date of the last year of audited financial information statements may not be older than 18 months from the date of the registration document. |  |  |
| Item 11.2 | **Interim and other financial information** |  |  |
| Item 11.2.1 | If the issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the registration document. |  |  |
|  | If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. |  |  |
|  | If the quarterly or half yearly financial information is not audited or has not been reviewed state that fact. |  |  |
|  | If the registration document is dated more than nine months after the date of the last audited financial statements, it must contain interim financial information, which may be unaudited (in which case that fact must be stated) covering at least the first six months of the financial year. |  |  |
|  | Interim financial information prepared in accordance with either the requirements of the Directive 2013/34/EU or Regulation (EC) No 1606/2002 as the case may be |  |  |
|  | For issuers not subject to either Directive 2013/34/EU or Regulation (EC) No 1606/2002, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year’s end balance sheet. |  |  |
| Item 11.3 | **Auditing of historical annual financial information** |  |  |
| Item 11.3.1 | The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014. |  |  |
|  | Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. |  |  |
| 11.3.1 a | Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full. |  |  |
| Item 11.3.2 | Indication of other information in the registration document which has been audited by the auditors. |  |  |
| Item 11.3.3 | Where financial information in the registration document is not extracted from the issuer’s audited financial statements state the source of the data and state that the data is not audited. |  |  |
| Item 11.4 | **Legal and arbitration proceedings** |  |  |
| Item 11.4.1 | Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group’s financial position or profitability, or provide an appropriate negative statement. |  |  |
| Item 11.5 | **Significant change in the issuer’s financial position** |  |  |
| Item 11.5.1 | A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial information or interim financial information have been published, or provide an appropriate negative statement. |  |  |
| **SECTION 12** | **ADDITIONAL INFORMATION** |  |  |
| Item 12.1 | **Share capital**  The amount of the issued capital, |  |  |
|  | the number and classes of the shares of which it is composed with |  |  |
|  | details of their principal characteristics, |  |  |
|  | the part of the issued capital still to be paid up with an indication of the number, or total nominal value and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up. |  |  |
| Item 12.2 | **Memorandum and Articles of Association**  The register and the entry number therein, if applicable, and a description of the issuer’s objects and purposes and where they can be found in the memorandum and articles of association. |  |  |
| **SECTION 13** | **MATERIAL CONTRACTS** |  |  |
| Item 13.1 | A brief summary of all material contracts that are not entered into in the ordinary course of the issuer’s business, which could result in any group member being under an obligation or an entitlement that is material to the issuer’s ability to meet its obligations to security holders in respect of the securities being issued. |  |  |
| **SECTION 14** | **DOCUMENTS AVAILABLE** |  |  |
| Item 14.1 | A statement that for the term of the registration document the following documents, where applicable, can be inspected: |  |  |
|  | (a) the up to date memorandum and articles of association of the issuer; |  |  |
|  | (b) all reports, letters, and other documents, valuations and statements prepared by any expert at the issuer’s request any part of which is included or referred to in the registration document. |  |  |
|  | An indication of the website on which the documents may be inspected. |  |  |

| ANNEX 14  Commission Delegated Regulation (2019/980) | | **Prospectus**  **passage and page** | **Comments** |
| --- | --- | --- | --- |
|  | **Required information** |  |  |
| **SECTION 1** | **PERSONS RESPONSIBLE, THIRD-PARTY INFORMATION, EXPERTS’ REPORTS AND COMPETENT AUTHORITY APPROVAL** |  |  |
| Item 1.1  Category A | Identify all persons responsible for the information or any parts of it, given in the securities note with, in the latter case, an indication of such parts. |  |  |
|  | In the case of natural persons, including members of the issuer’s administrative, management or supervisory bodies, indicate the name and function of the person; |  |  |
|  | in the case of legal persons indicate the name and registered office. |  |  |
| Item 1.2  Category A | A declaration by those responsible for the securities note that to the best of their knowledge, the information contained in the securities note is in accordance with the facts and that the securities note makes no omission likely to affect its import. |  |  |
|  | Where applicable, a declaration by those responsible for certain parts of the securities note that, to the best of their knowledge, the information contained in those parts of the securities note for which they are responsible is in accordance with the facts and that those parts of the securities note make no omission likely to affect their import. |  |  |
| Item 1.3  Category A | Where a statement or report, attributed to a person as an expert, is included in the securities note, provide the following details for that person: |  |  |
|  | (a) name; |  |  |
|  | (b) business address; |  |  |
|  | (c) qualifications; |  |  |
|  | (d) material interest if any in the issuer. |  |  |
|  | If the statement or report has been produced at the issuer’s request, state that such statement or report has been included in the securities note with the consent of the person who has authorised the contents of that part of the securities note for the purpose of the prospectus. |  |  |
| Item 1.4  Category C | Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that |  |  |
|  | as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. |  |  |
|  | In addition, identify the source(s) of the information. |  |  |
| 1.5  Category A | A statement that: |  |  |
|  | (a) this [securities note/prospectus] has been approved by the [name of competent authority], as competent authority under Regulation (EU) 2017/1129. |  |  |
|  | (b) the [name of competent authority] only approves this [securities note/prospectus] as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129; |  |  |
|  | (c) such approval should not be considered as an endorsement of [the quality of the securities that are the subject of this [securities note/prospectus]; |  |  |
|  | (d) investors should make their own assessment as to the suitability of investing in the securities. |  |  |
| **SECTION 2** | **RISK FACTORS** |  |  |
| Item 2.1  Category A | A description of the material risks that are specific to the securities being offered and/or admitted to trading in a limited number of categories, in a section headed **‘Risk Factors’**. |  |  |
|  | Risks to be disclosed shall include:  (a) those resulting from the level of subordination of a security and the impact on the expected size or timing of payments to holders of the securities under bankruptcy, or any other similar procedure, including, where relevant, the insolvency of a credit institution or its resolution or restructuring in accordance with Directive 2014/59/EU; |  |  |
|  | (b) in cases where the securities are guaranteed, the specific and material risks related to the guarantor to the extent they are relevant to its ability to fulfil its commitment under the guarantee. |  |  |
|  | In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the securities and the probability of their occurrence, shall be set out first. The risks shall be corroborated by the content of the securities note. |  |  |
| **SECTION 3** | **ESSENTIAL INFORMATION** |  |  |
| Item 3.1 | **Interest of natural and legal persons involved in the issue/offer** |  |  |
| Category C | A description of any interest, including a conflict of interest that is material to the issue/offer, detailing the persons involved and the nature of the interest. |  |  |
| Item 3.2 | **Reasons for the offer and use of proceeds** |  |  |
| Category C | Reasons for the offer to the public or for the admission to trading. |  |  |
|  | Where applicable, disclosure of the estimated total expenses of the issue/offer and the estimated net amount of the proceeds. |  |  |
|  | These expenses and proceeds shall be broken into each principal intended use and |  |  |
|  | presented in order of priority of such uses. |  |  |
|  | If the issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, then state the amount and sources of other funds needed. |  |  |
| **SECTION 4** | **INFORMATION CONCERNING THE SECURITIES TO BE OFFERED TO THE PUBLIC/ADMITTED TO TRADING** |  |  |
| Item 4.1  Category B | (a) A description of the type and the class of the securities being offered to the public and/or admitted to trading. |  |  |
| Category C | (b) The international security identification number (‘ISIN’) for those classes of securities referred to in (a). |  |  |
| Item 4.2  Category A | Legislation under which the securities have been created. |  |  |
| Item 4.3  Category A | (a) An indication of whether the securities are in registered form or bearer form and whether the securities are in certificated form or book-entry form. |  |  |
| Category C | (b) In the case of securities registered in book-entry form, the name and address of the entity in charge of keeping the records. |  |  |
| Item 4.4  Category C | Total amount of the securities offered to the public/admitted to trading. |  |  |
|  | If the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and |  |  |
|  | a description of the arrangements and time for announcing to the public the definitive amount of the offer. |  |  |
|  | Where the maximum amount of securities to be offered cannot be provided in the securities note, the securities note shall specify that acceptances of the purchase or subscription of securities may be withdrawn up to two working days after the amount of securities to be offered to the public has been filed. |  |  |
| Item 4.5  Category C | Currency of the securities issue. |  |  |
| Item 4.6  Category A | The relative seniority of the securities in the issuer’s capital structure in the event of insolvency, including, where applicable, information on the level of subordination of the securities and the potential impact on the investment in the event of a resolution under Directive 2014/59/EU. |  |  |
| Item 4.7  Category B | A description of the rights attached to the securities, including any limitations of those rights, and procedure for the exercise of those rights. |  |  |
| Item 4.8  Category C | (a) The nominal interest rate; |  |  |
| Category B | (b) the provisions relating to interest payable; |  |  |
| Category C | (c) the date from which interest becomes payable; |  |  |
| Category C | (d) the due dates for interest; |  |  |
| Category B | (e) the time limit on the validity of claims to interest and repayment of principal. |  |  |
|  | Where the rate is not fixed: |  |  |
| Category A | (a) a statement setting out the type of underlying; |  |  |
| Category C | (b) a description of the underlying on which the rate is based; |  |  |
| Category B | (c) the method used to relate the rate with the underlying; |  |  |
| Category C | (d) an indication where information about the past and the future performance of the underlying and its volatility can be obtained by electronic means and whether or not it can be obtained free of charge; |  |  |
| Category B | (e) a description of any market disruption or settlement disruption events that affect the underlying; |  |  |
| Category B | (f) any adjustment rules with relation to events concerning the underlying; |  |  |
| Category C | (g) the name of the calculation agent; |  |  |
| Category B | (h) if the security has a derivative component in the interest payment, a clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s), especially under the circumstances when the risks are most evident. |  |  |
| Item 4.9  Category C | (a) Maturity date. |  |  |
| Category B | (b) Details of the arrangements for the amortisation of the loan, including the repayment procedures. |  |  |
|  | Where advance amortisation is contemplated, on the initsiative of the issuer or of the holder, it shall be described, stipulating the amortisation terms and conditions. |  |  |
| Item 4.10  Category C | (a) An indication of yield. |  |  |
| Category B | (b) Description of the method whereby the yield in point (a) is to be calculated in summary form. |  |  |
| Item 4.11  Category B | Representation of non-equity security holders including an identification of the organisation representing the investors and provisions applying to such representation. |  |  |
|  | Indication of the website where the public may have free access to the contracts relating to these forms of representation. |  |  |
| Item 4.12  Category C | In the case of new issues, a statement of the resolutions, authorisations and approvals by virtue of which the securities have been or will be created and/or issued. |  |  |
| Item 4.13  Category C | The issue date or in the case of new issues, the expected issue date of the securities. |  |  |
| Item 4.14  Category A | A description of any restrictions on the transferability of the securities. |  |  |
| Item 4.15  Category A | A warning that the tax legislation of the investor’s Member State and of the issuer’s country of incorporation may have an impact on the income received from the securities. |  |  |
|  | Information on the taxation treatment of the securities where the proposed investment attracts a tax regime specific to that type of investment. |  |  |
| Item 4.16  Category C | If different from the issuer, the identity and contact details of the offeror, of the securities and/or the person asking for admission to trading, including the legal entity identifier (‘LEI’) where the offeror has legal personality. |  |  |
| **SECTION 5** | **TERMS AND CONDITIONS OF THE OFFER OF SECURITIES TO THE PUBLIC** |  |  |
| Item 5.1 | Conditions, offer statistics, expected timetable and action required to apply for the offer. |  |  |
| Item 5.1.1  Category C | Conditions to which the offer is subject. |  |  |
| Item 5.1.2  Category C | The time period, including any possible amendments, during which the offer will be open. |  |  |
|  | A description of the application process. |  |  |
| Item 5.1.3  Category C | A description of the possibility to reduce subscriptions and |  |  |
|  | the manner for refunding amounts paid in excess by applicants. |  |  |
| Item 5.1.4  Category C | Details of the minimum and/or maximum amount of the application, (whether in number of securities or aggregate amount to invest). |  |  |
| Item 5.1.5  Category C | Method and time limits for paying up the securities and |  |  |
|  | for delivery of the securities. |  |  |
| Item 5.1.6  Category C | A full description of the manner and date in which results of the offer are to be made public. |  |  |
| Item 5.1.7  Category C | The procedure for the exercise of any right of pre-emption, |  |  |
|  | the negotiability of subscription rights and |  |  |
|  | the treatment of subscription rights not exercised. |  |  |
| Item 5.2 | Plan of distribution and allotment. |  |  |
| Item 5.2.1  Category C | The various categories of potential investors to which the securities are offered. |  |  |
|  | If the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche. |  |  |
| Item 5.2.2  Category C | Process for notifying applicants of the amount allotted and |  |  |
|  | an indication whether dealing may begin before notification is made. |  |  |
| Item 5.3 | Pricing |  |  |
| Item 5.3.1  Category C | (a) An indication of the expected price at which the securities will be offered. |  |  |
| Category B | (b) Where an indication of the expected price cannot be given, a description of the method of determining the price, pursuant to Article 17 of Regulation (EU) 2017/1129, and |  |  |
|  | the process for its disclosure. |  |  |
| Category C | (c) Indication of the amount of any expenses, and taxes charged to the subscriber or purchaser. |  |  |
|  | Where the issuer is subject to Regulation (EU) No 1286/2014 or Directive 2014/65/EU and to the extent that they are known, include those expenses contained in the price. |  |  |
| Item 5.4 | Placing and Underwriting |  |  |
| Item 5.4.1  Category C | Name and address of the coordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place. |  |  |
| Item 5.4.2  Category C | Name and address of any paying agents and depository agents in each country. |  |  |
| Item 5.4.3  Category C | Name and address of the entities agreeing to underwrite the issue on a firm commitment basis, and name and address of the entities agreeing to place the issue without a firm commitment or under ‘best efforts’ arrangements. |  |  |
|  | Indication of the material features of the agreements, including the quotas. |  |  |
|  | Where not all of the issue is underwritten, a statement of the portion not covered. |  |  |
|  | Indication of the overall amount of the underwriting commission and of the placing commission. |  |  |
| Item 5.4.4  Category C | When the underwriting agreement has been or will be reached. |  |  |
| **SECTION 6** | **ADMISSION TO TRADING AND DEALING ARRANGEMENTS** |  |  |
| Item 6.1  Category B | (a) an indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market, other third country markets, SME Growth Market or MTF with an indication of the markets in question. This circumstance must be set out, without creating the impression that the admission to trading will necessarily be approved. |  |  |
| Category C | (b) If known, give the earliest dates on which the securities will be admitted to trading. |  |  |
| Item 6.2  Category C | All the regulated markets or third country markets, SME Growth Market or MTFs on which, to the knowledge of the issuer, securities of the same class of the securities to be offered to the public or admitted to trading are already admitted to trading. |  |  |
| Item 6.3  Category C | In the case of admission to trading on a regulated market, the name and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment. |  |  |
| Item 6.4  Category C | The issue price of the securities. |  |  |
| **SECTION 7** | **ADDITIONAL INFORMATION** |  |  |
| Item 7.1  Category C | If advisors connected with an issue are referred to in the securities note, a statement of the capacity in which the advisors have acted. |  |  |
| Item 7.2  Category A | An indication of other information in the securities note which has been audited or reviewed by statutory auditors and where auditors have produced a report. |  |  |
|  | Reproduction of the report or, with permission of the competent authority, a summary of the report. |  |  |
| Item 7.3  Category C | Credit ratings assigned to the securities at the request or with the cooperation of the issuer in the rating process. |  |  |
|  | A brief explanation of the meaning of the ratings if this has previously been published by the rating provider. |  |  |
| Item 7.4  Category C | Where the summary is substituted in part with the information set out in points (c) to (i) of paragraph 3 of Article 8 of Regulation (EU) No 1286/2014, all such information to the extent it is not already disclosed elsewhere in the securities note, must be disclosed. |  |  |