REFERENCE TABLE Annex 8 Prospectus Regulation

Minimum Disclosure Requirements for Registration document for secondary issuances of non-equity securities

**Fill in instructions**:

* Please fill in the details in the below table.
* Please indicate per item the page and paragraph in the prospectus where the information can be found. We ask you to refer as specific as possible. If you have also submitted a compare version of the prospectus than please use that version for your references.
* If the required information cannot be provided because it is inappropriate to the sphere of activity or to the legal form of the issuer or to the securities, equivalent information must be included in the prospectus.
* If such equivalent information does not exist, please indicate the item as ‘not applicable’ and include a short explanation.

|  |  |  |  |
| --- | --- | --- | --- |
| Name issuing entity: |  | | |
| Title prospectus: |  | | |
| Prospectus Regulation  Annex nos.: |  | | |
| Date draft document: |  | Draft no.: |  |
| Date comments AFM: | *[Please leave blank for the AFM]* | | |
| Readers AFM: | *[Please leave blank for the AFM]* | Tel. no.: | *[Please leave blank for the AFM]* |
| *The AFM reserves the right to make additional comments at a later stage.* | | | |

|  |  |
| --- | --- |
|  | Comments and replies |
|  | *[Please leave blank for the AFM]* |
| Reply: |  |

| Item no. | Annex 8 Item Content | Page and paragraph |
| --- | --- | --- |
| SECTION 1 | PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS’ REPORTS AND COMPETENT AUTHORITY APPROVAL | |
| 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.   1. 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; 2. in the case of **legal** persons indicate the name and registered office. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 1.2 | 1. A **declaration by those responsible** for the registration document that 2. to the best of their knowledge, the information contained in the registration document is in accordance with the facts 3. and that the registration document makes no omission likely to affect its import. 4. **Where applicable, a declaration by those responsible for certain parts** of the registration document that, 5. 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 6. that those parts of the registration document make no omission likely to affect their import. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 1.3 | Where a statement or report attributed to a person as an **expert** is included in the registration document, provide the following details for that person:     1. **name**; 2. **business address**; 3. **qualifications**; 4. **material interest** if any in the issuer. 5. 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. | *a* ──────  *b* ──────  *c* ──────  *d* ──────  *e* ────── |
| *Please leave blank* | **AFM 1:** | |
| 1.4 | 1. Where information has been sourced from **a** **third party**, provide a **confirmation** that this information has been accurately reproduced and 2. 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**. 3. In addition, **identify the source(s)** of the information. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| 1.5 | A **statement** that:   1. the [registration document/ prospectus] has been approved by the [name of competent authority], as competent authority under Regulation (EU) 2017/1129; 2. 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; 3. such approval shall not be considered as an endorsement of the issuer that it the subject of this [registration document / prospectus]. 4. that the [registration document / prospectus] has been drawn up as part of a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129. | *a* ──────  *b* ──────  *c* ──────  *d* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 2 | STATUTORY AUDITORS | |
| 2.1 | **Names** of the issuer’s auditors for the period covered by the historical financial information (together with their **membership in a professional body**). | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 3 | RISK FACTORS | |
| 3.1 | 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’. 2. 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. | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 4 | INFORMATION ABOUT THE ISSUER | |
| 4.1 | 1. the legal and 2. commercial name of the issuer. | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.2 | 1. the **domicile** and **legal** form of the issuer, 2. legal entity identifier (‘**LEI**’), 3. the **legislation** under which the issuer operates, its country of incorporation, 4. the **address**, **telephone number** of its registered office (or principal place of business if different from its registered office) and 5. **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. | *a* ──────  *b ──────*  *c* ──────  *d ──────*  *e ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 5 | BUSINESS OVERVIEW | |
| 5.1 | A brief description of the issuer’s principal **activities** stating the main **categories of** **products** sold and/or **services** performed. | *──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 6 | TREND INFORMATION | |
| 6.1 | A description of:   1. any **material adverse change** in the prospects of the issuer since the date of its last published audited financial statements; 2. 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. 3. If neither of points (a) or (b) are applicable, then the issuer should include an appropriate **negative statement**. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| 6.2 | Information on any known   1. **trends**, 2. **uncertainties**, 3. **demands**, 4. **commitments** or 5. **events**   that are **reasonably likely** to have a **material effect** on the issuer’s prospects for at least the current financial year. | *a* ──────  *b* ──────  *c* ──────  *d* ──────  *e* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 7 | PROFIT FORECASTS OR ESTIMATES | |
| 7.1 | 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 7.2 and 7.3. 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 7.2 to 7.3.  Inclusion of the profit forecast or estimate shall be at the discretion of the issuer. Where such a forecast or estimate is included, the registration document shall contain the information set out in items 7.2 and 7.3. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 7.2 | 1. 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 7.1, the profit forecast or estimate shall be **clear** and **unambiguous** and 2. shall 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:   1. there must be a clear distinction between **assumptions** about factors which the members of the administrative, management or supervisory bodies **can influence** and assumptionsabout factors which are exclusively **outside the influence** of the members of the administrative, management or supervisory bodies; 2. 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 3. 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. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 7.3 | The prospectus shall include **a statement** that the profit forecast or estimate has been compiled and prepared on a basis which is both:   1. **comparable** with the historical financial information; 2. **consisten**t with the issuer’s accounting policies. | *a* ──────  *b* ────── |
| SECTION 8 | ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT | |
| 8.1 | **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:   1. members of the administrative, management or supervisory bodies; 2. partners with unlimited liability, in the case of a limited partnership with a share capital. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 8.2 | **Potential conflicts of interest** between any duties carried out   1. on behalf of the issuer, 2. by the persons referred to in item 8.1 and 3. their private interests or other duties must be clearly stated. 4. In the event that there are no such conflicts a **statement** to that effect must be made. | *a* ──────  *b* ──────  *c* ──────  *d* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 9 | MAJOR SHAREHOLDERS | |
| 9.1 | To the extent known to the issuer, state whether   1. the issuer is directly or indirectly **owned** or **controlled** and 2. by whomand 3. describe the **nature** of such control and 4. describe the **measures** in place to ensure that such **control** is **not abused**. | *a* ──────  *b* ──────  *c* ──────  *d* ────── |
| *Please leave blank* | **AFM 1:** | |
| 9.2 | 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 10 | FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS, AND LOSSES | |
| 10.1 | Financial statements  Financial statements (annual and half-yearly) required to be published covering the period of 12 months prior to the approval of the prospectus.  Where both annual and half-yearly financial statements have been published, **only the annual statements shall be required** where they postdate the half-yearly financial statements. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 10.2 | Auditing of annual financial information | |
| 10.2.1 | Audit report   The annual financial statements 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 annual financial statements 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. Otherwise, the following information must be included in the registration document:   1. a prominent statement disclosing which auditing standards have been applied; 2. an explanation of any significant departures from International Standards on Auditing. | ────────  *or*  ────────  *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 10.2.1a | Where audit reports on the annual financial statements 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 10.2.2 | Indication of **other information** in the registration document which has been audited by the auditors. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 10.2.3 | Where financial information in the registration document **is not extracted** from the issuer’s audited financial statements, state the **source** of the data and identify the data that has not been audited. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 10.3 | Legal and arbitration proceedings  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**. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 10.4 | Significant change in the issuer’s financial position  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 statements or interim financial information have been published, or provide an appropriate **negative statement.** | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 11 | REGULATORY DISCLOSURES | |
| 11.1 | A summary of the **information disclosed under Regulation (EU) No 596/2014** over the last 12 months which is relevant as at the date of the prospectus. The summary shall be presented in an **easily analysable**, **concise** and **comprehensible** form and shall not be a replication of information already published under Regulation (EU) No 596/2014.  The summary shall be presented in a limited number of categories depending on their subject. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 12 | MATERIAL CONTRACTS | |
| 12.1 | 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 13 | DOCUMENTS AVAILABLE | |
| 13.1 | A **statement** that for the term of the registration document the following documents, where applicable, can be inspected:   1. the up to date **memorandum** and **articles of association** of the issuer; 2. all reports, letters, and other documents, valuations 3. and **statements prepared by any expert** at the issuer’s request any part of which is included or referred to in the registration document. 4. An indication of the **website** on which the documents may be inspected. | *a* ──────  *b* ──────  *c* ──────  *d* ────── |
| *Please leave blank* | **AFM 1:** | |

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