REFERENCE TABLE Annex Va Prospectus Regulation

Minimum information to be included in the EU Recovery prospectus

**Informing the AFM**

* In accordance with Article 20 paragraph 6a of Regulation (EU) 2017/1129, the issuer shall inform the AFM at least five working days before the date envisaged for the submission of an application for approval of the EU Recovery prospectus. Please inform the AFM on [service.prospectus@afm.nl](mailto:service.prospectus@afm.nl). The AFM shall notify the issuer of its decision regarding the approval of the prospectus within seven working days of the submission of the draft EU Recovery prospectus.

**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 Va Item Content | Page and paragraph |
| --- | --- | --- |
| SECTION 1 | SUMMARY | |
| 1.1 | The EU Recovery prospectus must include a summary drawn up in accordance with Article 7(12a) of Regulation (EU) 2017/1129. |  |
| *Please leave blank* | **AFM 1:** | |
| SECTION 2 | NAME OF THE ISSUER, COUNTRY OF INCORPORATION, LINK TO THE ISSUER’S WEBSITE | |
| 2.1 | 1. The **legal** and 2. **Commercial** name of the issuer. 3. Its **legal entity identifier** (‘LEI’); 4. Its **country of incorporation**; 5. and its **website** where investors can find information on the company’s business operations, the products it makes or the services it provides, the principal markets where it competes, its major shareholders, the composition of its administrative, management and supervisory bodies and of its senior management and, where applicable, information incorporated by reference (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 3 | RESPONSIBILITY STATEMENT AND STATEMENT ON THE COMPETENT AUTHORITY | |
| 3.1 | Identify the persons responsible for drawing up the EU Recovery prospectus. | *a ──────* |
| *Please leave blank* | **AFM 1:** | |
| 3.2 | 1. A **statement** by the persons responsible for drawing up the EU Recovery prospectus that,  * to the best of their knowledge, the information contained in the EU Recovery prospectus is in accordance with the facts; * and that the EU Recovery prospectus makes no omission likely to affect its import.  1. **Where applicable**, the **statement** must contain information sourced from third parties, including the source(s) of that information, and statements or reports attributed to a person as an expert and the following details of that person:    1. **Name;**    2. **business address;**    3. **qualifications,** and    4. **material** interest (if any) in the issuer. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 3.3 | A **statement**:   1. which competent authority has approved, in accordance with Regulation (EU) 2017/1129, the EU Recovery prospectus; 2. that such approval is not an endorsement of the issuer nor of the quality of the shares to which the EU Recovery prospectus relates; 3. that the competent authority has only approved the EU Recovery prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by this Regulation; 4. and that the EU Recovery prospectus has been drawn up in accordance with Article 14a. | *a ──────*  *b ──────*  *c ──────*  *d ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 4 | RISK FACTORS | |
| 4.1 | A description of the **material risks** that are **specific to the issuer** and a description of the **material risks** that are specific to the shares being offered to the public and/or admitted to trading on a regulated market, in a limited number of categories, in a section headed “Risk Factors”.  In each category, the most material risks, in the assessment undertaken by the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer as well as on the shares being offered to the public and/or admitted to trading on a regulated market and the probability of their occurrence, shall be set out first. The risks shall be corroborated by the content of the EU Recovery prospectus. | *──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 5 | FINANCIAL STATEMENTS | |
| 5.1 | The **financial statements** (annual and half-yearly) published over the period of 12 months prior to the approval of the EU Recovery prospectus. Where both annual and half-yearly financial statements have been published, only the annual statements must be required where they postdate the half-yearly financial statements.  The annual financial statements must be **independently audited**. The **audit report** must be prepared in accordance with Directive 2006/43/EC of the European Parliament and of the Council[[1]](#footnote-1) and Regulation (EU) No 537/2014 of the European Parliament and of the Council[[2]](#footnote-2).  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 EU Recovery prospectus, they give 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 EU Recovery prospectus:   1. a **prominent statement** disclosing which auditing standards have been applied; 2. an **explanation of any significant departures** from International Standards on Auditing.   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**. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.2 | 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, must also be included, or an appropriate negative statement must be included. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.3 | Where applicable: **pro forma information**. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 6 | DIVIDEND POLICY | |
| 6.1 | A description of the issuer’s policy **on dividend distributions** and any **current restrictions** thereon, as well as on **share repurchases**. | *──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 7 | TREND INFORMATION | |
| 7.1 | A description of:   1. the **most significant recent trends** in production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of the EU Recovery prospectus; 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; 3. Information on the issuer’s **short and long-term financial and non-financial business strategy and objectives**, including, if applicable, a specific reference of not less than 400 words to the business and financial impact of the COVID-19 pandemic on the issuer and the anticipated future impact of the same.   If there is no significant change in either of the trends referred to in points (a) or (b) of this section, a statement to that effect is to be made. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 8 | TERMS AND CONDITIONS OF THE OFFER, FIRM COMMITMENTS AND INTENTIONS TO SUBSCRIBE AND KEY FEATURES OF THE UNDERWRITING AND PLACEMENT AGREEMENTS | |
| 8.1 | The **offer price**, the **number of shares offered**, the **amount of the issue/offer**, the **conditions** to which the offer is subject, and the **procedure** for the exercise of any right of pre-emption.  To the extent known to the issuer, provide information on whether major shareholders or members of the issuer’s management, supervisory or administrative **bodies intend to subscribe for the offer**, or whether any person intends to subscribe for more than 5 % of the offer.  Any **firm commitments** to subscribe for more than 5 % of the offer and all material features of the **underwriting and placement agreements**, including the name and address of the entities agreeing to underwrite or place the issue on a firm commitment basis or under “best efforts” arrangements and the quotas. | ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 9 | ESSENTIAL INFORMATION ON THE SHARES AND ON THEIR SUBSCRIPTION | |
| 9.1 | Provide the following essential information about the shares offered to the public or admitted to trading on a regulated market:   1. The **international security identification number** (ISIN); 2. The **rights attached** to the shares, the **procedure** for the exercise of those rights and **any limitations** of those rights; 3. **where** the shares can be subscribed as well as on the **time period**, including any **possible amendments**, during which the offer will be open and a description of the **application process** together with **the issue date** of new shares. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 10 | REASONS FOR THE OFFER AND USE OF PROCEEDS | |
| 10.1 | Information on the **reasons for the offer** and, where applicable, the **estimated net amount** of the proceeds broken into **each principal intended use** **and presented in order of priority** of such uses.  Where the issuer is aware that the anticipated proceeds will **not be sufficient** to fund all the proposed uses, it must state **the amount and sources** of other funds needed. Details must also be given with regard to the **use of the proceeds**, in particular where proceeds are being used to acquire assets, other than in the ordinary course of business, to finance announced acquisitions of other business, or to discharge, reduce or retire indebtedness. | ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 11 | RECEIPT OF STATE AID SUPPORT | |
| 11.1 | A statement with information as to whether the issuer has **benefited from state aid** in whatever form in the context of the recovery as well as the purpose of the aid, type of instrument and amount of the aid received and conditions attached to it, if any.  The **statement** as to whether the issuer received state aid must contain **a declaration** that the information is provided solely under the responsibility of the persons responsible for the prospectus, as referred to in Article 11(1), that the competent authority’s role in approving the prospectus is to scrutinize its completeness, comprehensibility and consistency, and that therefore in respect of the statement on state aid the competent authority is not obliged to independently verify that statement. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 12 | WORKING CAPITAL STATEMENT | |
| 12.1 | **Statement** by the issuer that, in its opinion, the **working capital** is **sufficient** for the issuer’s present requirements or, if not, how the issuer proposes to provide **the additional working capital** needed. | ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 13 | CAPITALISATION AND INDEBTEDNESS | |
| 13.1 | A statement of **capitalisation and indebtedness** (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness) as of a date no earlier than 90 days prior to the date of the EU Recovery prospectus. The term “indebtedness” also includes indirect and contingent indebtedness.  In the case **of material changes** in the capitalisation and indebtedness position of the issuer within the 90 day period, additional information must be given through the presentation of a **narrative description** of such changes or through the updating of those figures. | ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 14 | CONFLICTS OF INTEREST | |
| 14.1 | **Information** about any **interests** related to the issuance, including **conflicts of interest**, and details of **the persons involved** and **the nature of the interests**. | ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 15 | DILUTION AND SHAREHOLDING AFTER THE ISSUANCE | |
| 15.1 | A comparison of **participation in share capital** and **voting rights** for existing shareholders before and after the capital increase resulting from the public offer, with the assumption that existing shareholders do not subscribe for the new shares and, separately, with the assumption that existing shareholders do take up their entitlement. | ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 16 | DOCUMENTS AVAILABLE | |
| 16.1 | A statement that for the term of the EU Recovery prospectus 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 and statements** prepared by an expert at the issuer’s request any part of which is included or referred to in the EU Recovery prospectus..   An indication of the website on which the documents may be inspected. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |

-= End of reference table =-

1. Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC (OJ L 157, 9.6.2006, p. 87). [↑](#footnote-ref-1)
2. Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (OJ L 158, 27.5.2014, p. 77). [↑](#footnote-ref-2)