REFERENCE TABLE Annex 12 Prospectus Regulation

Minimum Disclosure Requirements for the Securities Note for Secondary Issuances of Equity Securities or of Units Issued by Collective Investment Undertakings of the Closed-end Type

**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 12 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 securities note 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 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.  1. **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. | *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 securities note, provide the following **details** for that person:   1. name; 2. business address; 3. qualifications; 4. 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. | *a* ──────  *b* ──────  *c* ──────  *d* ──────  ──────── |
| *Please leave blank* | **AFM 1:** | |
| 1.4 | Where information has been sourced from a **third party**,   1. 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 **statemen**t that:   1. this [securities note / 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 [securities note / prospectus] as meeting the standards of **completeness**, **comprehensibility** and **consistency** imposed by Regulation (EU) 2017/1129; 3. such approval **should not be considered as an endorsement** of the quality of the securities that are the subject of this [securities note / prospectus]; 4. investors should make their **own assessment** as to the **suitability** of investing in the securities; 5. that the [securities note / 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* ──────  *e* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 2 | RISK FACTORS | |
| 2.1 | 1. 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’. 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 securities and the probability of their occurrence, shall be set out first. The risks shall be corroborated by the content of the securities note. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 3 | ESSENTIAL INFORMATION | |
| 3.1 | Interest of **natural** and **legal** persons involved in the issue/offer  A **description** of any interest, including a conflict of interest that is material to the issue/offer, detailing   1. the **persons** involved and 2. the **nature** of the interest. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 3.2 | **Reason**s for the offer and **use of proceeds**   1. **Reasons** for the offer and, 2. where applicable, the **estimated net amount** of the proceeds broken into each principal intended use and presented in order of priority of such uses. 3. 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**. **Details** must also be given with regard to **the** **use of the proceeds**, in particular when they 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. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| 3.3 | Working capital statement  **Statement** by the issuer that, in its opinion, the working capital is   1. **sufficient** for the issuer’s present requirements or, if not, 2. how it proposes to provide the **additional** working capital needed. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 3.4 | Capitalisation and indebtedness   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 document. The term ‘indebtedness’ also includes indirect and contingent indebtedness. 2. In the case of **material changes** in the capitalisation and indebtedness position of the issuer within the 90 day period additional information shall be given through the presentation of a narrative description of such changes or through the updating of those figures. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 4 | INFORMATION CONCERNING THE SECURITIES TO BE OFFERED/ADMITTED TO TRADING | |
| 4.1 | A **description** of the   1. **type**, 2. **class** and 3. **amount** of the securities being offered and/or admitted to trading, including the international security identification number (‘ISIN’). | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| 4.2 | Currency of the securities issue. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 4.3 | In the case of **new issues**,   1. a **statement of the resolutions**, 2. **authorisations** and 3. **approvals** by virtue of which the securities have been or will be created and/or issued. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| 4.4 | A **description** of any **restrictions** on the transferability of the securities | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 4.5 | 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. | ──────  ────── |
| *Please leave blank* | **AFM 1:** | |
| 4.6 | If different from the issuer,   1. the **identity** and 2. **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. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 4.7 | A **description** of the **rights** attached to the securities, including any limitations of those rights, and procedure for the exercise of those rights:   1. Dividend rights:    1. fixed date(s) on which the entitlement arises;    2. time limit after which entitlement to dividend lapses and an indication of the person in whose favour the lapse operates;    3. dividend restrictions and procedures for non-resident holders;    4. rate of dividend or method of its calculation, periodicity and cumulative or non-cumulative nature of payments. 2. voting rights. 3. pre-emption rights in offers for subscription of securities of the same class. 4. right to share in the issuer’s profits. 5. rights to share in any surplus in the event of liquidation. 6. redemption provisions. 7. conversion provisions. | *a* ──────   1. ────── 2. ────── 3. ────── 4. ──────   *b* ──────  *c* ──────  *d* ──────  *e* ──────  *f* ──────  *g* ────── |
| *Please leave blank* | **AFM 1:** | |
| 4.8 | **Statement** on the existence of national legislation on takeovers applicable to the issuer which may frustrate such takeovers, if any. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 4.9 | An **indication** of public takeover bids by third parties in respect of the issuer’s equity, which have occurred during the   1. **last** financial year and the 2. **current** financial year.   The price or exchange terms attaching to such offers and the outcome thereof must be stated. | *a* ──────  *b* ──────  ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 5 | TERMS AND CONDITIONS OF THE OFFER | |
| 5.1 | Conditions, offer statistics, expected timetable and action required to apply for the offer | |
| 5.1.1 | **Conditions** to which the offer is subject. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.1.2 | 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 securities. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.1.3 | A **description** of   1. any **possibility** to reduce subscriptions and 2. the **manner** for refunding amounts paid in excess by applicants. | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.4 | **Details** of the   1. **minimum** and/or 2. **maximum** amount of application (whether in number of securities or aggregate amount to invest). | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.5 | **Method** and **time limits** for paying up the securities and for delivery of the securities. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.1.6 | A **full description** of the **manner** and **date** in which results of the offer are to be made public. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.1.7 | 1. The **procedure** for the exercise of any right of pre-emption, 2. the **negotiability** of subscription rights and 3. the **treatment** of subscription rights not exercised. | *a* ──────  *b ──────*  *c ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.8 | **Total amount** of the issue/offer, distinguishing the securities offered for   1. **sale** and 2. those offered for **subscription**; 3. if the amount is not fixed, an **indication** of the amount of securities to be offered (if available) and 4. 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 of 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. | *a* ──────  *b ──────*  *c* ──────  *d ──────*  ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.1.9 | An **indication**   1. of **when**, and under which circumstances, the offer may be **revoked** or **suspended** and 2. whether revocation can occur after dealing has begun. | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.10 | An **indication** of the period during which an application may be **withdrawn**, provided that investors are allowed to withdraw their subscription. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.2 | Plan of distribution and allotment | |
| 5.2.1 | **Process** for notifying applicants   1. of the amount allotted and 2. an indication whether dealing may begin before notification is made. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 5.2.2 | To the extent known to the issuer,   1. an **indication** of whether major shareholders or members of the issuer's management, supervisory or administrative bodies intended to subscribe in the offer, or 2. whether **any** person intends to subscribe for more than five per cent of the offer. | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.3 | Pricing | |
| 5.3.1 | An **indication** of the **price** at which the securities will be offered and the **amount** of any expenses and taxes charged to the subscriber or purchaser.  If the price is not known, then pursuant to Article 17 of Regulation (EU) 2017/1129 indicate either:   1. the **maximum** price of securities, as far as they are available; 2. the **valuation** methods and criteria, and/or conditions, in accordance with which the final offer price is to be determined and an explanation of any valuation methods used.   Where neither (a) nor (b) can 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 final offer price of securities to be offered to the public has been filed. | *a* ──────  *b ──────*  ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.3.2 | **Process** for the disclosure of the offer price. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.3.3 | If the issuer’s **equity holders** have pre-emptive purchase rights and this right is restricted or withdrawn, an **indication** of the basis for the issue price if the issue is for cash, together with the reasons for and beneficiaries of such restriction or withdrawal. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.4 | Placing and underwriting | |
| 5.4.1 | **Name** and **address** of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known by the issuer or to the offeror, of the placers in the various countries where the offer takes place. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 5.4.2 | **Name** and **address** of any   1. **paying** agents and 2. **depository** agents in each country. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 5.4.3 | 1. **Name** and **address** of the entities agreeing to underwrite the issue on a firm commitment basis, and 2. **name** and **addres**s of the entities agreeing to place the issue without a firm commitment or under “best efforts” arrangements. 3. **Indication** of the material features of the agreements, including the quotas. 4. Where not **all** of the issue is underwritten, a **statement** of the portion not covered. 5. **Indication** of the overall amount of the underwriting commission and of the placing commission. | *a* ──────  *b* ──────  *c* ──────  *d* ──────  *e* ────── |
| *Please leave blank* | **AFM 1:** | |
| 5.4.4 | **When** the underwriting agreement has been or will be reached. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 6 | ADMISSION TO TRADING AND DEALING ARRANGEMENTS | |
| 6.1 | 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 equivalent third country markets or an SME Growth Market 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. If known, the **earliest** dates on which the securities will be admitted to trading. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 6.2 | **All** the regulated markets equivalent third country markets or SME Growth Markets on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 6.3 | If **simultaneously** or **almost** simultaneously with the application for admission of the securities to a regulated market, securities of the same class are subscribed for or placed privately or if securities of other classes are created for public or private placing, **give details of**   1. the **nature of such operations** and 2. of the **number**, **characteristics** and **price** of the securities to which they relate. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 6.4 | **Details** of the entities which have given 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 7 | SELLING SECURITIES HOLDERS | |
| 7.1 | **Lock-up agreements**  In relation to lock up agreements, provide details of the following:   1. the **parties** involved; 2. **content** and **exceptions** of the agreement; 3. an **indication** of the period of the lock up. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 8 | EXPENSE OF THE ISSUE/OFFER | |
| 8.1 | The **total** net proceeds and an **estimate** of the total expenses of the issue/offer. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 9 | DILUTION | |
| 9.1 | A **comparison** of   1. **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; 2. the **net asset value** per share as of the **date** of the latest balance sheet before the public offer (selling offer and / or capital increase) and the **offering price** per share within that public offer. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 9.2 | Where **existing** shareholders will be diluted regardless of whether they subscribe for their entitlement, because a part of the relevant share issue is reserved only for certain investors (e.g. an institutional placing coupled with an offer to shareholders), an **indication** of the dilution existing shareholders will experience should also be presented on the basis that they do take up their entitlement (in addition to the situation where they do not). | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 10 | ADDITIONAL INFORMATION | |
| 10.1 | If advisors connected with an issue are referred to in the securities note, a **statement** of the capacity in which the advisors have acted. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 10.2 | 1. 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. 2. **Reproduction** of the report or, with permission of the competent authority, a **summary** of the report. | *a* ──────  *b* ────── |

-= end of reference table =-