REFERENCE TABLE Annex 20 Prospectus Regulation

Minimum Disclosure Requirements for Pro forma Information

**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 20 Item Content | Page and paragraph |
| --- | --- | --- |
| SECTION 1 | CONTENTS OF PRO FORMA FINANCIAL INFORMATION | |
| 1.1 | The pro forma financial information shall consist of:   1. an **introduction** setting out:    1. the purpose for which the pro forma financial information has been prepared, including a description of the transaction or significant commitment and the businesses or entities involved;    2. the period or date covered by the pro forma financial information;    3. the fact that the pro forma financial information has been prepared for illustrative purposes only; (iv) an explanation that:       1. the pro forma financial information illustrates the impact of the transaction as if the transaction had been undertaken at an earlier date;       2. the hypothetical financial position or results included in the pro forma financial information may differ from the entity’s actual financial position or results; 2. a profit and loss account, a balance sheet or both, depending on the circumstances presented in a columnar format composed of:    1. historical unadjusted information;    2. accounting policy adjustments, where necessary;    3. pro forma adjustments;    4. the results of the pro forma financial information in the final column; 3. **accompanying notes** explaining:    1. the sources from which the unadjusted financial information has been extracted and whether or not an audit or review report on the source has been published;    2. the basis upon which the pro forma financial information is prepared;    3. source and explanation for each adjustment;    4. whether each adjustment in respect of a pro forma profit and loss statement is expected to have a continuing impact on the issuer or not; 4. where applicable, the financial information and interim financial information of the (or to be) acquired businesses or entities used in the preparation of the pro forma financial information must be included in the prospectus. | *a ──────*   1. *──────* 2. *──────* 3. *──────* 4. *───* 5. *───*   *b ──────*   1. *──────* 2. *──────* 3. *──────* 4. *──────*   *c ──────*   1. *──────* 2. *──────* 3. *──────* 4. *──────*   *d ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 2 | PRINCIPLES IN PREPARING AND PRESENTING PRO FORMA FINANCIAL INFORMATION | |
| 2.1 | 1. The pro forma financial information shall be identified as such in order to distinguish it from historical financial information. 2. The pro forma financial information must be prepared in a manner consistent with the accounting policies adopted by the issuer in its last or next financial statements. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 2.2 | Pro forma information may only be published in respect of:   1. the last completed financial period; and/or 2. the most recent interim period for which relevant unadjusted information has been published or are included in the registration document/prospectus. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 2.3 | Pro forma adjustments must comply with the following:   1. be clearly shown and explained; 2. present all significant effects directly attributable to the transaction; 3. be factually supportable. | *a ──────*  *b ──────*  *c ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 3 | REQUIREMENTS FOR AN ACCOUNTANT / AUDIT REPORT | |
|  | The prospectus shall include a **report** prepared by the independent accountants or auditors stating that in their opinion:   1. the pro forma financial information has been properly compiled on the basis stated; 2. that the basis referred to in (a) is consistent with the accounting policies of the issuer. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |

-= end of reference table =-