REFERENCE TABLE Annex 7 Prospectus Regulation

Minimum Disclosure Requirements for Registration document for wholesale 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 7 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  * 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.  1. **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. | *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 information in relation to 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 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* ────── |
| *Please leave blank* | **AFM 1:** | |
| 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. | ──────── |
| *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 should not be considered as an endorsement of the issuer that is the subject of this [registration document/ prospectus]. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 2 | STATUTORY AUDITORS | |
| 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**). | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 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. | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 3 | RISK FACTORS | |
| 3.1 | A description of the **material risks** that are **specific to the issuer**, 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 and the probability of their occurrence shall be set out first. The risks shall be corroborated by the content of the registration document. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 4 | INFORMATION ABOUT THE ISSUER | |
| 4.1 | History and development of the issuer | |
| 4.1.1 | 1. the **legal** and 2. **commercial** name of the issuer | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.1.2 | 1. the **place of registration** of the issuer 2. its **registration number** and 3. **legal entity identifier** (‘LEI’) | *a* ──────  *b ──────*  *c ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.1.3 | 1. the **date of incorporation** and 2. the **length of life** of the issuer, except where the period is indefinite | *a* ──────  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.1.4 | 1. The **domicile and legal form** of the issuer, 2. the **legislation** under which the issuer operates, its country of incorporation, 3. the **address, telephone number** of its registered office (or principal place of business if different from its registered office) and 4. **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 ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.1.5 | Any **recent events** particular to the issuer and which are to a material extent relevant to an evaluation of the issuer’s solvency. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 4.1.6 | Credit ratings assigned to the issuer at the request or with the cooperation of the issuer in the rating process. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 5 | BUSINESS OVERVIEW | |
| 5.1 | Principal activities | |
| 5.1.1 | A **brief description** of the issuer’s principal activities, including the main **categories of products** sold and/or services performed; | *a* ────── |
| *Please leave blank* | **AFM 1:** | |
| 5.1.2 | The basis for any statements made by the issuer regarding its competitive position. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 6 | ORGANISATIONAL STRUCTURE | |
| 6.1 | If the issuer is part of a group,   1. a brief **description** of the group and 2. 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. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 7 | TREND INFORMATION | |
| 7.1 | 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.   If neither of the above are applicable then the issuer shall include an appropriate statement to the effect that no such changes exist. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 8 | PROFIT FORECASTS OR ESTIMATES | |
| 8.1 | Where an issuer includes on a voluntary basis a **profit forecast** or a **profit** estimate, that 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:   1. 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; 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. 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 ──────*  *c ──────* |
| *Please leave blank* | **AFM 1:** | |
| 8.2 | 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. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 9 | ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES | |
| 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:   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:** | |
| 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| SECTION 10 | MAJOR SHAREHOLDERS | |
| 10.1 | To the extent known to the issuer, state whether the issuer is   1. directly or indirectly owned or controlled and 2. by whom and 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:** | |
| 10.2 | A description of any **arrangement**s, 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 11 | FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES | |
| 11.1 | Historical financial information | |
| 11.1.1 | **Historical financial information covering**   1. the latest two financial years or such shorter period as the issuer has been in operation and 2. the audit report in respect of each year. | *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 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 statements must be prepared according to:   1. a Member State’s national accounting standards for issuers from the EEA as required by the Directive 2013/34/ EU; 2. a third country’s national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers.   Otherwise the following information must be included in the registration document:   1. a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; 2. immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements. | *a* ──────  *b* ──────  *a* ──────  *b* ────── |
| *Please leave blank* | **AFM 1:** | |
| 11.1.4 | Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following:   1. the balance sheet; 2. the income statement; 3. the accounting policies and explanatory notes. | *a* ──────  *b* ──────  *c* ────── |
| *Please leave blank* | **AFM 1:** | |
| 11.1.5 | 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. | ──────── |
| 11.1.6 | Age of financial information  The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 11.2 | Auditing of Historical financial information | |
| 11.2.1 | 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. 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:** | |
| 11.2.1a | 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. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 11.2.2 | Indication of other information in the registration document which has been audited by the auditors. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 11.2.3 | Where financial information in the registration document is not extracted from the issuer’s audited financial statements state the source of the data and state that the data is not audited. | ──────── |
| *Please leave blank* | **AFM 1:** | |
| 11.3 | Legal and arbitration proceedings | |
| 11.3.1 | Information on any **governmenta**l, **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:** | |
| 11.4 | Significant change in the issuer’s financial position | |
| 11.4.1 | 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. | ──────── |
| *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 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 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. | *a* ──────  *b* ────── |

-= end of reference table =-