Listing Conditions – Securitised Derivative Security Checklist

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| Name of Issuer |  |
| Name of Security |  |
| Name of Listing Agent |  |
| Date submitted |  |
|  | |

| Listing Rule | Requirement | Page | Comment  (where applicable) |  |
| --- | --- | --- | --- | --- |
| RB I 6201(i)  and RB II 2.1.3  GEM 1.5 | Upon admission to trading and for as long as the Securities are admitted, the legal form and structure of the Issuer must be in accordance with applicable laws and regulations; and an Applicant (other than a Public Sector Issuer) must be operating in conformity with its memorandum and articles of association or equivalent Constitutional Document. |  | Annotate to Issuer’s incorporation details |  |
| RB I 6203  GEM 1.6 | The securities to be listed must be validly issued in accordance with applicable laws and regulations governing those Securities, the Issuer’s articles of association and other constitutional documents. |  | Annotate to authorisation of issue |  |
| RB II 2.1.4 (i)  GEM 1.8 | To be Admitted to Listing, securities must be admitted to trading on a market for listed securities acceptable to Euronext Dublin. |  | Annotate to application statement |  |
| RB II 2.1.4(ii) and 2.4.10  GEM 1.7 | An Issuer with or seeking an Admission to Listing and Trading on Euronext Dublin must be in compliance with the requirements of any Stock Exchange on which it has Securities Admitted to Trading and any competent authority or equivalent regulatory body which regulates it. | [ ] | [Confirm that the Issuer complies with requirements of any other stock exchange where it has securities listed. If it does not have any securities listed elsewhere, mark as N/a.] |  |
| RB I 6201(iv)  GEM 1.17 and 1.18 | Upon admission to trading and for as long as the Securities are admitted to listing and trading, securities must have a corresponding International Securities Identification Number (ISIN) as well as an active LEI pertaining to the Issuer. |  | Annotate to the ISIN code and confirm LEI assignment. |  |
| RB I 6205 and RB II  2.1.7  GEM 1.9 and 1.15 | The Issuer shall ensure that Securities are capable of being traded in a fair, orderly and efficient manner and, in the case of transferable securities, are freely negotiable.  In circumstances approved by Euronext Dublin, an issuer can take power to disapprove the transfer of the securities provided that the exercise of such power would not disturb the market in those securities. |  | Confirm that securities are freely transferable and/or annotate to transferability of securities. |  |
| RB II  2.1.8 and  2.1.9  GEM 1.12 | Except where securities of the same class are already listed, the expected aggregate market value of the securities to be listed must be at least €200,000 (except that there is no minimum limit in the case of tap issues where the amount of the securities is not fixed). Euronext Dublin may admit securities of a lower value if satisfied that there will be an adequate market for the securities concerned. |  | Annotate to amount of securities or confirm if programme issuing final terms or pricing supplements. |  |
| RB I 6207  GEM 1.10 | The Issuer shall apply for admission to trading of all its Securities of the same class issued at the time of the application or proposed to be issued. |  | Annotate to application statement |  |
| RB II  2.4.5  GEM 1.14 | The auditors to the issuer must be independent of the issuer and comply with applicable guidelines on independence issued by their national bodies. |  | Annotate to auditors or if this isn’t relevant, mark as N/A |  |
| RB II  2.4.6  GEM 1.13 | The directors of the issuer must have, collectively, appropriate expertise and experience for the management of its business. | [ ] | [Annotate to directors profile or if no profile is included, confirm ] |  |
| RB II  2.4.7 | The physical form of securities, if they have a physical form, issued by an entity of a Member State must comply with the standards laid down by that Member State. Where securities are issued by an issuer of a non-Member State, the physical form of such securities must afford sufficient safeguards for the protection of the investors. |  | Annotate to the form of securities and settlement agent e.g. Euroclear / Clearstream |  |
| RB II  2.4.8  GEM 1.20 | Save as provided for in 2.4.9 RB II/GEM LR 1.21, an issuer must have published or filed audited accounts that:  (1) cover at least two years and the latest accounts must be in respect of a period ending not more than 18 months before the date of the listing particulars; and  (2) have been independently audited. |  | Annotate to document or mark as N/A if LR 2.4.9 RB II/GEM LR 1.21 is addressed. |  |
| RB II  2.4.9  GEM 1.21 | Accounts relating to a shorter period than two years may be accepted if Euronext Dublin is satisfied that:  (1) such acceptance is desirable in the interests of the applicant or of investors and investors have the necessary information available to arrive at an informed judgment concerning the applicant and the securities for which listing is sought;  (2) where the application is in respect of guaranteed securities, the guarantor has published or filed accounts which cover at least two years.  In exceptional circumstances, Euronext Dublin may waive the requirement for accounts. Euronext Dublin must be consulted at an early stage. |  | Annotate to document or mark as N/A if LR 2.4.8 RB2/GEM LR 1.20 is addressed.  If Omission Letter applies, please file a copy with the Euronext Dublin. Euronext Dublin will not review regulated market Omission Letters as we will accept the Central Bank’s decision on omission requests. |  |
| RB II 2.5.2  GEM 1.27 | Subject to LR 2.5.3/GEM LR 1.28, an Applicant seeking the Admission to Listing of Securitised Derivatives must satisfy one of the following conditions:   1. it must be a Credit Institution or a third country credit institution which does not fall under the definition but has its registered office in a state which is a member of the Organisation for Economic Cooperation and Development (OECD); 2. if it is an Overseas Company, it must: 3. in the conduct of its Securitised Derivatives business, be regulated by an Overseas regulatory authority in a state which is a member of the OECD, responsible for the regulation of securities firms or futures firms; and 4. be carrying on its activities relating to Securitised Derivatives within the approved scope of its business; or 5. for an Issuer that is a special purpose vehicle, the arranger or lead manager must satisfy (1) or (2) above; or 6. the obligations created by the Issuer in relation to the Securitised Derivatives being issued, must be unconditionally and irrevocably Guaranteed by, or benefit from an equivalent arrangement provided by, an entity that satisfies (1) or (2) above. | [ ] | [Annotate to the document or confirm as appropriate.] |  |
| RB II 2.5.3  GEM 1.28 | An Issuer unable to satisfy any of the conditions stated in LR 2.5.2/GEM LR 1.27 must consult Euronext Dublin and obtain specific approval. The Issuer or guarantor must have:   1. net assets of at least €75 million; or 2. an investment grade rating of its equity or unsecured debt by an appropriate agency. | [ ] | [N/a or consult Euronext Dublin.] |  |
| 2.5.4  GEM 1.29 | For a Securitised Derivative to be Listed,  the amount payable must be calculated by reference to the prices of a security which is traded on a regulated, regularly operating, recognised open market, or by reference to the prices, levels or performance of:   1. a currency; 2. an index; 3. an interest rate; 4. a commodity; 5. a combination of the above; 6. be credit linked; or 7. a UCITs or investment fund authorised by the Central Bank, or the competent authority of another EU member state deemed equivalent by Euronext Dublin.   Euronext Dublin may modify or dispense  with this condition for other Securitised  Derivatives, including those defined by  reference to internationally recognised  industry definitions or standards.  Euronext Dublin must be consulted at an  early stage. | [ ] | [Annotate to document or consult Euronext Dublin.] |  |
| RB II 2.5.5 | A retail Securitised Derivative must not  be a Contingent Liability Investment. | [ ] | [Confirm.] |  |
| RB II 2.5.6 | If a retail Securitised Derivative gives its  holder a right of exercise, its terms and  conditions must provide that:   1. for cash settled Securitised Derivatives that are In The Money at the Exercise Time on the Expiration Date, automatic exercise of the security will apply; or 2. for physically settled Securitised Derivatives that are In The Money at the Exercise Time on the Expiration Date, if the holder fails to deliver an Exercise Notice by the time stipulated in the terms and conditions, the Issuer will, irrespective of the failure to exercise, pay to the holder an amount in cash in lieu of the holder’s failure to deliver the Exercise Notice, the amount and method of calculation of this amount to be determined by the Issuer. | [ ] | [Annotate to document or confirm.] |  |
| RB I 6201(iii)  GEM 1.16 | Adequate procedures must be available for the clearing and settlement of Transactions in respect of such Securities. | [ ] | [ Confirm or annotate to settlement procedures.] |  |
| RB I 6202 | The Issuer shall ensure that Securities of the same class have identical rights in accordance with National Regulations, the Issuer’s articles of association and other constitutional documents. | [ ] | [Confirmation.] |  |
| RB I 6204 | The Issuer shall ensure that the form of Securities complies with the requirements of applicable National Regulations. | [ ] | [Confirmation.] |  |
| GEM 1.30 | Where bonds admitted to listing and trading on GEM are made available to retail investors, the following statement must be included in the listing particulars:  “Issuers on GEM, a multilateral trading facility (MTF), are not subject to the same rules as issuers on a regulated market. The risk in investing in debt securities on GEM may therefore be higher than investing in debt securities listed on a regulated market. Investors should take this into account when making investment decisions” | [ ] |  |  |
| GEM 1.31 | Issuers must make it clear in the listing particulars that they have complied with the  product governance requirements as set out in Directive 2014/65/EU, as amended outlining the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. | [ ] |  |  |