Application Form

Accreditation of Listing Sponsor

Purpose of the Application Form

Each Euronext Brussels S.A./N.V., Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A. and Euronext Paris S.A. operate multilateral trading facilities (MTF) under the commercial name “Euronext Access” and under the commercial name “Euronext Growth”(hereinafter an “Euronext Access Market” or “Euronext Growth Market” respectively). Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Euronext Growth Rule Book and the Euronext Access Rule Book of the Relevant Euronext Market Undertaking(s)[[1]](#footnote-1) (hereinafter the “Rules”).

This form (the “Application Form”) is intended for companies wishing to apply for an accreditation as Listing Sponsor for an Euronext Access and/or Euronext Growth Market.

This Application Form reiterates undertakings and information which must be provided to the Relevant Euronext Market Undertaking(s), and the documentation which must be submitted in connection with the accreditation as Listing Sponsor for an Euronext Access and/or Euronext Growth Market as set out in the Rules.

The information and provisions contained in this Application Form shall not, under any circumstances, detract from the application of the Rules, which take precedence in the event of any conflict with this Application Form. Furthermore, this Application Form does not infringe the Relevant Euronext Market Undertaking(s)’s right to make an accreditation for as Listing Sponsor subject to specific conditions or any additional information or documentation, not specifically referred to in this Application Form, it may deem appropriate. This Application Form and the information and provisions it contains are without prejudice to the applicable National Regulations and to the competences of the relevant Competent Authority.

This Application Form, together with all required documentation referred to in paragraph 5, should be submitted electronically to the Relevant Euronext Market Undertaking(s) by sending it to: admissions@euronext.com .

In addition, the original version of this Application Form, duly completed and signed, should be sent by post to the Relevant Euronext Market Undertaking(s)(s) using the following address details:

* Euronext Brussels – Listing Execution Department, 1 Rue du Marquis, bte 1/ Markiesstraat 1, 1000 Brussels, Belgium.
* Euronext Lisbon – Listing Execution Department, Av. da Liberdade, 196, 7º 1250-147 Lisbon, Portugal.
* Euronext Paris – Listing Execution Department, 14 place des Reflets, 92054 Paris La Défense Cedex, France.

The Relevant Euronext Market Undertaking(s) shall decide upon an accreditation within one (1) month after the date the Relevant Euronext Market Undertaking(s) has received a complete copy of the Application Form and all required documentation.

# Listing Sponsor details

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| --- | --- |
| Statutory name: |       |
| Commercial name: |       |
| Address of registered office: |       |
| Place and country: |       |
| Registration number commercial register: |       |
| Legal Entity Identifier: |       |
| Website address: |       |
| VAT number: |       |
| Represented by:(full name(s) and title(s)) |       |
| Primary contacts:(full name(s), telephone(s), email(s)) |       |

Market(s) for which accreditation as Listing Sponsor is requested

|  |  |
| --- | --- |
| Euronext Growth operated by Euronext Brussels: | [ ]  |
| Euronext Growth operated by Euronext Lisbon: | [ ]  |
| Euronext Growth operated by Euronext Paris: | [ ]  |
| Euronext Access operated by Euronext Brussels: | [ ]  |
| Euronext Access operated by Euronext Lisbon: | [ ]  |
| Euronext Access operated by Euronext Paris: | [ ]  |

Know your customer requirements

In order to enable the Relevant Euronext Market Undertaking(s)s to determine whether the entities and persons listed below are included on the EU Sanction List or the list drawn up by the Office of Foreign Assets Control (OFAC) the Listing Sponsor provides the following information[[2]](#footnote-2):

|  |  |
| --- | --- |
| Country of incorporation: | [ ]  EU, USA or Canada[ ]  Other, *[please specify place and country]* |
| Type of entity: | [ ]  Company whose Equity Securities are listed / traded on EU regulated market or equivalent market in the USA or Canada. If this box is ticked, the Issuer qualifies as a “Public Company” and the capitalized term “**Public Company**” is used to refer to such Issuer accordingly. [ ]  Company whose Equity Securities are listed / traded on any other trading venue, including MTFs. If this box is ticked, the Listing Sponsor qualifies as a “Private Company” and the capitalized term “**Private Company**” is used to refer to such Listing Sponsor accordingly.[ ]  Not listed / traded (Issuer qualifies as ‘**Private company**’ if box is ticked).If this box is ticked, the Listing Sponsor qualifies as a “Private Company” and the capitalized term “**Private Company**” is used to refer to such Listing Sponsor accordingly. |

The following tables **only** need to be completed if the Listing Sponsor is:

(i) a Private Company; or

(ii) a Public Company incorporated outside the EU, USA or Canada.

Credit institutions or investment firms, incorporated in the EU, USA or Canada or companies that benefit from a guarantee by a credit institution or an investment firm, incorporated in the EU, USA or Canada do not need to complete the following sections.

|  |  |
| --- | --- |
| Names of executive officers (CEO and persons who are authorised to represent the company):(*full name and position*) |                      |
| Names of board members (non-executives / supervisory board members):(*full name*) |                 |
| Names of Beneficial Owners[[3]](#footnote-3) *(full name + certified copies of ID)* |  |

Listing Sponsor's undertakings

1. We confirm that we have fully familiarised ourselves with the Rules governing the Relevant Euronext Access and/or Euronext Growth Market and we undertake to adhere to the Rules and any amendments thereto.
2. We confirm that:
	* we and our Beneficial Owners are compliant with and will continue to be compliant with the EU Directive 2005/60/EC of the European Parliament and of the Council on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing (4th Money Laundering Directive) as well as any related regulation or national legislation; and
	* we nor our beneficial owners are on the EU Sanction List or the sanction list drawn up by the Office of Foreign Assets Control (OFAC).
3. We accept that our commercial references, whether brand names or otherwise, may be quoted by the Relevant Euronext Market Undertaking(s) or any other company belonging to the Euronext group, in order to promote the Euronext Access and/or Euronext Growth Markets.
4. We confirm that those persons working for the Listing Sponsor whose personal data is included in this Application Form knowingly accept that this data is being submitted to the Relevant Euronext Market Undertaking(s). To this end, we testify that the persons concerned have been informed that:
	* Data relating to them will only be used by the Relevant Euronext Market Undertaking(s), and any other company in the Euronext group, for the purposes of ensuring a continuing sound commercial relationship with the Listing Sponsor;
	* If they wish to exercise their rights under the data protection law applicable to the Relevant Euronext Market Undertaking(s) with respect to the processing of personal data, they may do so by contacting their usual contact within the Euronext group.
5. We confirm that we have submitted this Application Form, together with the documentation referred to in paragraph 5 and the appendices, to the Relevant Euronext Market Undertaking(s), and undertake to notify the Relevant Euronext Market Undertaking(s) of any changes to the information contained in this application.
6. We confirm that all information we have provided in connection with the application for accreditation as Listing Sponsor is in all respects accurate, complete and not misleading.

Documentation

In accordance with the Rules governing the Relevant Euronext Access and/or Euronext Growth Market, we undertake to provide the Relevant Euronext Market Undertaking(s) with all the documents listed below, which are required to be submitted for the accreditation as Listing Sponsor for the Relevant Euronext Access and/or Euronext Growth Market.

The documents enclosed with this Application Form are indicated below. We have also indicated the documents which are not enclosed with this Application Form but which are required to be submitted for the accreditation as Listing Sponsor. We undertake to send these documents to the Relevant Euronext Market Undertaking(s) as soon as possible

All documentation that is required to be submitted shall be in English or in a language accepted by the Relevant Euronext Market Undertaking(s) and if necessary translated by a certified translator.

Documentation to be provided in view of an accreditation as Listing Sponsor

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| 5.1 General documentation | Enclosed  | To be provided |
| 5.A | A certified copy of the Listing Sponsor's consolidated articles of association (the By-laws). | [ ]  | [ ]  |
| 5.B | A certified copy of an extract from the company register in respect of the Listing Sponsor. | [ ]  | [ ]  |
| 5.C | Evidence that the Listing Sponsor has been active in advising companies on capital structure, strategy and related issues and has provided services related to mergers and acquisitions for a two (2) year period by completing Appendix A (*Track Record*) of this Application Form. | [ ]  | [ ]  |
| 5.D | Evidence that in the two years prior to the application the Listing Sponsor has successfully completed at least two (2) equity transactions involving one or more Issuers (which transactions included the drafting of prospectuses or Information Documents) by completing Appendix A (*Track Record*) of this Application Form. | [ ]  | [ ]  |
| 5.E | Evidence that the Listing Sponsor’s staff (consisting of at least two (2) persons) is suitably qualified and experienced in order to implement and maintain its operations as a Listing Sponsor by completing Appendix B (*Staff*) of this Application Form. | [ ]  | [ ]  |
| 5.F | Evidence that the Listing Sponsor has set up internal rules implementing the requirements of the EU “Market Abuse Regime” and the European or National Regulations on money laundering and EU sanctions restrictions. | [ ]  | [ ]  |
| 5.G | Evidence that the Listing Sponsor has adequate professional indemnity insurance with a reputable insurer against liability arising from, inter alia, its operations as a listing sponsor. | [ ]  | [ ]  |
| 5.H | In respect of Unregulated Listing Sponsors, evidence that the Special Obligations for Unregulated Listing Sponsors as set out in the Rulesare complied with. | [ ]  | [ ]  |
| 5.I | Any other relevant information which may be relevant in connection with the accreditation as Listing Sponsor (e.g. penalty from or inquiry by a regulator or other governmental authority, litigation in connection with the activity). | [ ]  | [ ]  |

By signing this Application Form, we certify that all the information provided in connection with the accreditation as Listing Sponsor is in all respects accurate, complete and not misleading.

This Application Form and the rights and obligations of the parties hereto shall be governed by and construed:

1. in respect of the Euronext Growth and Euronext Access Markets operated by Euronext Brussels S.A/N.V, in accordance with the laws of Belgium and, without prejudice to any agreement to go to arbitration, shall be subject to the exclusive jurisdiction of the Belgian courts;
2. in respect of the Euronext Growth and Euronext Access Markets operated by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A., in accordance with the laws of Portugal and, without prejudice to any agreement to go to arbitration, shall be subject to the exclusive jurisdiction of the Portuguese courts;
3. in respect of the Euronext Growth and Euronext Access Markets operated by Euronext Paris S.A., in accordance with the laws of France and, without prejudice to any agreement to go to arbitration, shall be subject to the exclusive jurisdiction of the French courts.

**[Name of Listing Sponsor]**

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| Name:  |  | Name: |  |
| Title: |  | Title: |  |
| Date: |  | Date: |  |
| Place: |  | Place: |  |

1. Track record

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| --- | --- | --- | --- | --- | --- | --- | --- |
| Period /date | Name of company for which it acted as advisor and its activities / sector | Detailed description of transaction | Detailed description of role / responsibilities and persons in charge | Listed / unlisted | Value (euros) | Comments | Status |
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1. staff

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| --- | --- | --- | --- | --- |
| Name and contact details | Position | Former positions | List of Capital market transactions (role/responsibilities, value, listed/unlisted)  | Ancillary activities |
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CONTACTS

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Damien Pelletier

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1. For the purpose of this Application Form, the Relevant Euronext Market Undertaking(s) means Euronext Brussels SA/NV, Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A and/or Euronext Paris SA, as the case may be. [↑](#footnote-ref-1)
2. Government and semi-government entities are not required to provide know your customer information. Non EU, US and Canadian government and semi-government entities will be checked against EU Sanction List and OFAC list. [↑](#footnote-ref-2)
3. “Beneficial owner” means any natural person(s) who ultimately owns or controls the issuer/or the natural person(s) on whose behalf a transaction or activity is being conducted. A natural person with a direct or indirect shareholding or ownership interest of more than 25% in the issuer qualifies as a Beneficial Owner. [↑](#footnote-ref-3)