Application Form

First admission/Transfer to trading of EQUITY Securities on EURONEXT ACCESS

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 a multilateral trading facility (MTF) under the commercial name “Euronext Access” (hereinafter a “Euronext Access Market”) Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Euronext Access Rule Book of the Relevant Euronext Market Undertaking(s)[[1]](#footnote-1)(hereinafter the “Rules”).

This application form (the “Application Form”) is intended for Issuers wishing to apply for a first admission to trading of Equity Securities (the “Equity Securities”) onto an Euronext Access 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 first admission to trading of Equity Securities on an Euronext Access 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 a first admission to trading of any Equity Securities 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.

Method and timing for submission of this Application Form

This Application Form, together with all required documentation referred to in paragraph 6, should be submitted electronically by sending it to: [admissions@euronext.com](mailto: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) 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.

This Application Form should be submitted to the Relevant Euronext Market Undertaking(s) as soon as possible (and in any event upon filing of a draft prospectus with the Competent Authority if applicable).

Note: the Relevant Euronext Market Undertaking(s) shall only consider the application request once it has received this Application Form duly signed together with all ancillary documents required in connection with the application request.

# Issuer details

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

Euronext ACCESS Market(s) where first admission to trading is sought

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| --- | --- |
| Euronext Access operated by Euronext Brussels: |  |
| Euronext Access operated by Euronext Lisbon: |  |
| Euronext Access operated by Euronext Paris: |  |
| Euronext Access+ operated by Euronext Brussels: |  |
| Euronext Access+ operated by Euronext Lisbon: |  |
| Euronext Access+ operated by Euronext Paris: |  |

Details of equity Securities for which admission TO trading is requested

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| The Issuer declares that the method of first admission to trading will be: | Public Offer  Private Placement  Technical Admission |
| Expected number of Equity Securities to be admitted to listing / trading: | *[indicate the number of existing Shares / equivalent securities ]*  *[indicate number of new Shares / equivalent securities to be issued. Number needs to be updated and/or confirmed before first admission to trading]* |
| Equity Securities: | Shares  Equivalent securities *[indicate the nature of the Titles]* |
| The selected currency for the first admission to trading is: |  |
| Expected market capitalisation at the time of the initial admission to trading: | *[please indicate estimated market capitalisation]* |
| Nominal value of the Equity Securities | *[please indicate the nominal value with the relevant currency as indicated in the articles of association of the Issuer]* |
| ISIN code: |  |
| CFI code: |  |
| Desired trading symbol:  (The prefix ML followed by a serial of 2 minimum and 5 maximum letters and/or figures with no spaces and special symbols) |  |
| Scheduled date of first admission to trading:  (indicative not binding) |  |
| Application to other markets: | *[if applicable, please specify other markets (regulated, MTF or organised markets) on which application is or will be made in the near future]* |

Know your customer requirements

In order to enable the Relevant Euronext Market Undertaking(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 Issuer provides the following information[[2]](#footnote-2) (the Issuer is not required to provide this information if other Securities issued by it are already admitted to listing/trading on a Regulated Market operated by Euronext or an Euronext Growth Market):

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| --- | --- |
| 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 Issuer qualifies as a “Private Company” and the capitalized term “**Private Company**” is used to refer to such Issuer accordingly.  Company whose Equity Securities are not listed / traded.  If this box is ticked, the Issuer qualifies as a “Private Company” and the capitalized term “**Private Company**” is used to refer to such Issuer accordingly. |
| Banking account details: |  |

Any payment to Euronext shall be sent from an banking account whoseholder is the Issuer.

Euronext will not accept any payment from an banking account located outside the EU, USA or Canada.

The following table **only** needs to be completed if the Issuer 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.

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| 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) |  |

Issuer's undertaking(s)s

1. We confirm that we have taken all required steps to comply with National Regulations, and in particular any obligations relating to prospectuses (if applicable), and undertake to adhere to all initial, periodic and continuing obligations ensuing from such regulations.
2. If the present application for first admission to trading of the relevant Equity Securities is not subject to the requirement to publish a prospectus pursuant to the Prospectus Directive or any other regulation relating to the production and content of prospectuses , we confirm under paragraph 6 of the Application Form the legal justification for this non-publication and we confirm that we hereby assume liability for any loss that may accrue to any party as a result of any misinterpretation on our part as to the applicability or otherwise of the Prospectus Directive or any other regulation relating to the production and content of prospectuses.
3. We confirm that:
   * we and our Beneficial Owners are compliant with and will continue to be compliant with the EU Directive 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or 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).
4. We confirm that we have fully familiarised ourselves with the Rules and we undertake to adhere to the Rules and any amendments thereto.
5. We undertake that all required steps shall be undertaken by ourselves prior to the first admission to trading of our Equity Securities onto the Relevant Euronext Access Market and that – to the extent applicable – adequate procedures are available for the clearing and settlement of the Transactions in respect of those Equity Securities.
6. We confirm that this application for first admission to trading relates to all Equity Securities of the same class.
7. For as long as the Equity Securities covered by this application are admitted to trading on the Euronext Access Market, we shall request that any other Equity Securities which may in the future be created in the same class be admitted to trading on the same Euronext Access Market.
8. We undertake to inform the Relevant Euronext Market Undertaking(s)(s) of any corporate actions / securities events at least two (2) trading days in advance of the earlier of (i) the public announcement of the timetable for any such corporate or securities event or (ii) the corporate or securities event having effect on the market or the position of the holders of the relevant Equity Securities.
9. On receipt of invoices issued by Euronext, we undertake to settle all fees, duties and commissions due in accordance with the procedures and conditions referred to on such invoices.

We acknowledge and accept that the delisting/cancellation of first admission to trading of our Equity Securities for any reason whatsoever shall cause all amounts due to Euronext to become immediately payable.

1. 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 Markets. Commercial references could notably include data relevant to the activity volumes realized on our Equity Securities.
2. We confirm that those persons working for the Issuer 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 to 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 Issuer;
   * The information used by the Relevant Euronext Market Undertaking(s) shall be subject to the privacy and confidentiality policies available on the Euronext website;
   * 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.
3. We confirm that we have submitted this Application Form, together with the documentation referred to in paragraph 6, 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.
4. We confirm that we supply the Relevant Euronext Market Undertaking(s) with any information relating to all rights connected to those Equity Securities for which the admission to trading on the Euronext Access Market is requested.
5. We confirm that all information we have provided in connection with the application for first admission to trading is in all respects accurate, complete and not misleading.

Documentation

In accordance with the Rules, we undertake to provide the Relevant Euronext Market Undertaking(s) with all the documents listed below, which are required to be submitted in order for the Equity Securities covered by this application to be admitted to trading.

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 in order for the Equity Securities to be first admitted to trading. We undertake to send these documents to the Relevant Euronext Market Undertaking(s) as soon as possible and no later than the scheduled date of first admission to trading.

All documents whose provision is required are established in English or in a language accepted by the Relevant Euronext Market Undertaking(s) and, if need be, translated by a certified translator.

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| 6.1 General documentation FOR AN ADMISSION TO TRADING OF EQUITY SECURITIES | | Enclosed | To be provided |
| 6.1.A | To the extent applicable, copies of the financial statements or pro forma financial statements for the last two (2) financial years unless they are included in the prospectus. |  |  |
| 6.1.B | A certified copy of the up-to-date Issuer's consolidated articles of association (the by-laws). |  |  |
| 6.1.C | An extract from the official trade register in respect of the Issuer |  |  |
| 6.1.D | If the first admission to trading is accompanied by the creation of new Equity Securities, a copy of the notarial deed or similar official deed certifying the creation of the new Equity Securities (if applicable). |  |  |
| 6.1.E | A copy of minutes and the related attachments from the relevant governing body of the Issuer containing resolutions approving or authorising the issue of the Equity Securities covered by this application. |  |  |
| 6.1.F | A financial analysis substantiating the price proposed and the value assessment of the Issuer (ideally containing a discounted cash flow analysis and/or comparable transactions analysis) unless it is included in the prospectus. |  |  |
| 6.1.G | A declaration of the Listing Sponsor relating to the first admission to trading of the Equity Securities in the form prescribed by the Relevant Euronext Market Undertaking(s)s. |  |  |
| 6.1.H | All press releases published in the context of the admission trading. |  |  |
| 6.1 .I | Complete Shareholders structure up to ultimate Beneficial Owners that evidence the controlling shareholders |  |  |
| 6.1.J | For any shareholder (direct and indirect) with a holding above 25 % of the shares or the voting right : certified copy of ID for the individual or extract of trades register for Entities |  |  |
| 6.1.K | In case of a Public Offer: the prospectus approved by the relevant Competent Authority (including – to the extent applicable – a proof of passporting) duly signed by the Issuer.  If no prospectus will be published, the Issuer shall provide the Relevant Euronext Market Undertaking(s)(s) with the legal justification of such non-publication and, where applicable, with the document published pursuant to the Prospectus Directive.  In case of a Private Placement or a Technical Admission: the Information Document duly signed by the Issuer.  If the prospectus or Information Document, is in the process of being written, the Issuer shall provide the Relevant Euronext Market Undertaking(s)(s) with a copy of each draft version of the prospectus or Information Document. |  |  |
| 6.1.L | A letter from the Listing Sponsor certifying that the Issuer is not subject to any insolvency procedures. |  |  |
| 6.1.M | A document evidencing the settlement procedures arranged in accordance with the relevant central securities depositary, together with copies of the documents showing the date at which the Equity Securities will be admitted to such depositary.  *(Not requested for the Euronext Access Market operated by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A.: see 6.3 below)* |  |  |
| 6.1.N | If the appointed Market Member requests to another Market Member (“third party Member”) to handle the settlement of transactions on his behalf, a letter of the appointed Market Member mentioning the name and the member code of third party Member and certifying:  (i) that a securities account has been opened for the selling shareholder (s) with the third party Member;  (ii) on the day of the admission to trading, the transferred Equity Securities will be available on the securities account;  (iii) that the third party Member will ensure the settlement of transactions for the account of the appointed Market Member.  *(Not requested for the Euronext Access Market operated by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A: see 6.3 below)* |  |  |
| 6.1.O | The contact details of the investment services provider acting as registrar.  *(Not requested for the Euronext Access Market operated by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A.: see 6.3 below)* |  |  |

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| 6.2 SPECIFIC documentation FOR An ADMISSION TO TRADING OF Equity SECURITIES or a Transfer on EURonext access+ | | Enclosed | To be provided |
| 6.2.A | A copy of published or filed audited annual financial statements or pro forma accounts, consolidated where applicable, for one (1) financial year preceding the application. |  |  |
| 6.2.B | A copy of the executed agreement between the Issuer and the Listing Sponsor highlighting that this latter has been appointed on an ongoing basis. |  |  |
| 6.2.C | In case of a public offer: the prospectus approved by the relevant Competent Authority (including – to the extent applicable – proof of passporting) duly signed by the Issuer.  If no prospectus will be published, the Issuer shall provide the Relevant Euronext Market Undertaking(s)(s) with the legal justification of such non-publication and, where applicable, with the document published pursuant to the Prospectus Directive.  In case of a Private Placement or a Direct Admission: the Information Document duly signed by the Issuer.  In case of a transfer of Securities from Euronext Access to Euronext Access + and if the Information Document provided further to the initial admission on Euronext Access is dated beyond twelve (12) months: an updated version of the Information Document according to the latest changes of the Issuer and duly signed by the Issuer.If the prospectus or Information Document, is in the process of being written, the Issuer shall provide the Relevant Euronext Market Undertaking(s) with a copy of each draft version of the prospectus or Information Document |  |  |
| 6.2.D | A letter demonstrating that Equity Securities having a value of at least €1 million are in public hands. |  |  |

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| 6.3 SPECIFIC documentation FOR An ADMISSION TO TRADING OF Equity SECURITIES on EURonext access operated by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A.+ | | Enclosed | To be provided |
| 6.3.A | The identification of the Market Relations Representative (n° 4 article 233 of the Portuguese Securities Code and article 24 CMVM Regulation 3/2006). |  |  |
| 6.3.B | If the issue of Equity Securities is integrated in a securities system managed by an entity situated or operating abroad, copy of the agreement in respect of a “Financial Intermediary Liaison” signed in accordance with article 25 of CMVM Regulation 3/2006). |  |  |
| 6.3.C | The identification of the paying agent that guarantees the payment of the equity rights inherent in the Equity Securities to be admitted and other amounts due (article 227, nº 4 of the Portuguese Securities Code and article 24 CMVM Regulation 3/2006). |  |  |

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

1. in respect of the Euronext Access Market 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 Access Market 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 Access Market 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 Issuer]

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

CONTACTS

General: [admissions@euronext.com](mailto:admissions@euronext.com)

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Tel: +33 1 70 48 2616

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 an ownership interest of more than 25 % in the issuer qualifies as a Beneficial Owner. [↑](#footnote-ref-3)