Class 1 Acquisition Circular Checklist

|  |  |
| --- | --- |
| Name of Company |  |
| Nature of Transaction |  |
| Name of Sponsor |  |
| Date submitted |  |
|  | |

| Listing Rule | Requirement | Page | Proof number | Comment  (where applicable) |
| --- | --- | --- | --- | --- |
| 12.3.1(1) | Clear explanation |  |  |  |
| 12.3.1(2) | State why voting is required or why circular is being sent |  |  |  |
| 12.3.1(3) | Information to enable properly  informed decision |  |  |  |
| 12.3.1(4) | Warning heading if voting or  other action required |  |  |  |
| 12.3.1(5) | Board recommendation if  voting required |  |  |  |
| 12.3.1(6) | Forwarding of document where securities sold |  |  |  |
| 12.3.1(7) | Substitution of documents  of title |  |  |  |
| 12.3.1(8) | No reference to ex date |  |  |  |
| 12.3.1(9)(a) | Expected admission date |  |  |  |
| 12.3.1(9)(b) | Ranking for dividend and interest |  |  |  |
| 12.3.1(9)(c) | Ranking equally |  |  |  |
| 12.3.1(9)(d) | Nature of document of title |  |  |  |
| 12.3.1(9)(e) | Proposed date of issue |  |  |  |
| 12.3.1(9)(f) | Treatment of fractions |  |  |  |
| 12.3.1(9)(g) | Whether can be held in  uncertificated form |  |  |  |
| 12.3.1(9)(h) | RIEs on which securities  are to be traded |  |  |  |
| 12.3.1(10) | Advisors consent |  |  |  |
| 12.3.1(11) | If relating to cancellation whether the company intends to apply for cancellation |  |  |  |
| 10.4.1(2)(a) | Details of the transaction |  |  |  |
| 10.4.1(2)(b) | Description of business  carried out |  |  |  |
| 10.4.1(2)(c) | The consideration |  |  |  |
| 10.4.1(2)(d) | Value of gross assets |  |  |  |
| 10.4.1(2)(e) | Profits attributable to the assets |  |  |  |
| 10.4.1(2)(f) | Effect of the transaction |  |  |  |
| 10.4.1(2)(g) | Details of any service contracts |  |  |  |
| 10.4.1(2)(j) | Details of key individuals |  |  |  |
| 12.4.1(4) | Directors declaration |  |  |  |
| 12.4.1(5) | Effect on earnings and assets  and liabilities |  |  |  |
| 12.4.1(6) | Experts consent |  |  |  |
|  | **Modified accountants report** |  |  |  |
| 12.4.2(1) | Whether modification is significant |  |  |  |
| 12.4.2(2) | Reason why significant |  |  |  |
| 12.4.2(3) | Why directors are able to recommend notwithstanding modification |  |  |  |
|  | **Takeover offers – recommended** |  |  |  |
| 12.4.3(1) | Enlarged working capital if recommended |  |  |  |
|  | **Takeover offers – not recommended** |  |  |  |
| 12.4.3(3) | Working capital on basis that acquisition has not taken place and statement that enlarged working capital statement will be made ASAP |  |  |  |
| 12.4.3(4) | Basis of disclosure of offeree information |  |  |  |
|  | **Takeover offers – recommended but no access** |  |  |  |
| 12.4.3(6) | State why access has not been given |  |  |  |
|  | **Financial Information** |  |  |  |
|  | **Accounted for as an investment** |  |  |  |
| 12.5.1A(1) | Dividends and other distributions paid |  |  |  |
| 12.5.1A(2) | Price per security and imputed value at the close of business on:   1. last business day of each 6 months 2. day prior to announcement 3. latest date prior to submission |  |  |  |
|  | **Accounted for using equity method** |  |  |  |
| 12.5.1B(1)(a) | Explanation of proposed accounting treatment |  |  |  |
| 12.5.1B(1)(b) | Target financial information table |  |  |  |
| 12.5.1B(1)(c) | Statement that target financial information audited and reported on without modification or statement with regard to any modifications |  |  |  |
| 12.5.1B(1)(d) | Reconciliation or statement from directors |  |  |  |
|  | **No financial information table or for an investment** |  |  |  |
| 12.5.1C | Appropriate independent valuation of target |  |  |  |
| 12.5.1D | Information specified by Euronext Dublin |  |  |  |
|  | **Accounting policies** |  |  |  |
| 12.5.4(1) | Consistent accounting policies |  |  |  |
|  | **Source of information** |  |  |  |
| 12.5.6 | Cite sources |  |  |  |
| 12.5.7(1) | From where extracted |  |  |  |
| 12.5.7(2) | Extracted from audited accounts without material adjustment |  |  |  |
| 12.5.7(3) | Indicate which relate to: |  |  |  |
|  | (a) historical financial information |  |  |  |
|  | (b) forecasts or estimates |  |  |  |
|  | (c) pro forma |  |  |  |
| 12.5.8(1) | Basis of preparation for non audited accounts information |  |  |  |
| 12.5.8(2) | Statement re unaudited or not reported upon information |  |  |  |
| 12.5.9 | Information re context and relevance (including reconciliation) of non statutory figures |  |  |  |
|  | **Synergy Benefits** |  |  |  |
| 12.5.9A(1) | Basis for belief |  |  |  |
| 12.5.9A(2) | Analysis and explanation of constituent elements, importance, when realised, and whether recurring |  |  |  |
| 12.5.9A(3) | Base figure for comparisons drawn |  |  |  |
| 12.5.9A(4) | Statement that contingent on transaction |  |  |  |
| 12.5.9A(5) | Statement that reflect both beneficial elements and relevant costs |  |  |  |
|  | **Financial information** |  |  |  |
| 12.5.10 | Greater prominence for audited information |  |  |  |
| 12.5.11 | Statement that summary of financial information should not be relied upon, whole document should be read |  |  |  |
|  | **Financial Information table** |  |  |  |
| 12.5.13(1) | Three years on target |  |  |  |
| 12.5.13(2) | Less than three years on target |  |  |  |
| 12.5.14(1) | The target |  |  |  |
| 12.5.14(2) | The target’s subsidiary undertakings |  |  |  |
| 12.5.16 | If target has made acquisitions during reporting periods set in LR 12.5.13: additional financial information tables to represent at least 75% of the enlarged target |  |  |  |
|  | **Financial Information table to include** |  |  |  |
| 12.5.18(1) | Balance sheet and explanatory notes |  |  |  |
| 12.5.18(2) | Income statement and  explanatory notes |  |  |  |
| 12.5.18(3) | Cash flow statement and  explanatory notes |  |  |  |
| 12.5.18(4) | Changes in equity |  |  |  |
| 12.5.18(5) | Accounting policies |  |  |  |
| 12.5.18(6) | Additional explanatory notes |  |  |  |
|  | **Accountants opinion** |  |  |  |
| 12.5.21 | How accounting policies used conform, and accountant’s opinion |  |  |  |
| 12.5.22 | True and fair |  |  |  |
| 12.5.23 | Independent accountant qualified to act as auditor |  |  |  |
| 12.5.25 | If opinion is modified, all material matters set out including: |  |  |  |
|  | (1) all reasons for modification |  |  |  |
|  | (2) quantification of effects |  |  |  |
| 12.5.26 | Details of material matters giving rise to modified auditors report in accounts |  |  |  |
|  | **Publicly traded companies needing material adjustment to achieve consistency** |  |  |  |
| 12.5.27(2)(a) | Reconciliation, and accountant’s opinion that sets out:   1. Reconciliation properly compiled 2. Adjustments appropriate |  |  |  |
| 12.5.27(2)(b) | Statement by directors that no material adjustment needed to achieve consistency |  |  |  |
| 12.5.30 | Presented in accordance with LR 12.5.4(1), and confirmation from directors of consistency of policies |  |  |  |
| 12.5.30(1) | Accordance with LR 12.5.27(2) except no accountant’s opinion |  |  |  |
| 12.5.30(2) | Accordance with LR 12.5.1B(1)(b) and LR 12.5.1B (1)(d) |  |  |  |
|  | **Pro forma** |  |  |  |
| 12.5.31 | Annex 20 of Commission Delegated Regulation (EU) 2019/80 (see separate checklist) |  |  |  |
|  | **Profit forecast and estimate included in circular** |  |  |  |
| 12.5.32(1) | Annex 1 of Commission Delegated Regulation (EU) 2019/80:  11.1 outstanding forecast still correct or why no longer valid  11.2 principal assumptions  11.3 basis of preparation with historical information |  |  |  |
| 12.5.32(2) | Properly compiled and consistent accounting policies |  |  |  |
| 12.5.33 | Pre-publication profit forecasts or estimates for significant part of group or target and still outstanding are;  (3) included in circular; or  (4) an explanation of why no longer valid |  |  |  |

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| 12.4.1(2) | **Annex 1 of Commission Delegated Regulation (EU) 2019/80** |  |  |  |
| Item |  |  |  |  |
| 3. | Risk factors;  1 – listed company  2 – target |  |  |  |
| 4.1 | Company name |  |  |  |
| 4.4 | Company address |  |  |  |
| 10 | Enlarged group trend information |  |  |  |
| 14.2 | Service contracts |  |  |  |
| 15.2 | Directors interests in shares  (existing and enlarged) |  |  |  |
| 16.1 | Major interests in shares  (existing and enlarged) |  |  |  |
| 17 | Related party transactions |  |  |  |
| 18.6 | Litigation:  1 – listed company  2 – target |  |  |  |
| 18.7 | Significant change  1 – listed company  2 – target |  |  |  |
| 20 | Material contracts  1 – listed company  2 – target |  |  |  |
| 21 | Documents available |  |  |  |
|  | **Annex 11 of Commission Regulation (EU) 2019/80** |  |  |  |
| 3.1 | Enlarged working capital |  |  |  |

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|  | **Acquisition of property** | |  |  |  |
| 12.4.4(1) | Property valuation report where property acquired | |  |  |  |
| 12.4.4(2) | Property valuation report where non listed property company acquired | |  |  |  |
| 12.4.5 | Property valuation report where significant reference made | |  |  |  |
|  | **Acquisition of mineral resources** | |  |  |  |
| 12.4.6(1) | Mineral experts report where mineral resources acquired | |  |  |  |
| 12.4.6(2) | Glossary of technical terms | |  |  |  |
| 12.4.7 | Modified information requirements | |  |  |  |
| 12.4.7(1) | Details, reserves and exploration results or prospects | |  |  |  |
| 12.4.7(2) | Anticipated mine life and exploration potential | |  |  |  |
| 12.4.7(3) | Duration and main terms of licences or concessions and conditions for exploring and developing these | |  |  |  |
| 12.4.7(4) | Current and anticipated progress including discussion of accessibility of the deposit | |  |  |  |
| 12.4.7(5) | Explanation of exceptional factors | |  |  |  |
|  | **Acquisition of scientific research company** | |  |  |  |
| 12.4.8 | Impact on acquirers business plan + ESMA recommendations Section 1C of Part III | |  |  |  |
| Non-applicability Confirmation | | | | | |
| We inform you that items marked ‘N/A’ in the Page column of the above checklist are considered not applicable and no equivalent information is available. | | | | | |
|  | | | | | |
| Signed by | | | | | |
|  | |  | | | |
| on behalf of | |  | | | |

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