Application form

First admission to listing and trading of Equity Securities and/or Depositary Receipts on Euronext Dublin

VERSION 0.6 JUNE 2019

### Purpose of the Application Form

This form together with the Appendices (the “Application Form”) is intended for an Applicant wishing to apply for the first admission to listing and trading of Equity Securities and/or Depositary Receipts (the “Relevant Securities”) onto the regulated market of Euronext Dublin (the “Admission”). This Application Form reiterates undertakings and information which must be provided to Euronext Dublin and the documentation which must be submitted according to the Rules governing the Admission onto the regulated market of Euronext Dublin[[1]](#footnote-1).

Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the aforementioned Rules.

The information and provisions contained in this Application Form shall not detract from the enforcement of the Rules, which take precedence in the event of any conflict with this Application Form. This Application Form does not infringe Euronext Dublins’ right to make the Admission 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.

Euronext Dublin reserves the right to request a new signed Application Form as may reasonably be required in connection with its review of an application for Admission. Such circumstances include, but are not limited to, changes to the transaction structure or a significant change of the indicative date of Admission.

### METHOD AND TIMING FOR SUBMISSION OF THIS APPLICATION FORM

This Application Form should be submitted to Euronext Dublin at least three business days prior to the admission date. Admission to the Official List and admission to trading on the regulated market of Euronext Dublin occurs simultaneously.

This Application Form, together with all required documentation, should be submitted electronically in pdf form to the Regulation Department of Euronext Dublin by sending it to: equity@euronext.com

##### details of the admission

1. Issuer details

### Issuer of equity securities

|  |  |
| --- | --- |
| Statutory name: |       |
| Commercial name: |       |
| Address of registered office: |       |
| Place and country: |       |
| Legal Entity Identifier (LEI): |       |
| Website: |       |
| Primary contacts within the company (i.e. the Chief Executive Officer and the Chief Financial Officer):(*full name(s), telephone(s), email(s)*) |       |
| Contact details of person responsible for Investor Relations: |       |

### ISSUER OF DEPOSITARY RECEIPTS [[2]](#footnote-2)

|  |  |
| --- | --- |
| Statutory name: |       |
| Commercial name: |       |
| Address of registered office: |       |
| Place and country: |       |
| Registration number commercial register: |       |
| Legal Entity Identifier (LEI): |       |
| Website: |       |
| VAT number: |       |
| Represented by:(*full name(s) and title(s)*) |       |
| Primary contacts within the company (i.e. the Chief Executive Officer and the Chief Financial Officer):(*full name(s), telephone(s), email(s)*) |       |

1. Advisors details

|  |  |
| --- | --- |
| Equity Sponsor |       |
| Joint bookrunners (if applicable) |       |
| Global coordinator (if applicable) |       |
| Paying agent |       |
| Stabilization agent (if applicable) |       |
| Other (if applicable) |       |

1. DETAILS OF RELEVANT SECURITIES FOR WHICH ADMISSION IS REQUESTED

|  |  |
| --- | --- |
| Expected number of Relevant Securities to be admitted: |       |
| The Admission will be on an “If-and-When-Issued Basis”: | [ ]  Yes[ ]  No |
| The selected currency for the Admission is: |         |
| Nominal value of the Securities: |       *[please indicate the nominal value with the relevant currency as indicated in the articles of association of the Issuer]* |
| Expected market capitalisation at the time of the first Admission: | *[please indicate estimated market capitalisation]* |
| ISIN code: |       |
| CFI code: |       |
| FISN code: |       |
| Desired trading symbol:(serial of 2 (minimum) to 5 (maximum) letters and/or figures (no spaces and special symbols))  |       |
| Scheduled date of Admission:(indicative not binding) |       |
| Primary or secondary listing |       |
| Are the securities for which application is now madeA identical[[3]](#footnote-3) in all respects?If no, how do they differ and when will they become identical?B identical in all respects with an existing class of security?If no, how do they differ and when will they become identical? | [ ]  Yes[ ]  No     [ ]  Yes[ ]  No      |
| Application to other markets: |      *[if applicable, please specify other markets (regulated, MTF or any other type of market) on which application is or will be made in the near future]* |
| Prospectus Regulation ( Regulation (EU) 2017/1129) If application is being made without a prospectus provide reason why it is not required pursuant to the Prospectus Regulation and include reference to the specific exemption in the legislation that the issuer is relying on |       |

1. Know your customer requirements[[4]](#footnote-4)

|  |  |
| --- | --- |
| Identity (first name, last name, date of birth and position) of executive officers (CEO and persons who are authorised to represent the company): |                                     |
| Identity (first name, last name, date of birth and position) of board members (non-executives / supervisory board members): |                           |
| Identity (first name, last name and date of birth) of natural person with a direct or indirect shareholding or an ownership interest of more than 25 % in the Issuer (where relevant): |                           |

|  |
| --- |
| The following documentation needs to be provided if the Issuer is **NOT** an entity whose Equity Securities are listed/traded on an EU regulated market or equivalent[[5]](#footnote-5): |
| Certified[[6]](#footnote-6) True Copy of Certificate of Incorporation/Extract from Commercial Register (in English or translated into English and certified within the last six months) | [ ]  |
| Certified True Copy of Memorandum and Articles of Association (or equivalent) (in English or translated into English and certified within the last six months) | [ ]  |
| Certified True copy of valid photographic ID[[7]](#footnote-7) for two directors of the Issuer (certified within the last six months) | [ ]  |
| Certified True copy of valid Address Verification[[8]](#footnote-8) for two directors of the Issuer (dated and certified within the last six months) | [ ]  |
| Documentation evidencing the full ownership structure of the Issuer and evidencing whether there is an individual with >25% direct or indirect ownership or control of the Issuer, signed by legal counsel for the Issuer (in English). (See beneficial ownership question above) | [ ]  |

##### Undertado

1. Undertakings of the Issuer[[9]](#footnote-9)

5.1 Issuer of equity securities

1. We confirm that we have taken all required steps to comply with Union Law and National Regulations, and in particular any obligations relating to prospectuses, and undertake to adhere to all initial, periodic and continuing obligations ensuing from such regulations. We confirm that we have complied and will comply with any applicable obligation, including any disclosure obligation ensuing from Union Law and/or national rules on transparency and market abuse.
2. We confirm that either a prospectus has been drawn up in accordance with Prospectus Regulation (Regulation (EU) 2017/1129) and has been approved by a competent authority of a Member State or if the present application for Admission is not subject to the requirement to publish a prospectus pursuant to Union Law and/or national rules on prospectuses, we confirm under paragraph 3 of this Application Form the legal justification for this non-publication.
3. We confirm that we have fully familiarised ourselves with the Rules governing Euronext Dublin, which are available on Euronext’s website ([http://euronext.com](http://euronext.com/)), and we undertake to adhere at all times to the aforementioned Rules and any amendments thereto. We acknowledge our obligations under the Rules and the legal implications of listing under the European Communities (Admissions to Listing and Miscellaneous Provisions) Regulations 2007. Accordingly, we confirm that all the conditions for listing and trading in the Rules which are required to be fulfilled before the application is to be considered, have been fulfilled in relation to the applicant and the securities for which application is now made.
4. We undertake that all required steps shall be undertaken by ourselves prior to the Admission and in particular that – to the extent applicable – adequate procedures are available for the clearing and settlement of the Transactions relating to those Relevant Securities.
5. We confirm that on Admission the appropriate securities for which application has been made will be allotted pursuant to the appropriate board resolutions and with the appropriate authority (save where Euronext Dublin has specifically agreed otherwise e.g. in the case of block listings).
6. We confirm that this application for Admission relates to all Equity Securities of the same class.
7. We undertake to request that any other Equity Securities of the same class which may in future be created be admitted to listing and trading on Euronext Dublin.
8. We confirm that we shall also comply with the present paragraph 5 (Undertakings of the Issuer) of this Application Form in respect of any future subsequent Admission.
9. We undertake to communicate to Euronext Dublin all information which (i) may impact the fair, orderly and efficient functioning of the markets operated by Euronext Dublin or (ii) may modify the price of its Equity Securities (ultimately) at the same time at which such information is made public.
10. We undertake to inform Euronext Dublin of any corporate actions / Relevant 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 Relevant Securities event or (ii) the corporate or Relevant Securities event having effect on the market or the position of the holders of the relevant Equity Securities.
11. On receipt of invoices issued by Euronext, we undertake to settle all fees, duties and commissions due in accordance with the procedures and conditions in force referred to on such invoices.
12. We acknowledge and accept that the delisting/cancellation of Admission of our Relevant Securities for any reason whatsoever shall cause all amounts due to Euronext to become immediately payable.
13. We accept that our commercial references, whether brand names or otherwise, may be quoted by Euronext Dublin or any other company in the Euronext group, in order to promote Euronext Dublin. These commercial references may include data pertaining to transaction volumes carried out involving our Relevant Securities.
14. 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 Euronext Dublin and that they, in order to inform them about the processing of their personal data, have explicitly been referred to the privacy statement on the website of Euronext Dublin accessible at : <http://www.ise.ie/Privacy-Statement/>; the Issuer represents and warrants that these data are at all times collected, processed and provided to Euronext Dublin in accordance with all applicable laws and regulations, including without limitation that relating to the protection of individuals with regard to the processing of personal data.
15. We confirm that we have submitted this Application Form, together with the documentation referred to in paragraph 6, to Euronext Dublin, and undertake to notify Euronext Dublin of any changes to the information contained in this application, including any new fact which, through its impact on the company's financial situation or business conditions, may significantly affect the price of the Equity Securities or the terms and conditions of the issuance.
16. We confirm that all information we have provided in connection with the application for Admission is in all respects accurate, complete and not misleading.

5.2 Additional UndertakingS of the Issuer of the Depositary Receipts[[10]](#footnote-10)

1. We confirm that the Shares represented by the Depositary Receipts have been duly issued and will be placed in proper custody at the time of their Admission.
2. We confirm that we have concluded an agreement with the Issuer of the underlying Shares and that the Depositary Receipts are or will be validly issued in accordance with the terms thereof as set forth in the agreement and as described in any prospectus prepared in connection with the Admission of the Depositary Receipts.
3. Documentation

In accordance with the Rules, we undertake to provide Euronext Dublin with all the documents, which are required to be submitted in order for the Relevant Securities covered by this application to be admitted to listing and trading.

The documents that need to be provided to Euronext Dublin are set out in Appendix 1.

All documentation that is required to be provided shall be in English or in a language accepted by Euronext Dublin and if necessary translated by a certified translator.

For the avoidance of doubt, any obligation for the Issuer to provide documentation to Euronext Dublin is for the sole purpose to allow Euronext Dublin to perform its functions and meet its responsibilities as the operator of the regulated market. In reviewing this documentation, Euronext Dublin solely performs checks on the technical information that allow Euronext Dublin to operate the market, without prejudice to Rule 6107 of Book I of the Rules. The Issuer shall not be exempted from providing the same documentation to the Competent Authority.

1. signature

By signing this Application Form, we certify that

1. all the information provided in connection with the application for Admission is in all respects accurate, complete and not misleading ; and
2. we have read all the provisions of this Application Form and we agree to comply with all its obligations.

**SIGNATURE BLOCK**

Director or company secretary or other duly authorised officer

For and on behalf of

     [Name of Issuer][[11]](#footnote-11)

|  |  |  |  |
| --- | --- | --- | --- |
| Name: |  | Name: |  |
| Title: |  | Title: |  |
| Date: |  | Date: |  |

##### Appendix 1

### aPPENDIX 1 – DOCUMENTATION TO BE PROVIDED FOR AN ADMISSION ON EURONEXT DUBLIN

|  |  |  |  |
| --- | --- | --- | --- |
| 1. General documentation
 | Enclosed | To be provided | N/A |
| 1.A | Should a prospectus be published:* the prospectus approved by the relevant competent authority,
* any draft prospectus or other substitute document prior to the actual approval; and
* if applicable, a proof of passporting.

Should a prospectus not be published: * the legal justification of such non-publication; and
* if applicable, the document published pursuant to the relevant provision of the Prospectus legislation (as amended).
 | [ ]  | [ ]  | [ ]  |
| 1.B | If a prospectus has not been produced, a copy of the RIS announcement detailing the number and type of securities that are the subject of the application. | [ ]  | [ ]  | [ ]  |
| 1.C | A certified copy of the Issuer's consolidated articles of association (the By-laws). | [ ]  | [ ]  | [ ]  |
| 1.D | A copy of minutes from the relevant company body or bodies containing resolutions approving or authorising the Admission and the issue of the Equity Securities covered by this application (as the case may be) or written confirmation of the number of securities to be allotted. | [ ]  | [ ]  | [ ]  |
| 1.E | All press releases published in the context of the Admission. | [ ]  | [ ]  | [ ]  |
| 1.F | Unless they are included in the prospectus, copies of the published or filed audited financial statements or pro forma financial statements as required by Rule 6302/1 (ii) of Book I of the Rules. | [ ]  | [ ]  | [ ]  |
| 1.G | Certified copy of the consolidated articles of association (the By-laws) of the underlying company (for Depositary Receipts only). | [ ]  | [ ]  | [ ]  |
| 1.H | Sponsor Declaration. | [ ]  | [ ]  | [ ]  |
| 1.I | Shareholder Statement or Pricing Statement, as applicable (to be submitted by 9am day prior to admission). | [ ]  | [ ]  | [ ]  |
| 1.J | Working capital letter. | [ ]  | [ ]  | [ ]  |
| 1.K | Sponsors Confirmation of Independence. | [ ]  | [ ]  | [ ]  |

##### COntacts

General:equity@euronext.com

**Thérèse Moore**

Email : tmoore@euronext.com

Tel : +353 1 6174211

WWW.EURONEXT.COM

1. With regard to Euronext Dublin the Rules governing the Admission mainly cover:

	* Book I of the Euronext Rulebook - Harmonised Market Rules, and in particular Chapter 6, "Admission to trading and continuing obligations of Issuers"
	* Book II of the Euronext Rulebook – Euronext Dublin – Listing Rules. [↑](#footnote-ref-1)
2. Only applicable in case of Admission of Depositary Receipts. To be completed in addition to section 1.1. [↑](#footnote-ref-2)
3. Identical means in this context :

	1. the securities are of the same nominal value with the same amount called up or paid up;
	2. they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
	3. they carry the same rights as to unrestricted transfer, attendance and voting at meetings and are parri passu in all other respects.If the securities are not identical, but will so become in the future, definitive certificates issued before that date must be enfaced with a note to this effect. [↑](#footnote-ref-3)
4. In order to enable the Relevant Euronext Market Undertaking(s) to determine whether the entities and its board members are included on the EU Sanction List or the list drawn up by the Office of Foreign Assets Control (OFAC), the Issuer provides this information. 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-4)
5. As determined by Euronext Dublin – your Euronext contact will be able to advise you. [↑](#footnote-ref-5)
6. Certification can be provided by: a member of the police force, practising chartered accountants, notaries, solicitors, embassy/consular staff, justice of the peace or commissioner for oaths. [↑](#footnote-ref-6)
7. Acceptable forms of Photographic ID are: a valid passport, driving licence or national identity card. [↑](#footnote-ref-7)
8. Acceptable forms of Address Verification are: tax or court documents, local authority documentation (refuse bill, water charges etc), bank statement, household/car insurance or utility bill (gas, electricity etc). [↑](#footnote-ref-8)
9. In respect of Depositary Receipts the Undertaking(s) set out in this paragraph are deemed to be made by the company of the underlying shares and the Issuer of the Depositary Receipts. [↑](#footnote-ref-9)
10. Undertaking(s) only applicable in case of Admission of Depositary Receipts. . To be complied with addition to undertakings as laid down in section 5.1. [↑](#footnote-ref-10)
11. In case of Depositary Receipts the Application Form must be duly signed on behalf of the Issuer and the underlying company. [↑](#footnote-ref-11)