Sponsor’s Confirmation of Independence

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| To **Euronext Dublin** | | | | | | |  | | | | | | |
|  | | | | | | | | | | | | | |
| Full name of sponsor | |  | | | | | | | | | | (“the sponsor”) | |
| I, |  | | | | | | | a partner/director of the above sponsor, | | | | | |
| or an officer duly authorised to give this declaration | | | | | | | | | | | | | |
| A | hereby notify you a director, partner or employee of the sponsor who is directly involved in the sponsor activities of the sponsor in relation to | | | | | | | | | | | | |
|  |  | | | | | | | | | | [insert name of company] | | |
|  | (“the issuer”) has an interest in a class of share, debt or loan capital of the issuer or any  other company in the issuer’s group; | | | | | | | | | | | | |
|  | Issuer or  group company | | Nature of Holding | | | Holding | | | % | | | | Name of beneficiary |
|  |  | |  | | |  | | |  | | | |  |
|  |  | |  | | |  | | |  | | | |  |
|  |  | |  | | |  | | |  | | | |  |
|  |  | |  | | |  | | |  | | | |  |
| or | | | | | | | | | | | | | |
| B | hereby confirm that no director, partner or employee of the sponsor who is directly involved in the sponsor activities of the sponsor in relation to the issuer has any interest in any class of share, debt or loan capital of the issuer or any other company in the issuer’s group; | | | | | | | | | | | | |
| and either | | | | | | | | | | | | | |
| C | hereby notify you of the following interests of the sponsor (and any company in the sponsor’s group) (being all such interests of which the sponsor or the compliance department is aware) in the shares, debt or loan capital of the issuer or any other company in the issuer’s group. | | | | | | | | | | | | |
|  | Issuer or  group company | | Nature of Holding | | | Holding | | | % | | | | Name of beneficiary |
|  |  | |  | | |  | | |  | | | |  |
|  |  | |  | | |  | | |  | | | |  |
|  |  | |  | | |  | | |  | | | |  |
|  |  | |  | | |  | | |  | | | |  |
|  | (Holdings by exempt fund manager and exempt market makers’ holdings may be excluded. Holdings of the type exempted from the disclosure under Section 1059 of the Companies Act 2014 may be excluded. “Group company” includes any company whose results are consolidated into the ultimate holding company’s statutory accounts). | | | | | | | | | | | | |
| or | | | | | | | | | | | | | |
| D | hereby confirm that the above sponsor (or any company in the sponsor’s group) has no interest (of which the sponsor or the compliance department is aware) in any class of  share, debt or loan capital of the issuer or nay other company in the issuer’s group; | | | | | | | | | | | | |
| and either | | | | | | | | | | | | | |
| E | hereby notify you that the individual(s) named below, who is (are) a director, partner or employee of the sponsor (or any company in the sponsor’s group) is either a director of the issuer, or a director of a company in the issuer’s group; | | | | | | | | | | | | |
|  | Name | | | | Employer | | | | | Company of which individual is a director | | | |
|  |  | | | |  | | | | |  | | | |
|  |  | | | |  | | | | |  | | | |
|  |  | | | |  | | | | |  | | | |
|  |  | | | |  | | | | |  | | | |
|  | and confirm that the individual(s) will take no part in the sponsor’s activities in relation to this transaction; | | | | | | | | | | | | |
| or | | | | | | | | | | | | | |
| F | Hereby confirm that no director, partner or employee of the sponsor (or any company in the sponsor’s group) has a directorship in the issuer, or any company in the issuer’s group; | | | | | | | | | | | | |
| and either | | | | | | | | | | | | | |
| G | hereby notify you of any other matter referred to in the sponsors’ eligibility criteria that we or our compliance department are aware of which may affect our independence from the issuer or any other company of the issuer’s group; | | | | | | | | | | | | |
| or | | | | | | | | | | | | | |
| H | hereby confirm that there are no other matters referred to in the sponsors’ eligibility criteria that we or our compliance department are aware of which may affect our independence from the issuer or any other company in the issuer’s group. | | | | | | | | | | | | |
|  |  | | | | | | | | | | | | |
| Signed by | | | | | | | | | | | | | |
| Partner/director or duly authorised officer | | | | | | | | | | | | | |
| for and on behalf of | | | |  | | | | | | | | | |
| Name of Sponsor | | | |  | | | | | | | | | |
|  | | | | | | | | | | | | | |

|  |  |  |  |
| --- | --- | --- | --- |
| Confirmation of Independence by Compliance Department | | | |
| I, |  | | being a duly authorised compliance officer |
| of the above sponsor, hereby confirm that I am satisfied that: | | | |
| * the information provided on this confirmation of independence is accurate and complete; and * where interests or directorships or other matters have been notified to you in (a), (c), (e) or (g) above, appropriate procedures are in place to avoid a conflict of interest between the sponsor’s duties under the listing rules and those interests or directorships. | | | |
|  | | | |
| Signed by | | | |
| Compliance Officer | | | |
| for and on behalf of | |  | |
| Name of Sponsor | |  | |
|  | | | |
| **Note 1:** A confirmation of independence is required to be submitted by a sponsor for each transaction in respect of which it acts as sponsor in accordance with the listing rules. It should be submitted to Euronext Dublin at an early stage, and, in any event, no later than the date on which any documents in connection with the transaction are first submitted to Euronext Dublin for approval. If Euronext Dublin has any concerns relating to the sponsor’s independence it will notify the sponsor of such concerns within five business days of submission of the form. It must be updated for any changes at any stage prior to the admission of the relevant securities to the Official List. Alternatively, Euronext Dublin will accept a written confirmation of “no material change” to the confirmation of independence on the day of approval of the prospectus by a competent authority of any Member State, or circular by Euronext Dublin.  **Note 2:** Euronext Dublin will require any interests disclosed to it in relation to a sponsor’s directors, partners or employees to be disclosed in aggregate in a circular. Euronext Dublin may require any other information submitted to Euronext Dublin as part of the sponsor’s confirmation of independence to be included in a circular.  **Note 3:** A person or sponsor will be taken to have an interest in a class of share, debt or loan capital of an issuer or any other company in an issuer’s group if such person or sponsor (or someone connected with them within the meaning of the Section 1054 of the Companies Act 2014) has an interest in accordance with the provisions of Section 1059 of the Companies Act 2014. | | | |

Your attention is drawn to the Privacy Statement of the Irish Stock Exchange trading as Euronext Dublin, accessible at: <http://www.ise.ie/Privacy-Statement/>. This outlines how and why your personal data may be processed by us when you, or a company with which you are connected, engage with us or avail of our services. If you are acting on behalf of a company engaging with or availing of the services of Euronext Dublin, you must ensure that our Privacy Statement has been brought to the attention of all persons whose personal data we may process in the course of our relationship with your company (e.g. agents, officers, employees and other personnel).