

TERMS & CONDITIONS APPLICABLE TO THE ADMISSION TO LISTING AND/OR TRADING OF DEBT SECURITIES ON A EUROPEAN MARKET OPERATED BY EURONEXT

DEFINITIONS

Application Form means the application form prescribed to be completed and signed by an Applicant pursuant to the Rules when applying for admission to listing and/or trading of Debt Securities on either a Euronext Regulated Market or an MTF operated by Euronext, such application form to include by reference the relevant Terms and Conditions and Technical Term Sheet.

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.

Debt Securities means any transferable instrument representing debt including, without limitation, bonds (including convertible bonds that have not (yet) been converted into Equity Securities), notes and money market instruments.

Euronext means the corporate group consisting of Euronext N.V., a company with limited liability ("*naamloze vennootschap*") organised under the laws of the Netherlands, the Euronext Market Undertakings and/or any other subsidiary of Euronext N.V., as the context may require.

Euronext Access means the multilateral trading facility within the scope of Article 4(1)(15) of MIFID (hereinafter "MTF") operated by Euronext Brussels, Euronext Lisbon and Euronext Paris, under the commercial name "Euronext Access".

Euronext Growth or Euronext Growth Market means Alternext a multilateral trading facility within the scope of Article 4(1)(15) of MIFID (an MTF) operated by Euronext under the commercial name "Euronext Growth".

Euronext MTF Rules means:

1. With regards to the MTF's named "Euronext Growth":
 - The rules set forth in the Euronext Growth Markets Rule Book;
2. With regards to the MTF's named "Euronext Access":
 - The rules set forth in the Euronext Access Rule Book applicable in each jurisdiction;

Euronext Regulated Market means any Regulated Market operated by any of Euronext Amsterdam, Euronext Brussels, Euronext Lisbon, Euronext Paris and/or Euronext London.

Euronext Rules means:

1. With regards to the Regulated Markets operated by any of Euronext Amsterdam, Euronext Brussels, Euronext Lisbon and/or Euronext Paris:

- The rules set forth in Book I of the Euronext Rule Book - Harmonised Market Rules, in particular Chapter 6, "Admission to listing and continuing obligations of Issuers"; and
- The rules set forth in Book II of the Euronext Rule Book – containing specific rules for Euronext Amsterdam, Euronext Brussels, Euronext Lisbon or Euronext Paris.

2. With regards to the Regulated Market operated by Euronext London:

- The rules set forth in Book I of the Euronext Rule Book - Harmonised Market Rules, except Chapters 5, 6, 7 and 9; and
- The rules set forth in Book II of Euronext London Rule Book, especially Section 3: "Admission to trading and continuing obligations of Issuers".

MTF's operated by Euronext means the MTF's operated by Euronext Brussels, Euronext Lisbon and Euronext Paris under the commercial name "Euronext Growth" and the MTF's operated by Euronext Brussels, Euronext Lisbon and Euronext Paris under the commercial name of "Euronext Access".

Rules means Euronext Rules and/or Euronext MTF Rules , as applicable.

Technical Term Sheet means the document to be completed and signed by an Applicant setting forth the technical characteristics of the Debt Securities for which admission is being applied pursuant to the Terms and Conditions; and

Terms and Conditions means the present terms and conditions governing any application made by an Issuer when applying to a Relevant Euronext Market Undertaking for the admission to listing and/or trading of Debt Securities to either of a Euronext Regulated Market or an MTF operated by Euronext.

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

A - SCOPE OF THE TERMS AND CONDITIONS

The Terms and Conditions relate to, and govern, any application of Debt Securities to listing and/or trading on either of a Euronext Regulated Market or an MTF operated by Euronext, such application to be made through the filing of the relevant Application Form.

The Application Form together with the relevant documentation as specified hereunder in part D, must be completed by Issuers applying for a first admission to listing and/or trading of Debt Securities to either of a Euronext Regulated Market or an MTF operated by Euronext. For the avoidance of doubt, the scope of the Application Form with respect to the United Kingdom is limited to an admission to trading on Euronext London given that the Competent Authority for the admission to listing in the United Kingdom is the UKLA.

The Application Form includes undertakings, information and documentation to be provided by the Applicant to the Relevant Euronext Market Undertaking(s) according to the Rules.

To the extent that Issuers apply for an admission of Debt Securities on a Euronext Regulated Market, the Euronext Rules shall apply thereto and, by signing the Application Form and eventually being admitted on the relevant Euronext Regulated Market, the Issuer shall be deemed to have agreed

therewith in as much as they apply to the listing/trading of the relevant Debt Securities. The above applies *mutatis mutandis* to any application for admission to listing and/or trading of Debt Securities on an MTF operated by Euronext, except that in such case, the application and subsequent admission shall be governed by the MTF's operated by Euronext.

The Application Form is without prejudice to applicable National Regulations, the authority of relevant Competent Authorities and the Rules as applicable. In case of conflict or contradiction between either of the Application Form (including the Terms and Conditions), the Rules and/or applicable National Regulations, the National Regulations shall prevail over the Application Form and the Rules, whereas the Rules shall prevail over the Application Form. Nothing in the Application Form limits or prevents in any manner whatsoever the Relevant Euronext Market Undertaking(s) to
 (i) request from the Applicant any additional information and/or document pursuant to the Rules or
 (ii) impose additional admission conditions in accordance with the Rules.

B - METHOD AND TIMING FOR SUBMISSION OF THE APPLICATION FORM

The Application Form, together with all required documentation, must be submitted electronically to the Relevant Euronext Market Undertaking(s): Euronext Amsterdam: backofficelistingsnleu@euronext.com), Euronext Brussels (listingbrusselsBE@euronext.com), Euronext Lisbon (listingPT@euronext.com), Euronext Paris (corporateactionsfr@euronext.com) or Euronext London (corporateactionsfr@euronext.com).

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

- Euronext Amsterdam – Corporate Actions Department, Beursplein 5, 1012 JW Amsterdam, The Netherlands.
- Euronext Brussels – Corporate Actions Department, Rue du Marquis 1, bte 1, 1000 Brussels, Belgium.
- Euronext Lisbon – Corporate Actions Department, Av. da Liberdade, 196, 7º 1250-147 Lisboa, Portugal.
- Euronext Paris – Corporate Actions Department, 14, Place des Reflets, 92054 Paris La Défense Cedex, France.
- Euronext London – Corporate Actions Department, 14, Place des Reflets, 92054 Paris La Défense Cedex, France.

The completed and signed Application Form, together with all required documentation have to be submitted before the following cut-off time and date:

Submission of documents	Cut-off time and date
First Time Issuer:	Latest 7 (seven) business days before the target listing date
Previously Admitted Issuer on a Euronext market:	Latest at 11:00 AM CET on the business day prior to target listing date

It is the Issuer's sole responsibility to duly and timely file all application documents.

The Relevant Euronext Market Undertaking (including any of its affiliates, directors or employees) shall not be liable in any manner whatsoever for any application which is incomplete, inaccurate, erroneous and/or false. Similarly the Relevant Euronext Market Undertaking (including any of its affiliates, directors or employees) shall not be liable in any manner whatsoever for the due and timely processing of any application within the indicative timeframe requested by the Applicant to the extent that such application (or any part thereof) would not have been timely filed by the Applicant.

C - UNDERTAKINGS OF THE ISSUER

Without prejudice to the Rules, by signing the Application Form and admitting the relevant Debts Securities on either of the Euronext Regulated Market or the MTF's operated by Euronext, as relevant, the Issuer represents, warrants and/or undertakes (as relevant) the following to the Relevant Euronext Market Undertaking:

1. The Issuer represents having taken all required steps to comply with National Regulations, and in particular any obligations relating to prospectuses (if applicable), and undertakes to adhere to all initial, periodic and continuing obligations ensuing from such regulations.

The Issuer warrants and represents complying with any applicable obligation, including those that may arise from the national implementation of the European Directive 2004/109/EC and Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 regarding Transparency and Market Abuse, for as long as the Debt Securities for which admission is hereby sought will remain listed on the relevant Euronext Regulated Market / MTF's operated by Euronext.

2. If the application for admission of Debt Securities to listing / trading is not subject to the requirement to publish a prospectus pursuant to article 1 of the European Directive 2003/71/EC as amended (the "Directive") the Issuer provides in the Application Form the legal justification for this non-publication and the Issuer confirms that it hereby assumes liability for any loss that may accrue to any party as a result of any misinterpretation on its part as to the applicability or otherwise of the Directive or any other regulation relating to the production and content of prospectuses.
3. The Issuer confirms that:
 - The Issuer and its 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
 - The Issuer and its Beneficial Owners are not on the EU Sanction List and/or the sanction list drawn up by the Office of Foreign Assets Control (OFAC).
4. The Issuer confirms having fully familiarised itself with the Rules governing the Euronext Regulated Market and /or MTF's operated by Euronext Rules (as applicable), which are available on Euronext's website (<https://www.euronext.com/>), and the Issuer undertakes to adhere at all times to the aforementioned Rules and any amendments thereto. In particular

regarding an application to listing/ trading onto a relevant Euronext Regulated Market, the Issuer undertakes to comply:

- With any measures which may be applied by virtue of Rule 6.9 "Listing measures" and with the obligations stipulated in Rule 6.10 "Continuing obligations" of Book I of the Rules, to the extent that the application to listing relates to an application to trading on Euronext Amsterdam, Euronext Brussels, Euronext Lisbon or Euronext Paris.
 - With any measures which may be applied by virtue of Rule 3.9 "Measures for fair and orderly market" of the Euronext London Rule Book II and with the obligations stipulated in Rule 3.10 "Continuing obligations" of the Euronext London Rule Book II, to the extent that the application to trading relates to an application on Euronext London.
5. The Issuer undertakes to take all required steps prior to the admission to trading / listing of its Debt Securities onto the relevant Euronext Regulated Market / MTF's operated by Euronext and in particular – to the extent applicable – to have adequate procedures in place for the clearing and settlement of the Transactions relating to those Debt Securities.
 6. The Issuer confirms that the application for admission to listing / trading relates to all the Debt Securities of the same class.
 7. For as long as the Debt Securities covered by the application are admitted to listing / trading on the relevant Euronext Regulated Market / MTF's operated by Euronext, the Issuer undertakes to request that any other Debt Securities of the same class which may be issued in the future be admitted to listing / trading on the relevant Euronext Regulated Market / MTF's operated by Euronext.
 8. The Issuer undertakes to inform the Relevant Euronext Market Undertaking(s) of any corporate actions / Debt Securities events in accordance with the Rules, i.e. at least two (2) Trading Days before they will take place or be made public, as applicable, so as to enable the Relevant Euronext Market Undertaking(s) to timely apply any appropriate measures resulting therefrom.
 9. Upon receipt of invoices issued pursuant to the Rules by the Relevant Euronext Market Undertaking, the Issuer undertakes to settle all such fees, duties and commissions due in accordance with the procedures and conditions in force referred to on such invoices.
 10. The Issuer acknowledges and accepts that the delisting/cancellation of admission to listing / trading of its Debt Securities for any reason whatsoever shall cause all amounts due to the Relevant Euronext Market Undertaking to become immediately payable.
 11. The Issuer accepts that its commercial references, whether brand names or otherwise, may be used by the Relevant Euronext Market Undertaking(s) or any other company in the Euronext group, in order to promote the relevant Euronext Regulated Markets and/or MTF's operated by Euronext. These commercial references may include data pertaining to transaction volumes carried out involving the Issuer's Debt Securities.
 12. The Issuer confirms that those persons working for the Issuer whose personal data is included in the Application Form knowingly accept that these data are being submitted to the Relevant Euronext Market Undertaking(s) 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 accessible at: <https://www.euronext.com/en/privacy-policy>; the Issuer represents and warrants that these data are at all times collected, processed and provided to the Relevant Euronext Market Undertaking(s) in accordance with all applicable law and regulation, including without limitation that relating to the protection of individuals with regard to the processing of personal data..

13. The Issuer shall inform, via the Technical Term Sheet being part of the Application Form, the Relevant Euronext Market Undertaking whether it has filed for a similar application for admission to listing / trading of the relevant Debt Securities, or whether it plans to do so in the near future, with regulated market(s), multilateral trading facility(ies), or any other type of organised market(s) which is not operated by a Relevant Euronext Market Undertaking.
14. The Issuer confirms to timely and duly submit the Application Form, together with the required documentation, to the Relevant Euronext Market Undertaking(s). The Issuer further undertakes to timely notify the Relevant Euronext Market Undertaking(s) of any changes to the information contained in the 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 Debt Securities or the terms and conditions of the issuance.
15. The Issuer will indicate which documents are not timely enclosed with the Application Form by the relevant cut-off time but which are required nonetheless to be submitted in order for the Debt Securities to be admitted to listing / trading. Unless approved otherwise by the Relevant Euronext market Undertaking, the Issuer undertakes to send any such missing documents to the Relevant Euronext Market Undertaking(s) as soon as possible and at the latest by the scheduled date of admission of its Debt Securities to listing / trading.
16. The Issuer confirms that all information provided in connection with the application for admission to listing / trading is true, accurate, complete and not misleading.

D - DOCUMENTATION TO BE PROVIDED TO THE RELEVANT EURONEXT MARKET UNDERTAKING(S)

In accordance with the Rules, the Issuer undertakes to provide the Relevant Euronext Market Undertaking(s) with all the documents, which are required to be submitted in order for the Debt Securities covered by the application to be admitted to listing/trading. The documents to be enclosed with the Application Form are indicated below. All documentation that is required to be provided shall be in English or in a language accepted by the Relevant Euronext Market Undertaking and if necessary translated by a certified translator.

For the avoidance of doubt, any obligation for the Issuer to provide documentation to the Relevant Euronext Market Undertaking in connection with the application for listing / trading of Debt Securities is for the sole purpose to allow the Relevant Euronext Market Undertaking to perform its functions and meet its responsibilities as the operator of the relevant Euronext Regulated Market, and/or MTF's operated by Euronext. In reviewing this documentation, the Relevant Euronext Market

¹ www.euronext.com

Undertaking solely performs checks on the technical information that allow the Relevant Euronext Market Undertaking to operate the market, without prejudice to its obligations pursuant to National Regulations (as notably set forth in Rule 6107 of Book I of the Euronext Rules or Rule 3.1.5 of the Euronext London Rule Book II). The Issuer shall not be exempted from providing the same documentation to the Competent Authority.

I. GENERAL DOCUMENTATION FOR APPLICATION ON THE EURONEXT REGULATED MARKETS AND/OR EURONEXT GROWTH MARKETS AND/OR EURONEXT ACCESS MARKETS	
1.	<p>In case of a Public Offer and/or admission to trading on the Euronext Regulated Markets: the prospectus (approved by the relevant competent authority) (including – to the extent applicable – proof of passporting), or other substitute document, duly signed by the Issuer.</p> <p>If no prospectus will be published, the Issuer shall provide the Relevant Euronext Market Undertaking(s) with the legal justification of such non-publication and, if applicable, with the document published pursuant to the concerned provision of the Prospectus Directive (as amended).</p> <p>In case of a Private Placement or a Direct Admission/Technical Admission on Euronext Growth Markets and/or Euronext Access Markets: the Information Document duly signed by the Issuer, and, where relevant, the Technical Note.</p> <p>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 (compliant with the applicable instructions of the relevant Competent Authority if applicable) as soon as possible and, in case of prospectus or other substitute document, at the latest when sent to the Competent Authority for approval.</p>
2.	The Technical Term Sheet.
3.	A certified copy of the Issuer's consolidated articles of association (the By-laws).
4.	A copy of the minutes of the relevant company body or bodies containing resolutions approving or authorizing the issue of the Debt Securities covered by the application.
5.	If the Debt Securities are issued by a fund represented for all matters by the fund's management company, and the fund's management company has not previously submitted an application for admission to listing under its own name or if such documents have changed since

	last application, the constitutional documents of the fund's management company (charter documents and articles of association).
6.	The signed final terms (if not included into the prospectus or other substitute document).
7.	In case of public offer on Euronext Growth Markets and/or Euronext Access Markets: A declaration of the Listing Sponsor or, where relevant, other admitted intermediary, relating to the first admission to trading of the Debt Securities pursuant to the Euronext Growth or Euronext Access Rules.
8.	In case of public offer on the Euronext Regulated Markets and/or on Euronext Growth Markets by an Issuer qualifying as a SME : a rating (in relation to the Issuer or the relevant Securities to be offered) from a credit rating agency unless it is already comprised in the prospectus.
II. ADDITIONAL DOCUMENTATION TO BE PROVIDED TO EURONEXT LISBON	
1.	Certified copy of the updated commercial registration within the relevant Commercial Register ("Conservatória do Registo Comercial") or the relevant Permanent Certificate Access Code (article 227, n.º 3, paragraph a) and n.º 6 of the Portuguese Securities Code).
2.	The identification of the Market Relations Representative (article 233, n.º 4 of the Portuguese Securities Code and article 24 CMVM Regulation 3/2006).
3.	If the issue of the Debt Securities is integrated in a securities system managed by an entity situated or operating abroad, a copy of the agreement in respect of a "Financial Intermediary Liaison" signed in accordance with article 25 of CMVM Regulation 3/2006.
4.	The identification of the paying agent that guarantees the payment of the equity rights inherent in the Debt Securities to be admitted and other amounts due (n.º 4 article 227 of the Portuguese Securities Code and article 24 CMVM Regulation 3/2006).
5.	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.
III. ADDITIONAL DOCUMENTATION TO BE PROVIDED TO EURONEXT LONDON	
1.	A copy of the Regulated Information Service announcement relating to the admission.
2.	Evidence that the administration of corporate events and the payments of dividends are ensured.

Any other relevant support documentation shall be submitted electronically or, alternatively, by physical mail to the relevant Corporate Actions Department.

The Application Form and relevant rights and obligations of the Applicant and the Relevant Euronext Market Undertaking shall be governed by and construed:

- 1 in respect of Euronext Amsterdam, in accordance with the laws of the Netherlands and, without prejudice to any agreement to go to arbitration, shall be subject to the exclusive jurisdiction of the Dutch courts;
- 2 in respect of Euronext Brussels, 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;
- 3 in respect of Euronext Lisbon, 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;
- 4 in respect of Euronext Paris, 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;
- 5 in respect of Euronext London, in accordance with the laws of England and Wales and, without prejudice to any agreement to go to arbitration, shall be subject to the exclusive jurisdiction of the English courts.