**APPLICATION FORM (1:2)**

**ADMISSION TO TRADING OF BONDS ON OSLO BØRS**

# APPLICATION FOR ADMISSION TO TRADING

## Introduction

The Issuer must address all sections of this application (the “**Application**” or the “**Application Form**”). If specific sections are not relevant, this must be stated in respect of each such section. Guidance about which information that shall be given is provided in each section. The Issuer may provide additional information if desired.

The order of the Application Form must not be changed, and no sections shall be deleted. Extracts from the admission to trading rules for bonds as set out in the Rule Book II chapter 5 and Notice 5.2 regarding procedures, documentation requirements and timetable for application for admission to trading of bonds on Oslo Børs are included in separate boxes. Please state where the required attachments (cf. section 3 below) are appended as attachments to the completed Application Form or are submitted in a separate email.

## About the Issuer

The Issuer hereby confirms that there have been no subsequent changes to earlier provided information about the Issuer to Oslo Børs that have not been published or notified in accordance with the continuing obligations (if not confirmed, changes must in case be specified by the existing Issuer in the subsequent application, cf. below):

Yes: [ ]  No: [ ]

If any changes to the already provided information about the Issuer (that have not been published or notified in accordance with the continuing obligations), please describe:

*[Include text if relevant]*

## Key information

### Key information about the Bonds

* Please fill in the table below.

|  |  |
| --- | --- |
| The Issuer’s name: |  |
| Name of the bond issue (the “**Bonds**”): |  |
| The securities identification number (ISIN) used for the Bonds: |  |
| The identity of the institution operating the Issuer’s share register account (Norwegian: *kontofører utsteder*): |  |
| Home state for the loan issue pursuant to the Prospectus Regulation: |  |
| Name of the central securities depository[[1]](#footnote-1): |  |

### Codes

|  |
| --- |
| **Rule Book II section 2.2 (1)**In addition to LEI code, cf. Rule 61004/4 of Rule Book I, the Issuer shall at all times have an active CFI and FISN code for as long as its Financial Instruments are admitted to trading on Oslo Børs or Euronext Expand. |

* Please fill in the table below.

|  |  |
| --- | --- |
| CFI code: |  |
| FISN code: |  |

### Nature of the Bonds

#### *ESG Bonds*

Are the Bonds defined as ESG Bonds?

Yes: [ ]  No: [ ]

#### *Subordinated loans, hybrid capital and MREL*

Is the issuance of the Bonds conditional upon approval from the Norwegian Financial Supervisory Authority?

Yes: [ ]  No: [ ]

If “Yes”, please attach the approval to this Application.

## The bond loan

### Nominal value

|  |
| --- |
| **Rule Book II section 5.1.2.1**The size of the loan must be at least NOK 2 million or the equivalent value in foreign currency.**Notice 5.2 section 1 (5) no 8**The application shall in particular contain, or have appended to it (…) the total nominal value of the loan. |

* Please fill in the table below.

|  |  |
| --- | --- |
| Currency: |  |
| Aggregate nominal value of the loan: |  |

### Confirmation of payment and transferability

|  |
| --- |
| **Rule Book II section 5.1.3 (1)**Bonds may only be admitted to trading if they are fully paid-up and are freely transferable.**Notice 5.2 section 1 (5) no 12**Where the nominal value of the bonds issued is EUR 100,000 or more, Oslo Børs shall decide whether such confirmation is required. If the bonds are not fully paid up, this must be notified to Oslo Børs no later than 13:00 hours on the last Trading Day prior to the first day of admission to trading. |

* Please tick off the boxes below.

The Issuer hereby confirms that the bond loan in fully paid up: Yes: [ ]  No: [ ]

The Issuer hereby confirms that the Bonds are freely transferrable: Yes: [ ]  No: [ ]

### Trustee, manager and/or paying agent

|  |
| --- |
| **Notice 5.2 section 1 (5) no 11**The application shall in particular contain, or have appended to it (…) information on any trustee, manager or paying agent for the loan together with the address, telephone number, e-mail address and telephone number for each such party. |

* Please fill in the table below.

|  |  |
| --- | --- |
| Name of trustee: |  |
| Name of manager (the “**Manager**”): |  |
| Name of paying agent: |  |

## Other information of relevance for the admission to trading

### Resolutions, decisions etc. by the Issuer

|  |
| --- |
| **Notice 5.2 section 1 (5) no 9**The application shall in particular contain, or have appended to it (…) information on any resolutions, decisions etc. by the Issuer which may have a bearing on the suitability of the bonds for admission to trading. |

* Please tick off the box below.

The Issuer hereby confirms that the Issuer has not made any resolutions, decisions etc. which may have a bearing on the suitability of the Bonds for admission to trading:

Yes: [ ]  No: [ ]

* If the Issuer has ticked off “No” above, please include information on any such resolutions, decisions etc. by the Issuer which may have a bearing on the suitability of the Bonds for admission to trading, alternatively insert a reference to where Oslo Børs may find such information in the documents attached to this Application.

*[Include text if relevant]*

### Collateral pledged

|  |
| --- |
| **Notice 5.2 section 1 (5) no 17**The application shall in particular contain, or have appended to it (…) information of any collateral pledged in respect of the bonds issued, including a summary of the clauses in the loan agreement that affect the collateral or that cause the loan to have lower priority than current or future liabilities of the Issuer. If the loan is secured by a mortgage, information must be provided on the asset(s) subject to the mortgage that is sufficient for the investor to form a well-founded assessment of the collateral associated with the bonds. |

* Please tick off the box below.

The Issuer hereby confirms that there is no collateral pledged in respect of the Bonds issued:

Yes: [ ]  No: [ ]

* If the Issuer has ticked off “No” above, please include any relevant information of any collateral pledged in respect of the Bonds issued, including a summary of the clauses in the loan agreement that affect the collateral or that cause the loan to have lower priority than current or future liabilities of the Issuer. If the loan is secured by a mortgage, information must be provided on the asset(s) subject to the mortgage that is sufficient for the investor to form a well-founded assessment of the collateral associated with the Bonds, alternatively insert a reference to where Oslo Børs may find such information in the documents attached to this Application.

*[Include text if relevant]*

### Agreements with owners, bondholders and third parties

|  |
| --- |
| **Notice 5.2 section 1 (5) no 10**The application shall in particular contain, or have appended to it (…) information on any agreements between the Issuer’s owners, any agreements between bondholders and any other agreements, decisions etc. of which the Issuer is aware that may be relevant to the question of whether the bonds are suitable for admission to trading. |

* Please tick off the box below.

The Issuer hereby confirms that there are no agreements between the Issuer’s owners, any agreements between bondholders and any other agreements, decisions etc. of which the Issuer is aware that may be relevant to the question of whether the Bonds are suitable for admission to trading:

Yes: [ ]  No: [ ]

* If the Issuer has ticked off “No” above, please include information on any agreements between the Issuer’s owners, any agreements between bondholders and any other agreements, decisions etc. of which the Issuer is aware that may be relevant to the question of whether the Bonds are suitable for admission to trading, alternatively insert a reference to where Oslo Børs may find such information in the documents attached to this Application.

*[Include text if relevant]*

### Guarantors

|  |
| --- |
| **Rulebook II section 5.1.5.2**(1) Oslo Børs can demand that if a third party is to guarantee payment of the interest and principal (a guarantor), the guarantor shall, prior to the Issuer’s bonds being admitted to trading, enter into a statement of acceptance that regulates in detail the guarantor's responsibilities and duties in respect of Oslo Børs. This also applies if the loan acquires a new guarantor during the term of the loan and the new guarantor has not previously given such statement. The guarantor will be bound by the same rules as the Issuer, including the Rules, the Securities Trading Act and the Securities Trading Regulations.(2) The guarantor shall, upon request, provide Oslo Børs with the information set out in Section 12-2 (7) of the Securities Trading Act.(3) The guarantor shall nominate a person as its contact person for Oslo Børs. The person nominated shall have satisfactory knowledge of the rules that apply to the Issuer.(4) Oslo Børs can impose sanctions on the guarantor pursuant to section 2.10 if the guarantor breaches the Rules or the statement of acceptance mentioned in the first paragraph. |

* Please tick off the box below.

If a third party is to guarantee payment of the interest and principal under the Bond loan agreement, the Issuer hereby confirms that a statement of acceptance for guarantors are attached to this Application:

Yes: [ ]  No: [ ]

## Prospectus, registration document, securities document, final terms, etc.

### Attached prospectus

|  |
| --- |
| **Notice 5.2 section 1 (5) no 14**The application shall in particular contain or have appended to it (…) approved prospectus, cf. section 4 below, or loan document, cf. Rule Book II section 5.3, including any supplements. If the admission to trading is based on a base prospectus, the final terms must also be attached. |

Attached to this Application is (tick off as relevant):

*A listing prospectus* [ ]

*A registration document* [ ]

*A securities document* [ ]

*A summary if applicable* [ ]

*A base prospectus* [ ]

*Final terms* [ ]

*A supplementary prospectus if applicable* [ ]

The Issuer hereby confirms that the prospectus/registration document/securities document/ summary/supplementary prospectus has been approved by the relevant prospectus authority (and, if relevant, passported to Norway) and that such approval is attached to this Application:

Yes: [ ]  No: [ ]

### Publication of prospectus

|  |
| --- |
| **Notice 5.2 section 4 (1) and (2)**1. No later than 08:00 hours on the first day of admission to trading, the Issuer must publicly disclose that the prospectus and any supplement (if relevant) have been approved, and if relevant passported to Norway, and state where it is available. The approved prospectus in its final form must be sent to Oslo Børs (obligasjoner@oslobors.no) immediately after it has been approved.
2. If the admission to trading is based on a base prospectus, the Issuer shall within the same deadline publish where the final terms are available. For subsequent admissions of bond loans based on the same prospectus, the first paragraph does not apply.
 |

The Issuer hereby confirms that the prospectus/supplementary prospectus/final terms has been or will be published pursuant to Notice 5.2 section 4:

Yes: [ ]  No: [ ]

The prospectus/ supplementary prospectus/final terms will in addition to the publication at Oslo Børs’ websites be made available at the websites of [the Issuer/the Manager/[other]] at www.[●]

# SIGNATURES

The application for admission to trading must be authorized by the Issuer’s board of directors or equivalent corporate body and must be signed by such body or an official of the Issuer with the necessary authority[[2]](#footnote-2). By submitting this Application, the Issuer confirms that it undertakes to comply with the rules for Oslo Børs.

Signature and date (the Issuer): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name and title in block capitals)

*and/or*

Signature and date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Name and title in block capitals)

# DOCUMENTS TO BE ATTACHED TO THE APPLICATION

|  |  |  |
| --- | --- | --- |
|  | **Documentation:** | **Please include attachment number:** (Alternatively, “not relevant”, or other comments) |
| 1. | Copy of the signed loan agreement with Nordic Trustee if such an agreement has been produced. |  |
| 2. | A copy of the release letter or equivalent document in favour of the trustee if such a document has been issued. Where Nordic Trustee acts as the bond trustee, this will be submitted directly to Oslo Børs from Nordic Trustee. |  |
| 3. | A copy of the interest rate fixing. Where Nordic Trustee acts as the bond trustee, this will be submitted directly to Oslo Børs from Nordic Trustee.  |  |
| 4. | Final prospectus, including any supplements, or a registration document, securities document and any summary. If the admission to trading is based on a base prospectus, the final terms must be attached. |  |
| 5. | Copy of approval of prospectus/registration document/securities document/ summary/supplementary prospectus from relevant prospectus authority, if not already submitted to Oslo Børs. |  |
| 6. | A copy of statement of acceptance for guarantors if relevant[[3]](#footnote-3). |  |

1. Cf. Rule Book I Rule 6201 (iii). [↑](#footnote-ref-1)
2. If the Issuer does have either bond loans registered on Nordic ABM, or bond loans, Shares or Equity Certificates admitted to trading on Oslo Børs, or Shares admitted to trading on Euronext Expand or the Euronext Growth Market operated by Oslo Børs, the application can be signed by the Issuer or someone the Issuer has authorized to sign on its behalf, cf. Notice 5.2 section 1 (3). [↑](#footnote-ref-2)
3. Cf. Rule Book II section 5.1.5.2 (1). The statement is available here: <https://www.euronext.com/en/list-products/bonds/how-list-oslo-bors>. Note that pursuant to the practice of Oslo Børs, it is required that a guarantor enters into a statement of acceptance when the guarantee is issued by a parent company for bonds issued by a subsidiary. When a subsidiary company is a guarantor of bonds issued by its parent company, Oslo Børs does normally not require such a statement of acceptance. However, Oslo Børs considers on a case-by-case basis whether a statement of acceptance shall be required. [↑](#footnote-ref-3)