



**Euronext Amsterdam/Brussels/Paris/Lisbon**

**EURONEXT INSTRUCTION N°6-03**

**DOCUMENTS A TRANSMETTRE LORS D'UNE  
DEMANDE D'ADMISSION**

**Date d'émission: 2 octobre 2009**

**Date d'entrée en vigueur: 5 octobre 2009**

**Département: Legal, Regulation, Compliance and European Affairs ("LRCEA")**

La présente Instruction émise conjointement par les Entreprises de Marché d'Euronext précise les modalités d'exécution de l'article 6502 des Règles (Chapitre 6 du Livre I des Règles)

Les termes commençant par une majuscule dans la présente instruction ont le sens qui leur est donné dans le Chapitre 1 du Livre I des Règles d'Euronext.

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## **Instruction 6-03 Relative aux documents à transmettre lors de la demande d'admission**

### **Article 1**

En vertu de l'Article 6502 des Règles, l'Entreprise de Marché Compétente peut préciser par voie d'Instruction, le type de documents dont la transmission satisfait aux exigences de l'Article 6501(iii) ainsi que toute autre documentation relative à certaines catégories d'Instruments Financiers qui doit également être transmise.

Les ETF (antérieurement dénommés Trackers) ne rentrent pas dans le champ d'application de la présente instruction 6-03 et font l'objet d'une instruction séparée 6-04.

### **Article 2**

En vertu de l'Article 6501 des Règles, lors de la demande d'admission l'Emetteur doit transmettre à l'Entreprise de Marché d'Euronext Compétente son engagement écrit de :

- (a) l'informer immédiatement de toute modification relative à l'information transmise lors de la demande initiale d'admission;
- (b) respecter les Règles ainsi que toutes modifications qui leurs sont apportées
- (c) respecter toute mesure prise par l'Entreprise de Marché d'Euronext Compétente en vertu de l'article 6.8
- (d) respecter les obligations telles que définies par l'Article 6.9, et
- (e) payer les frais de dossier, les frais d'introduction et les redevances annuelles prescrits par Euronext lorsque ces frais et redevances sont dus et exigibles.

Cet engagement est pris sous la forme d'une lettre engageant son signataire ou d'une convention d'admission signée par l'Emetteur. Dans ce dernier cas, un contrat type est fourni par l'Entreprise de Marché d'Euronext Compétente. La convention d'admission devra être signée par un Agent Introduceur si l'Entreprise de Marché d'Euronext Compétente l'exige dans ses Règles non harmonisées.

### **Article 3**

En vertu de l'article 6501 des Règles, l'Emetteur doit également, au moment de la demande d'admission, remettre à l'Entreprise de Marché d'Euronext Compétente, les documents permettant d'attester (à l'appréciation de l'Entreprise de Marché d'Euronext Compétente) que :

- les statuts et la structure juridique de l'Emetteur sont conformes à la législation et la réglementation en vigueur en ce qui concerne tant sa constitution que son fonctionnement tels que prévus par ses statuts ;
- les Titres sont conformes à la législation et la réglementation en vigueur ;
- un agent payeur et/ou un agent de transfert ont été désigné afin que le service soit assuré sans frais pour les porteurs ou détenteurs ;
- l'administration des opérations sur titre et le paiement des dividendes est assuré sans coûts supplémentaires pour l'Emetteur ;
- une copie de tout (projet de) prospectus relatif à l'émission a été transmise ;
- les documents élaborés par la société relatifs à l'autorisation de l'émission ont été remis;
- une attestation de l'Emetteur relative au montant ou nombre de Titres déjà émis à la date de la demande d'admission a été délivrée,
- des copies des états financiers audités ou comptes pro formats tels que requis par l'article 6702/1 (iii) pour les Actions, les Certificats représentatifs de titres ont été fournies.

L'Annexe 1 de la présente Instruction détermine pour chaque Entreprise de Marché d'Euronext Compétente la forme que doivent prendre les obligations susmentionnées.

**Article 4**

En sus de la documentation et des informations transmises en vertu de l'article 2 et 3 de la présente Instruction, la documentation prévue à l'Annexe 2 de la présente Instruction doit également être transmise à l'Entreprise de Marché d'Euronext Compétente en vertu de ses exigences propres et du type de Titres dont l'admission est demandée.

**Article 5**

Ces documents sont transmis à l'Entreprise de Marché d'Euronext Compétente sous la seule responsabilité du Requéran et en vue de permettre à Euronext de vérifier si les exigences d'admission telles que décrites aux paragraphes 6.6 et 6.7 sont remplies. L'Entreprise de Marché d'Euronext Compétente n'effectue pas de contrôle sur le contenu des documents et cette transmission n'exempte pas l'Emetteur de transmettre la documentation concernée à l'Autorité Compétente.

**Appendix 1 : General documentation to be provided at the time of the application**

**1. General documentation evidencing that the legal position and structure of the Issuer are in accordance with applicable laws and regulations, both as regards its formation and as regards its operations under its articles of association.**

Domestic Issuers upon initial listing	
Amsterdam	<ul style="list-style-type: none"> <li>- Original copy of the most recent articles of association or a certified copy of these by the issuer or a civil-law notary or by the issuer. (this is mandatory content for the deed)</li> <li>- If applicable, a certified copy of the deed of incorporation.</li> </ul>
Brussels	<ul style="list-style-type: none"> <li>- Certified copy of the updated version of the articles of association.</li> </ul>
Paris	<ul style="list-style-type: none"> <li>- Certified copy of the updated version of the articles of association, with copy of all amendments.</li> <li>- Certified copy of the updated commercial registration within the Competent Commercial Register (“Extrait Kbis / Registre de commerce”).</li> </ul>
Lisbon	<ul style="list-style-type: none"> <li>- Certified copy of the updated version of the articles of association.</li> <li>- Certified copy of the updated commercial registration within the Competent Commercial Register (“Conservatória do Registo Comercial”).</li> </ul>

Foreign Issuers upon initial listing	
Amsterdam	Same as for domestic Issuers
Brussels	<ul style="list-style-type: none"> <li>- Same as for domestic Issuers</li> <li>- Evidence of the listing of securities issued by the issuer on another market, if it is the case.</li> <li>- Additionally and for non EU Issuers only, audit report attesting that their legal position and structure are in accordance with the applicable laws and regulations. This report shall be certified by an international audit firm approved by Euronext Brussels.</li> </ul>
Paris	<ul style="list-style-type: none"> <li>- Same as for domestic Issuers</li> <li>- Certification (in French) by the consular authorities in France or by a legal opinion issued by a law firm that the documents submitted by the issuer are in conformance with the laws and practices of its country of origin.</li> <li>- Additionally and for non EU Issuers only, the above mentioned certification must be authenticated by the French Ministry of Foreign Affairs in Paris</li> </ul>
Lisbon	<ul style="list-style-type: none"> <li>- Same as for domestic Issuers</li> <li>- Additionally for non EU Issuers only and if the CMVM so requires, a legal opinion proving that the requirements of nrs. 1 and paragraph a) of nr. 2 of Article 227 of the Portuguese Securities Code are met.</li> </ul>

**2. General documentation evidencing that the legal situation in respect of the Securities is in accordance with applicable laws and regulations.**

Amsterdam	/
Brussels	- If the issued Securities have a physical form, the issuer shall provide a specimen of such Securities duly approved by the concerned Competent Authority.
Paris	- If the issued Securities have a physical form, the issuer shall provide a specimen of such Securities duly approved by the concerned Competent Authority. - a statement of mortgages and other pledges
Lisbon	- If the issued Securities have a physical form, the issuer shall provide a specimen of such Securities duly approved by the concerned Competent Authority.

**3. General documentation evidencing that a paying agent and/or a transfer agent has been appointed at no cost to the holders and that the administration of corporate events and the payment of dividends are ensured at no cost for the issuer.**

Amsterdam	-
Brussels	- Each Paying Agent and Transfer Agent shall provide a letter whereby it confirms, that he is legally entitled to supply Belgium the financial services, resulting from its mandate, that he has accepted that mandate and will ensure the administration of corporate events and the payment of dividends at no cost to the holders. - According to Rule 6904/2 (iv), the Issuer shall inform Euronext Brussels in case of change in the name of the Paying/Transfer agent and specified for which operation the new one has been appointed.
Paris	- Each Paying Agent and Transfer Agent shall provide a letter whereby it confirms, that he is legally entitled to supply in France the financial services, resulting from its mandate, that he has accepted that mandate and will ensure the administration of corporate events and the payment of dividends at no cost to the holders. - According to Rule 6904/2 (iv), the Issuer shall inform Euronext Paris in case of change in the name of the Paying/Transfer agent and specified for which operation the new one has been appointed. - Any publication (including BALO) stating the appointment of the Paying Agent and Transfer Agent.
Lisbon	- Each Paying Agent and Transfer Agent shall provide a letter whereby it confirms, that he is legally entitled to supply in Portugal the financial services, resulting from its mandate, that he has accepted that mandate and will ensure the administration of corporate events and the payment of dividends at no cost to the holders. - According to Rule 6904/2 (iv), the Issuer shall inform Euronext Lisbon in case of change in the name of the Paying/Transfer agent and specified for which operation the new one has been appointed.

#### 4. A copy of any (draft) prospectus

Amsterdam	<ul style="list-style-type: none"> <li>- As soon as possible and at the latest when it is officially sent to the Competent Authority for approval, the Issuer will provide Euronext Amsterdam with a draft prospectus.</li> <li>- A copy of the definitive version of the prospectus relating to the issue signed by the Issuer shall be sent to Euronext Amsterdam ultimately the day before the first day of listing.</li> <li>- The draft and the published advertisement stating that the prospectus is available.</li> </ul>
Brussels	<ul style="list-style-type: none"> <li>- As soon as possible and at the latest when it is officially sent to the Competent Authority for approval, the Issuer will provide Euronext Brussels with a draft prospectus.</li> <li>- When approved, a copy of the definitive version of the prospectus relating to the issue signed by the Issuer.</li> </ul>
Paris	<ul style="list-style-type: none"> <li>- As soon as possible and at the latest when it is officially sent to the Competent Authority for approval, the Issuer will provide Euronext Paris with a draft prospectus.</li> <li>- When approved, a copy of the definitive version of the prospectus relating to the issue signed by the Issuer.</li> </ul>
Lisbon	<ul style="list-style-type: none"> <li>- As soon as possible and at the latest when it is officially sent to the Competent Authority for approval, the Issuer will provide Euronext Lisbon with a draft prospectus. If the Competent Authority requires amendments to that draft, every successive draft prospectus shall be sent to Euronext Lisbon.</li> <li>- When approved, a copy of the definitive version of the prospectus relating to the issue signed by the Issuer.</li> </ul>

#### 5. General corporate documentation authorising the issue

Amsterdam	Any document that proofs the authorisation of the issue of new securities
Brussels	Copies of the minutes and related attachments, containing the resolutions approving or authorising the issue.
Paris	<p>Copies of the minutes and related attachments, containing the resolutions approving or authorising the issue.</p> <p>If the issue relates to a merger or asset contribution:</p> <ul style="list-style-type: none"> <li>- Copies of the related agreement(s), minutes of the shareholder meetings ratifying the merger or contribution,</li> <li>- Minutes of related Board meetings,</li> <li>- Statutory auditors' report, and</li> <li>- Statutory appraisers' report on assets or particular benefits with related legal notices</li> </ul>
Lisbon	Certified copy of the minutes and related attachments, containing the resolutions approving or authorising the issue.

#### 6. Statement by the Issuer as to the amount or number of Securities issued at the time of the application

Amsterdam	To be filled in on the intake form as supplied by Euronext Amsterdam
Brussels	To be provided if the statement is not included in the prospectus
Paris	To be provided if the statement is not included in the prospectus
Lisbon	To be provided if the statement is not included in the prospectus

**7. Copies of the published or filed audited financial statements or pro forma accounts of the financial statements as required by Rule 6702/1 (iii) for Shares, Depository Receipts for Shares and Equity Securities**

Amsterdam	The published or filed audited financial statements or pro forma accounts of the financial statements for the preceding three years.
Brussels	To be provided if the financial statements are not included in the prospectus
Paris	To be provided if the financial statements are not included in the prospectus
Lisbon	To be provided if the financial statements are not included in the prospectus

## **Appendix 2 : Specific additional documentation to be furnished at the time of the application**

### **1. Specific documentation to be provided with regards to the various kinds of securities**

Amsterdam	/
Brussels	<p>If so required by Euronext Brussels,</p> <ul style="list-style-type: none"> <li>- A description of the business sectors in which the Issuer currently operates and expects to operate in the future,</li> <li>- A financial forecast for at least the following three years, and/or research reports from all members of the underwriting group,</li> <li>- An overview of the technical and human resources of the Issuer and In case of increasing of capital, the notarial deed confirming the amount of the new capital has to be provided after the closing of the operation.</li> </ul>
Paris	Any document related to the admission and published in a legal or official newspaper such as BALO or BODACC.
Lisbon	<ul style="list-style-type: none"> <li>- Document, containing the identification of the "Market Relations Representative" ("<i>Representante para as Relações com o Mercado</i>") appointed by the Issuer, pursuant to nr. 6 of article 205 of the Portuguese Securities Code.</li> <li>- Agreement in respect of the appointment of a "Financial Intermediary Liaison" ("<i>Intermediário Financeiro de Interligação</i>") as prescribed by article 25 of CMVM's Regulations nr. 3/2006 (only for non domestic issuers). Euronext Lisbon must approve that agreement.</li> </ul>

### **2. Specific additional documentation to be supplied for the admission to listing of Shares, Equities and Securities**

Amsterdam	/
Brussels	/
Paris	<ul style="list-style-type: none"> <li>- List of shareholders having acquired or subscribed to the issuer's shares in the year preceding their initial listing, together with the terms of such acquisitions or subscriptions.</li> <li>- Copy of the underwriting agreement (firm commitment, standby commitment, best-efforts commitment) between the issuer and the intermediaries responsible for placing the securities with the public.</li> <li>- Certified copies of the minutes of the past three years' general or special meetings of shareholders,</li> <li>- Certified minutes of Board meetings of the past three years.</li> <li>- If the issuer is foreign: <ul style="list-style-type: none"> <li>• A list of the main known shareholders together with the number of securities held in portfolios in France.</li> <li>• Details of the number of securities already traded or likely to be traded in the Eurolist market.</li> </ul> </li> </ul>
Lisbon	<ul style="list-style-type: none"> <li>- Updated list of Issuer's shareholders, detailing the respective holdings.</li> <li>- Certified document issued by the competent social insurance organism ("<i>Centro Regional de Segurança Social</i>") mentioning the regular situation of the Issuer in respect of payments due to the Social Insurance ("<i>Segurança Social</i>")</li> <li>- Certified document issued by the competent taxation organism ("<i>Repartição de Finanças da sede do Emitente</i>") mentioning the regular situation of the Issuer in respect of the payments due to the Taxation Authorities. ("<i>Fazenda Nacional</i>").</li> </ul>

### 3. Specific additional documentation to be supplied for an admission to listing of Bonds

Amsterdam	/
Brussels	The issuer shall specify the most recent rating assigned to the bonds it has issued or guaranteed. These requirements also apply to the underwriter.
Paris	<p>In case of <u>single issues</u>:</p> <ul style="list-style-type: none"> <li>- a letter in which the Issuer applies for listing of the securities, and specifies: <ul style="list-style-type: none"> <li>• the name of the institution(s) that will lead-manage the issue, take responsibility for the listing operation, and act as transfer agent for the securities in France;</li> <li>• where such is the case, the name of the trading member proposed as liquidity provider;</li> <li>• where such is the case, the identity of the institution that unconditionally and irrevocably guarantees the securities issue;</li> <li>• where such is the case, a letter in which the institution underwriting the issue undertakes to: <ul style="list-style-type: none"> <li>• inform Euronext Paris immediately of any fact that may materially affect its solvency;</li> <li>• inform Euronext Paris immediately of any changes to the guarantee covering the securities in question.</li> </ul> </li> </ul> </li> </ul> <p>In case of issues made under an <u>issuance program</u> and for the initial listing request:</p> <ul style="list-style-type: none"> <li>- a letter in which the issuer applies for listing of the securities, and specifies: <ul style="list-style-type: none"> <li>• the reference of the issuance programme or the information document applicable to the forthcoming issue,</li> <li>• the maximum number of securities or amount that may be issued,</li> <li>• the name of the institution(s) that will lead-manage the issue, take responsibility for the listing operation, and act as transfer agent for the securities in France;</li> <li>• where such is the case, the name of the trading member proposed as a liquidity provider;</li> <li>• where such is the case, the identity of the institution that unconditionally and irrevocably guarantees the securities issue.</li> </ul> </li> <li>- where such is the case, a letter in which the institution underwriting the issue undertakes to: <ul style="list-style-type: none"> <li>• inform Euronext Paris immediately of any fact that may materially affect its solvency;</li> <li>• inform Euronext Paris immediately of any changes to the guarantee covering the securities in question.</li> </ul> </li> </ul> <p>The issuer shall specify the most recent rating assigned to the bonds it has issued or guaranteed. These requirements also apply to the underwriter.</p>
Lisbon	Term sheet

#### 4. Specific additional documentation to be supplied for an admission to listing of Warrants

Amsterdam	
Brussels	
Paris	<p>In case of <u>single issues</u>:</p> <ul style="list-style-type: none"> <li>- a letter in which the Issuer applies for listing of the securities, and specifies: <ul style="list-style-type: none"> <li>• the name of the institution(s) that will lead-manage the issue, take responsibility for the listing operation, and act as transfer agent for the securities in France;</li> <li>• where such is the case, the name of the trading member proposed as liquidity provider;</li> <li>• where such is the case, the identity of the institution that unconditionally and irrevocably guarantees the securities issue;</li> <li>• where such is the case, a letter in which the institution underwriting the issue undertakes to: <ul style="list-style-type: none"> <li>• inform Euronext Paris immediately of any fact that may materially affect its solvency;</li> <li>• inform Euronext Paris immediately of any changes to the guarantee covering the securities in question.</li> </ul> </li> </ul> </li> </ul> <p>In case of issues made under an <u>issuance program</u> and for the initial listing request:</p> <ul style="list-style-type: none"> <li>- a letter in which the issuer applies for listing of the securities, and specifies: <ul style="list-style-type: none"> <li>• the reference of the issuance programme or the information document applicable to the forthcoming issue,</li> <li>• the maximum number of securities or amount that may be issued,</li> <li>• the name of the institution(s) that will lead-manage the issue, take responsibility for the listing operation, and act as transfer agent for the securities in France;</li> <li>• where such is the case, the name of the trading member proposed as a liquidity provider;</li> <li>• where such is the case, the identity of the institution that unconditionally and irrevocably guarantees the securities issue.</li> </ul> </li> <li>- where such is the case, a letter in which the institution underwriting the issue undertakes to: <ul style="list-style-type: none"> <li>• inform Euronext Paris immediately of any fact that may materially affect its solvency;</li> <li>• inform Euronext Paris immediately of any changes to the guarantee covering the securities in question.</li> </ul> </li> </ul> <p>The issuer shall specify the most recent rating assigned to the bonds it has issued or guaranteed. These requirements also apply to the underwriter.</p>
Lisbon	<p>For covered warrants:</p> <ul style="list-style-type: none"> <li>- When applicable, copy of the document containing the authorisation of the entity which calculates the index.</li> <li>- When applicable, copy of the communication prescribed under article 13 of Decree-Law nr. 172/99, of 20 May.</li> <li>- Term sheet</li> </ul>

### 5. Specific additional documentation to be supplied for an admission to listing of Trackers

Amsterdam	Copy of the following agreements <ul style="list-style-type: none"> <li>- a Liquidity Provision Agreement between the Relevant Euronext Market Undertaking** and at least one Liquidity Provider; and</li> <li>- an Inclusion Agreement in respect of the NextTrack segment between the Relevant Euronext Market Undertaking** and the Issuer.</li> </ul>
Brussels	Copy of the following agreements <ul style="list-style-type: none"> <li>- a Liquidity Provision Agreement between the Relevant Euronext Market Undertaking** and at least one Liquidity Provider; and</li> <li>- an Inclusion Agreement in respect of the NextTrack segment between the Relevant Euronext Market Undertaking** and the Issuer.</li> </ul>
Paris	Copy of the following agreements <ul style="list-style-type: none"> <li>- a Liquidity Provision Agreement between the Relevant Euronext Market Undertaking** and at least one Liquidity Provider; and</li> <li>- an Inclusion Agreement in respect of the NextTrack segment between the Relevant Euronext Market Undertaking** and the Issuer.</li> </ul>
Lisbon	Copy of the following agreements <ul style="list-style-type: none"> <li>- a Liquidity Provision Agreement between the Relevant Euronext Market Undertaking** and at least one Liquidity Provider; and</li> <li>- an Inclusion Agreement in respect of the NextTrack segment between the Relevant Euronext Market Undertaking** and the Issuer.</li> </ul>

### 6. Specific additional documentation to be supplied for an admission to listing of UCITS

Amsterdam	
Brussels	
Paris	
Lisbon	<ul style="list-style-type: none"> <li>- A copy of the management regulations ("<i>Regulamento de Gestão</i>") of the UCITS.</li> <li>- Liquidity Provision Agreement between the Relevant Euronext Market Undertaking and at least one Liquidity Provider (unless CMVM waives such requirement).</li> </ul>

**7. Specific additional documentation to be supplied for an admission to listing of Others transferable securities**

Amsterdam	<p>Where an application for admission relates to Depositary receipts issued by a trust office, a declaration shall be submitted by the trust office of which the text is set out in Appendix VI to General Rules for the Euronext Amsterdam Stock Market.</p> <p>Where an application for admission relates to Depositary receipts issued by a protection committee or association, a declaration shall be submitted by the protection committee or association to the extent possible analogous to that set out in Appendix VI to these General Rules.</p> <p><b>Participation certificates</b></p> <p>Where an application for admission relates to Participation certificates, the following documents shall be submitted:</p> <ul style="list-style-type: none"> <li>(i) the notarial deed containing the articles of association of the institutions charged with the management and the custody of the Securities deposit or a copy thereof, certified by such institutions or by a notary public, or, in cases where the managers are not corporate entities or Members, such particulars relating to them as Euronext Amsterdam may require;</li> <li>(ii) the notarial deed containing the conditions of management and custody, or a copy thereof, certified by the manager or managers and the custodian or by a notary public;</li> <li>(iii) a copy of the last adopted or approved annual report and accounts, or of the opening balance sheet, as the case may be, of the institutions whose Securities are included in the Securities deposit, insofar as such Securities have not already been admitted;</li> <li>(iv) an advertisement announcing the opening of the administration and the availability of the conditions of management and custody.</li> </ul>
Brussels	
Paris	

Lisbon	<p><b>For credit linked notes:</b></p> <ul style="list-style-type: none"> <li>- When applicable, copy of the document containing the authorisation of the entity which calculates the index;</li> <li>- When applicable, copy of the communication prescribed under article 13 of Decree-Law nr. 172/99, of 20 May.</li> <li>- When applicable, guarantee contract.</li> <li>- Term sheet</li> </ul> <p><b>For reverse convertibles:</b></p> <ul style="list-style-type: none"> <li>- When applicable, copy of the document containing the authorisation of the entity which calculates the index.</li> <li>- When applicable, copy of the communication prescribed under article 13 of Decree-Law nr. 172/99, of 20 May.</li> <li>- When applicable, guarantee contract.</li> <li>- Term sheet</li> </ul> <p><b>For mandatory convertible Securities:</b></p> <ul style="list-style-type: none"> <li>- When applicable, copy of the document containing the authorisation of the entity which calculates the index.</li> <li>- When applicable, copy of the communication prescribed under article 13 of Decree-Law nr. 172/99, of 20 May.</li> <li>- When applicable, guarantee contract</li> <li>- Term sheet</li> </ul> <p><b>For Certificates:</b></p> <ul style="list-style-type: none"> <li>- When applicable, copy of the document containing the authorisation of the entity which calculates the index.</li> <li>- When applicable, copy of the communication prescribed under article 13 of Decree-Law nr. 172/99, of 20 May.</li> <li>- Term sheet</li> </ul>
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