ApplicAtion form

VERSION 0.10 November 2022

First admission to trading of Equity Securities and/or depositary receipts on Euronext Markets

### Purpose of the Application Form

This Application Form reiterates information completed by the Applicant[[1]](#footnote-1) in the Equity Admission Platform and provided to the Relevant Euronext Market Undertaking.[[2]](#footnote-2)&[[3]](#footnote-3) Notably, it sets forth the commitments and undertakings from the Applicant vis-à-vis the Relevant Euronext Market Undertaking in connection with an application for admission to listing and/or trading of Securities and, to the extent the latter is approved by the Relevant Euronext Market Undertaking, serving as evidence of the contractual relationship between the Relevant Euronext Market Undertaking and the Issuer.

The information and provisions contained in this Application Form shall not detract from the enforcement of the Rules governing the Admission onto the Relevant Euronext Market and the Euronext Fee Book,[[4]](#footnote-4) which take precedence in the event of any conflict with this Application Form. This Application Form does not infringe the Relevant Euronext Market Undertaking’s 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 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 for submission of this Application Form

This Application Form, together with all required documentation, should be submitted electronically to the Relevant Euronext Market Undertaking by uploading the signed version in the Equity Admission Platform, unless securities are admitted to trading on the regulated market of Euronext Dublin or Euronext Growth Dublin.

In the case of an admission to trading on the regulated market of Euronext Dublin or Euronext Growth Dublin, this Application Form, together with all required documentation, should be submitted electronically by send it to: pmcs-equity-admissions@euronext.com.

**DETAILS OF THE
 ADMISSION**

1. Issuer details

### Issuer of equity securities

|  |  |
| --- | --- |
| Legal name: |  |
| Commercial name: |  |
| Address of registered office: |  |
| Place: |  |
| Country: |  |
| Date of incorporation: |  |
| Registration number commercial register: |  |
| Legal Entity Identifier (LEI): |  |
| Website: |  |
| VAT number: |  |

### issuer of depositary receipts (if relevant)

|  |  |
| --- | --- |
| Statutory name: |  |
| Commercial name: |  |
| Address of registered office: |  |
| Place: |  |
| Country: |  |
| Date of incorporation: |  |
| Registration number commercial register: |  |
| Legal Entity Identifier (LEI): |  |
| Website: |  |
| VAT number: |  |
|  |  |

### CONTACT DETAILS OF THE ISSUER

|  |  |
| --- | --- |
| Chief Executive Officer: |  |
| Chief Financial Officer: |  |
| Contact details of person responsible for Investor Relations: |  |

1. Advisors details

|  |  |
| --- | --- |
| Listing agent/sponsor: |  |
| Joint bookrunner(s) (if relevant): |  |
| Global coordinator(s) (if relevant): |  |
| Lead Manager(s) (if relevant): |  |
| Stabilization agent (if relevant): |  |
| Legal Advisor(s) (if relevant): |  |
| Auditor(s) (if relevant): |  |
| Communication Agency (if relevant): |  |
| Paying agent: |  |
| Other (if relevant): |  |

1. Relevant Euronext Market(s) where Admission is requested AND TYPE OF ADMISSION
	1. . LOCATION:

|  |  |
| --- | --- |
| Amsterdam: | [ ]  |
| Brussels: | [ ]  |
| Dublin | [ ]  |
| Lisbon: | [ ]  |
| Paris: | [ ]  |

* 1. . Market:

|  |  |
| --- | --- |
| Access: | [ ]  |
| Access+: | [ ]  |
| Growth: | [ ]  |
| Euronext: | [ ]  |

* 1. . Admission type and securities to be admitted to trading:

|  |  |
| --- | --- |
| Admission type: |  |
| Type of securities: |  |

1. Know your customer requirements[[5]](#footnote-5)

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

 **UNDERTAKINGS AND**

#####  documentation

1. UNION LAW AND NATIONAL REGULATIONS

We confirm that we are aware of, have fully familiarised ourselves with and will at all times comply with any and all laws and regulations applicable to the Issuer and/or operating within the member states of European Union (including in the jurisdiction where the financial instrument are / will be admitted to trading).) including but not limited to any obligations (including any disclosure obligation) relating to

* prospectuses, taking into account that if the present application for admission is not subject to the requirement to publish a prospectus pursuant to European and/or national regimes on prospectuses, we confirm under the ‘Documentation’ section the legal justification for this non-publication and we confirm that we hereby assume liability for any loss that may accrue to any party as a result of any misinterpretation on our part as to the applicability or otherwise of European and/or national regimes on prospectuses;
* transparency (in particular periodic and permanent obligations); and
* market abuse (in particular insider lists, publication of inside information, Managers’ transactions and prohibition of market abuse and market manipulation).

We confirm that we and our Beneficial Owners we are aware of, have fully familiarised ourselves with and will at all times comply with any and all European and/or national laws and regulations on money laundering or terrorist financing; and that we and our Beneficial Owners are not on the EU Sanction List or the sanction list drawn up by the Office of Foreign Assets Control (OFAC).

In the case of an admission to trading on the regulated market of Euronext Dublin, 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.

1. EURONEXT RULES

We confirm that we are aware of, have fully familiarised ourselves with and will at all times comply with the relevant Euronext Rules , which are available on Euronext’s website ([www.euronext.com](file:///C%3A%5CUsers%5Cdpelletier%5CAppData%5CLocal%5CMicrosoft%5CWindows%5CTemporary%20Internet%20Files%5CContent.Outlook%5CUJGBBZ11%5Cwww.euronext.com)), and we undertake to adhere at all times to the aforementioned Euronext Rules, including but not limited to :

* the requirements for admission, taking into account that 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;
* the ongoing obligations and in particular the obligation to inform Euronext in a specific timeline of any corporate actions / events that are necessary to facilitate the fair, orderly and efficient functioning of the market ;
* the administrative measures and
* the confidentiality obligation notably, but not limited to, the confidentiality with respect to information regarding data on activity of Members in Issuers’ equity (the “Broker Market Share”)).
1. FEES

We confirm that we are aware of, have fully familiarised ourselves with and will at all times comply with the relevant Euronext Fee Book[[6]](#footnote-6) which is available on Euronext’s website ([**www.euronext.com**](file:///C%3A%5CUsers%5Cdpelletier%5CAppData%5CLocal%5CMicrosoft%5CWindows%5CTemporary%20Internet%20Files%5CContent.Outlook%5CUJGBBZ11%5Cwww.euronext.com)), and we undertake to adhere at all times to the aforementioned Euronext Fee Book.

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.

We acknowledge and accept that the delisting/removal/cancellation of admission of our Relevant Securities for any reason whatsoever shall cause all amounts due to Euronext to become immediately payable.

1. SUBSEQUENT ADMISSION

We confirm that this application for Admission relates to all Equity Securities of the same class and, for as long as the Securities covered by this application are admitted to trading on the relevant Euronext trading venue, we undertake to request the admission of any other Securities of the same class which may in the future be created.

We confirm that we shall also comply with the present Undertakings of the Issuer in respect of any future subsequent admission.

1. COMMERCIAL REFERENCES

We accept that our commercial references, whether brand names or otherwise, may be quoted by the Relevant Euronext Market Undertaking(s) or any other company in the Euronext group, in order to promote the Relevant Euronext Regulated Market. These commercial references may include data pertaining to transaction volumes carried out involving our Relevant Securities.

1. PERSONAL DATA

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 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**](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.

1. DOCUMENTATION FOR THE APPLICATION

We undertake to provide the documentation referred to in the relevant ‘Documentation’ section in the Appendix and to notify Euronext 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 Relevant Securities or the terms and conditions of the issuance.

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

We undertake to provide all documentation that is required in English or in a language accepted by the relevant Euronext Market Undertaking(s) (an “Euronext Language”) and in respect of certain documentation, an English or Euronext Language certified translation thereof, taking into account that a certified translation means either (i) a translation carried out by a person qualified to do so under the law of its home country or (ii) a translated copy of the original document accompanied by a certification/statement from a person qualified to do so under the law of its home country attesting that the translation is a true and accurate translation of the original document.

We acknowledge and accept that any obligation for the Issuer to provide documentation to the Euronext is for the sole purpose to allow Euronext to perform its functions and meet its responsibilities as market operator . In reviewing this documentation, Euronext solely performs checks on the technical information that allow the Euronext to operate the market. The Issuer shall not be exempted from providing the same documentation to the Competent Authority.

We confirm that all information we have provided in connection with the application for admission is in all respects accurate, complete and not misleading. We confirm that the Information Document complies with the Rules and includes all such information as investors would reasonably expect to find and reasonably require for the purpose of making an informed assessment of the assets, liabilities, financial position, profits, losses, and as to the prospects of the Issuer and the rights attaching to its securities.

1. ADDITIONAL UNDERTAKINGS OF THE ISSUER 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.

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.

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.

In case of Depositary Receipts the Application Form must be duly signed on behalf of the Issuer and the underlying company.

|  |  |
| --- | --- |
| We confirm that we have read and understood and that we will comply with the undertakings detailed above: | [ ]  |

**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.

This Application Form and the rights and obligations of the parties hereto 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 The Irish Stock Exchange plc trading as Euronext Dublin, in accordance with the laws of Ireland and, without prejudice to any agreement to go to arbitration, shall be subject to the exclusive jurisdiction of the Irish courts;
4. 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;
5. 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;

**SIGNATURE BLOCK[[7]](#footnote-7)**

|  |  |  |  |
| --- | --- | --- | --- |
| Issuer name: |  | Issuer name: |  |
| Name: |  | Name: |  |
| Title: |  | Title: |  |
| Date: |  | Date: |  |

**APPENDIX**

DETAILS OF RELEVANT SECURITIES FOR WHICH APPLICATION IS MADE FOR ADMISSION on a market operated by euronext dublin

|  |  |
| --- | --- |
| 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[[8]](#footnote-8) 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 |       |

GENERAL 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. | [ ]  | [ ]  | [ ]  |

**GENERAL DOCUMENTATION TO BE PROVIDED FOR AN ADMISSION ON EURONEXT GROWTH DUBLIN**

|  |  |  |  |
| --- | --- | --- | --- |
| 1. **GENERAL DOCUMENTATION**
 | Enclosed | To be provided | N/A |
| 1.A | EU Prospectus[[9]](#footnote-9)* 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.

OR: Information Document* the final Information Document
* any draft Information Document or equivalent document prior to the final version.

Should a prospectus not be published:* the legal justification of such non-publication[[10]](#footnote-10); and
* if applicable, the document published pursuant to the relevant provision of the prospectus legislation (as amended).
 | [ ]  | [ ]  | [ ]  |
| 1.B | Certified copy of the Issuer's consolidated articles of association (the by-laws). | [ ]  | [ ]  | [ ]  |
| 1.C | A copy of minutes and the related attachments from the relevant governing body of the Issuer containing resolutions approving or authorising the issue of the Equity Securities covered by this application or written confirmation of the number of securities to be allotted. | [ ]  | [ ]  | [ ]  |
| 1.D | All press releases published in the context of the Admission. | [ ]  | [ ]  | [ ]  |
| 1.E | Declaration by Listing Sponsor in connection with a first Admission to trading of Securities.  | [ ]  | [ ]  | [ ]  |
| 1.F | To the extent applicable, copies of the published or filed audited financial statements or pro forma financial statements as required by the Rules, unless they are included in the prospectus/information document. | [ ]  | [ ]  | [ ]  |

|  |  |  |  |
| --- | --- | --- | --- |
| 1. **ADDITIONAL DOCUMENTS TO BE PROVIDED FOR AN APPLICATION FOR ADMISSION BY WAY OF A DIRECT ADMISSION**
 | **Enclosed** | **To be provided** | **N/A** |
| 2. A | The latest annual financial statements (consolidated where applicable) together with the interim financial statements if the most recent financial year ended more than nine (9) months prior to the scheduled date of first admission. | [ ]  | [ ]  | [ ]  |
| 2. B | Detailed description of the shareholder base. | [ ]  | [ ]  | [ ]  |

|  |  |  |  |
| --- | --- | --- | --- |
| 1. **ADDITIONAL DOCUMENTS TO BE PROVIDED FOR AN APPLICATION FOR A TRANSFER FROM A MARKET TO A EURONEXT GROWTH MARKET**
 | **Enclosed** | **To be provided** | **N/A** |
| 3. A | A document confirming the removal from the market of origin. | [ ]  | [ ]  | [ ]  |

ADDITIONAL KYC REQUIREMENTS FOR ADMISSION on a market operated by euronext dublin

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| --- |
| In addition to the KYC documents required under Section 3 above, the following additional 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[[11]](#footnote-11): |
| Certified[[12]](#footnote-12) 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[[13]](#footnote-13) for two directors of the Issuer (certified within the last six months) | [ ]  |
| Certified True copy of valid Address Verification[[14]](#footnote-14) 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) | [ ]  |

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1. An Issuer that is proposing, or is applying, for an admission to listing and/or trading (as the case may be) of any of its Securities [↑](#footnote-ref-1)
2. The Euronext Market Undertaking which has admitted the relevant Financial Instrument to listing or trading on a Euronext Market or with which the relevant application for admission to trading is pending, as the context requires [↑](#footnote-ref-2)
3. In relation to Applicants to Euronext Dublin and Euronext Growth Dublin only, this sentence should read “This Application Form should be completed by the Applicant and provided to the Relevant Euronext Market Undertaking. [↑](#footnote-ref-3)
4. In relation to Applicants to Euronext Dublin and Euronext Growth Dublin only, reference to the Euronext Fee Book should be replaced with Euronext Dublin Company Fees or Euronext Growth Dublin Company Fees (as applicable). [↑](#footnote-ref-4)
5. 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-5)
6. In relation to Applicants to Euronext Dublin and Euronext Growth Dublin only, references in this section to the Euronext Fee Book should be replaced with Euronext Dublin Company Fees or Euronext Growth Company Fees (as applicable), both of which are also available on Euronext’s website ([www.euronext.com](http://www.euronext.com)). [↑](#footnote-ref-6)
7. In case of Depositary Receipts the Application Form must be duly signed on behalf of the Issuer and the underlying company. [↑](#footnote-ref-7)
8. 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-8)
9. For more information please refer to the prospectus regulation or on the ESMA website. [↑](#footnote-ref-9)
10. A confirmation by email with reference to the legal basis (i.e. article number and regulation/laws) would be sufficient. [↑](#footnote-ref-10)
11. As determined by Euronext Dublin – your Euronext contact will be able to advise you. [↑](#footnote-ref-11)
12. 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-12)
13. Acceptable forms of Photographic ID are: a valid passport, driving licence or national identity card. [↑](#footnote-ref-13)
14. 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-14)