VERSION 0.5

Application form

First admission of Equity Securities on Euronext Growth Market operated by Euronext Dublin

### Purpose of the Application Form

Euronext Dublin operates a multilateral trading facility under the commercial name “Euronext Growth”. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Euronext Growth Markets Rule Book (hereinafter the “Rules”).

This form (the “Application Form”) is intended for Issuers wishing to apply for a first admission of Equity Securities (the “Equity Securities”)onto the Euronext Growth Market operated by Euronext Dublin (the “Admission”).

This Application Form reiterates undertakings and information which must be provided to Euronext Dublin, and the documentation which must be submitted in connection with the Admission of Equity Securities onto the Euronext Growth Market operated by Euronext Dublin as set out in the Rules.

The information and provisions contained in this Application Form shall not, under any circumstances, detract from the application of the Rules, which take precedence in the event of any conflict with this Application Form. Furthermore, this Application Form does not infringe Euronext Dublin’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 Dublin 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 and timing for submission of this Application Form

This Application Form should be submitted to Euronext Dublin at least three business days prior to the admission date.

This Application Form, together with all required documentation, should be submitted electronically in pdf form to the Regulation Department of Euronext Dublin by sending it to: [euronextgrowth@euronext.com](mailto:euronextgrowth@euronext.com)

##### details

1. Issuer details

### Issuer

|  |  |
| --- | --- |
| Statutory name: |  |
| Commercial name: |  |
| Address of registered office: |  |
| Place and country: |  |
| Legal Entity Identifier: |  |
| Website: |  |
| Primary contacts within the company (i.e. the Chief Executive Officer and the Chief Financial Officer):  (*full name(s), telephone(s), email(s)*) |  |
| Contact details of person responsible for Investor Relations: |  |

### ISSUER OF DEPOSITARY RECEIPTS (ONLY IN CASE OF ADMISSION OF DEPOSITARY RECEIPTS)

|  |  |
| --- | --- |
| Statutory name: |  |
| Commercial name: |  |
| Address of registered office: |  |
| Place and country: |  |
| Legal Entity Identifier (LEI): |  |
| Website: |  |
| Primary contacts within the company (i.e. the Chief Executive Officer and the Chief Financial Officer):  (*full name(s), telephone(s), email(s)*) |  |

1. Advisors details

|  |  |
| --- | --- |
| Euronext Growth Advisor: |  |
| Paying agent(if applicable) |  |
| Other (if applicable) |  |

1. DETAILS OF EQUITY SECURITIES FOR WHICH ADMISSION IS REQUESTED

|  |  |
| --- | --- |
| The Issuer declares that the method of Admission will be: | Public Offer  Private Placement  Direct Admission |
| Expected number of Equity Securities to be admitted: |  |
| The Admission will be on an “If-and-When-Issued Basis”: | Yes  No |
| The selected currency for the Admission is: |  |
| Expected market capitalisation and percentage of securities not in public hands at Admission: | *[please indicate estimated market capitalisation]* |
| Nominal value of the Securities: | *[please indicate the nominal value with the relevant currency as indicated in the articles of association of the Issuer]* |
| 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) |  |
| Nature of Admission (e.g. introduction) |  |
| Are the securities for which application is now made  A identical[[1]](#footnote-1) in all respects? | Yes  No |
| If no, how do they differ and when will they become identical? |  |
| B identical in all respects with an existing class of security? | Yes  No |
| If no, how do they differ and when will they become identical? |  |

1. Know your customer requirements[[2]](#footnote-2)

|  |  |
| --- | --- |
| Identity (first name, last name, date of birth and position) of executive officers (CEO and persons who are authorised to represent the company): |  |
| Identity (first name, last name, date of birth and position) of board members (non-executives / supervisory board members): |  |
| Identity (first name, last name and date of birth) of natural person with a direct or indirect shareholding or an ownership interest or control of more than 25% in the issuer (where relevant) |  |
| The following 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[[3]](#footnote-3): | |
| Certified[[4]](#footnote-4) 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[[5]](#footnote-5) for two directors of the Issuer (certified within the last six months) |  |
| Certified True copy of valid Address Verification[[6]](#footnote-6) 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) |  |

##### UNDERTAKINGS AND

##### DOCUMENTATION

1. UNDERTAKINGS OF THE ISSUER[[7]](#footnote-7)
2. We confirm that we have taken all required steps to comply with any and all laws and regulations operating within the member states of European Union (hereinafter “Union Law”) and National Regulations, and in particular any obligations relating to prospectuses (if applicable), and undertake to adhere to all initial, periodic and continuing obligations ensuing from such regulations, including any disclosure obligation ensuing from Union Law and/or national rules on transparency and market abuse.
3. If the present application for Admission is not subject to the requirement to publish a prospectus as required by the Prospectus Regulation or a similar document as required by National Regulations (as the case may be), we confirm under paragraph 7 (Documentation) of this Application Form 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 Union Law and/or National Regulations on prospectuses.
4. We confirm that we have fully familiarised ourselves with the Rules governing the Euronext Growth Market operated by Euronext Dublin, which are available on Euronext’s website ([www.euronext.com](file:///C:\Users\dpelletier\AppData\Local\Microsoft\Windows\Temporary%20Internet%20Files\Content.Outlook\UJGBBZ11\www.euronext.com)), and we undertake to adhere at all times to the aforementioned Rules and any amendments thereto.
5. We declare that we have received advice and guidance from a Euronext Growth Advisor and any other appropriate professional advisors as to the nature of our rights and obligations under the Rules and we understand and accept these rights and obligations.
6. We declare that we have taken appropriate advice where necessary and have acted appropriately on any advice given.
7. We undertake to seek advice and guidance from our Euronext Growth Advisor when appropriate and act appropriately on such advice.
8. 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 Equity Securities
9. We confirm that this application for Admission relates to all the Equity Securities of the same class.
10. For as long as the Equity Securities covered by this application are admitted on Euronext Growth, we shall request that any other Equity Securities which may in the future be created in the same class be admitted.
11. We confirm that we shall also comply with the present paragraph 5 (Undertakings of the Issuer) of this Application Form in respect of any future subsequent Admission.
12. We undertake to communicate to Euronext Dublin all information which (i) may impact the fair, orderly and efficient functioning of the markets operated by Euronext Dublin or (ii) may modify the price of its Equity Securities (ultimately) at the same time at which such information is made public.
13. We undertake to inform Euronext Dublin of any corporate actions / Equity Securities events at least two (2) trading days in advance of the earlier of (i) the public announcement of the timetable for any such corporate or Equity Securities event or (ii) the corporate or Equity Securities event having effect on the market or the position of the holders of the relevant Equity Securities.
14. On receipt of invoices issued by Euronext, we undertake to settle all fees, duties and commissions due in accordance with the procedures and conditions referred to on such invoices.
15. We acknowledge and accept that the cancellation of Admission for any reason whatsoever shall cause all amounts due to Euronext to become immediately payable.
16. We accept that our commercial references, whether brand names or otherwise, may be quoted by Euronext Dublin or any other company belonging to the Euronext group, in order to promote the Euronext Growth Markets.
17. 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 Euronext Dublin 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 Dublin accessible at: <http://www.ise.ie/Privacy-Statement/>; the Issuer represents and warrants that these data are at all times collected, processed and provided to Euronext Dublin 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.
18. We confirm that we have submitted this Application Form, together with the documentation referred to in paragraph 7, to Euronext Dublin, and undertake to notify Euronext Dublin 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 Equity Securities or the terms and conditions of the issuance.
19. 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.
20. We confirm that in our opinion, having made due and careful enquiry, the working capital available to us and our group is sufficient for our present requirements (i.e. for at least twelve months from admission)
21. We confirm that any profit forecast, estimate or projection in the Information Document of the Issuer has been made after due and careful enquiry.
22. We confirm that procedures have been established which provide a reasonable basis for the directors to make proper judgements as to the financial position and prospects of the Issuer and its group.
23. We confirm that all information we have provided in connection with the application for Admission is in all respects accurate, complete and not misleading.
24. ADDITIONAL UNDERTAKINGS OF THE ISSUER OF THE DEPOSITARY RECEIPTS [[8]](#footnote-8)
25. 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.
26. 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.
27. Documentation

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

The documents that need to be provided to Euronext Dublin are set out in Appendix 1.

All documentation that is required to be provided shall be in English or in a language accepted by Euronext Dublin and if necessary translated by a certified translator.

Note 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.

For the avoidance of doubt, any obligation for the Issuer to provide documentation to Euronext Dubin is for the sole purpose to allow Euronext Dublin to perform its functions and meet its responsibilities as the operator of the relevant Euronext Growth Market. In reviewing this documentation, Euronext Dublin solely performs checks on the technical information that allow Euronext Dublin to operate the market. The Issuer shall not be exempted from providing the same documentation to the Competent Authority (if relevant).

**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.

**SIGNATURE**

Director or company secretary or other duly authorised officer

For and on behalf of

[Name of Issuer][[9]](#footnote-9)

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|  |  |  |  |
| --- | --- | --- | --- |
| Name: |  | Name: |  |
| Title: |  | Title: |  |
| Date: |  | Date: |  |

##### Appendix 1

### DOCUMENTATION TO BE PROVIDED FOR AN ADMISSION ON EURONEXT GROWTH MARKET OPERATED BY EURONEXT DUBLIN

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1. GENERAL DOCUMENTATION | | Enclosed | To be provided | N/A |
| 1.1.A | Schedule One ( to be provided 10 business days prior to Admission) |  |  |  |
| 1.1.B | EU Prospectus**[[10]](#footnote-10)**:   * 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/admission document or   * the Information Document or equivalent document containing the information in Schedule Two of the Rules * 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**[[11]](#footnote-11)** ; and * if applicable, the document published pursuant to the relevant provision of the prospectus legislation (as amended). |  |  |  |
| 1.1.C | Certified copy of the Issuer's consolidated articles of association (the by-laws). |  |  |  |
| 1.1.D | 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. |  |  |  |
| 1.1.E | All press releases published in the context of the Admission. |  |  |  |
| 1.1.F | Euronext Growth Advisor’s Declaration. |  |  |  |
| 1.1.G | 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 |
| 2.1.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. |  |  |  |
| 2.2.B | Schedule One and the Supplement to Schedule One (to be provided 20 business days prior to admission). |  |  |  |

### ADDITIONAL DOCUMENTS TO BE PROVIDED FOR AN APPLICATION FOR A TRANSFER FROM A MARKET TO A EURONEXT GROWTH MARKET

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 1. ADDITIONAL DOCUMENT | | Enclosed | To be provided | N/A |
| 3.1.A | A document confirming the removal from the market of origin. |  |  |  |

##### COntacts

General:[euronextgrowth@euronext.com](mailto:euronextgrowth@euronext.com)

**Therese Moore**

Email: [tmoore@euronext.com](mailto:tmoore@euronext.com)

Tel: +353 1 6174211

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1. Identical means in this context :

   the securities are of the same nominal value with the same amount called up or paid up;

   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

   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-1)
2. In order to enable Euronext Dublin 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. [↑](#footnote-ref-2)
3. As determined by Euronext Dublin – your Euronext contact will be able to advise you. [↑](#footnote-ref-3)
4. 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-4)
5. Acceptable forms of Photographic ID are: a valid passport, driving licence or national identity card. [↑](#footnote-ref-5)
6. 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-6)
7. In respect of Depositary Receipts the Undertaking(s)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. [↑](#footnote-ref-7)
8. Undertakings only applicable in case of admission to listing / trading of Depositary Receipts. [↑](#footnote-ref-8)
9. In case of Depositary Receipts the Application Form must be duly signed on behalf of the Issuer and the underlying company. [↑](#footnote-ref-9)
10. For more information please refer to the prospectus regulation or on the ESMA website. [↑](#footnote-ref-10)
11. A confirmation by email with reference to the legal basis (i.e. article number and regulation/laws) would be sufficient. [↑](#footnote-ref-11)