

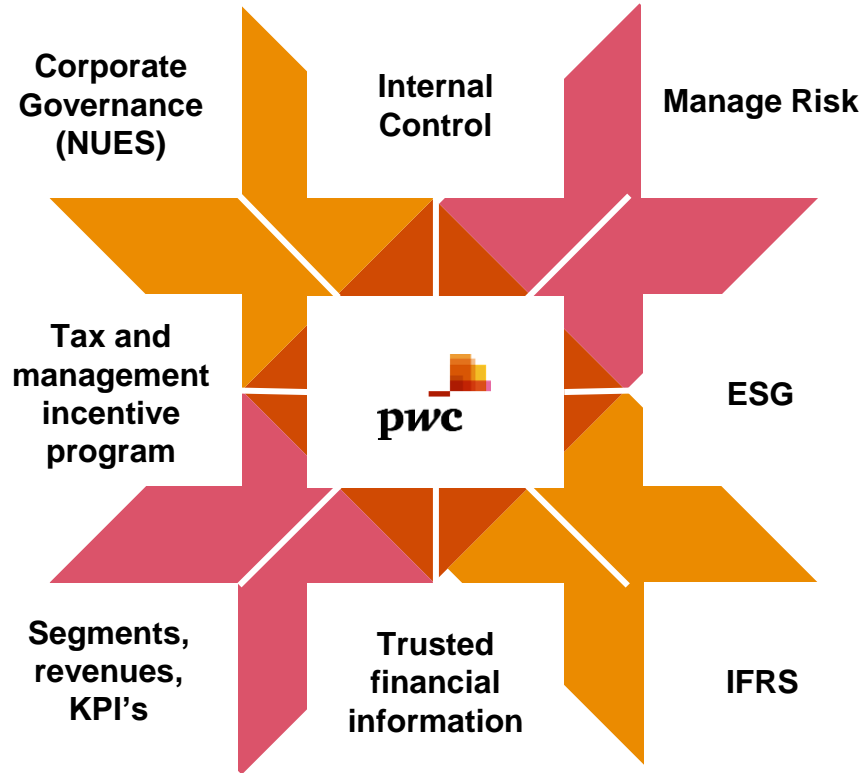
PwC

IPOready
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Developing a company ready for
listing



IPO Readiness - Developing a company ready for listing - key topics



With you today from PwC



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Internal control

A top-down perspective



Listed companies are exposed to a number of forces that increase focus on governance and control

Investor expectations

Legislation

Listing requirements

Media & politics

Public & consumers

Certifications

NUES

Regulators

Auditor

Board

Audit Committee

Internal auditor

Management

Practical advice

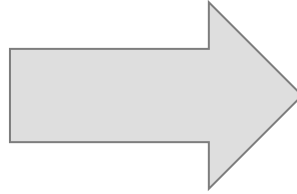
- Compliance vs “good practice”
- The proportionality principle
- “What can go wrong” vs “what to get right”
- Documentation as a means to an end
- Building on what is in place
- Top-down approach
- Sound timelines



Where to start.... ...and where to continue

“Wave one” / oversight:

- Ambition level
- Board & AC annual wheel
- Management framework
- Risk & control assessment
- Financial reporting
- (IT / Privacy / cyber?)



Next steps:

- Code of conduct
- Governance of subsidiaries
- Third parties / service providers
- Control functions
- Whistle blower mechanism
- Governing documents regime
- Policies & control regime key areas/risks
- GRC-system / system support
- ICFR-policy & controls
- Authority matrix
- Accounting manual
- NUES report (draft)
- etc...

Preparing for listing

Finance function and other perspectives



Our experience

- Capacity and skills
- Financial reporting
 - IFRS conversion
 - Quarterly reporting
- Digging into the details
- Working with advisors
- Structure and internal controls - an opportunity
- Honesty



Tax and Management incentive program

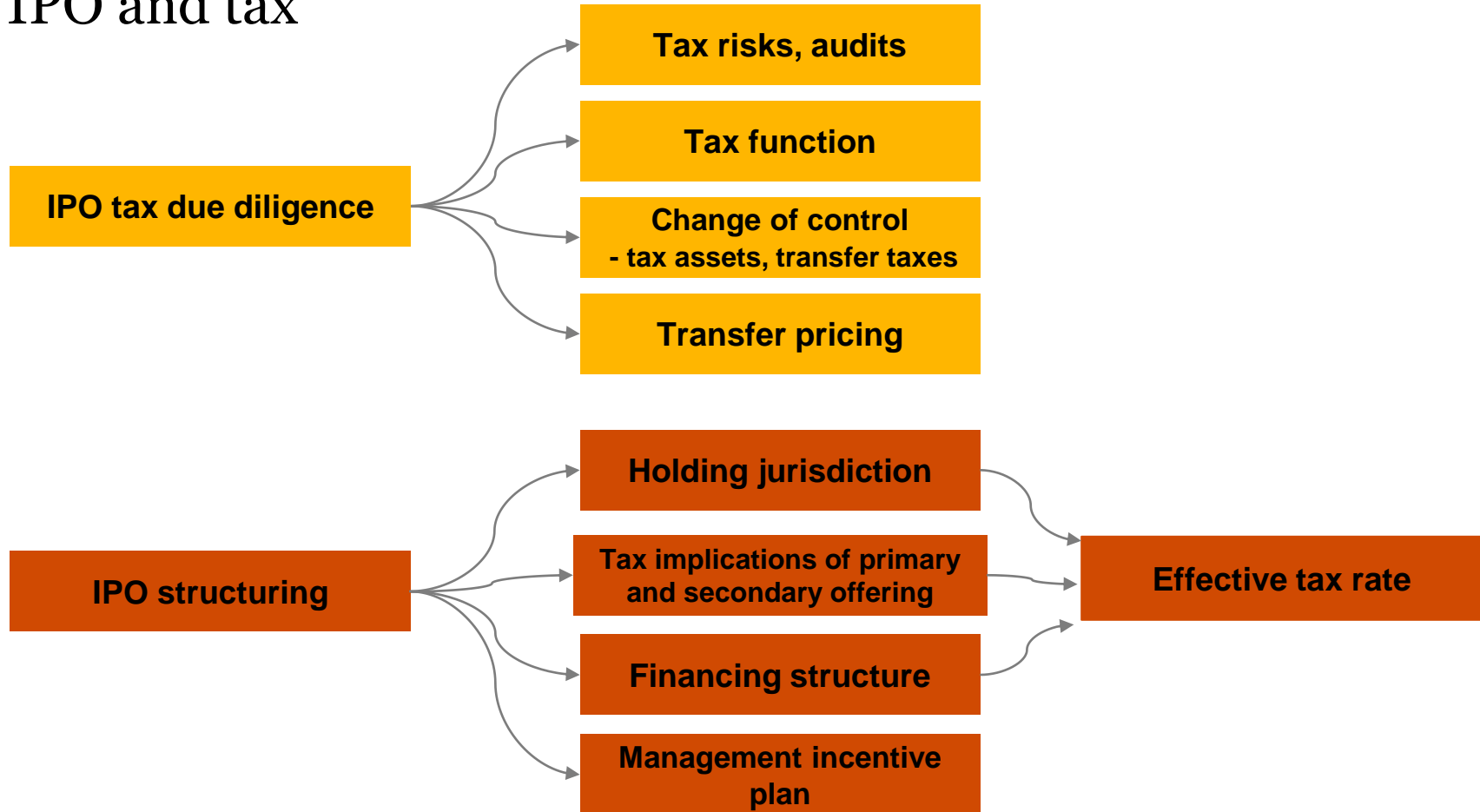


IPO and tax

- IPO due diligence
- IPO structuring

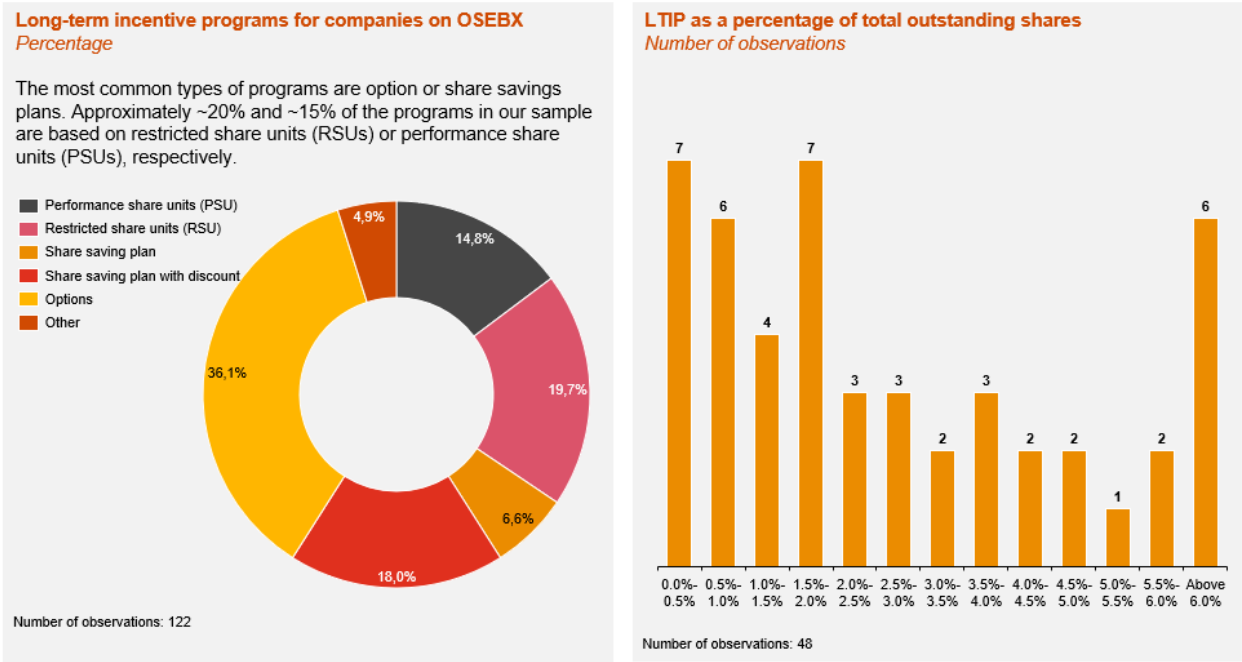


IPO and tax



The majority of the companies listed on the OSEBX have Long-term incentive programs for key employees – *preliminary observations*

- Approx. 60% of the long-term incentive programs constitute between 0.5% and 4.5% of total outstanding shares



Employee shares and Sweet Equity	Warrants/options	Synthetic shares/options
<p>Opportunity for employees to acquire shares. May be structured through a separate investment company with leveraged return (Sweet Equity)</p>	<p>Right to receive shares in the future subject to certain criteria, normally time based and retention linked. May also be performance linked.</p>	<p>Synthetic shares/options give the holder a right to a cash payment based on the fair market value of the underlying shares.</p>

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