

NOTICE REVERSE LISTING

Policy with respect to Reverse
Listing on Euronext markets



2 MAY 2024

INTRODUCTION

This Notice (hereinafter “the Notice”) supplements the harmonised Euronext Growth Rule Book and the Euronext Access Rule Book in relation to the policy that applies in the case of Reverse Listing that may take place on Euronext Markets as defined in this Notice.

Euronext applies a policy with respect to Reverse Listings on the Euronext Markets in accordance with Rule 3.2.2 and 2.2.4 of, respectively, Euronext Growth Rule Book I and Euronext Access Rule Book I and in line with the general policy on listings as set out set in Chapter 3 and Chapter 2 of, respectively, Euronext Growth Rule Book I and Euronext Access Rule Book I.

DEFINITIONS

For the purposes of this Notice, the capitalised terms used herein are defined in Chapter 1 of Euronext Rule Books, unless specifically provided otherwise. Where the context is appropriate, the plural form of a defined term is also deemed as being the defined term.

Euronext Markets

This Notice will apply to the following Multilateral Trading Facilities (“MTFs”) pursuant to MiFID II:

- Euronext Growth operated by Euronext Brussels S.A./N.V., Euronext Lisbon – Sociedade Gestora de Mercados, S.A. and Euronext Paris S.A.
- Euronext Access operated by Euronext Brussels S.A./N.V., Euronext Lisbon – Sociedade Gestora de Mercados, S.A. and Euronext Paris S.A.

Reverse Listing

Also called Backdoor Listing or Reverse Take Over (RTO), a Reverse Listing is a transaction, effected by way of a merger-acquisition of a company whose shares are admitted to trading in any Euronext Market with a company whose shares may or may not be admitted to trading in any Euronext Market so that the latter’s shares are admitted to trading without an initial public offering and that complies with the criteria of Part A of this Notice.¹

DISCLAIMER

In addition to the requirements of this Notice and as specified in the applicable Rulebook (the Euronext Growth Harmonised Rules and the Access Harmonised Rules), Euronext may require any additional documentation and information from the Issuer.

¹ It must be specified that initial business combinations are not concerned.

PART A: CRITERIA

In the case that the transaction is qualified by the Relevant Euronext Market Undertaking as a Reverse Listing according to the criteria described below, the Issuer must apply for an initial admission to trading on any Euronext Market and (among others) draft a Prospectus or an equivalent disclosure document and comply with the initial admission requirements (refer to Part C of this Notice).

The RTO will be determined following the two cumulative criteria below:

1- RTO calculation methodology

For MTFs, a Reverse Listing (or RTO) represents a change of more than 75% in relation to the total asset, the revenue and/or the profit or loss² on the basis of the indicators of size in the Issuer's most recent published annual accounts.

The calculation may, however, subject to approval, be carried out on the basis of an interim report published since the most recent annual accounts if using the annual accounts would produce anomalous results.

2- Factors considered as fundamental change of business

Euronext considers the following factors³ as indicators of a "fundamental change":

- The transaction will change the strategic direction or nature of the Issuer's business; or
- The issuer's business will be part of a different industry sector following the completion of the transaction; or
- The issuer's business will deal with fundamentally different suppliers, clients and/or end users.

² The indicators of size are alternative in the sense that the duty is triggered if the transaction represents a change of 75% for any one of the indicators. Other indicators may be used if the specified indicators produce anomalous results or if they are unsuitable for the Issuer's industry.

³ Other indicators may be used if the specified indicators produce anomalous results or if they are unsuitable for the Issuer's industry.

PART B: QUALIFICATION OF THE NATURE OF THE TRANSACTION

Euronext must be contacted by the Issuer no later than five (5) Trading Days after the first announcement of the transaction to determine whether it is qualified as a Reverse Listing by Euronext or not. In order to do so, the Issuer must provide Euronext with a report that presents the characteristics of the transaction, including, among others, the details of the Transaction, all relevant valuation reports, the shareholding structure and its evolution, the business description of all entities involved in the transaction, the strategic plan, etc.

Euronext may, at its sole discretion, require any additional documentation and information and carry out such inquiries as may reasonably be required in connection with its review.

Based on the information provided and after the review made by Euronext, the Issuer will be informed within ten (10) Trading Days, that:

In the event where the transaction complies with the above criteria and is, consequently, qualified as a Reverse Listing, a new application for an admission to trading must take place in accordance with Chapter 3 and Chapter 2 of, respectively, Euronext Growth Rulebook I and Euronext Access Rulebook I.

In the case of lack of information, Euronext can extend the assessment period and take any measures that are necessary, on a discretionary base, such as a suspension of trading.

No step in relation to the Reverse Listing will be completed (e.g. publication of a Euronext market notice) until the qualification of the nature of the transaction is made by the Relevant Euronext Market Undertaking.

PART C: GENERAL OBLIGATIONS APPLICABLE TO AN ISSUER IN CASE OF REVERSE LISTING

In case that the transaction is qualified as a Reverse Listing (RTO), the Issuer must apply for an initial admission to trading on any Euronext Market. In this case, the requirements and obligations are set out in Chapter 3 and Chapter 2 of, respectively, the Euronext Growth Rule Book I and Euronext Access Rule Book I.



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