Application Form

First admission to trading of EQUITY Securities on Euronext Growth

Purpose of the Application Form

Each Euronext Brussels S.A./N.V., Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A. and Euronext Paris S.A. operate a multilateral trading facility under the commercial name “Euronext Growth”(hereinafter an “Euronext Growth Market”). 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 to trading of Equity Securities (the “Equity Securities”)onto an Euronext Growth Market.

This Application Form reiterates undertakings and information which must be provided to the Relevant Euronext Market Undertaking(s)[[1]](#footnote-2), and the documentation which must be submitted in connection with the first admission to trading of Equity Securities onto the relevant Euronext Growth Market 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 the Relevant Euronext Market Undertaking(s)’s right to make a first admission to trading of any Equity Securities 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.

Method and timing for submission of this Application Form

This Application Form, together with all required documentation, should be submitted electronically to the Relevant Euronext Market Undertaking(s) by sending it to: [admissions@euronext.com](mailto:admissions@euronext.com).

In addition, the original version of this Application Form, duly completed and signed, should be sent by post to the Relevant Euronext Market Undertaking(s) using the following address details:

* Euronext Brussels – Listing Execution Department, 1 Rue du Marquis, bte 1/ Markiesstraat 1, 1000 Brussels, Belgium.
* Euronext Lisbon – Listing Execution Department, Av. da Liberdade, 196 7º, 1250-147 Lisbon, Portugal.
* Euronext Paris – Listing Execution Department, 14 place des Reflets, 92054 Paris La Défense Cedex, France.

This Application Form should be submitted to the Relevant Euronext Market Undertaking(s) as soon as possible (and in any event upon filing of a draft prospectus with the Competent Authority).

# Issuer details

## issuer

|  |  |
| --- | --- |
| Statutory name: |  |
| Commercial name: |  |
| Address of registered office: |  |
| Place and country: |  |
| Registration number commercial register: |  |
| Legal Entity Identifier: |  |
| Website: |  |
| VAT number: |  |
| Represented by:  (full name(s) and title(s)) |  |
| Primary contacts:  (full name(s), telephone(s), email(s)) |  |

## Company of underlying Shares (only in case of admission to listing / trading of Depositary Receipts)

|  |  |
| --- | --- |
| Statutory name: |  |
| Commercial name: |  |
| Address of registered office: |  |
| Place and country: |  |
| Registration number commercial register: |  |
| Legal Entity Identifier: |  |
| Website: |  |
| VAT number: |  |
| Represented by:  (*full name(s) and title(s)*) |  |
| Primary contacts:  (*full name(s), telephone(s), email(s)*) |  |

Euronext Growth Markets where first admission to trading is sought

|  |  |
| --- | --- |
| Euronext Growth Market of Euronext Brussels: |  |
| Euronext Growth Market of Euronext Lisbon: |  |
| Euronext Growth Market of Euronext Paris: |  |

Details of EQUITY Securities for which admission to listing / trading is requested

|  |  |
| --- | --- |
| The Issuer declares that the method of first admission to trading will be: | Public offer  Private Placement  Direct Admission |
| Expected number of Equity Securities to be admitted to listing / trading: | *[indicate the number of existing Shares/equivalent securities]*    *[indicate the number of new Shares/equivalent securities]*  *[number needs to be updated and/or confirmed before first admission to trading]* |
| Equity Securities will be listed on “If-and-When-Issued Basis”: | Yes  No |
| The selected currency for the first admission to trading is: |  |
| Expected market capitalisation at the time of the initial admission to listing / trading: | *[please indicate estimated market capitalisation]* |
| Nominal value of the Equity Securities: | *[please indicate the nominal value with the relevant currency as indicated in the articles of association of the issuer]* |
| ISIN code: |  |
| CFI code: |  |
| Desired trading symbol:  (serial of 2 (minimum) to 5 (maximum) letters and/or figures (no spaces and special symbols)) |  |
| Scheduled date of first admission to trading:  *(indicative not binding)* |  |
| Application to other markets: | *[if applicable, please specify other markets (regulated, MTF or organised markets) on which application is or will be made in the near future]* |

Know your customer requirements

In order to enable the Relevant Euronext Market Undertaking(s) to determine whether the entities and persons listed below are included on the EU Sanction List or the list drawn up by the Office of Foreign Assets Control (OFAC) the Issuer provides the following information[[2]](#footnote-3) (the Issuer is not required to provide this information if other Equity Securities issued by it are already admitted to trading on any regulated market operated by a Relevant Euronext Market Undertaking(s) or an Euronext Access Market):

|  |  |
| --- | --- |
| Country of incorporation: | EU, USA or Canada  Other *[please specify place and country]* |
| Type of entity: | Company whose Equity Securities are listed / traded on EU regulated market or equivalent market in the USA or Canada.  If this box is ticked, the Issuer qualifies as a “Public Company” and the capitalized term “**Public Company**” is used to refer to such Issuer accordingly.  Company whose Equity Securities are listed / traded on any other trading venue, including MTFs.  If this box is ticked, the Issuer qualifies as a “Private Company” and the capitalized term “Private Company” is used to refer to such Issuer accordingly.  Not listed / traded (Issuer qualifies as ‘**private company**’ if box is ticked).  If this box is ticked, the Issuer qualifies as a “Private Company” and the capitalized term “Private Company” is used to refer to such Issuer accordingly. |

The following tables **only** need to be completed if the Issuer is:

(i) a Private Company; or

(ii) a Public Company incorporated outside the EU, USA or Canada

Credit institutions or investment firms, incorporated in the EU, USA or Canada or companies that benefit from a guarantee by a credit institution or an investment firm, incorporated in the EU, USA or Canada do not need to complete the following sections.

|  |  |
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| Names of executive officers (CEO and persons who are authorised to represent the company):  (*full name and position*) |  |
| Names of board members (non-executives / supervisory board members):  (*full name*) |  |
| Names of Beneficial Owners[[3]](#footnote-4):  *(full name +certified copies of ID)* |  |

Undertakings of the issuer[[4]](#footnote-5)

1. We confirm that we have taken all required steps to comply with National Regulations, and in particular any obligations relating to prospectus (if applicable), and undertake to adhere to all initial, periodic and continuing obligations ensuing from such regulations, including any disclosure obligation ensuing from EU rules on market abuse.
2. If the present application for first admission to trading of Equity Securities is not subject to the requirement to publish a prospectus pursuant to the Prospectus Directive or any other regulation relating to the production and content of prospectuses we confirm under paragraph 7 of the 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 the Prospectus Directive or any other regulation relating to the production and content of prospectuses.
3. We confirm that:
   * we and our Beneficial Owners are compliant with and will continue to be compliant with the EU Directive 2015/849 of the European Parliament and of the Council of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing (4th Money Laundering Directive)as well as any related regulation or national legislation; and
   * 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).
4. We confirm that we have fully familiarised ourselves with the Rules governing the relevant Euronext Growth Market and we undertake to adhere to the Rules and any amendments thereto.
5. We undertake that all required steps shall be undertaken by ourselves prior to the first admission to trading of our Equity Securities onto the Relevant Euronext Market Undertaking(s) and that – to the extent applicable – adequate procedures are available for the clearing and settlement of the Transactions in respect of those Equity Securities.
6. 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 to trading.
7. We confirm that this application for first admission to trading relates to all the Equity Securities of the same class.
8. For as long as the Equity Securities covered by this application are admitted to trading on the relevant Euronext Growth Market, we shall request that any other Equity Securities which may in the future be created in the same class be admitted to trading.
9. We undertake to inform the Relevant Euronext Market Undertaking(s) 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.
10. 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.

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

1. 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 belonging to the Euronext group, in order to promote the Euronext Growth Markets.
2. 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).[[5]](#footnote-6) To this end, we confirm that the persons concerned have been informed that:
   * Data relating to them will only be used by the Relevant Euronext Market Undertaking(s), and any other company in the Euronext group, for the purposes of ensuring a continuing sound commercial relationship with the Issuer;
   * If they wish to exercise their rights under the data protection law applicable to the Relevant Euronext Market Undertaking(s) with respect to the processing of personal data, they may do so by contacting their usual contact within the Euronext group.
3. We confirm that we have submitted this Application Form, together with the documentation referred to in paragraph 7, to the Relevant Euronext Market Undertaking(s), and undertake to notify the Relevant Euronext Market Undertaking(s) of any changes to the information contained in this application.
4. We confirm that all information we have provided in connection with the application for first admission to trading is in all respects accurate, complete and not misleading.

Additional Undertakings of the Issuer of the Depositary Receipts[[6]](#footnote-7)

1. 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 to listing / trading of the Depositary Receipts.
2. We confirm that at the time of the admission to listing / trading, the Shares represented by the Depositary Receipts will have been placed in custody.

Documentation

In accordance with the Rules, we undertake to provide the Relevant Euronext Market Undertaking(s) with all the documents listed below, which are required to be submitted in order for the Equity Securities covered by this application to be admitted to trading.

The documents enclosed with this Application Form are indicated below. We have also indicated the documents which are not enclosed with this Application Form but which are required to be submitted in order for the Equity Securities to be first admitted to trading. We undertake to send these documents to the Relevant Euronext Market Undertaking(s) as soon as possible.

Documentation to be provided in view of a first admission to trading of Equity Securities on any Euronext Growth Market

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| --- | --- | --- | --- |
| 7.1 General documentation | | Enclosed | To be provided |
| 7.1.A | 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. |  |  |
| 7.1.B | A letter from the Listing Sponsor confirming that it undertakes to fulfil this role for the admission of the Equity Securities, or a copy of the contract entered into by the Issuer and the Listing Sponsor for this purpose. |  |  |
| 7.1.C | Certified copy of the Issuer's consolidated articles of association (the by-laws). |  |  |
| 7.1.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. |  |  |
| 7.1.E | An extract from the official trade register / chamber of commerce in respect of the Issuer (“Uittreksel” / “Extrait Kbis” / “Conservatória do Registo Comercial”). |  |  |
| 7.1.F | All press releases published in the context of the admission to listing / trading. |  |  |
| 7.1.G | If the first admission to trading is accompanied by the creation of new Equity Securities, a copy of the notarial deed or similar official deed certifying the creation of the new Equity Securities (if applicable). |  |  |
| 7.1.H | If the Issuer wishes Shares or equivalent Equity Securities to be admitted to trading on an "if and when issued/delivered" basis, and if the relevant information and undertakings are not set out in the prospectus, a letter from the Issuer in which the relevant commitments are given and the aforementioned information is provided. |  |  |
| 7.1.I | A declaration of the Listing Sponsor relating to the first admission to trading of the Equity Securities in the form prescribed by the Euronext Market Undertaking(s). |  |  |

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| 7.2 additional documentation to be provided for an application for first admission to trading of Equity Securities by way of a public offer or by way of a private placement | | Enclosed | To be provided |
| 7.2.A | In case of a public offer: the prospectus approved by the relevant Competent Authority (including – to the extent applicable – proof of passporting) duly signed by the Issuer.  In case of a Private Placement: the Information Document duly signed by the Issuer.  If the prospectus or Information Document, is in the process of being written, the Issuer shall provide the Relevant Euronext Market Undertaking(s) with a copy of each draft version of the prospectus or Information Document.  If no prospectus will be published, the Issuer shall provide the Relevant Euronext Market Undertaking(s) with the legal justification of such non-publication and, where applicable, with the document published pursuant to the Prospectus Directive. In case of a Private Placement by an Issuer registered with the SEC, the documentation filled with the SEC may qualify as an Information Document. |  |  |

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| 7.3 Additional documents to be provided for an application for first admission to trading of Equity Securities by way of a direct admission | | Enclosed | To be provided |
| 7.3.A | Information document consisting of (i) 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 to trading, (ii) a cash position statement established within three (3) months prior to the scheduled date of first admission to trading and (iii) the share price performance data and a statement of market disclosures made during the year preceding the scheduled date of first admission to trading. |  |  |
| 7.3.B | A detailed description of the shareholder base of the Issuer. |  |  |
| 7.3.C | In case of a transfer from a market to an Euronext Growth Market, a document confirming the delisting from that market of origin. |  |  |

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| 7.4 Additional documents to be provided for an application for first admission to trading of equity Securities on the Euronext Growth Market operated byEuronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A. | | Enclosed | To be provided |
| 7.4.A | The identification of the paying agent that guarantees the payment of the equity rights inherent in the Equity Securities to be admitted and other amounts due (nr 4 article 227 of the Securities Code). |  |  |

This Application Form and the rights and obligations of the parties hereto shall be governed by and construed:

1. in respect of the Euronext Growth Market operated by Euronext Brussels S.A/N.V, 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;
2. in respect of the Euronext Growth Market operated by Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados S.A., 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;
3. in respect of the Euronext Growth Market operated by Euronext Paris S.A, 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.

[Name of Issuer] [[7]](#footnote-8)

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

CONTACTS

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

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1. For the purpose of this Application Form, the Relevant Euronext Market Undertaking(s) means Euronext Brussels SA/NV, Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A and/or Euronext Paris SA, as the case may be. [↑](#footnote-ref-2)
2. 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-3)
3. ‘Beneficial owner’ means any natural person(s) who ultimately owns or controls the issuer/or the natural person(s) on whose behalf a transaction or activity is being conducted. A natural person with a direct or indirect shareholding or an ownership interest of more than 25 % in the issuer qualifies as a Beneficial Owner. [↑](#footnote-ref-4)
4. 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-5)
5. The information used by the Relevant Euronext Market Undertaking(s) shall be subject to the privacy policy available on the Euronext website, www.euronext.com. [↑](#footnote-ref-6)
6. Undertakings only applicable in case of admission to listing / trading of Depositary Receipts. [↑](#footnote-ref-7)
7. In case of Depositary Receipts the Application Form must be duly signed on behalf of the Issuer and the underlying company. [↑](#footnote-ref-8)