REFERENCE TABLE Annex 16 Prospectus Regulation

Minimum Disclosure Requirements for Securities note for secondary issuances of non-equity securities

**Fill in instructions**:

* Please fill in the details in the below table.
* Please indicate per item the page and paragraph in the prospectus where the information can be found. We ask you to refer as specific as possible. If you have also submitted a compare version of the prospectus than please use that version for your references.
* If the required information cannot be provided because it is inappropriate to the sphere of activity or to the legal form of the issuer or to the securities, equivalent information must be included in the prospectus.
* If such equivalent information does not exist, please indicate the item as ‘not applicable’ and include a short explanation.

|  |  |  |  |
| --- | --- | --- | --- |
| Name issuing entity: |  | | |
| Title prospectus: |  | | |
| Prospectus Regulation  Annex nos.: |  | | |
| Date draft document: |  | Draft no.: |  |
| Date comments AFM: | *[Please leave blank for the AFM]* | | |
| Readers AFM: | *[Please leave blank for the AFM]* | Tel. no.: | *[Please leave blank for the AFM]* |
| *The AFM reserves the right to make additional comments at a later stage.* | | | |

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|  | Comments and replies |
|  | *[Please leave blank for the AFM]* |
| Reply: |  |

| Item no. | Annex 16 Item Content | Page and paragraph |
| --- | --- | --- |
| SECTION 1 | PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS’ REPORTS AND COMPETENT AUTHORITY APPROVAL | |
| 1.1 | Identify all persons responsible for the information or any parts of it, given in the securities note with, in the latter case, an indication of such parts.   1. In the case of **natura**l persons, including members of the issuer’s administrative, management or supervisory bodies, indicate the name and function of the person; 2. in the case of **legal** persons indicate the name and registered office.   Cat. A | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 1.2 | 1. A **declaration by those responsible** for the securities note that  * to the best of their knowledge, the information contained in the securities note is in accordance with the facts and * that the securities note makes no omission likely to affect its import.  1. **Where applicable, a declaration by those responsible for certain parts** of the securities note that,  * to the best of their knowledge, the information contained in those parts of the securities note for which they are responsible is in accordance with the facts and t * hat those parts of the securities note make no omission likely to affect their import.   Cat. A | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 1.3 | Where a statement or report, attributed to a person as an **expert**, is included in the securities note, provide the following details for that person:   1. **name;** 2. **business address;** 3. **qualifications;** 4. **material interest** if any in the issuer.   If the statement or report has been produced at the issuer’s request, state that such statement or report has been included in the securities note with the consent of the person who has authorised the contents of that part of the securities note for the purpose of the prospectus.  Cat. A | *a ──────*  *b ──────*  *c ──────*  *d ──────* |
| *Please leave blank* | **AFM 1:** | |
| 1.4 | Where information has been sourced from a **third party**, provide a **confirmation** that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.  In addition, **identify the source(s)** of the information.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 1.5 | A **statement** that:   1. this [securities note / prospectus] has been **approved** by the [name of competent authority], as competent authority under Regulation (EU) 2017/1129; 2. the [name of competent authority] only approves this [securities note / prospectus] as meeting the standards of **completeness, comprehensibility and consistency** imposed by Regulation (EU) 2017/1129; 3. such approval should **not** be considered as an **endorsement** of the quality of the securities that are the subject of this [securities note / prospectus]; 4. investors should make their **own assessment** as to the suitability of investing in the securities; and 5. that the [securities note / prospectus] has been drawn up as a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129.   Cat. A | *a ──────*  *b ──────*  *c ──────*  *d ──────*  *e ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 2 | RISK FACTORS | |
| 2.1 | A description of the **material risks** that are specific to the securities being offered and/or admitted to trading, in a limited number of categories, in a section headed ‘Risk Factors’.  Risks to be disclosed shall include:   1. those resulting from the level of subordination of a security and the impact on the expected size or timing of payments to holders of the securities under bankruptcy, or any other similar procedure, including, where relevant, the insolvency of a credit institution or its resolution or restructuring in accordance with Directive 2014/59/EU; 2. in cases where the securities are guaranteed, the specific and material risks related to the guarantor to the extent they are relevant to its ability to fulfil its commitment under the guarantee.   In each category the **most material risks**, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the securities and the probability of their occurrence, shall be set out first. The risks shall be corroborated by the content of the securities note.  Cat. A | *───────*  *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 3 | ESSENTIAL INFORMATION | |
| 3.1 | **Interest of natural and legal persons involved in the issue/offer**  **A description of any interest**, including a conflict of interest that is material to the issue/offer, detailing the persons involved and the nature of the interest.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 3.2 | (**Retail only**)  Reasons for the offer to the public or for the admission to trading if different from making profit and/or hedging certain risks. In case of an offer to the public, disclosure of the estimated total expenses of the issue / offer and the estimated net amount of the proceeds. These expenses and proceeds shall be broken into each principal intended use and presented in order of priority of such uses. If the issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, then state the amount and sources of other funds needed.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 3.3 | (**Wholesale only**)  Reasons for the issuance if different from making profit and/or hedging certain risks.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 4 | INFORMATION CONCERNING THE SECURITIES TO BE OFFERED/ADMITTED TO TRADING | |
| 4.1 | 1. a description of the type, class and amount of the securities being offered to the public and/or admitted to trading; Cat. B 2. the international security identification number (‘ISIN’) of the securities being offered to the public and/or admitted to trading. Cat. C | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.2 | **Currency** of the securities issue.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.3 | In the case of **new issues**, a statement of the resolutions, authorisations and approvals by virtue of which the securities have been or will be created and/or issued.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.4 | A description of any restrictions on the transferability of the securities.  Cat. B | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.5 | (**Retail only**)  A **warning** that the tax legislation of the investor's Member State and of the issuer's country of incorporation may have an **impact** on the income received from the securities.  Information on the taxation treatment of the securities where the proposed investment attracts a tax regime.  Cat. A | *───────*  *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.6 | If different from the issuer, the identity and contact details of the offeror, of the securities and/or the person asking for admission to trading including the legal entity identifier (‘LEI’) where the offeror has legal personality.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.7 | The relative seniority of the securities in the issuer’s capital structure in the event of insolvency, including, where applicable, information on the level of subordination of the securities and the **potential impact** on the investment in the event of a resolution under Directive 2014/59/EU.  Cat. A | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.8 | A description of the **rights** attached to the securities, including any **limitations** of those rights.  Cat. B | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.9 | 1. The nominal interest rate; Cat. C 2. the provisions relating to interest payable; Cat. B 3. the date from which interest becomes payable and the due dates for interest. Cat. C 4. the time limit on the validity of claims to interest and repayment of principal. Cat. B   Where the rate is not fixed:   1. a statement setting out the type of underlying; Cat. A 2. a description of the underlying on which the rate is based and of the method used to relate the rate with the underlying; Cat. C 3. in the case of retail non-equity securities, an indication where information about the past and the future performance of the underlying and its volatility can be obtained; Cat. C 4. a description of any market disruption or settlement disruption events that affect the underlying; Cat. B 5. any adjustment rules with relation to events concerning the underlying; Cat. B 6. the name of the calculation agent; Cat. C 7. in the case of retail non-equity securities, if the security has a derivative component in the interest payment, a clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s), especially under the circumstances when the risks are most evident. Cat. B | *a ──────*  *b ──────*  *c ──────*  *d ──────*  *a ──────*  *b ──────*  *c ──────*  *d ──────*  *e ──────*  *f ──────*  *g ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.10 | 1. Maturity date. Cat. C 2. Details of the arrangements for the amortisation of the loan, including the repayment procedures. Cat. B   Where advance amortisation is contemplated, on the initiative of the issuer or of the holder, it shall be described, stipulating amortisation terms and conditions. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.11 | 1. An indication of yield. Cat. C 2. Details of the arrangements for the amortisation of the loan, including the repayment procedures. Cat. B   Where **advance amortisation** is contemplated, on the initiative of the issuer or of the holder, it shall be described, stipulating amortisation terms and conditions. | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 4.15 | **Representation** of debt securities holders including an **identification** of the organisation representing the investors and provisions applying to such representation. Indication of the website where the public may have free access to the contracts relating to these forms of representation.  Cat. B | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 4.16 | Where there is no offer, the issue date of the securities.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 5 | TERMS AND CONDITIONS OF THE OFFER (RETAIL ONLY) | |
| 5.1 | Conditions, offer statistics, expected timetable and action required to apply for the offer | |
| 5.1.1 | Conditions to which the offer is subject.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.2 | The time period, including any possible amendments, during which the offer will be open and a description of the application process together with the issue date of new securities.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.3 | A description of   1. the possibility to reduce subscriptions and 2. the manner for refunding amounts paid in excess by applicants.   Cat. C | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.4 | Details of the minimum and/or maximum amount of application (whether in number of securities or aggregate amount to invest).  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.5 | Method and time limits for paying up the securities and for delivery of the securities.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.6 | A full description of the manner and date in which results of the offer are to be made public.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.7 | 1. The procedure for the exercise of any right of pre-emption, 2. the negotiability of subscription rights and 3. the treatment of subscription rights not exercised.   Cat. C | *a ──────*  *b ──────*  *c ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.1.8 | 1. Total amount of the issue/offer; if the amount is not fixed an indication of the amount of securities to be offered (if available) and a description of the arrangements and time for announcing to the public the definitive amount of the offer. 2. Where the maximum amount of securities to be offered cannot be provided in the prospectus, the prospectus shall specify that acceptances of the purchase of subscription of securities may be withdrawn for not less than two working days after the amount of securities to be offered to the public has been filed.   Cat. C | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.2 | Plan of distribution and allotment | |
| 5.2.1 | 1. Process notifying applicants of the amount allotted and 2. an indication whether dealing may begin before notification is made.   Cat. C | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.3 | Pricing | |
| 5.3.1 | 1. an indication of the **price** at which the securities will be offered; or Cat. C 2. a description of the **method** for determining the price and the **process** for its disclosure. Cat. B 3. Indication of the amount of any expenses and taxes charged to the subscriber or purchaser. Where the issuer is subject to Regulation (EU) No 1286/2014 or Directive 2014/65/EU and to the extent that they are known, include those expenses contained in the price. Cat. C | *a ──────*  *b ──────*  *c ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.4 | Placing and underwriting | |
| 5.4.1 | 1. **Name and address** of the co-ordinator(s) of the global offer 2. and of single parts of the offer 3. and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place.   Cat. C | *a ──────*  *b ──────*  *c ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.4.2 | Name and address of any paying agents and depository agents in each country.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 5.4.3 | 1. Name and address of the entities agreeing to **underwrite** the issue on a firm commitment basis, and name and address of the entities agreeing to place the issue without a firm commitment or under “best efforts” arrangements. 2. Indication of the **material features** of the agreements, including the quotas. Where not all of the issue is underwritten, a statement of the portion not covered. Indication of the overall amount of the underwriting commission and of the placing commission.   Cat. C | *a ──────*  *b ──────* |
| *Please leave blank* | **AFM 1:** | |
| 5.4.4 | When the underwriting agreement has been or will be reached.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 6 | ADMISSION TO TRADING AND DEALING ARRANGEMENTS | |
| 6.1 | An **indication** as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution in a regulated market, other equivalent third country markets or an SME Growth Market with an indication of the markets in question. This circumstance must be set out, without creating the impression that the admission to trading will necessarily be approved.  If known, the **earliest dates** on which the securities will be admitted to trading.  Cat. B | *───────*  *───────* |
| *Please leave blank* | **AFM 1:** | |
| 6.2 | (**Retail only**)  All the regulated markets, equivalent third country markets or SME Growth Markets on which, to the **knowledge** of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 6.3 | (**Retail only**)  The **issue price** of the securities.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 6.4 | (**Wholesale only**)  An **estimate** of the total expenses related to the admission to trading.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 6.5 | Name and address of any paying agents and depositary agents in each country.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| SECTION 7 | ADDITIONAL INFORMATION | |
| 7.1 | If **advisors** connected with an issue are referred to in the securities note, a **statement of the capacity** in which the advisors have acted.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 7.2 | An **indication** of other information in the securities note which has been audited or reviewed by statutory auditors and where auditors have produced a report.  **Reproduction** of the report or, with permission of the competent authority, a **summary** of the report.  Cat. A | *───────*  *───────* |
| *Please leave blank* | **AFM 1:** | |
| 7.3 | (**Retail only**)  Credit ratings assigned to the securities at the request or with the co-operation of the issuer in the rating process.  A brief explanation of the meaning of the ratings if this has previously been published by the rating provider.  Cat. C | *───────*  *───────* |
| *Please leave blank* | **AFM 1:** | |
| 7.3a | (**Retail only**)  Where the summary is substituted in part with the information set out in points (c) to (i) of paragraph 3 of Article 8 of Regulation (EU) No 1286/2014, all such information must be disclosed to the extent it is not already disclosed elsewhere in the securities note.  Cat. C |  |
| *Please leave blank* | **AFM 1:** | |
| 7.4 | (**Wholesale only**)  An **estimate** of the total expenses related to the admission to trading.  Cat. C | *───────* |
| *Please leave blank* | **AFM 1:** | |
| 7.5 | (**Wholesale only**)  Credit ratings assigned to the securities at the request or with the co-operation of the issuer in the rating process.  Cat. C | *───────* |

-= end of reference table =-