

Brussels, 11 March 2026
(OR. en)

7264/26
ADD 1

EF 70
ECOFIN 333
DELECT 48

COVER NOTE

From: Secretary-General of the European Commission, signed by Ms Martine DEPREZ, Director

date of receipt: 4 March 2026

To: Ms Thérèse BLANCHET, Secretary-General of the Council of the European Union

No. Cion doc.: C(2026) 1372 annex

Subject: ANNEXES to the COMMISSION DELEGATED REGULATION (EU) .../... amending Delegated Regulation (EU) 2019/980 as regards the reduced content and the standardised format and sequence of the EU Follow-on prospectus and the EU Growth issuance prospectus

Delegations will find attached document C(2026) 1372 annex.

Encl.: C(2026) 1372 annex



Brussels, 4.3.2026
C(2026) 1372 final

ANNEXES 1 to 2

ANNEXES

to the

COMMISSION DELEGATED REGULATION (EU) .../...

amending Delegated Regulation (EU) 2019/980 as regards the reduced content and the standardised format and sequence of the EU Follow-on prospectus and the EU Growth issuance prospectus

ANNEX I

In Delegated Regulation (EU) 2019/980, the LIST OF ANNEXES is amended as follows:

- (1) in PART A, the entries for Annexes 3 and 8 are deleted;
- (2) in PART B, the entries for Annexes 12 and 16 are deleted;
- (3) PART D is deleted;
- (4) The following PARTS F and G are added:

PART F

EU FOLLOW-ON PROSPECTUS

- Annex 30: EU Follow-on prospectus for equity securities
Annex 31: EU Follow-on prospectus for non-equity securities
Annex 32: EU Follow-on registration document for non-equity securities
Annex 33: EU Follow-on securities note for non-equity securities

PART G

EU GROWTH ISSUANCE PROSPECTUS

- Annex 34: EU Growth issuance prospectus for equity securities
Annex 35: EU Growth issuance prospectus for non-equity securities’;

ANNEX II

‘ANNEX 30

EU FOLLOW-ON PROSPECTUS FOR EQUITY SECURITIES

SECTION 1	SUMMARY
Item 1.1	A summary drawn up in accordance with Article 7(12a) of Regulation (EU) 2017/1129.
SECTION 2	RISK FACTORS
Item 2.1	<p>A description of the material risks, in a limited number of categories, that are specific to the issuer and a description of the material risks, in a limited number of categories, that are specific to the securities being offered to the public and/or admitted to trading on a regulated market, in a section headed “Risk Factors”.</p> <p>The risks shall be corroborated by the content of the EU Follow-on prospectus.</p>
SECTION 3	INFORMATION ABOUT THE ISSUER
Item 3.1	<p>Identify the company issuing securities, including:</p> <ul style="list-style-type: none">(a) its legal entity identifier (LEI);(b) its legal and commercial name;(c) its country of incorporation;(d) the website where investors can find information on the company’s business operations, the products it makes or the services it provides, the principal markets where it operates, its major shareholders, the composition of its administrative, management and supervisory bodies and of its senior management and, where applicable, information incorporated by reference;(e) a disclaimer that the information on the website does not form part of the EU Follow-on prospectus unless that information is incorporated by reference into the EU Follow-on prospectus.
SECTION 4	RESPONSIBILITY STATEMENT AND STATEMENT ON THE COMPETENT AUTHORITY
Item 4.1	Responsibility statement
Item 4.1.1	<p>Identify the persons responsible for the information set out in the EU Follow-on prospectus and include a statement by those responsible for the EU Follow-on prospectus that, to the best of their knowledge, the information contained in the EU Follow-on prospectus is in accordance with the facts and that the EU Follow-on prospectus makes no omission likely to affect its import.</p> <p>In the case of natural persons, indicate the name and function of the person;</p>

	in the case of legal persons indicate the name and registered office.
Item 4.1.2	<p>Where a statement or report attributed to a person as an expert is included in the EU Follow-on prospectus, provide the following details for that person:</p> <p>(a) name;</p> <p>(b) business address;</p> <p>(c) qualifications; and</p> <p>(d) material interest (if any) in the issuer.</p> <p>Where information has been sourced from a third party, identify the source(s) of the information in accordance with points (a) to (d).</p>
Item 4.2	Statement on the competent authority
Item 4.2.1	<p>The statement shall:</p> <p>(a) indicate the competent authority that has approved, in accordance with this Regulation, the EU Follow-on prospectus;</p> <p>(b) specify that such approval does not constitute an endorsement of the issuer or of the quality of the securities to which the EU Follow-on prospectus relates;</p> <p>(c) specify that the competent authority has only approved the EU Follow-on prospectus as meeting the standards of completeness, comprehensibility and consistency required by this Regulation; and</p> <p>(d) specify that the EU Follow-on prospectus has been drawn up in accordance with Article 14a of Regulation (EU) 2017/1129.</p>
SECTION 5	FINANCIAL INFORMATION
Item 5.1	Financial Statements
Item 5.1.1	<p>Financial statements (annual and half-yearly) that are required to be published covering the period of 12 months prior to the approval of the EU Follow-on prospectus.</p> <p>Where both annual and half-yearly financial statements have been published, only the annual statements shall be required where they postdate the half-yearly financial statements.</p>
Item 5.2	Auditing of financial information
Item 5.2.1	The annual financial statements shall be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.
Item 5.2.2	Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the annual financial statements shall be audited or reported on as to whether or not, for the purposes of the EU Follow-on prospectus, they give a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following

	<p>information shall be included in the EU Follow-on prospectus:</p> <p>(a) a prominent statement disclosing which auditing standards have been applied;</p> <p>(b) an explanation of any significant departures from the International Standards on Auditing.</p>
Item 5.2.3	Where audit reports on the annual financial statements have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason shall be given, and such qualifications, modifications, disclaimers or emphasis of matter shall be reproduced in full.
Item 5.3	Significant change in the issuer's financial position
Item 5.3.1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial statements or interim financial information have been published shall also be included, or an appropriate negative statement shall be included.
Item 5.4	Pro forma financial information
Item 5.4.1	<p>In the case of a significant gross change as referred to in Article 1(e) of this Regulation, a description of how the transaction might have affected assets, liabilities and earnings of the issuer, had the transaction been undertaken at the commencement of the period being reported on or at the date reported.</p> <p>This requirement will normally be satisfied by the inclusion of pro forma financial information. This pro forma financial information shall be presented as set out in Annex 20 and shall include the information indicated therein.</p> <p>Pro forma financial information shall be accompanied by a report prepared by independent accountants or auditors.</p>
SECTION 6	DIVIDEND POLICY
Item 6.1	A description of the issuer's policy on dividend distributions and any current restrictions thereon, as well as on share repurchases.
SECTION 7	TREND INFORMATION
Item 7.1	<p>A description of:</p> <p>(a) the most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of the EU Follow-on prospectus, including any events reasonably likely to have a material effect on the issuer's prospects for at least the current financial year;</p> <p>(b) information on the issuer's short and long-term financial and non-financial business strategy and objectives.</p> <p>If there is no significant change since the last financial year in the trends referred to in point (a) of this section, a statement to that effect is to be</p>

	<p>made. Other negative statements may be provided where appropriate.</p> <p>The information referred to in points (a) and (b) may be provided solely on a qualitative basis. Quantitative forecasts are not required.</p>
SECTION 8	PROFIT FORECASTS AND ESTIMATES
Item 8.1	Where an issuer has published a profit forecast or a profit estimate that remains outstanding and valid, that forecast or estimate shall be included in the EU Follow-on prospectus.
Item 8.2	If a profit forecast or profit estimate has been published and remains outstanding, but is no longer valid, a statement to that effect shall be provided along with an explanation as to why such forecast or estimate is no longer valid.
SECTION 9	DETAILS OF THE OFFER OR ADMISSION TO TRADING
Item 9.1	Terms and conditions of the offer
Item 9.1.1	<p>Total amount of the issue or offer distinguishing between the securities offered for sale and those offered for subscription, the conditions to which the offer is subject, expected timetable, action required to apply for the offer, and the procedure for the exercise of any right of pre-emption.</p> <p>If the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and the time period for announcing to the public the definitive amount of the offer.</p>
Item 9.1.2	<p>Provide information regarding:</p> <ul style="list-style-type: none"> (a) where investors may subscribe for the securities or exercise their right of pre-emption, including the negotiability of subscription rights and the treatment of subscription rights not exercised; (b) the method and time limits for paying up the securities and for delivery of the securities; (c) the duration of the offer period, including any possible amendments thereto; (d) an indication of the period during which an application may be withdrawn, provided that investors are allowed to withdraw their subscription; and (e) a description of the application process together with the issue date of new securities.
Item 9.2	Plan of distribution and allotment
Item 9.2.1	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.
Item 9.2.2	To the extent known to the issuer, provide information on whether major shareholders or members of the issuer's management, supervisory or administrative bodies intend to subscribe for the offer, or whether any

	person intends to subscribe for more than 5 % of the offer.
Item 9.3	Pricing
Item 9.3.1	An indication of the price at which the securities will be offered. If the price is not known, an indication of the maximum price or a description of the method for determining the price, pursuant to Article 17 of Regulation (EU) 2017/1129 and the process for its disclosure.
Item 9.4	Placing and underwriting
Item 9.4.1	Present any firm commitments to subscribe for more than 5 % of the offer and all material features of the underwriting and placement agreements. Include the name and address of the entities agreeing to underwrite or place the issue on a firm commitment basis or under “best efforts” arrangements. Indication of the material features of the agreements, including the quotas, as well as the name and address of coordinators of the offer. 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.
Item 9.5	Admission to trading
Item 9.5.1	An indication as to whether the securities offered are or will be the object of an application for admission to trading on a regulated market, an SME growth Market or an MTF, with a view to their distribution in a regulated market, an SME Growth Market or an MTF with an indication of the markets in question. This circumstance shall 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.
Item 9.5.2	Name and address of paying agents and depository agents in each country.
SECTION 10	ESSENTIAL INFORMATION ON THE SECURITIES
Item 10.1	Terms and condition of the securities
Item 10.1.1	A description of the type and class of the securities being offered to the public or admitted to trading on a regulated market, including the international security identification number (‘ISIN’).
Item 10.1.2	Legislation under which the securities have been created.
Item 10.1.3	Currency of the securities issue.
Item 10.1.4	A description of the rights attached to the securities, including any limitations of those rights, and the procedure for the exercise of those rights: (a) dividend rights: (i) fixed date(s) on which the entitlement arises;

	<ul style="list-style-type: none"> (ii) time limit after which entitlement to dividend lapses and an indication of the person in whose favour the lapse operates; (iii) dividend restrictions and procedures for non-resident holders; (iv) rate of dividend or method of its calculation, periodicity and cumulative or non-cumulative nature of payments; <ul style="list-style-type: none"> (b) voting rights; (c) pre-emption rights in offers for subscription of securities of the same class; (d) right to share in the issuer's profits; (e) right to share in any surplus in the event of liquidation; (f) redemption provisions; (g) conversion provisions.
Item 10.1.5	A description of any restrictions on the transferability of the securities.
Item 10.1.6	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.
Item 10.1.7	Where applicable, information on the underlying securities and, where applicable, on the issuer of the underlying securities in accordance with Section 3 of Chapter II of this Regulation.
Item 10.1.8	Where applicable, for depository receipts issued over shares, information in accordance with Section 1 of Annex 5 and section 1 of Annex 13 to this Regulation.
Item 10.1.9	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.
Item 10.1.10	Where applicable, the potential impact on the investment in the event of resolution under Directive 2014/59/EU.
Item 10.1.11	In the case of new issues, provide a statement of the resolutions, authorisations and approvals by virtue of which the securities have been or will be created or issued.
SECTION 10A	UNITS OF CLOSED-END COLLECTIVE INVESTMENT UNDERTAKINGS (Where applicable)
Item 10a.1	Where applicable, for units of closed-end collective investment undertakings, information in accordance with Annex 4.
SECTION 11	REASONS FOR THE OFFER AND USE OF PROCEEDS
Item 11.1	Provide information on the reasons for the offer to the public and/or the admission to trading and, where applicable, the estimated net amount of the proceeds broken into each principal intended use and presented in order of priority of such uses.

Item 11.2	Where the issuer is aware that the anticipated proceeds will not be sufficient to fund all proposed uses, state the amount and sources of other funds needed. Details shall also be given with regard to the use of the proceeds, in particular where proceeds are being used to acquire assets, other than in the ordinary course of business, to finance announced acquisitions of other business, or to discharge, reduce or retire indebtedness.
SECTION 12	LOCK-UP AGREEMENTS
Item 12.1	In relation to lock-up agreements, provide details on the following: (a) the parties involved; (b) the content and exceptions of the agreement; and (c) an indication of the period of the lock-up.
SECTION 13	WORKING CAPITAL STATEMENT
Item 13.1	Statement by the issuer that, in its opinion, the working capital is sufficient for the issuer's present requirements or, if not, how the issuer proposes to provide the additional working capital needed.
SECTION 14	CONFLICTS OF INTEREST
Item 14.1	Provide information about any interests related to the issuance, including material conflicts of interest pertaining to the issue/offer, and details of the persons involved and the nature of the interests.
SECTION 15	DILUTION AND SHAREHOLDING AFTER THE ISSUANCE
Item 15.1	Present a comparison of participation in share capital and voting rights for existing shareholders before and after the capital increase resulting from the public offer, with the assumption that existing shareholders do not subscribe for the new securities and, separately, with the assumption that existing shareholders do take up their entitlement.
SECTION 16	DOCUMENTS AVAILABLE
Item 16.1	A statement that for the term of the EU Follow-on prospectus the following documents, where applicable, can be inspected: (a) the up-to-date memorandum and articles of association of the issuer; (b) all reports, letters, and other documents, valuations and statements prepared by an expert at the issuer's request any part of which is included or referred to in the EU Follow-on prospectus.
Item 16.2	An indication of the website on which the documents may be inspected.

ANNEX 31

EU FOLLOW-ON PROSPECTUS FOR NON-EQUITY SECURITIES

SECTION 1	SUMMARY	
Item 1 (Retail-specific)	A summary, where required by Article 7(1) of Regulation (EU) 2017/1129, drawn up in accordance with Article 7(12a) of that Regulation.	
SECTION 2	RISK FACTORS	
Item 2.1	A description of the material risks, in a limited number of categories, that are specific to the issuer, in a section headed “Risk Factors”. The risks shall be corroborated by the content of the EU Follow-on prospectus.	
Item 2.2	A description of the material risks, in a limited number of categories, that are specific to the securities being offered to the public and/or admitted to trading on a regulated market, in a section headed “Risk Factors”. The risks shall be corroborated by the content of the EU Follow-on prospectus.	Category A
SECTION 3	INFORMATION ABOUT THE ISSUER	
Item 3.1	Identify the company issuing the securities, including: (a) its legal entity identifier (LEI); (b) its legal and commercial name; (c) its country of incorporation; (d) the website where investors can find information on the company’s business operations, the products it makes or the services it provides, the principal markets where it operates, its major shareholders, the composition of its administrative, management and supervisory bodies and of its senior management and, where applicable, information incorporated by reference; (e) a disclaimer that the information on the website does not form part of the EU Follow-on prospectus unless that information is incorporated by reference into the EU Follow-on prospectus.	
SECTION 4	RESPONSIBILITY STATEMENT AND STATEMENT ON THE COMPETENT AUTHORITY	
Item 4.1	Responsibility statement	
Item 4.1.1	Identify the persons responsible for the information set out in the EU Follow-on prospectus and include a statement by those responsible for the EU Follow-on prospectus that, to the best of their knowledge, the information contained in the EU Follow-on prospectus is in accordance with the facts and that the EU Follow-on prospectus makes no omission likely	Category A

	<p>to affect its import.</p> <p>In the case of natural persons, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.</p>	
Item 4.1.2	<p>Where a statement or report attributed to a person as an expert, is included in the EU Follow-on prospectus, provide the following details for that person:</p> <p>(a) name;</p> <p>(b) business address;</p> <p>(c) qualifications; and</p> <p>(d) material interest (if any) in the issuer.</p> <p>Where information has been sourced from a third party, identify the source(s) of the information in accordance with points (a) to (d).</p>	Category A
Item 4.2	Statement on the competent authority	
Item 4.2.1	<p>The statement shall:</p> <p>(a) indicate the competent authority that has approved, in accordance with this Regulation, the EU Follow-on prospectus;</p> <p>(b) specify that such approval does not constitute an endorsement of the issuer or of the quality of the securities to which the EU Follow-on prospectus relates;</p> <p>(c) specify that the competent authority has only approved the EU Follow-on prospectus as meeting the standards of completeness, comprehensibility and consistency required by this Regulation; and</p> <p>(d) specify that the EU Follow-on prospectus has been drawn up in accordance with Article 14a of Regulation (EU) 2017/1129.</p>	Category A
SECTION 5	FINANCIAL INFORMATION	
Item 5.1	Financial Statements	
Item 5.1.1 (Retail-specific)	<p>Financial statements (annual and half-yearly) that are required to be published covering the period of 12 months prior to the approval of the EU Follow-on prospectus.</p> <p>Where both annual and half-yearly financial statements have been published, only the annual statements shall be required where they postdate the half-yearly financial statements.</p>	
Item 5.1.2	Annual financial statements that are required to be published covering the	

(Wholesale-specific)	period of 12 months prior to the approval of the EU Follow-on prospectus.
Item 5.2	Auditing of financial information
Item 5.2.1	The annual financial statements shall be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.
Item 5.2.2	Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the annual financial statements shall be audited or reported on as to whether or not, for the purposes of the EU Follow-on prospectus, they give a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information shall be included in the EU Follow-on prospectus: <ul style="list-style-type: none"> (a) a prominent statement disclosing which auditing standards have been applied; (b) an explanation of any significant departures from the International Standards on Auditing.
Item 5.2.3	Where audit reports on the annual financial statements have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason shall be given, and such qualifications, modifications, disclaimers or emphasis of matter shall be reproduced in full.
Item 5.3	Significant change in the issuer's financial position
Item 5.3.1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial statements or interim financial information have been published shall also be included, or an appropriate negative statement shall be included.
SECTION 6	TREND INFORMATION
Item 6.1	A description of: <ul style="list-style-type: none"> (a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements; (b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published to the date of the registration document. <p>If there is no significant change in either of the trends referred to in point (a) or (b) of this section, a statement to that effect is to be made. Other negative statements may be provided where appropriate.</p> <p>The information referred to in points (a) and (b) may be provided solely on a qualitative basis. Quantitative forecasts are not required.</p>
SECTION 7	DETAILS OF THE OFFER OR ADMISSION TO TRADING

Item 7.1	Terms and conditions of the offer (Retail-specific)	
Item 7.1.1 (Retail-specific)	The conditions to which the offer is subject, expected timetable, action required to apply for the offer, and the procedure for the exercise of any right of pre-emption. Total amount of the securities offered to the public. If the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and the time period for announcing to the public the definitive amount of the offer.	Category C
Item 7.1.2 (Retail-specific)	Provide information regarding: (a) where investors may subscribe for the securities, including the negotiability of subscription rights and the treatment of subscription rights not exercised; (b) the method and time limits for paying up the securities and for delivery of the securities; (c) the duration of the offer period, including any possible amendments thereto; (d) an indication of the period during which an application may be withdrawn, provided that investors are allowed to withdraw their subscription; and (e) a description of the application process together with the issue date of new securities.	Category C
Item 7.2	Plan of distribution and allotment (Retail-specific)	
Item 7.2.1 (Retail-specific)	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.	Category C
Item 7.3	Pricing (Retail-specific)	
Item 7.3.1 (Retail-specific)	An indication of the expected price at which the securities will be offered.	Category C
Item 7.3.2 (Retail-specific)	If the price is not known, a description of the method for determining the price, pursuant to Article 17 of Regulation (EU) 2017/1129 and the process for its disclosure.	Category B
Item 7.3	Placing and underwriting (Retail-specific)	
Item 7.3.1 (Retail-specific)	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	Category C

specific)	commitment or under “best efforts” arrangements. Where not all of the issue is underwritten, a statement of the portion not covered.	
Item 7.3.2 (Retail-specific)	Indication of the overall amount of the underwriting commission and of the placing commission.	Category C
Item 7.4	Admission to trading	
Item 7.4.1	Total amount of securities being admitted to trading.	Category C
Item 7.4.2	Where applicable, indicate the regulated market, the SME growth market or the MTF where the securities are to be admitted to trading and, if known, the earliest dates on which the securities will be admitted to trading.	Category C
Item 7.4.3	Name and address of paying agents and depository agents in each country.	Category C
SECTION 8	ESSENTIAL INFORMATION ON THE SECURITIES	
Item 8.1	Terms and conditions of the securities	
Item 8.1.1	A description of the type and class of the securities.	Category B
Item 8.1.2	The international security identification number (ISIN).	Category C
Item 8.1.3	Legislation under which the securities have been created.	Category A
Item 8.1.4	Currency of the security issue.	Category C
Item 8.1.5	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.	Category A
Item 8.1.6	A description of the rights attached to the securities, including any limitations of those rights, and the procedure for the exercise of those rights.	Category B
Item 8.1.7	(a) The nominal interest rate;	Category C
	(b) the provisions relating to interest payable;	Category B
	(c) the date from which interest becomes payable;	Category C
	(d) the due dates for interest;	Category C
	(e) the time limit on the validity of claims to interest and repayment of principal.	Category B

	Where the rate is not fixed:	
	(a) a statement setting out the type of underlying;	Category A
	(b) a description of the underlying on which the rate is based;	Category C
	(c) a description of the method used to relate the rate with the underlying;	Category B
	(d) any adjustment rules with relation to events concerning the underlying;	Category C
	(e) the name of the calculation agent;	Category C
	(f) if the security has a derivative component in the interest payment, an explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s) (Retail-specific).	Category B
Item 8.1.8	Maturity date.	Category C
Item 8.1.9	An indication of yield.	Category C
Item 8.1.10	A description of any restrictions on the transferability of the securities.	Category A
Item 8.1.11 (Retail-specific)	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.	Category C
Item 8.1.12	Where applicable, information on the underlying securities and, where applicable, on the issuer of the underlying securities in accordance with Section 3 of Chapter II of this Regulation.	
Item 8.1.13	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.	Category C
SECTION 9	REASONS FOR THE OFFER / EXPENSES OF THE ADMISSION TO TRADING, USE OF PROCEEDS AND, WHERE APPLICABLE, ESG-RELATED INFORMATION	
Item 9.1 (Retail-specific)	Provide information on the reasons for the offer to the public and/or for the admission to trading and, where applicable, the estimated net amount of the proceeds broken into each principal intended use and presented in order of priority of such uses. Where the issuer is aware that the anticipated proceeds will not be sufficient to fund all proposed uses, it shall state the	Category C

	amount and sources of other funds needed.	
Item 9.2 (Wholesale-specific)	The use and estimated net amount of the proceeds.	Category C
Item 9.3 (Wholesale-specific)	An estimate of the total expenses related to the admission to trading.	Category C
Item 9.4	Where applicable, ESG-related information in accordance with Section 3 of Chapter II of this Regulation.	
SECTION 10	CONFLICTS OF INTEREST	
Item 10.1	Provide information about any interests related to the issuance, including material conflicts of interest pertaining to the issue/offer, and details of the persons involved and the nature of the interests.	Category C
SECTION 11	DOCUMENTS AVAILABLE	
Item 11.1	A statement that for the term of the EU Follow-on prospectus the following documents, where applicable, can be inspected: (a) the up-to-date memorandum and articles of association of the issuer; (b) all reports, letters, and other documents, valuations and statements prepared by an expert at the issuer's request any part of which is included or referred to in the EU Follow-on prospectus.	
Item 11.2	An indication of the website on which the documents may be inspected.	

ANNEX 32

EU FOLLOW-ON REGISTRATION DOCUMENT FOR NON-EQUITY SECURITIES

SECTION 1	RISK FACTORS	
Item 1.1	A description of the material risks, in a limited number of categories, that are specific to the issuer, in a section headed "Risk Factors". The risks shall be corroborated by the content of the EU Follow-on registration document.	
SECTION 2	INFORMATION ABOUT THE ISSUER	
Item 2.1	Identify the company issuing the securities, including: (a) its legal entity identifier (LEI);	

	<p>(b) its legal and commercial name;</p> <p>(c) its country of incorporation;</p> <p>(d) the website where investors can find information on the company's business operations, the products it makes or the services it provides, the principal markets where it operates, its major shareholders, the composition of its administrative, management and supervisory bodies and of its senior management and, where applicable, information incorporated by reference;</p> <p>(e) a disclaimer that the information on the website does not form part of the EU Follow-on prospectus unless that information is incorporated by reference into the EU Follow-on prospectus.</p>
SECTION 3	RESPONSIBILITY STATEMENT AND STATEMENT ON THE COMPETENT AUTHORITY
Item 3.1	Responsibility statement
Item 3.1.1	<p>Identify the persons responsible for the information set out in the EU Follow-on registration document and include a statement by those responsible for the EU Follow-on registration document that, to the best of their knowledge, the information contained in the EU Follow-on registration document is in accordance with the facts and that the EU Follow-on registration document makes no omission likely to affect its import.</p> <p>In the case of natural persons, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.</p>
Item 3.1.2	<p>Where a statement or report attributed to a person as an expert, is included in the EU Follow-on registration document, provide the following details for that person:</p> <p>(a) name;</p> <p>(b) business address;</p> <p>(c) qualifications; and</p> <p>(d) material interest (if any) in the issuer.</p> <p>Where information has been sourced from a third party, identify the source(s) of the information in accordance with points (a) to (d).</p>
Item 3.2	Statement on the competent authority
Item 3.2.1	<p>The statement shall:</p> <p>(a) indicate the competent authority that has approved, in accordance with this Regulation, the EU Follow-on registration document;</p> <p>(b) specify that such approval does not constitute an endorsement of the issuer to which the EU Follow-on registration document relates;</p> <p>(c) specify that the competent authority has only approved the EU</p>

	<p>Follow-on registration document as meeting the standards of completeness, comprehensibility and consistency required by this Regulation; and</p> <p>(d) specify that the EU Follow-on registration document has been drawn up in accordance with Article 14a of Regulation (EU) 2017/1129.</p>
SECTION 4	FINANCIAL INFORMATION
Item 4.1	Financial Statements
Item 4.1.1 (Retail-specific)	<p>Financial statements (annual and half-yearly) that are required to be published covering the period of 12 months prior to the approval of the EU Follow-on prospectus.</p> <p>Where both annual and half-yearly financial statements have been published, only the annual statements shall be required where they postdate the half-yearly financial statements.</p>
Item 4.1.2 (Wholesale-specific)	Annual financial statements that are required to be published covering the period of 12 months prior to the approval of the EU Follow-on prospectus.
Item 4.2	Auditing of financial information
Item 4.2.1	The annual financial statements shall be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.
Item 4.2.2	<p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the annual financial statements shall be audited or reported on as to whether or not, for the purposes of the EU Follow-on registration document, they give a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information shall be included in the EU Follow-on registration document:</p> <p>(a) a prominent statement disclosing which auditing standards have been applied;</p> <p>(b) an explanation of any significant departures from the International Standards on Auditing.</p>
Item 4.2.3	Where audit reports on the annual financial statements have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason shall be given, and such qualifications, modifications, disclaimers or emphasis of matter shall be reproduced in full.
Item 4.3	Significant change in the issuer's financial position
Item 4.3.1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for

	which either audited financial statements or interim financial information have been published shall also be included, or an appropriate negative statement shall be included.
SECTION 5	TREND INFORMATION
Item 5.1	<p>A description of:</p> <p>(a) any material adverse change in the prospects of the issuer since the date of its last published audited financial statements;</p> <p>(b) any significant change in the financial performance of the group since the end of the last financial period for which financial information has been published to the date of the registration document.</p> <p>If there is no significant change in either of the trends referred to in point (a) or (b) of this section, a statement to that effect is to be made. Other negative statements may be provided where appropriate.</p> <p>The information referred to in points (a) and (b) may be provided solely on a qualitative basis. Quantitative forecasts are not required.</p>
SECTION 6	DOCUMENTS AVAILABLE
Item 6.1	<p>A statement that for the term of the EU Follow-on registration document the following documents, where applicable, can be inspected:</p> <p>(a) the up-to-date memorandum and articles of association of the issuer;</p> <p>(b) all reports, letters, and other documents, valuations and statements prepared by an expert at the issuer's request any part of which is included or referred to in the EU Follow-on registration document.</p>
Item 6.2	An indication of the website on which the documents may be inspected.

ANNEX 33
**EU FOLLOW-ON SECURITIES NOTE FOR NON-EQUITY
SECURITIES**

SECTION 1	RISK FACTORS	
Item 1.1	<p>A description of the material risks, in a limited number of categories, that are specific to the securities being offered to the public and/or admitted to trading on a regulated market, in a section headed "Risk Factors".</p> <p>The risks shall be corroborated by the content of the EU Follow-on securities note.</p>	Category A
SECTION 2	RESPONSIBILITY STATEMENT AND STATEMENT ON THE COMPETENT AUTHORITY	

Item 2.1	Responsibility statement	
Item 2.1.1	<p>Identify the persons responsible for the information set out in the EU Follow-on securities note and include a statement by those responsible for the EU Follow-on securities note that, to the best of their knowledge, the information contained in the EU Follow-on securities note is in accordance with the facts and that the EU Follow-on securities note makes no omission likely to affect its import.</p> <p>In the case of natural persons, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.</p>	Category A
Item 2.1.2	<p>Where a statement or report attributed to a person as an expert, is included in the EU Follow-on securities note, provide the following details for that person:</p> <ul style="list-style-type: none"> (a) name; (b) business address; (c) qualifications; and (d) material interest (if any) in the issuer. <p>Where information has been sourced from a third party, identify the source(s) of the information in accordance with points (a) to (d).</p>	Category A
Item 2.2	Statement on the competent authority	
Item 2.2.1	<p>The statement shall:</p> <ul style="list-style-type: none"> (a) indicate the competent authority that has approved, in accordance with this Regulation, the EU Follow-on securities note; (b) specify that such approval does not constitute an endorsement of the issuer or of the quality of the securities to which the EU Follow-on securities note relates; (c) specify that the competent authority has only approved the EU Follow-on securities note as meeting the standards of completeness, comprehensibility and consistency required by this Regulation; and (d) specify that the EU Follow-on securities note has been drawn up in accordance with Article 14a of Regulation (EU) 2017/1129. 	Category A
SECTION 3	DETAILS OF THE OFFER OR ADMISSION TO TRADING	
Item 3.1	Terms and conditions of the offer (Retail-specific)	

Item 3.1.1 (Retail-specific)	The conditions to which the offer is subject, expected timetable, action required to apply for the offer, and the procedure for the exercise of any right of pre-emption. The total amount of the securities offered to the public. If the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and the time period for announcing to the public the definitive amount of the offer.	Category C
Item 3.1.2 (Retail-specific)	Provide information regarding: (a) where investors may subscribe for the securities, including the negotiability of subscription rights and the treatment of subscription rights not exercised; (b) the method and time limits for paying up the securities and for delivery of the securities; (c) the duration of the offer period, including any possible amendments thereto; (d) an indication of the period during which an application may be withdrawn, provided that investors are allowed to withdraw their subscription; and (e) a description of the application process together with the issue date of new securities.	Category C
Item 3.2	Plan of distribution and allotment (Retail-specific)	
Item 3.2.1 (Retail-specific)	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.	Category C
Item 3.3	Pricing (Retail-specific)	
Item 3.3.1 (Retail-specific)	An indication of the expected price at which the securities will be offered.	Category C
Item 3.3.2 (Retail-specific)	If the price is not known, a description of the method for determining the price, pursuant to Article 17 of Regulation (EU) 2017/1129 and the process for its disclosure.	Category B
Item 3.4	Placing and underwriting (Retail-specific)	
Item 3.4.1 (Retail-specific)	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.	Category C

	Where not all of the issue is underwritten, a statement of the portion not covered.	
Item 3.4.3 (Retail-specific)	Indication of the overall amount of the underwriting commission and of the placing commission.	Category C
Item 3.5	Admission to trading	
Item 3.5.1	Total amount of securities being admitted to trading.	Category C
Item 3.5.2	Where applicable, indicate the regulated market, the SME growth market or the MTF where the securities are to be admitted to trading and, if known, the earliest dates on which the securities will be admitted to trading.	Category C
Item 3.5.3	Name and address of paying agents and depository agents in each country.	Category C
SECTION 4	ESSENTIAL INFORMATION ON THE SECURITIES	
Item 4.1	Terms and conditions of the securities	
Item 4.1.1	A description of the type and the class of the securities.	Category B
Item 4.1.2	The international security identification number (ISIN).	Category C
Item 4.1.3	Legislation under which the securities have been created.	Category A
Item 4.1.4	Currency of the security issue.	Category C
Item 4.1.5	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.	Category A
Item 4.1.6	A description of the rights attached to the securities, the procedure for the exercise of those rights and any limitations of those rights.	Category B
Item 4.1.7	(a) The nominal interest rate;	Category C
	(b) the provisions relating to interest payable;	Category B
	(c) the date from which interest becomes payable	Category C
	(d) the due dates for interest;	Category C
	(e) the time limit on the validity of claims to interest and repayment of principal.	Category B
	Where the rate is not fixed:	

	(a) a statement setting out the type of underlying;	Category A
	(b) a description of the underlying on which the rate is based;	Category C
	(c) the method used to relate the rate with the underlying;	Category B
	(d) any adjustment rules with relation to events concerning the underlying;	Category C
	(e) the name of the calculation agent;	Category C
	(f) if the security has a derivative component in the interest payment, an explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s) (Retail-specific).	Category B
Item 4.1.8	Maturity date.	Category C
Item 4.1.9	An indication of yield.	Category C
Item 4.1.10	A description of any restrictions on the transferability of the securities.	Category A
Item 4.1.11 (Retail-specific)	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.	Category C
Item 4.1.12	Where applicable, information on the underlying securities and, where applicable, on the issuer of the underlying securities in accordance with Section 3 of Chapter II of this Regulation.	
Item 4.1.13	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.	Category C
SECTION 5	REASONS FOR THE OFFER / EXPENSES OF THE ADMISSION TO TRADING, USE OF PROCEEDS AND, WHERE APPLICABLE, ESG-RELATED INFORMATION	
Item 5.1 (Retail-specific)	Provide information on the reasons for the offer to the public and/or for the admission to trading and, where applicable, the estimated net amount of the proceeds broken into each principal intended use and presented in order of priority of such uses. Where the issuer is aware that the anticipated proceeds will not be sufficient to fund all proposed uses, it shall state the amount and sources of other funds needed.	Category C

Item 5.2 (Wholesale-specific)	The use and estimated net amount of the proceeds.	Category C
Item 5.3 (Wholesale-specific)	An estimate of the total expenses related to the admission to trading.	Category C
Item 5.4	Where applicable, ESG-related information in accordance with Section 3 of Chapter II of this Regulation.	
SECTION 6	CONFLICTS OF INTEREST	
Item 6.1	Provide information about any interests related to the issuance, including material conflicts of interest pertaining to the issue/offer, and details of the persons involved and the nature of the interests.	Category C

ANNEX 34

EU GROWTH ISSUANCE PROSPECTUS FOR EQUITY SECURITIES

SECTION 1	SUMMARY	
Item 1.1	A summary drawn up in accordance with Article 7(12a) of Regulation (EU) 2017/1129.	
SECTION 2	RISK FACTORS	
Item 2.1	<p>A description of the material risks, in a limited number of categories, that are specific to the issuer and a description of the material risks, in a limited number of categories, that are specific to the securities being offered to the public in a section headed “Risk Factors”.</p> <p>The risks shall be corroborated by the content of the EU Growth issuance prospectus.</p>	
SECTION 3	INFORMATION ABOUT THE ISSUER	
Item 3.1	<p>Identify the company issuing securities, including:</p> <ul style="list-style-type: none"> (a) the place of registration of the issuer; (b) its registration number and legal entity identifier (LEI); (c) its legal and commercial name; (d) the legislation under which the issuer operates; (e) its country of incorporation; (f) the address, telephone number of its registered office (or principal place of business if different from its registered office); 	

	<p>(g) the website, if any;</p> <p>(h) a disclaimer that the information on the website does not form part of the EU Growth issuance prospectus unless that information is incorporated by reference into the EU Growth issuance prospectus.</p>
SECTION 4	RESPONSIBILITY STATEMENT AND STATEMENT ON THE COMPETENT AUTHORITY
Item 4.1	Responsibility statement
Item 4.1.1	<p>Identify the persons responsible for the information set out in the EU Growth issuance prospectus and include a statement by those responsible for the EU Growth issuance prospectus that, to the best of their knowledge, the information contained in the EU Growth issuance prospectus is in accordance with the facts and that the EU Growth issuance prospectus makes no omission likely to affect its import.</p> <p>In the case of natural persons, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.</p>
Item 4.1.2	<p>Where a statement or report attributed to a person as an expert, is included in the EU Growth issuance prospectus, provide the following details for that person:</p> <p>(a) name;</p> <p>(b) business address;</p> <p>(c) qualifications; and</p> <p>(d) material interest (if any) in the issuer.</p> <p>Where information has been sourced from a third party, identify the source(s) of the information in accordance with points (a) to (d).</p>
Item 4.2	Statement on the competent authority
Item 4.2.1	<p>The statement shall:</p> <p>(a) indicate the competent authority that has approved, in accordance with this Regulation, the EU Growth issuance prospectus;</p> <p>(b) specify that such approval does not constitute an endorsement of the issuer or of the quality of the securities to which the EU Growth issuance prospectus relates;</p> <p>(c) specify that the competent authority has only approved the EU Growth issuance prospectus as meeting the standards of completeness, comprehensibility and consistency required by this Regulation; and</p> <p>(d) specify that the EU Growth issuance prospectus has been drawn up in accordance with Article 15a of Regulation (EU) 2017/1129.</p>
SECTION 5	GROWTH STRATEGY AND BUSINESS OVERVIEW

Item 5.1	Growth strategy and objectives
Item 5.1.1	A description of the issuer’s business strategy, including growth potential and expectations for the future, and strategic objectives (both financial and non-financial, if any). This description shall take into account the issuer’s future challenges and prospects
Item 5.2	Principal activities and markets
Item 5.2.1	A description of the issuer’s principal activities, including: <ul style="list-style-type: none"> (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products, services or activities that have been introduced since the publication of the latest audited financial statements; (c) a description of the principal markets in which the issuer operates, including market growth, trends and competitive situation.
Item 5.3	Investments
Item 5.3.1	To the extent not covered elsewhere in the EU Growth issuance prospectus, a description (including the amount) of the issuer’s material investments from the end of the period covered by the historical financial information included in the EU Growth issuance prospectus up to the date of the EU Growth issuance prospectus and, if relevant, a description of any material investments of the issuer that are in progress or for which firm commitments have already been made.
Item 5.4	Profit forecasts and estimates
Item 5.4.1	Where an issuer has published a profit forecast or a profit estimate that remains outstanding and valid, that forecast or estimate shall be included in the EU Growth issuance prospectus.
Item 5.4.2	If a profit forecast or profit estimate has been published and remains outstanding, but is no longer valid, a statement to that effect shall be provided along with an explanation as to why such forecast or estimate is no longer valid.
SECTION 6	ORGANISATIONAL STRUCTURE
Item 6.1	If the issuer is part of a group and where not covered elsewhere in the EU Growth issuance prospectus and to the extent necessary for an understanding of the issuer’s business as a whole, a diagram of the organisational structure.
SECTION 7	CORPORATE GOVERNANCE
Item 7.1	Provide the following information for the members of the administrative, management and/or supervisory bodies, any senior manager who is relevant to establishing that the issuer has the appropriate expertise and

	<p>experience for the management of the issuer's business, and, in the case of a limited partnership with a share capital, partners with unlimited liability:</p> <p>(a) names, business addresses and functions within the issuer of those persons, details on their relevant management expertise and experience and an indication of the principal activities performed by them outside of the issuer where these are significant with respect to that issuer</p> <p>(b) details of the nature of any family relationship between any of those persons</p> <p>(c) details, for at least the last five years, of any convictions in relation to fraudulent offences and details of any official public incrimination and/or sanctions involving such persons by statutory or regulatory authorities (including designated professional bodies) and whether they have ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer. If there is no such information required to be disclosed, a statement to that effect is to be made.</p>
SECTION 8	FINANCIAL INFORMATION
Item 8.1	Financial Statements
Item 8.1.1	<p>Financial statements (annual and half-yearly) that are required to be published covering the period of 12 months prior to the approval of the EU Growth issuance prospectus (or a shorter period when the issuer has been in operation for less than 12 months).</p> <p>Where both annual and half-yearly financial statements have been published, only the annual statements shall be required where they postdate the half-yearly financial statements.</p>
Item 8.2	Accounting Standards
Item 8.2.1	<p>The financial information shall be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.</p> <p>If Regulation (EC) No 1606/2002 is not applicable the financial information shall be prepared according to:</p> <p>(a) a Member State's national accounting standards for issuers from the EEA, as required by Directive 2013/34/ EU;</p> <p>(b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No 1606/2002 the financial statements shall be restated in accordance with that Regulation.</p>
Item 8.2.2	Where the audited financial information is prepared according to national

	<p>accounting standards, they shall include at least the following:</p> <ul style="list-style-type: none"> (a) the balance sheet; (b) the income statement; (c) the accounting policies and explanatory notes.
Item 8.2.3	If the issuer prepares both stand-alone and consolidated financial statements, include or incorporate by reference at least the consolidated financial statements.
Item 8.3	Auditing of financial information
Item 8.3.2	The annual financial statements shall be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.
Item 8.3.2	<p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the annual financial statements shall be audited or reported on as to whether or not, for the purposes of the EU Growth issuance prospectus, they give a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information shall be included in the EU Growth issuance prospectus:</p> <ul style="list-style-type: none"> (a) a prominent statement disclosing which auditing standards have been applied; (b) an explanation of any significant departures from the International Standards on Auditing.
Item 8.3.3	Where audit reports on the annual financial statements have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason shall be given, and such qualifications, modifications, disclaimers or emphasis of matter shall be reproduced in full.
Item 8.4	Significant change in the issuer's financial position
Item 8.4.1	A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial statements or interim financial information have been published shall also be included, or an appropriate negative statement shall be included.
Item 8.5	Pro forma financial information
Item 8.5.1	<p>In the case of a significant gross change as referred to in Article 1(e) of this Regulation, a description of how the transaction might have affected assets, liabilities and earnings of the issuer, had the transaction been undertaken at the commencement of the period being reported on or at the date reported.</p> <p>This requirement will normally be satisfied by the inclusion of pro forma financial information. This pro forma financial information shall be presented as set out in Annex 20 and shall include the information</p>

	<p>indicated therein.</p> <p>Pro forma financial information shall be accompanied by a report prepared by independent accountants or auditors.</p>
SECTION 9	<p>MANAGEMENT REPORT INCLUDING, WHERE APPLICABLE, THE SUSTAINABILITY REPORTING</p> <p>(Issuers with market capitalisation above EUR 200 000 000 only)</p>
Item 9.1	<p>The management report as referred to in Chapters 5 and 6 of Directive 2013/34/EU for the periods covered by the historical financial information including, where applicable, the sustainability reporting, shall be alternatively incorporated by reference or the information contained therein shall be included in the EU Growth issuance prospectus.</p> <p>This requirement applies only to issuers with market capitalisation above EUR 200 000 000.</p>
SECTION 10	DIVIDEND POLICY
Item 10.1	<p>A description of the issuer's policy on dividend distributions and any current restrictions thereon, as well as on share repurchases.</p> <p>Where the issuer does not have an established dividend policy, an appropriate negative statement shall be included.</p>
SECTION 11	DETAILS OF THE OFFER OR ADMISSION TO TRADING
Item 11.1	Terms and conditions of the offer
Item 11.1.1	<p>Total amount of the issue/offer distinguishing the securities offered for sale and those offered for subscription, the conditions to which the offer is subject, expected timetable, action required to apply for the offer, and the procedure for the exercise of any right of pre-emption.</p> <p>If the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and the time period for announcing to the public the definitive amount of the offer.</p>
Item 11.1.2	<p>Provide information regarding:</p> <ul style="list-style-type: none"> (a) where investors may subscribe for the securities or exercise their right of pre-emption, including the negotiability of subscription rights and the treatment of subscription rights not exercised; (b) the method and time limits for paying up the securities and for delivery of the securities; (c) the duration of the offer period, including any possible amendments thereto; (d) an indication of the period during which an application may be withdrawn, provided that investors are allowed to withdraw their subscription; and (e) a description of the application process together with the issue

	date of new securities.
Item 11.2	Plan of distribution and allotment
Item 11.2.1	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.
Item 11.2.2	To the extent known to the issuer, provide information on whether major shareholders or members of the issuer's management, supervisory or administrative bodies intend to subscribe for the offer, or whether any person intends to subscribe for more than 5 % of the offer.
Item 11.3	Pricing
Item 11.3.1	An indication of the price at which the securities will be offered. If the price is not known, an indication of the maximum price or a description of the method for determining the price, pursuant to Article 17 of Regulation (EU) 2017/1129 and the process for its disclosure.
Item 11.4	Placing and underwriting
Item 11.4.2	Present any firm commitments to subscribe for more than 5 % of the offer and all material features of the underwriting and placement agreements. Include the name and address of the entities agreeing to underwrite or place the issue on a firm commitment basis or under "best efforts" arrangements. Indication of the material features of the agreements, including the quotas, as well as the name and address of coordinators of the offer. 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.
Item 11.4.3	Name and address of paying agents and depository agents in each country.
Item 11.5	Admission to trading
Item 11.5.1	An indication as to whether the securities offered are or will be the object of an application for admission to trading on an SME growth Market or an MTF, with a view to their distribution in an SME Growth Market or an MTF with an indication of the markets in question. This circumstance shall 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.
Item 11.5.2	Where applicable, details of any entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment.
Item 11.5.3	Name and address of paying agents and depository agents in each country.
SECTION 12	ESSENTIAL INFORMATION ON THE SECURITIES

Item 12.1	Terms and condition of the securities
Item 12.1.1	A description of the type and class of the securities being offered to the public, including the international security identification number ('ISIN').
Item 12.1.2	Legislation under which the securities have been created.
Item 12.1.3	Currency of the securities issue.
Item 12.1.4	<p>A description of the rights attached to the securities, including any limitations of those rights, and the procedure for the exercise of those rights:</p> <ul style="list-style-type: none"> (a) dividend rights: <ul style="list-style-type: none"> (i) fixed date(s) on which the entitlement arises; (ii) time limit after which entitlement to dividend lapses and an indication of the person in whose favour the lapse operates; (iii) dividend restrictions and procedures for non-resident holders; (iv) rate of dividend or method of its calculation, periodicity and cumulative or non-cumulative nature of payments; (b) voting rights; (c) pre-emption rights in offers for subscription of securities of the same class; (d) right to share in the issuer's profits; (e) right to share in any surplus in the event of liquidation; (f) redemption provisions; (g) conversion provisions.
Item 12.1.5	A description of any restrictions on the transferability of the securities.
Item 12.1.6	Where applicable, the information referred to in Article 5(3) of Directive (EU) 2024/2810 of the European Parliament and of the Council*.
Item 12.1.7	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.
Item 12.1.8	Where applicable, information on the underlying securities and, where applicable, on the issuer of the underlying securities in accordance with Section 3 of Chapter II of this Regulation.
Item 12.1.9	Where applicable, for depository receipts issued over shares, information in accordance with Section 1 of Annex 5 and section 1 of Annex 13 to this Regulation.
Item 12.1.10	If different from the issuer, the identity and contact details of the offeror of the securities, including the legal entity identifier ('LEI') where the offeror has legal personality.

Item 12.1.11	Where applicable, the potential impact on the investment in the event of resolution under Directive 2014/59/EU.
SECTION 12A	UNITS OF CLOSED-END COLLECTIVE INVESTMENT UNDERTAKINGS (Where applicable)
Item 12a.1	Where applicable, for units of closed-end collective investment undertakings, information in accordance with Annex 4.
SECTION 13	REASONS FOR THE OFFER AND USE OF PROCEEDS
Item 13.1	Provide information on the reasons for the offer to the public and, where applicable, the estimated net amount of the proceeds broken into each principal intended use and presented in order of priority of such uses.
Item 13.2	Where the issuer is aware that the anticipated proceeds will not be sufficient to fund all proposed uses, state the amount and sources of other funds needed. Details shall also be given with regard to the use of the proceeds, in particular where proceeds are being used to acquire assets, other than in the ordinary course of business, to finance announced acquisitions of other business, or to discharge, reduce or retire indebtedness.
Item 13.3	Provide an explanation of how the proceeds from the offer align with the business strategy and strategic objectives.
SECTION 14	WORKING CAPITAL STATEMENT
Item 14.1	Statement by the issuer that, in its opinion, the working capital is sufficient for the issuer's present requirements or, if not, how the issuer proposes to provide the additional working capital needed.
SECTION 15	CONFLICTS OF INTEREST
Item 15.1	Provide information about any interests related to the issuance, including material conflicts of interest pertaining to the issue/offer, and details of the persons involved and the nature of the interests.
SECTION 16	DILUTION AND SHAREHOLDING AFTER THE ISSUANCE
Item 16.1	Present a comparison of participation in share capital and voting rights for existing shareholders before and after the capital increase resulting from the public offer, with the assumption that existing shareholders do not subscribe for the new securities and, separately, with the assumption that existing shareholders do take up their entitlement.
SECTION 17	DOCUMENTS AVAILABLE
Item 17.1	A statement that for the term of the EU Growth issuance prospectus the following documents, where applicable, can be inspected: <ul style="list-style-type: none"> (a) the up-to-date memorandum and articles of association of the issuer; (b) all reports, letters, and other documents, valuations and statements

	prepared by an expert at the issuer’s request any part of which is included or referred to in the EU Growth issuance prospectus.
Item 17.2	An indication of the website on which the documents may be inspected.

* Directive (EU) 2024/2810 of the European Parliament and of the Council of 23 October 2024 on multiple-vote share structures in companies that seek admission to trading of their shares on a multilateral trading facility (OJ L, 2024/2810, 14.11.2024, ELI: <http://data.europa.eu/eli/dir/2024/2810/oj>).

ANNEX 35
EU GROWTH ISSUANCE PROSPECTUS FOR NON-EQUITY SECURITIES

SECTION 1	SUMMARY	
Item 1	A summary drawn up in accordance with Article 7(12a) of Regulation (EU) 2017/1129.	
SECTION 2	RISK FACTORS	
Item 2.1	A description of the material risks, in a limited number of categories, that are specific to the issuer, in a section headed “Risk Factors”. The risks shall be corroborated by the content of the EU Growth issuance prospectus.	
Item 2.2	A description of the material risks, in a limited number of categories, that are specific to the securities being offered to the public, in a section headed “Risk Factors”. The risks shall be corroborated by the content of the EU Growth issuance prospectus.	Category A
SECTION 3	INFORMATION ABOUT THE ISSUER	
Item 3.1	Identify the company issuing the securities, including: (a) the place of registration of the issuer; (b) its registration number and legal entity identifier (“LEI”); (c) its legal and commercial name; (d) the legislation under which the issuer operates; (e) its country of incorporation; (f) the address, telephone number of its registered office (or principal place of business if different from its registered office); (g) the website, if any; (h) a disclaimer that the information on the website does not form part of the EU Growth issuance prospectus unless that information is incorporated by reference into the EU Growth issuance prospectus; (i) where applicable, credit ratings assigned to the issuer at the request	

	or with the cooperation of the issuer in the rating process.	
Item 3.2	Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	
SECTION 4	RESPONSIBILITY STATEMENT AND STATEMENT ON THE COMPETENT AUTHORITY	
Item 4.1	Responsibility statement	
Item 4.1.1	<p>Identify the persons responsible for the information set out in the EU Growth issuance prospectus and include a statement by those responsible for the EU Growth issuance prospectus that, to the best of their knowledge, the information contained in the EU Growth issuance prospectus is in accordance with the facts and that the EU Growth issuance prospectus makes no omission likely to affect its import.</p> <p>In the case of natural persons, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.</p>	Category A
Item 4.1.2	<p>Where a statement or report attributed to a person as an expert, is included in the EU Growth issuance prospectus, provide the following details for that person:</p> <p>(a) name;</p> <p>(b) business address;</p> <p>(c) qualifications; and</p> <p>(d) material interest (if any) in the issuer.</p> <p>Where information has been sourced from a third party, identify the source(s) of the information in accordance with points (a) to (d).</p>	Category A
Item 4.2	Statement on the competent authority	
Item 4.2.1	<p>The statement shall:</p> <p>(a) indicate the competent authority that has approved, in accordance with this Regulation, the EU Growth issuance prospectus;</p> <p>(b) specify that such approval does not constitute an endorsement of the issuer or of the quality of the securities to which the EU Growth issuance prospectus relates;</p> <p>(c) specify that the competent authority has only approved the EU Growth issuance prospectus as meeting the standards of completeness, comprehensibility and consistency required by this Regulation; and</p>	Category A

	(d) specify that the EU Growth issuance prospectus has been drawn up in accordance with Article 15a of Regulation (EU) 2017/1129.	
SECTION 5	GROWTH STRATEGY AND BUSINESS OVERVIEW	
Item 5.1	A brief description of the issuer's business strategy, including growth potential.	
Item 5.2	A description of the issuer's principal activities, including: <ul style="list-style-type: none"> (a) the main categories of products sold and/or services performed; (b) an indication of any significant new products, services or activities; (c) the principal markets in which the issuer operates. 	
SECTION 6	ORGANISATIONAL STRUCTURE	
Item 6.1	If the issuer is part of a group and where not covered elsewhere in the EU Growth issuance prospectus and to the extent necessary for an understanding of the issuer's business as a whole, a diagram of the organisational structure.	
SECTION 7	CORPORATE GOVERNANCE	
Item 7.1	Provide a brief description of board practices and governance.	
Item 7.2	Provide the names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer: <ul style="list-style-type: none"> (a) members of the administrative, management and/or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital. 	
SECTION 8	FINANCIAL INFORMATION	
Item 8.1	Financial Statements	
Item 8.1.1	Financial statements (annual and half-yearly) that are required to be published covering the period of 12 months prior to the approval of the EU Growth issuance prospectus (or a shorter period when the issuer has been in operation for less than 12 months). Where both annual and half-yearly financial statements have been published, only the annual statements shall be required where they postdate the half-yearly financial statements.	
Item 8.2	Accounting Standards	
Item 8.2.1	The financial information shall be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation	

	<p>(EC) No 1606/2002.</p> <p>If Regulation (EC) No 1606/2002 is not applicable the financial information shall be prepared according to:</p> <p>(a) a Member State's national accounting standards for issuers from the EEA, as required by Directive 2013/34/ EU;</p> <p>(b) a third country's national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. If such third country's national accounting standards are not equivalent to Regulation (EC) No 1606/2002 the financial statements shall be restated in accordance with that Regulation.</p>
Item 8.2.2	<p>Where the audited financial information is prepared according to national accounting standards, they shall include at least the following:</p> <p>(a) the balance sheet;</p> <p>(b) the income statement;</p> <p>(c) the accounting policies and explanatory notes.</p>
Item 8.2.3	<p>If the issuer prepares both stand-alone and consolidated financial statements, include or incorporate by reference at least the consolidated financial statements.</p>
Item 8.3	<p>Auditing of financial information</p>
Item 8.3.1	<p>The annual financial statements shall be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p>
Item 8.3.2	<p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the annual financial statements shall be audited or reported on as to whether or not, for the purposes of the EU Growth issuance prospectus, they give a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information shall be included in the EU Growth issuance prospectus:</p> <p>(a) a prominent statement disclosing which auditing standards have been applied;</p> <p>(b) an explanation of any significant departures from the International Standards on Auditing.</p>
Item 8.3.3	<p>Where audit reports on the annual financial statements have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason shall be given, and such qualifications, modifications, disclaimers or emphasis of matter shall be reproduced in full.</p>
Item 8.4	<p>Significant change in the issuer's financial position</p>
Item 8.4.1	<p>A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial statements or interim financial information have been</p>

	published shall also be included, or an appropriate negative statement shall be included.	
SECTION 9	DETAILS OF THE OFFER OR ADMISSION TO TRADING	
Item 9.1	Terms and conditions of the offer	
Item 9.1.1	<p>The conditions to which the offer is subject, expected timetable, action required to apply for the offer, and the procedure for the exercise of any right of pre-emption.</p> <p>The total amount of the securities offered to the public. If the amount is not fixed, an indication of the maximum amount of the securities to be offered (if available) and a description of the arrangements and the time period for announcing to the public the definitive amount of the offer.</p>	Category C
Item 9.1.2	<p>Provide information regarding:</p> <p>(a) where investors may subscribe for the securities, including the negotiability of subscription rights and the treatment of subscription rights not exercised;</p> <p>(b) the method and time limits for paying up the securities and for delivery of the securities;</p> <p>(c) the duration of the offer period, including any possible amendments thereto;</p> <p>(d) an indication of the period during which an application may be withdrawn, provided that investors are allowed to withdraw their subscription; and</p> <p>(e) a description of the application process together with the issue date of new securities.</p>	Category C
Item 9.2	Plan of distribution and allotment	
Item 9.2.1	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.	Category C
Item 9.3	Pricing	
Item 9.3.1	An indication of the expected price at which the securities will be offered.	Category C
Item 9.3.2	If the price is not known, a description of the method for determining the price, pursuant to Article 17 of Regulation (EU) 2017/1129 and the process for its disclosure.	Category B
Item 9.4	Placing and underwriting	
Item 9.4.1	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	Category C

	commitment or under “best efforts” arrangements. Where not all of the issue is underwritten, a statement of the portion not covered.	
Item 9.4.2	Indication of the overall amount of the underwriting commission and of the placing commission.	Category C
Item 9.5	Admission to trading	
Item 9.5.1	Where applicable, indicate the SME growth market or the MTF where the securities are to be admitted to trading and, if known, the earliest dates on which the securities will be admitted to trading.	Category C
Item 9.5.2	Where applicable, details of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment.	Category C
Item 9.5.3	Name and address of paying agents and depository agents in each country.	Category C
SECTION 10	ESSENTIAL INFORMATION ON THE SECURITIES	
Item 10.1	Terms and conditions of the securities	
Item 10.1.1	A description of the type and the class of the securities.	Category B
Item 10.1.2	The international security identification number (ISIN).	Category C
Item 10.1.3	Legislation under which the securities have been created.	Category A
Item 10.1.4	Currency of the security issue.	Category C
Item 10.1.5	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.	Category A
Item 10.1.6	A description of the rights attached to the securities, the procedure for the exercise of those rights and any limitations of those rights.	Category B
Item 10.1.7	(a) The nominal interest rate;	Category C
	(b) the provisions relating to interest payable;	Category B
	(c) the date from which interest becomes payable;	Category C
	(d) the due dates for interest;	Category C
	(e) the time limit on the validity of claims to interest and	Category B

	repayment of principal.	
	Where the rate is not fixed:	
	(a) a statement setting out the type of underlying;	Category A
	(b) a description of the underlying on which the rate is based;	Category C
	(c) the method used to relate the rate with the underlying;	Category B
	(d) any adjustment rules with relation to events concerning the underlying;	Category C
	(e) the name of the calculation agent;	Category C
	(f) if the security has a derivative component in the interest payment, an explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s).	Category B
Item 10.1.8	Maturity date.	Category C
Item 10.1.9	An indication of yield.	Category C
Item 10.1.10	A description of any restrictions on the transferability of the securities.	Category A
Item 10.1.11	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.	Category C
Item 10.1.12	Where applicable, information on the underlying securities and, where applicable, on the issuer of the underlying securities, in accordance with Section 3 of Chapter II of this Regulation.	
Item 10.1.13	If different from the issuer, the identity and contact details of the offeror of the securities, including the legal entity identifier ('LEI') where the offeror has legal personality.	Category C
SECTION 11	REASONS FOR THE OFFER, USE OF PROCEEDS AND, WHERE APPLICABLE, ESG-RELATED INFORMATION	
Item 11.1	Provide information on the reasons for the offer to the public and, where applicable, the estimated net amount of the proceeds broken into each principal intended use and presented in order of priority of such uses.	Category C
Item 11.2	Where the issuer is aware that the anticipated proceeds will not be sufficient to fund all proposed uses, it shall state the amount and sources of other funds needed. Details shall also be given with regard to the use of the proceeds, in particular where proceeds are being used to acquire assets, other than in	Category C

	the ordinary course of business, to finance announced acquisitions of other business, or to discharge, reduce or retire indebtedness.	
Item 11.3	Where applicable, ESG-related information in accordance with Section 3 of Chapter II of this Regulation.	
SECTION 12	CONFLICTS OF INTEREST	
Item 12.1	Provide information about any interests related to the issuance, including material conflicts of interest pertaining to the issue/offer, and details of the persons involved and the nature of the interests.	Category C
SECTION 13	DOCUMENTS AVAILABLE	
Item 13.1	<p>A statement that for the term of the EU Growth issuance prospectus the following documents, where applicable, can be inspected:</p> <p>(a) the up-to-date memorandum and articles of association of the issuer;</p> <p>(b) all reports, letters, and other documents, valuations and statements prepared by an expert at the issuer's request any part of which is included or referred to in the EU Growth issuance prospectus.</p>	
Item 13.2	An indication of the website on which the documents may be inspected.	

.