

Prospectus checklist

Registration Statement – Certificates over Shares

Registration Statement disclosure requirements for Certificates over Shares

Rule A1.1.1 of APP 1 in Market Rules

Name of Issuer:	
Type of transaction:	
Submitted by:	
Date:	

Item		Page	Comments
1.	INFORMATION ABOUT THE ISSUER		
1.1	General information General information about the Issuer including: (a) the full legal name of the Issuer; (b) if different to the legal name, the full commercial name of the Issuer; (c) the legal form of the Issuer; (d) the country of incorporation of the Issuer and its incorporation number; (e) if domiciled in a jurisdiction outside the country of incorporation, the legislation under which the Issuer operates; (f) if registered in a place other than the country of incorporation, the place of registration of the Issuer and its registration number; (g) the date of incorporation and registration and the length of time the Issuer has remained incorporated or registered (or both) as is relevant. Where the Issuer has a fixed life, this must be stated together with the end date; (h) the address and telephone number of its registered office (and its principal place of business if different from its registered office); and (i) if the Securities are asset backed Securities, a statement whether the Issuer has been established as a special purpose vehicle or entity for the purpose of issuing asset backed Securities.		
1.2	Investments Information about the: (a) Issuer's principal investments, including the amount, for each financial year of the period covered by the historical financial information up to the date of the Registration Statement; and (b) Issuer's principal investments that are in progress, including the geographic distribution of these investments (home and abroad) and the method of financing (internal or external).		

2.	OPERATIONAL FINANCIAL OVERVIEW		
2.1	Actual and proposed business activities A detailed description of the actual and proposed principal operations of the Issuer including: (a) the history of the Issuer; (b) the principal activities and business of the Issuer; (c) the important events in the development of the Issuer's business; (d) the nature, and key factors relating to, the Issuer's operations and its principal activities, specifying the main categories of products sold and/or services performed for each financial year of the period covered by the historical financial information; (e) an indication of any significant new products and/or services that have been introduced by the Issuer and, to the extent the development of new products or services has been publicly disclosed, the status of the development; (f) the principal markets in which the Issuer operates, including a breakdown of total revenues by category of activity and geographic market for each financial year of the period covered by the historical financial information; (g) details of any major Customers, suppliers or other material dependencies of the Issuer; (h) if material to the Issuer's business or profitability, a summary of the extent to which the Issuer is dependent on any patents or licences, industrial, commercial or financial contracts or new manufacturing processes; (i) the basis for any statement made by the Issuer regarding its competitive position; (j) where the information given under this item has been influenced by exceptional factors, a statement about that fact; and (k) where the Issuer belongs to a Group, relevant material information as specified above in relation to the Group's activities.		
2.2	Significant factors affecting income/operations (a) Information regarding significant factors, including unusual or infrequent events or new developments, which are materially affecting or may likely to so affect the Issuer's income from operations, indicating the extent to which income was so affected.		

	(b) Where the financial statements disclose material changes in net sales or revenues, a narrative discussion of the reasons for such monetary or political policies changes. (c) Information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the Issuer's operations.		
2.3	Risk factors Prominent disclosure of risk factors that are specific to the Issuer and if relevant, its industry in a section headed "Risk Factors" containing information including: (a) the material risks associated with investing in the Issuer, and where applicable, any risks associated with the assets to be acquired using the proceeds of the Offer; (b) the effect that the material risks may have on the Issuer together with a discussion of how the risk could affect the business, operating results and financial condition of the Issuer; (c) any steps proposed by the Issuer to mitigate or manage the risks; and (d) general and specific risks relating to the industry and the jurisdiction in which the Issuer operates.		
2.4	Production and sales trends. (a) Information about 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 Registration Statement. (b) n/a (c) Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for the next 12 months.		
3.	CONSTITUTION AND ORGANISATIONAL STRUCTURE		
3.1	Constitution A summary of the provisions of the constitution of the Issuer including: (a) a description of the Issuer's objectives and purpose and where they can be found in the constitution; (b) a summary of any provisions of the constitution with respect to its Directors and any Person involved in the Senior Management of the Issuer		

	including the members of the administrative, management and supervisory bodies; (c) a description of the rights, preferences and restrictions attaching to each class of the existing Securities; (d) a description of what action is necessary to change the rights of holders of the Securities, indicating where the conditions are more significant than is required by any law applicable to the Issuer;¹ (e) a description of the conditions governing the manner in which annual general meetings and extraordinary general meetings of holders of Securities are called including the conditions of admission to the meeting; (f) a brief description of any provision of the constitution that would have an effect of delaying, deferring or preventing a change in control of the Issuer; (g) an indication whether there are any provisions in the constitution, governing the ownership threshold above which Shareholder ownership must be disclosed; (h) a description of the conditions imposed by the constitution governing changes in the capital, where such conditions are more stringent than is required by law applicable to the Issuer;² (i) any arrangements by which a single investor or group of investors may exercise significant influence over the Issuer; and (j) any other aspects of the constitution of the Issuer which may be relevant to investors.		
3.2	Directors³ powers under the constitution A summary of the provisions of the constitution of the Issuer under which: (a) a Director has the power to vote on a proposal, arrangement, or contract in which he is materially interested; (b) a Director has the power, in the absence of an independent quorum, to vote on remuneration (including pension or other benefits) to themselves or any members of the Board;		

¹ Applicable laws include any laws applicable to the Issuer in the jurisdiction of its domicile or incorporation.

² Applicable laws include any laws applicable to the Issuer in the jurisdiction of its domicile or incorporation.

³ In the case of a Limited Partnership, a reference to a Director should be read as a reference to a General Partner of the Partnership.

	(c) a Director can exercise borrowing powers and how such borrowing powers may be varied; and (d) the retirement or non-retirement of Directors is provided, including any age limit in respect of retirement.		
3.3	Group Structure If the Issuer is a member of a Group, information about the Issuer's Group including: (a) the identity of all the members of the Group; (b) a brief description of the Group explaining the Issuer's position within the Group; (c) the identity of the ultimate Holding Company of the Issuer and where it is domiciled; and (d) a list of significant Subsidiaries of the Issuer, including name, country of incorporation or domicile, proportion of ownership interest and, if different, proportion of voting power or other form of control held.		
4.	ASSETS		
4.1	Property, plant and equipment Information about: (a) existing material fixed assets, including any leased properties, and any major encumbrances in respect of such assets; (b) planned acquisitions of material fixed assets, including leased properties, and any major encumbrances in respect to those assets; and (c) a description of any environmental issues that may affect the Issuer's utilisation of the assets referred to in (a) and (b).		
4.2	Material contracts Information about material contracts of the Issuer including: (a) a summary of each material contract, other than contracts entered into in the ordinary course of business, to which the Issuer or any member of the Group is a party, for the two years immediately preceding publication of the Registration Statement; and (b) a summary of any other contract (not being a contract entered into in the ordinary course of business) entered into by any member of the Group which contains any provision under which any member of the Group has any obligation or entitlement which is material to the Group as at the date of the Registration Statement.		
5.	CAPITAL		

5.1	Capital resources (a) Information about the capital resources of the Issuer including: i) the short and long term capital resources; ii) an explanation of, the sources and amounts of, and a narrative description of, the cash flows; iii) the borrowing requirements and funding structure; and iv) any restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, its operations. (b) Information regarding the anticipated sources of funds needed to fulfil commitments relating to: i) any existing or planned material tangible fixed assets, including leased properties, and any major encumbrances thereon; and ii) any principal future investments to which the Board or the Senior Management of the Issuer have already made firm commitments. (c) Information relating to any undertakings in which the Issuer holds a portion of its capital where such holding is likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.		
5.2	Certificates In the case of an Issuer of Certificates, a summary of the Issuer's responsibilities and obligations in respect of the Certificates including the obligations and responsibilities in making certain payments as and when payments on the underlying Securities are received and any material information about the Issuer of the underlying Securities that may affect the Issuer's ability to meet its obligations.		
5.3	Share capital The following information as of the date of the most recent balance sheet included in the historical financial information of the Issuer: (a) The amount of issued Share capital, and for each class of Share capital: (i) the number of Shares authorised; (ii) the number of Shares, issued and fully paid, and issued but not fully paid; (iii) the par value per Share, or that the Shares have no par value; and (iv) a reconciliation of the number of Shares outstanding at the beginning and end of the		

	year. If more than 10% of capital has been paid for with assets other than cash within the period covered by the historical financial information, a statement to that effect. (b) If there are Shares not representing capital, the number and main characteristics of such Shares. (c) The number, book value and face value of Shares in the Issuer held by or on behalf of the Issuer itself or by Subsidiaries of the Issuer. (d) The amount of any convertible Securities, exchangeable Securities or Securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription. (e) Information about, and the terms of, any acquisition rights and/or obligations over authorised but unissued capital or an undertaking to increase the capital. (f) Historical information about the Share capital highlighting any changes for the period covered by the historical financial information.		
5.4	Options If any options or other rights granted in respect of Shares in the Issuer to any Person, a summary of the total of any such options, along with an estimate of the number of Shares which would be created, if such rights were to be exercised.		
6	MANAGEMENT OF THE ISSUER		
6.1	Details relating to Directors and Senior Management ("Key Persons") (a) Names, business addresses, functions and principal activities carried out by the following Persons ("Key Persons"), including outside that of the Issuer where such functions are significant with respect to the activities of the Issuer: (i) the Directors⁴ of the Issuer; (ii) the Directors of the ultimate Holding Company of the Issuer, if any; (iii) the members of the Senior Management of the Issuer and, if they are also Directors of the Issuer, their respective responsibilities as Directors and as a member of the Senior Management of the Issuer;		

⁴ A reference to a Director in the case of a Limited Partnership should be read as a reference to a General Partner of the Partnership.

	(iv) founding members, if the Issuer has been established for fewer than five years; and (v) Senior Management who is relevant to establishing that the Issuer that has the appropriate expertise and experience for the management of the Issuer's business. (b) The nature of any family or business relationship between any of the Key Persons. (c) Except for the category of Person in item (a)(iv) above, details of each of the Key Person's relevant management expertise and experience and the following information: (i) the names of all Companies and Partnerships in which such Person has been a member of a Board or involved in the Senior Management of in the previous five years, indicating whether or not the Person still holds such position. It is not necessary to list all the Subsidiaries of an Issuer of which the Person is also a member of the Board or involved in the Senior Management; (ii) any convictions relating to fraud or other financial crimes for at least the previous five years; (iii) details of any bankruptcies, receiverships or liquidations of another entity with which a Person described in (a)(iii) and (v) was associated with for at least the previous five years when acting in a similar capacity; (iv) details of any official public incrimination and/or sanctions of such a Person by statutory or regulatory authorities (including designated professional bodies) and whether such a Person has ever been disqualified by a court from acting as a Director or from acting in a Senior Management or conduct of the affairs of any Issuer for at least the previous five years; and (v) if there is no such information to be disclosed pursuant to (i) –(iv), a statement to that effect. (d) If there is a potential conflict of interests between the personal interests of any Key Person and that of the duties such Persons owe to the Issuer or interests of the Issuer, details of such conflict of interests and, if there are no such conflicts, a clear statement to that effect. (e) Information about any arrangement or understanding with major Shareholders, Customers, suppliers or others, pursuant to which any Key		
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	Person was selected as a Director or Senior Management of the Issuer. (f) Details relating to any restrictions agreed by a Key Person on the disposal within a certain period of time of his holdings in the Issuer's Securities.		
6.2	Other information relating to key persons (a) For the last completed financial year of the Issuer, information relating to each Key Person about: (i) the amount of remuneration paid (including any contingent or deferred compensation), and benefits in kind granted to such Persons by the Issuer and its Subsidiaries for services in all capacities to the Issuer and its Subsidiaries; and (ii) the total amounts set aside or accrued by the Issuer or its Subsidiaries to provide pension, retirement or similar benefits. (b) For the last completed financial year of the Issuer: (i) the date of expiration of the current term of office, if applicable, and the period during which the Person has served in that office of each Key Person specified in (a)(i)-(ii); (ii) information about any service contracts with a Key Person and the Issuer or any of its Subsidiaries providing for benefits upon termination of employment, and if there are no such contracts, a statement to that effect; (iii) information about the Issuer's audit committee, nomination committee and remuneration committee, if any, including the names of committee members and a summary of the terms of reference under which the committee operates; and (iv) statements as to whether or not the Issuer is complying with any Corporate Governance regime in its country of incorporation or domicile and if so whether or not such a regime is compatible with the Corporate Governance regime under the FSMR and these Rules. ⁵ In the event an Issuer does not comply with a regime of Corporate Governance applicable in the country of its incorporation or domicile, a statement to that effect, together with an		

⁵ Reporting Entities in respect of Shares are subject to the Corporate Governance Principles in these Rules.

	explanation regarding why the Issuer does not comply with such a regime.		
6.3	Information about Employees Information relating to the following: (a) either: (i) the number of Employees at the end of each period covered by the historical financial information; or (ii) the average for each financial year for the period covered by the historical financial information up to the date of the Registration Statement (and changes in such numbers, if material); ⁶ and (b) if the Issuer employs a significant number of temporary Employees, the number of temporary Employees on average during the most recent financial year.		
7.	FINANCIAL INFORMATION ABOUT THE ISSUER		
7.1	Historical financial information about the Issuer (a) Historical financial information covering the latest three financial years (or such shorter period that the Issuer has been in operation) where such information in respect of each year is: (i) prepared in accordance with the International Financial Reporting Standards (IFRS) or any other standards acceptable to the Regulator; (ii) audited in accordance with the standards of the International Auditing and Assurance Standards Board (IAASB) or other standards acceptable to the Regulator; ⁷ and (iii) independently audited or reported on as to whether or not, for the purposes of the Registration Statement, it gives a true and fair view, in accordance with the applicable auditing standards referred to in (ii) above. (c) In respect of the last year of audited financial information included, such information not being older than one of the following: (i) 18 months from the date of the Registration Statement if the Issuer includes audited interim		

⁶ A breakdown of the Employees by main category of activity and geographic location to the extent practicable and material.

⁷ With the last two years audited historical financial information being presented and prepared in a form consistent with that which will be adopted in the Issuer's next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.

	financial statements in the Registration Statement; or (ii) 15 months from the date of the Registration Statement if the Issuer includes unaudited interim financial statements in the Registration Statement. (d) A statement that the historical financial information has been audited. (e) If the audit reports on the historical financial information have been refused by the auditors or if they contain qualifications or disclaimers, reproduction of such refusal, qualifications or disclaimers in full and the reasons given. (f) If any other information in the Registration Statement has been audited by the auditors, a statement to that effect. (g) If any financial data in the Registration Statement is not extracted from the Issuer's audited financial statements, statements as to the source of the data and that the data is unaudited. (h) If since the date of the Issuer's last audited financial statements quarterly or half yearly financial information has been published, such statements including: (i) if the quarterly or half yearly financial information has been reviewed or audited, the audit or review report; or (ii) if the quarterly or half yearly financial information is unaudited or has not been reviewed, a statement to that effect. (i) If the Registration Statement is dated more than nine months after the end of the last audited financial year, interim financial information: (i) covering at least the first six months of the financial year; (ii) including comparative statements for the same period in the prior financial year (except that the requirement for comparative balance sheet information may be satisfied by presenting the year's end balance sheet); and (iii) if unaudited, a statement to that effect. (j) If the Issuer prepares both own and consolidated annual financial statements, at least the consolidated annual financial statements. (k) A description of any significant change in the financial or trading position of the Group which has occurred since the end of the last financial period		
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	for which either audited financial information or interim financial information have been published, or an appropriate negative statement.		
7.2	Profit forecasts If an Issuer chooses to include a profit forecast or a profit estimate in the Registration Statement: (a) information about the principal assumptions upon which the Issuer has based its forecast or estimate: (i) in a manner readily understandable by investors and prepared on a basis comparable with the historical financial information; and (ii) showing a clear distinction between assumptions about factors which the Board or Senior Management of the Issuer can influence and assumptions about factors which are exclusively outside the influence of such Persons; (b) a report prepared by independent accountants or auditors stating that in the opinion of the independent accountants or auditors, the forecast or estimate has been properly compiled on the basis stated and that the basis of accounting used for the profit forecast or estimate is consistent with the accounting policies of the Issuer; and (c) if a profit forecast in a Prospectus has been previously published, a statement setting out whether or not that forecast is still correct as at the time of the Registration Statement or if the forecast is no longer valid, an explanation of why that is the case.		
8.	OTHER INFORMATION RELATING TO THE ISSUER		
8.1	Information about auditors (a) Information about the auditor including: (i) the names, addresses and professional qualifications (including details of membership in any professional body) of the Issuer's auditor for the period covered by the historical financial information; and (ii) if the auditor has resigned, been removed or not been re-appointed during the period covered by the historical financial information, any details if material.		
8.2	Connected Persons (a) Information about Connected Persons including: (i) the name and address of any Connected Person as defined in Rule 7.3.2;		

	(ii) how the Person falls into the definition of a Connected Person; and (iii) whether any Connected Person has different voting rights to the Issuer's major Shareholders, or an appropriate negative statement. (b) If there are no Connected Persons, a statement to that effect. (c) If a Connected Person is a Controller,⁸ information about that Person including: (i) where relevant, the amount of the Controller's interest; and (ii) whether the Issuer is directly or indirectly owned or controlled by such a Person and the measures in place to ensure that such control is not abused. (d) A description of any arrangements, known to the Issuer, the operation of which may at a subsequent date result in a change in control of the Issuer.		
8.3	Related Party Transactions Disclosure of any Related Party Transactions⁹ during the period covered by the historical financial information and up to the date of the Registration Statement including: (a) the name and address of the Related Party; (b) how the Person falls within the definition of a Related Party; and (c) details of the Related Party Transaction, including: (i) the parties to the transaction; (ii) the date of the transaction; (iii) the value of the transaction; (iv) whether prior Shareholder approval was obtained from a majority of Shareholders; (v) if the transaction was not concluded in the ordinary course of business and on normal commercial terms no less favourable than that of an arm's length transaction with an unrelated party, an explanation of why the transaction was not concluded on such terms; and (vi) any future transactions involving the same or new Related Parties.		
8.4	Research and development Where material, a description of the Issuer's research and development policies for each financial year for the period covered by the historical financial information, including		

⁸ See Rule 7.3.2(2) for the definition of a Controller.

⁹ See Rule 9.5.2(2).

	the amount spent on Issuer-sponsored research and development activities.		
8.5	Legal and other proceedings against the Issuer Information on any current or prior governmental, legal or arbitration proceedings or disputes (including any such proceedings which are pending or threatened of which the Issuer is aware), which may have, or have had, covering at least the previous 12 months significant impact on the Issuer and/or its Group's financial position or profitability, or if there were no such actions, a statement to that effect.		
8.6	Other significant matters (a) An explanation of any significant matter that investors would reasonably require in relation to the Issuer and the Issuer's jurisdiction, provided in a manner which gives appropriate prominence depending on the nature of the matter concerned and its significance. (b) If the Security is a Certificate, any information of the kind referred to in (a) relating to the Issuer of the underlying Securities.		
8.7	Concurrent Offers by Directors of the Issuer (a) If one or more members of the Board of Directors of the Issuer are offering their Shares under the same Prospectus: (i) the identity of each member making such Offers; (ii) the number of Shares each such Person is offering; and (iii) the proportion of the holding of the member that those Shares represent. (b) If no member of the Board is offering his Shares, a statement to that effect.		
9.	RESPONSIBILITY FOR THE CONTENT OF PROSPECTUS		
9.1	Responsibility Statement A Responsibility Statement that: (a) the Prospectus complies with the requirements in Part 6 of the FSMR and chapter 4 of these Rules; (b) sets out the details of the Persons responsible for the Prospectus pursuant to Rule 4.10, and in particular: (i) where a Person responsible is a Natural Person, indicates the name and function of that Person; and (ii) where a Person responsible is a Body Corporate or other legal person, indicates the name and registered office of that Person; and		

	(c) includes a declaration, from each Person responsible for the Prospectus, or for certain parts of it, pursuant to Rule 4.10, that having taken all reasonable care to ensure that such is the case, the information contained in the Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.		
9.2	Signing of the Prospectus by Directors of the Issuer The date on which the Prospectus was signed by the Directors of the Issuer.		
9.3	Expert opinions included in a Prospectus (a) If any Expert's opinion, statement or report ("Report") is included in the Prospectus: (i) the name, business address and professional qualifications of the Expert responsible for the Report and the date on which the Expert Report was made or produced; (ii) information relating to any material interests of the Expert in the Issuer such as any benefit or fees paid to the Expert by the Issuer or a related Company, positions held or to be held by the Expert in the Issuer or a related Company, investments held or to be held by the Expert in the Issuer or a related Company, fees and commissions paid or to be paid to the Expert or Persons associated with the Expert; and (iii) if the Report has been produced at the Issuer's request, a statement to that effect and that the Report is included, in the form and context in which it is included, with the consent of the Expert. (b) Where information has been sourced from an Expert or other third party, the source of such information and confirmation by the Issuer that the information has been accurately produced and that as far as the Issuer is aware and is able to ascertain from the information published by that Expert or third party, that no facts have been omitted which would render the reproduced information inaccurate or false, misleading, or deceptive.		
9.4	Special categories of Companies If the Issuer is a special category of Company, such as a property, or scientific research Company, or a start-up Company (a Company with less than a three year track record), a report by an Expert on the assets or rights		

	owned by the Issuer prepared at a date which shall be no later than 90 days before the date of the Prospectus.		
9.4.1	If the Issuer is a Mining Reporting Entity or Petroleum Reporting Entity: (a) a Valuation Report required by Rule 11.3.2 or 12.3.2; and (b) the details of the Reporting Entity's sustainable policies and practices (required by Rules 11.3.1(2) and 12.3.1(b)).		
10.	DOCUMENTS ON DISPLAY		
10.1	Documents for inspection A statement that the following documents, in original or copy form, where applicable, may be inspected: (a) the constitution of the Issuer; (b) the historical financial information of the Issuer; and (c) any information produced by an Expert at the Issuer's request, any part of which is included or referred to in the Registration Statement.		
10.2	Details The details of how the documents referred to in 10.1 may be inspected.		
11.	MINING REPORTING ENTITIES OR PETROLEUM REPORTING ENTITIES		
11.1	Mining Reporting Entity or Petroleum Reporting information If the Issuer is a Mining Reporting Entity or Petroleum Reporting Entity, information to be disclosed under Chapter 11 of the Rules (including Rule 11.2.1) or under Chapter 12 of the Rules (including Rule 12.2.1).		