

Prospectus checklist

Securities Note – Certificates over Shares

Securities Note disclosure requirements for Certificates over Shares

Rule A1.2.1 of APP 1 in Market Rules

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

Item		Page	Comments
1.	KEY INFORMATION		
1.1	Risk factors Prominent disclosure of risk factors material to the Securities being offered and/or admitted to trading in order for investors to assess the risks associated with investing in the Securities, which must be disclosed prominently in a separate section headed "Risk Factors" and include the following information: (a) the nature of the risks involved in investing in the Securities; (b) any material risks associated with investing in the Issuer; (c) any risks associated with the assets to be acquired using the proceeds of the Offer; (d) the effect that the material risks may have on the Issuer including how the risk could affect the business, operating results and financial condition of the Issuer; (e) any steps proposed by the Issuer to mitigate or manage the risks; (f) general and specific risks relating to the industry or jurisdiction in which the Issuer operates; and (g) any other material risks that are not included in the above.		
1.2	Reasons for the Offer Reasons for the Offer and, where applicable: (a) the estimated net amount of the proceeds broken into each principal intended use and presented by order of priority of such uses; (b) if the Issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, a statement about the amount and sources of other funds needed; and (c) details with regard to the use of the proceeds, in particular when they are being used to acquire assets, other than in the ordinary course of business, to finance announced acquisitions of		

	other businesses, or to discharge, reduce or retire indebtedness of the Issuer.		
1.3	Financial condition To the extent not included in the Registration Statement, a description of the Issuer's financial condition, changes in financial condition and results of operations for each year and interim period, for which historical information is required, including causes of any material changes from year to year in the financial information to the extent necessary for an understanding of the Issuer's business as a whole.		
1.4	Working capital statement A statement by the Directors of the Issuer that in their opinion the working capital is sufficient for the Issuer's present requirements or, if not, how it proposes to provide the additional working capital needed.		
1.5	Creditworthiness of the Issuer (b) A statement of capitalisation and indebtedness (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness), including indirect and contingent indebtedness, as of a date no earlier than 90 days prior to the date of the Securities Note.		
1.6	Guarantees (a) Information about any bank or other guarantees attaching to the Securities and intended to underwrite the Issuer's obligations including the details relating to: (i) any conditionality on the application of the guarantee in the event of any default under the terms of the Security; and (ii) any power of the guarantor to veto changes to the Security holders' rights. (b) Disclosure by the guarantor of the information about itself as if it were the Issuer of the same type of Security that is the subject of the guarantee.		
2.	INFORMATION RELATING TO THE SECURITIES OFFERED/ADMITTED TO TRADING		
2.1	General information relating to the Securities (a) A description of the type and class of the Securities being offered and/or admitted to trading, including any identification number (ISIN) or code applicable to the Securities. (b) The name and address of the entity maintaining the Securities records. (c) A summary of any restrictions relating to transferability of the Securities, the arrangements for settlement of transfers and any limitations of		

	<p>those rights and procedures for the exercise of such rights, including those specified in 2.2 and 2.3.</p> <p>(d) Any legislation under which the Securities have been created.</p> <p>(e) The currency of the Securities issue.</p>		
2.2	<p>Dividends</p> <p>Information relating to dividend rights including:</p> <p>(a) a description of the Issuer's policy on dividend distributions and any restrictions thereon;</p> <p>(b) the amount of the dividend per Security, or underlying Security if applicable, for each financial year for the period covered by the historical financial information, adjusted where the number of Securities, or underlying Securities if applicable, in the Issuer has changed, to make it comparable;</p> <p>(c) fixed date(s) on which the dividend entitlement arises;</p> <p>(d) if relevant, the time limit after which entitlement to dividend lapses and an indication of the Person in whose favour the lapse operates;</p> <p>(e) any dividend restrictions; and</p> <p>(f) the rate of dividend or method of its calculation, periodicity and cumulative or non-cumulative nature of payments.</p>		
2.4	<p>Other rights</p> <p>Information relating to other rights including:</p> <p>(a) voting rights;</p> <p>(b) rights in relation to Offers for subscription of Securities of the same class;</p> <p>(c) rights to share in the Issuer's profits;</p> <p>(d) rights to share in any surplus in the event of liquidation of the Issuer;</p> <p>(e) redemption rights, if any; and</p> <p>(f) conversion rights, if any.</p>		
3.	TERMS AND CONDITIONS OF THE OFFER		
3.1	<p>Terms and conditions of the Offer</p> <p>The terms and conditions of the Offer including:</p> <p>(a) the number of Securities offered;</p> <p>(b) the price or price range of the Securities;</p> <p>(c) the identity of the seller of the Securities where the Person making the Prospectus Offer is not the Issuer;</p> <p>(d) the various categories of potential investors to which the Securities are offered. If the Offer is being made simultaneously in two or more markets, and if a tranche has been or is being reserved for certain of</p>		

	<p>these, indicate any such tranche and the category of investors for whom it is offered;</p> <p>(e) a description of any notifiable interests and conflict of interests relating the affairs of the Issuer, detailing the Persons involved and the nature of such interests;</p> <p>(f) the Offer Period, including the opening and closing dates;</p> <p>(g) the manner of allocation of Securities to Applicants including the manner in which Securities are allotted in the event of over subscription;</p> <p>(h) the proposed date for Allotment of Securities;</p> <p>(i) where the Securities to be offered confer the right to subscribe for new Securities by existing holders of Securities in the Issuer, details of such rights, including a statement of the maximum number of Securities which would be created if the rights were exercised in full;</p> <p>(j) the effect the issuance of the Securities will have on the capital structure of the Issuer;</p> <p>(k) particulars of any commissions or other fees to be paid by the Issuer in relation to the Offer;</p> <p>(l) all relevant details of the appointment of an underwriter on a firm commitment basis, including the nature of the obligations of the underwriter, quotas, plan of distribution, commission and, if a portion of the Offer is not covered, a statement of the portion not covered;</p> <p>(m) all relevant details of the appointment of placing agents appointed on a without a "firm commitment" basis or under a "best efforts" arrangement, including quotas and placing commission;</p> <p>(n) details of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and Offer rates and a description of the main terms of their commitment;</p> <p>(o) methods of payment for the Securities, particularly as regards the paying up of Securities which are not fully paid or are payable by instalments;</p> <p>(p) in the event of the Offer not proceeding, the details of the procedure and means under which the money obtained from Applicants will be returned;</p> <p>(q) the process for notification to Applicants of the amount of Securities allotted and indication whether dealing may begin before notification is made;</p>		
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	<p>(r) provided Applicants are allowed to withdraw their subscription, an indication of the period during which an application may be withdrawn;</p> <p>(s) in the case of new Securities, a statement of the resolutions, authorisations and approvals by virtue of which the Securities have been or will be created and/or issued;</p> <p>(t) the details of any Convertible, including an indication of the conditions governing the procedures for conversion, exchange or subscription;</p> <p>(u) the procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised;</p> <p>(v) if advisers to the Issuer are connected with the Offer, a statement of the professional or other capacity in which such advisers have acted; and</p> <p>(w) the name and address of any paying agents and depository agents in each country.</p>		
3.2	<p>Plan of distribution and Allotment</p> <p>(a) Pre-Allotment disclosure relating to:</p> <p>(i) the division into tranches of the Offer including institutional, retail and Issuer's Employee tranches and any other tranches;</p> <p>(ii) the conditions under which a claw-back right may be used, the maximum size of such claw-back and any applicable minimum percentages for individual tranches;</p> <p>(iii) the Allotment method or methods to be used for the retail and Issuer's Employee tranche in the event of an over subscription of these tranches;</p> <p>(iv) a description of any pre-determined preferential treatment to be accorded to certain classes of investors or certain affinity groups (including friends and family programmes) in the Allotment, the percentage of the Offer reserved for such preferential treatment and the criteria for inclusion in such classes or groups;</p> <p>(v) whether the treatment of subscriptions or bids to subscribe in the Allotment may be determined on the basis of which intermediary firm they are made through or by a target minimum individual Allotment if any within the retail tranche;</p>		

	<p>(vi) the conditions for the closing of the Offer before the end of the Offer Period as well as the date on which the Offer may be closed at the earliest; and</p> <p>(vii) whether or not multiple subscriptions are admitted, and where they are not, how any multiple subscriptions will be handled.</p> <p>(b) The details of any over-allotment option, including existence and size of the over-allotment option, the period in which the over-allotment option may be exercised and any conditions on exercising such option.</p>		
3.3	Price Stabilisation The information required to be disclosed to the market pursuant to MKT 6.2.9(1).		
4.	OTHER INFORMATION		
4.1	<p>Audit and source of information including use of Expert reports</p> <p>(a) Where information has been included in the Securities Note which has been audited or reviewed by auditors and where auditors have produced a report, reproduction of the report or, with permission of the Regulator, a summary of the report.</p> <p>(b) Where information has been sourced from a third party, details of the identity of the source of the information along with a confirmation that the information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or false, misleading, or deceptive.</p> <p>(c) Where a statement or report attributed to a Person as an Expert is included in the Securities Note:</p> <p>(i) the name, business address, qualifications and any material interest such a Person has in the Issuer; and</p> <p>(ii) if the report has been produced at the Issuer's request, a statement to the effect that such statement or report is included, in the form and context in which it is included, with the consent of the Expert who has authorised the contents of that part of the Securities Note.</p>		
4.2	Dilution Information relating to dilution including:		

	(a) the amount and percentage of immediate dilution resulting from the Offer; and (b) in the case of an Offer to existing equity holders, the amount and percentage of immediate dilution if they do not subscribe to the new Offer.		
4.3	Takeovers Information relating to any Takeovers including: (a) the existence of any mandatory Takeover bids and/or squeeze-out, sellout, or poison pill requirements in relation to the Securities; and (b) any public Takeover bids by third parties in respect of the Issuer's equity, which have occurred during the last financial year and the current financial year, including the price or exchange terms attaching to such Offers and the outcome thereof.		
4.4	Investments by Controllers and any lock-up arrangements (a) Information, if available to the Issuer, whether: (i) Directors, Controllers or the Senior Management of the Issuer intends to subscribe to the Offer; and (ii) any other Person intends to subscribe for more than 5% of the Offer. (b) The details of any lock-up arrangements relating to Persons exercising Senior Management functions of the Issuer, including the Persons subject to such lock-up and the procedures involved and the period of the lock up. (c) Information about whether there is or could be a material disparity between the price of the Securities offered pursuant to the Offer and the effective cash cost to Directors and the Senior Management of the Issuer (Related Persons) of the Securities acquired by such Persons in transactions during the past year or which such Persons have the right to acquire, and if so, a comparison of the cost to the public and Related Persons in their acquisition of Securities.		
5.	ADMISSION TO TRADING		
5.1	Details of admission to trading (a) The proposed dates for: (i) admission to the Official List; (ii) admission to trading on a Recognised Investment Exchange; and (iii) any other such comparable event in respect of the Securities. (b) The actual dates on which:		

	(i) the Securities were admitted to an Official List; (ii) the Securities were admitted to trading on a Recognised Investment Exchange; and (iii) any other such comparable event took place in respect of the Securities.		
6.	INFORMATION RELATING TO CERTAIN CLASSES OF SECURITIES		
6.1	Certificates and structured products Information about: <ul style="list-style-type: none"> (a) the legislation under which the Certificates or Structured Products and the underlying Securities or assets have been created and of the courts of competent jurisdiction in the event of litigation including details of the consequences in event of default occurring in respect of the underlying Securities; (b) in the case of Structured Products, a statement setting out the type of the underlying factors to which the Structured Product is referenced and details of where information on the underlying factor can be obtained; (c) whether it is possible to obtain a conversion of the Certificates or Structured Products into the underlying Securities or assets, and if so, the procedure for such conversion, and commission and costs involved with such a conversion; (d) the provisions relating to the rights attaching and benefits attaching to the underlying Securities, including: <ul style="list-style-type: none"> (i) any voting rights and the conditions on which the Issuer of the Certificates or Structured Products may exercise the voting rights and measures envisaged to obtain the instructions of the Certificate or Structured Product holders; and (ii) any right to participate in profits and any liquidation surplus; (e) the names and addresses of the paying agents and trustees and fiscal agents in relation to the creation of the Certificate or Structured Product; (f) the amount of the commissions and costs to be borne by the Certificate or Structured Product holders in connection with the payment of coupons or other income and the creation of additional certificates; (g) the name and credit rating of the ultimate underwriter or obligor(s) against whom the Security 		

	<p>holder faces Credit Risk in relation to the Certificate or Structured Product;</p> <p>(h) a description of the tax arrangements with regard to any taxes and charges to be borne by the Certificate or Structured Product holders and levied in the jurisdictions where the Certificates or Structured Products are issued;</p> <p>(i) a statement confirming that under the laws governing the Issuer's activities the underlying Securities or assets would not form part of the Issuer's assets in the event of bankruptcy or insolvency of the Issuer and that there is no Credit Risk to the Issuer attaching to the Certificates or Structured Products; and</p> <p>(j) the names of banks with which the main accounts relating to the underlying Securities or assets are held.</p>		
7.	ASSET BACKED SECURITIES		
7.1	<p>If the Securities or the underlying Securities are asset backed, describe all the material attributes of the asset backed Securities, including:</p> <p>(a) information about the assets backing the Securities including:</p> <p>(i) where the assets are equity Securities that are admitted to trading on an exchange, a description of the Securities, a description of the market in which the Securities are traded and the frequency with which prices of the Relevant Securities are published;</p> <p>(ii) where the assets contain a material proportion of equity Securities that are not traded on an exchange, a description of the equity Securities including the type of information required to be disclosed in a Prospectus if the equity Securities were Shares;</p> <p>(iii) where the assets comprise obligations that are not traded on an exchange, a description of the principal terms and conditions of the obligations;</p> <p>(iv) where a material proportion of the assets are secured on or backed by Real Property, a valuation report relating to the property setting out both the valuation of the property and cash flow/income stream;</p> <p>(v) where the assets backing the Security are part of an actively managed pool of assets, the parameters within which investments can be</p>		

	<p>made, details of the entity responsible for such management, terms of such entity's appointment, termination of appointment, and a description of its relationship with any other parties to the issue of the Securities; and</p> <p>(vi) any rights to substitute the assets and a description of the manner in which and the type of assets which may be so substituted and, if there is any capacity to substitute assets with a different class or quality of assets, a statement to that effect together with a description of the impact of such substitution;</p> <p>(b) information about the structure of the transaction and the rate of return including:</p> <p>(i) a description of the structure of the transaction;</p> <p>(ii) details of the entities participating in the issue and a description of the functions to be performed by them;</p> <p>(iii) a description of the method and date of the sale, transfer, novation or assignment of the assets or of any rights and/or obligations in the assets to the Issuer or, where applicable, the manner and time period in which the proceeds from the issue will be fully invested by the Issuer;</p> <p>(iv) the rate of interest or stipulated yield and any premium;</p> <p>(v) the date of repayment of the principal capital and return on that capital;</p> <p>(vi) how the cash flow from the assets will meet the Issuer's obligations to holders of the Securities and how payments are collected in respect of the assets; and</p> <p>(vii) where the return on, and/or repayment of the Security is linked to the performance or Credit of other assets which are not assets of the Issuer, information as set out in (a) regarding the assets backing the Security, if necessary;</p> <p>(c) information about the obligors including:</p> <p>(i) where there is a large number of obligors, a general description of the obligors; and</p> <p>(ii) where there are only a small number of obligors, a description of each obligor;</p> <p>(d) information about:</p> <p>(i) the terms and conditions for the issuance of any additional Securities or any restrictions on the issuance of additional Securities; and</p>		
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	<p>(ii) where the Issuer proposes to issue further Securities backed by the same assets, a prominent statement to that effect, and unless those further Securities are fungible with, or are subordinated to, those classes of existing debt, a description of how the holders of that class Securities will be notified;</p> <p>(e) the nature, order and priority of the entitlements of holders of the Securities;</p> <p>(f) details of arrangements or other matters that may impact repayment of the principal capital or return on that capital to the holders of the Securities, including:</p> <p>(i) a description of any relevant insurance policies relating to the assets backing the Securities;</p> <p>(ii) a global overview of the parties to the arrangement in the securitisation programme including information on the direct or indirect ownership of control between those parties;</p> <p>(iii) if a relationship exists that is material to the issue of the Securities between the Issuer, guarantor and the obligor, details of the principal terms of that relationship;</p> <p>(iv) if the assets backing the Securities include loans and Credit Agreements, the principal lending criteria and an indication of any loans which do not meet these criteria and any rights or obligations to make further advances;</p> <p>(v) an indication of significant representations and collaterals given to the Issuer relating to the assets;</p> <p>(vi) information on any Credit enhancements, an indication of where material potential liquidity shortfalls may occur and the availability of any liquidity supports and an indication of provisions designed to cover interest/principal shortfalls;</p> <p>(vii) name and addresses and a brief description of any swap counterparties and other providers of other material forms of Credit/liquidity enhancement;</p> <p>(viii) details of any subordinated debt finance; and</p> <p>(ix) an indication of any investment parameters for the investment of temporary liquidity surpluses and a description of the parties responsible for such investment;</p>		
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	<p>(g) statements by the Issuer confirming that the assets backing the Security have characteristics that demonstrate capacity to produce funds to service any payments due and payable of the Securities; and</p> <p>(h) a statement whether or not post issuance transaction information regarding the Securities to be admitted and the performance of the underlying assets will be reported. If it is to be reported, disclosure of where such information will be reported, where such information can be obtained, and the frequency with which such information will be reported.</p>		
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