

# Prospectus checklist

## Securities Note – Warrants over Debentures

**Securities Note disclosure requirements for Warrants over Debentures**
**Rule A1.2.1 of APP 1 in Market Rules**

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

Item		Page	Comments
<b>1.</b>	<b>KEY INFORMATION</b>		
<b>1.1</b>	<b>Risk factors</b> 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: <ul style="list-style-type: none"> <li>(a) the nature of the risks involved in investing in the Securities;</li> <li>(b) any material risks associated with investing in the Issuer;</li> <li>(c) any risks associated with the assets to be acquired using the proceeds of the Offer;</li> <li>(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;</li> <li>(e) any steps proposed by the Issuer to mitigate or manage the risks;</li> <li>(f) general and specific risks relating to the industry or jurisdiction in which the Issuer operates; and</li> <li>(g) any other material risks that are not included in the above.</li> </ul>		
<b>1.5</b>	<b>Creditworthiness of the Issuer</b> (a) Sufficient information to enable an investor to form an opinion concerning the creditworthiness of the Issuer such as: <ul style="list-style-type: none"> <li>(i) earnings coverage ratio;</li> <li>(ii) any relevant credit ratings; and</li> <li>(iii) any other risk factors that may affect the Issuer's ability to fulfil its obligations under the Securities to investors.</li> </ul>		
<b>1.6</b>	<b>Guarantees</b> (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:		

	<ul style="list-style-type: none"> <li>(i) any conditionality on the application of the guarantee in the event of any default under the terms of the Security; and</li> <li>(ii) any power of the guarantor to veto changes to the Security holders' rights.</li> </ul> <p>(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.</p>		
<b>2.</b>	<b>INFORMATION RELATING TO THE SECURITIES OFFERED/ADMITTED TO TRADING</b>		
<b>2.1</b>	<p><b>General information relating to the Securities</b></p> <ul style="list-style-type: none"> <li>(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.</li> <li>(b) The name and address of the entity maintaining the Securities records.</li> <li>(c) A summary of any restrictions relating to transferability of the Securities, the arrangements for settlement of transfers and any limitations of those rights and procedures for the exercise of such rights, including those specified in 2.2 and 2.3.</li> <li>(d) Any legislation under which the Securities have been created.</li> <li>(e) The currency of the Securities issue.</li> <li>(f) The ranking of the Securities being admitted to trading, including summaries of any clauses that are intended to affect ranking or subordinate the Security to any present or future liabilities of the Issuer.</li> <li>(g) The maturity date and arrangements for the amortisation of the Debenture, including the repayment procedures. Where advance amortisation is contemplated, on the initiative of the Issuer or of the holder, it must be described, stipulating amortisation terms and conditions.</li> <li>(h) Information regarding representation of Debenture holders including an identification of the organisation representing the investors and provisions applying to such representation, and an indication of where investors may have access to the contracts relating to these forms of representation.</li> </ul>		
<b>2.3</b>	<p><b>Interest Rate and Yield</b></p> <ul style="list-style-type: none"> <li>(a) Where there is a nominal rate of interest or rate of return and provisions relating to rate of interest or rate of return payable, information including:</li> </ul>		

	<ul style="list-style-type: none"> <li>(i) the date from which rate of interest or rate of return becomes payable and the due dates for rate of interest or rate of return; and</li> <li>(ii) the time limit on the validity of claims to rate of interest or rate of return and repayment of principal.</li> </ul> <p>(b) Where the rate is not fixed, information including:</p> <ul style="list-style-type: none"> <li>(i) a description of the underlying on which it is based and of the method used to relate the two;</li> <li>(ii) a description of any market disruption or settlement disruption events that affect the underlying;</li> <li>(iii) adjustment rules with relation to events concerning the underlying; and</li> <li>(iv) the name of the calculation agent.</li> </ul> <p>(c) An indication of yield.</p>		
<b>2.4</b>	<b>Other rights</b> Information relating to other rights including: (e) redemption rights, if any;		
<b>3.</b>	<b>TERMS AND CONDITIONS OF THE OFFER</b>		
<b>3.1</b>	<b>Terms and conditions of the Offer</b> The terms and conditions of the Offer including: (a) the number of Securities offered; (b) the price or price range of the Securities; (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 these, indicate any such tranche and the category of investors for whom it is offered; (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; (f) the Offer Period, including the opening and closing dates; (h) the proposed date for Allotment of Securities; (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; (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>(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>(q) the process for notification to Applicants of the amount of Securities allotted and indication whether dealing may begin before notification is made;</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>(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> <p>* The information in 3.1(b), (d), (f), (l), (m), (n), (o), (q) and (u) is not required to be included for Debentures that have a denomination of US\$100,000 or more per Security</p>		
<b>3.3</b>	<b>Price Stabilisation</b> The information required to be disclosed to the market pursuant to MKT 6.2.9(1).		
<b>4.</b>	<b>OTHER INFORMATION</b>		
<b>4.1</b>	<b>Audit and source of information including use of Expert reports</b> <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</p>		

	<p>(c) 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> <ul style="list-style-type: none"> <li>(i) the name, business address, qualifications and any material interest such a Person has in the Issuer; and</li> <li>(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.</li> </ul>		
<b>5.</b>	<b>ADMISSION TO TRADING</b>		
<b>5.1</b>	<p><b>Details of admission to trading</b></p> <p>(a) The proposed dates for:</p> <ul style="list-style-type: none"> <li>(i) admission to the Official List;</li> <li>(ii) admission to trading on a Recognised Investment Exchange; and</li> <li>(iii) any other such comparable event in respect of the Securities.</li> </ul> <p>(b) The actual dates on which:</p> <ul style="list-style-type: none"> <li>(i) the Securities were admitted to an Official List;</li> <li>(ii) the Securities were admitted to trading on a Recognised Investment Exchange; and</li> <li>(iii) any other such comparable event took place in respect of the Securities.</li> </ul> <p>(c) An estimate of the total expenses related to the admission to trading.</p>		