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**Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004 (Text with EEA relevance) (Retained EU Legislation)**

**Annex 11**

**para. 1**



Version 2 of 3

31 December 2020 - Present

**Subjects**  
Banking and finance; Company law; Financial regulation

**SECURITIES NOTE FOR EQUITY SECURITIES OR UNITS ISSUED BY COLLECTIVE INVESTMENT UNDERTAKINGS OF THE CLOSED-END TYPE**

SECTION 1	PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL
Item 1.1	Identify all persons responsible for the information or any parts of it, given in the securities note with, in the latter case, an indication of such parts. In the case of natural persons, including members of the issuer's administrative, management or supervisory bodies, indicate the name and function of the person; in the case of legal persons indicate the name and registered office.
Item 1.2	A declaration by those responsible for the securities note that to the best of their knowledge, the information contained in the securities note is in accordance with the facts and that the securities note makes no omission likely to affect its import. Where applicable, a declaration by those responsible for certain parts of the securities note that, to the best of their knowledge, the information contained in those parts of the securities note for which they are responsible is in accordance with the facts and that those parts of the securities note make no omission likely to affect their import.
Item 1.3	Where a statement or report attributed to a person as an expert, is included in the securities note, provide the following in relation to that person:  (a) name;  (b) business address;

	<p>(c) qualifications;</p> <p>(d) material interest, if any, in the issuer.</p> <p>If the statement or report has been produced at the issuer's request, state that such statement or report has been included in the securities note with the consent of the person who has authorised the contents of that part of the securities note for the purpose of the prospectus.</p>
Item 1.4	Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, identify the source(s) of the information.
Item 1.5	<p>A statement that:</p> <p>(a) this [securities note/prospectus] has been approved by the name of competent authority], as competent authority under Regulation (EU) 2017/1129;</p> <p>(b) the [name of competent authority] only approves this [securities note/prospectus] as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129;</p> <p>(c) such approval should not be considered as an endorsement of [the quality of the securities that are the subject of this [securities note/prospectus];</p> <p>(d) investors should make their own assessment as to the suitability of investing in the securities.</p>
SECTION 2	RISK FACTORS
Item 2.1	<p>A description of the material risks that are specific to the securities being offered and/or admitted to trading in a limited number of categories, in a section headed 'Risk Factors'.</p> <p>In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the securities and the probability of their occurrence, shall be set out first. The risks shall be corroborated by the content of the securities note.</p>
SECTION 3	ESSENTIAL INFORMATION
Item 3.1	<p><b>Working capital statement</b></p> <p>Statement by the issuer that, in its 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.</p>
Item 3.2	<p><b>Capitalisation and indebtedness</b></p> <p>A statement of capitalisation and indebtedness (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness) as of a date no earlier than 90 days prior to the date of the document. The term 'indebtedness' also includes indirect and contingent indebtedness.</p>

	In the case of material changes in the capitalisation and indebtedness position of the issuer within the 90 day period, additional information shall be given through the presentation of a narrative description of such changes or through the updating of those figures.
Item 3.3	<b>Interest of natural and legal persons involved in the issue/offer</b> A description of any interest, including a conflict of interest that is material to the issue/offer, detailing the persons involved and the nature of the interest.
Item 3.4	<b>Reasons for the offer and use of proceeds</b> Reasons for the offer 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. If the issuer is aware that the anticipated proceeds will not be sufficient to fund all the proposed uses, then state the amount and sources of other funds needed. Details must be also given 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 business, or to discharge, reduce or retire indebtedness.
SECTION 4	INFORMATION CONCERNING THE SECURITIES TO BE OFFERED/ ADMITTED TO TRADING
Item 4.1	A description of the type and the class of the securities being offered and/ or admitted to trading, including the international security identification number ('ISIN').
Item 4.2	Legislation under which the securities have been created.
Item 4.3	An indication whether the securities are in registered form or bearer form and whether the securities are in certificated form or book-entry form. In the latter case, name and address of the entity in charge of keeping the records.
Item 4.4	Currency of the securities issue.
Item 4.5	A description of the rights attached to the securities, including any limitations of those rights and procedure for the exercise of those rights: <ul style="list-style-type: none"> <li>(a) dividend rights: <ul style="list-style-type: none"> <li>(i) fixed date(s) on which entitlement arises;</li> <li>(ii) time limit after which entitlement to dividend lapses and an indication of the person in whose favour the lapse operates;</li> <li>(iii) dividend restrictions and procedures for non-resident holders;</li> <li>(iv) rate of dividend or method of its calculation, periodicity and cumulative or non-cumulative nature of payments;</li> </ul> </li> <li>(b) voting rights;</li> <li>(c) pre-emption rights in offers for subscription of securities of the same class;</li> </ul>

	<p>(d) right to share in the issuer's profits;</p> <p>(e) rights to share in any surplus in the event of liquidation;</p> <p>(f) redemption provisions;</p> <p>(g) conversion provisions.</p>
Item 4.6	In the case of new issues, a statement of the resolutions, authorisations and approvals by virtue of which the securities have been or will be created and/or issued.
Item 4.7	In the case of new issues, the expected issue date of the securities.
Item 4.8	A description of any restrictions on the transferability of the securities.
Item 4.9	Statement on the existence of any national legislation on takeovers applicable to the issuer which may frustrate such takeovers if any. A brief description of the shareholders' rights and obligations in case of mandatory takeover bids and/or squeeze-out or sell-out rules in relation to the securities.
Item 4.10	An indication of 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. The price or exchange terms attaching to such offers and the outcome thereof must be stated.
Item 4.11	A warning that the tax legislation of the investor's [home country] <sup>1</sup> and of the issuer's country of incorporation may have an impact on the income received from the securities. Information on the taxation treatment of the securities where the proposed investment attracts a tax regime specific to that type of investment.
Item 4.12	Where applicable, the potential impact on the investment in the event of resolution under [the UK law which implemented ] <sup>2</sup> Directive 2014/59/ EU of the European Parliament and of the Council <sup>3</sup> .
Item 4.13	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.
SECTION 5	TERMS AND CONDITIONS OF THE OFFER OF SECURITIES TO THE PUBLIC
Item 5.1	Conditions, offer statistics, expected timetable and action required to apply for the offer.
Item 5.1.1	Conditions to which the offer is subject.
Item 5.1.2	Total amount of the issue/offer, distinguishing the securities offered for sale and those offered for subscription; if the amount is not fixed, an indication of the maximum amount of 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. Where the maximum amount of securities cannot be provided in the prospectus, the prospectus shall specify that acceptances of the purchase or subscription of securities may be withdrawn for not less than two working days after the amount of securities to be offered to the public has been filed.
Item 5.1.3	The time period, including any possible amendments, during which the offer will be open and description of the application process.

Item 5.1.4	An indication of when, and under which circumstances, the offer may be revoked or suspended and whether revocation can occur after dealing has begun.
Item 5.1.5	A description of any possibility to reduce subscriptions and the manner for refunding amounts paid in excess by applicants.
Item 5.1.6	Details of the minimum and/or maximum amount of application (whether in number of securities or aggregate amount to invest).
Item 5.1.7	An indication of the period during which an application may be withdrawn, provided that investors are allowed to withdraw their subscription.
Item 5.1.8	Method and time limits for paying up the securities and for delivery of the securities.
Item 5.1.9	A full description of the manner and date in which results of the offer are to be made public.
Item 5.1.10	The procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised.
Item 5.2	Plan of distribution and allotment.
Item 5.2.1	The various categories of potential investors to which the securities are offered. If the offer is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche.
Item 5.2.2	To the extent known to the issuer, an indication of whether major shareholders or members of the issuer's management, supervisory or administrative bodies intend to subscribe in the offer, or whether any person intends to subscribe for more than five per cent of the offer.
Item 5.2.3	<p>Pre-allotment Disclosure:</p> <ul style="list-style-type: none"> <li>(a) the division into tranches of the offer including the institutional, retail and issuer's employee tranches and any other tranches;</li> <li>(b) the conditions under which the claw-back may be used, the maximum size of such claw-back and any applicable minimum percentages for individual tranches;</li> <li>(c) 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;</li> <li>(d) 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;</li> <li>(e) whether the treatment of subscriptions or bids to subscribe in the allotment may be determined on the basis of which firm they are made through or by;</li> <li>(f) a target minimum individual allotment if any within the retail tranche;</li> <li>(g)</li> </ul>

	<p>the conditions for the closing of the offer as well as the date on which the offer may be closed at the earliest;</p> <p>(h) whether or not multiple subscriptions are admitted, and where they are not, how any multiple subscriptions will be handled.</p>
Item 5.2.4	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made.
Item 5.3	Pricing
Item 5.3.1	<p>An indication of the price at which the securities will be offered and the amount of any expenses and taxes charged to the subscriber or purchaser. If the price is not known, then pursuant to Article 17 of Regulation (EU) 2017/1129 indicate either:</p> <p>(a) the maximum price as far as it is available;</p> <p>(b) the valuation methods and criteria, and/or conditions, in accordance with which the final offer price has been or will be determined and an explanation of any valuation methods used.</p> <p>Where neither point (a) nor (b) can be provided in the securities note, the securities note shall specify that acceptances of the purchase or subscription of securities may be withdrawn up to two working days after the final offer price of securities to be offered to the public has been filed.</p>
Item 5.3.2	Process for the disclosure of the offer price.
Item 5.3.3	If the issuer's equity holders have pre-emptive purchase rights and this right is restricted or withdrawn, an indication of the basis for the issue price if the issue is for cash, together with the reasons for and beneficiaries of such restriction or withdrawal.
Item 5.3.4	Where there is or could be a material disparity between the public offer price and the effective cash cost to members of the administrative, management or supervisory bodies or senior management, or affiliated persons, of securities acquired by them in transactions during the past year, or which they have the right to acquire, include a comparison of the public contribution in the proposed public offer and the effective cash contributions of such persons.
Item 5.4	Placing and underwriting
Item 5.4.1	Name and address of the coordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place.
Item 5.4.2	Name and address of any paying agents and depository agents in each country.
Item 5.4.3	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. Indication of the material features of the agreements, including the quotas. Where not all of the issue is underwritten, a statement of the portion not covered. Indication of the overall amount of the underwriting commission and of the placing commission.
Item 5.4.4	When the underwriting agreement has been or will be reached.
SECTION 6	ADMISSION TO TRADING AND DEALING ARRANGEMENTS
Item 6.1	An indication as to whether the securities offered are or will be the object of an application for admission to trading, with a view to their distribution

	in a regulated market or third country market, SME Growth Market or MTF with an indication of the markets in question. This circumstance must be set out, without creating the impression that the admission to trading will necessarily be approved. If known, the earliest dates on which the securities will be admitted to trading.
Item 6.2	All the regulated markets, third country markets, SME Growth Market or MTFs on which, to the knowledge of the issuer, securities of the same class of the securities to be offered or admitted to trading are already admitted to trading.
Item 6.3	If simultaneously or almost simultaneously with the application for the admission of the securities to a regulated market, securities of the same class are subscribed for or placed privately or if securities of other classes are created for public or private placing, give details of the nature of such operations and of the number, characteristics and price of the securities to which they relate.
Item 6.4	In case of an admission to trading on a regulated market, details of the entities which have given 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.
Item 6.5	Details of any stabilisation in line with items 6.5.1 to 6.6 in case of an admission to trading on a regulated market, third country market, SME Growth Market or MTF, where an issuer or a selling shareholder has granted an over-allotment option or it is otherwise proposed that price stabilising activities may be entered into in connection with an offer:
Item 6.5.1	The fact that stabilisation may be undertaken, that there is no assurance that it will be undertaken and that it may be stopped at any time;
Item 6.5.1.1	The fact that stabilisation transactions aim at supporting the market price of the securities during the stabilisation period;
Item 6.5.2	The beginning and the end of the period during which stabilisation may occur;
Item 6.5.3	The identity of the stabilisation manager for each relevant jurisdiction unless this is not known at the time of publication;
Item 6.5.4	The fact that stabilisation transactions may result in a market price that is higher than would otherwise prevail;
Item 6.5.5	The place where the stabilisation may be undertaken including, where relevant, the name of the trading venue(s).
Item 6.6	Over-allotment and 'green shoe': In case of an admission to trading on a regulated market, SME Growth Market or an MTF:  <div style="margin-left: 40px;">           (a) the existence and size of any over-allotment facility and/or 'green shoe';             (b) the existence period of the over-allotment facility and/or 'green shoe';             (c) any conditions for the use of the over-allotment facility or exercise of the 'green shoe'.         </div>
SECTION 7	SELLING SECURITIES HOLDERS
Item 7.1	Name and business address of the person or entity offering to sell the securities, the nature of any position office or other material relationship

	that the selling persons has had within the past three years with the issuer or any of its predecessors or affiliates.
Item 7.2	The number and class of securities being offered by each of the selling security holders.
Item 7.3	Where a major shareholder is selling the securities, the size of its shareholding both before and immediately after the issuance.
Item 7.4	In relation to lock-up agreements, provide details of the following: <ul style="list-style-type: none"> <li>(a) the parties involved;</li> <li>(b) the content and exceptions of the agreement;</li> <li>(c) an indication of the period of the lock up.</li> </ul>
SECTION 8	EXPENSE OF THE ISSUE/OFFER
Item 8.1	The total net proceeds and an estimate of the total expenses of the issue/offer.
SECTION 9	DILUTION
Item 9.1	A comparison of: <ul style="list-style-type: none"> <li>(a) 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 shares;</li> <li>(b) the net asset value per share as of the date of the latest balance sheet before the public offer (selling offer and/or capital increase) and the offering price per share within that public offer.</li> </ul>
Item 9.2	Where existing shareholders will be diluted regardless of whether they subscribe for their entitlement, because a part of the relevant share issue is reserved only for certain investors (e.g. an institutional placing coupled with an offer to shareholders), an indication of the dilution existing shareholders will experience shall also be presented on the basis that they do take up their entitlement (in addition to the situation in item 9.1 where they do not).
SECTION 10	ADDITIONAL INFORMATION
Item 10.1	If advisors connected with an issue are referred to in the Securities Note, a statement of the capacity in which the advisors have acted.
Item 10.2	An indication of other information in the securities note which has been audited or reviewed by statutory auditors and where auditors have produced a report. Reproduction of the report or, with permission of the competent authority, a summary of the report.

## Notes

- 1 Words substituted in item 4.11 by Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234 [Sch.1 para.8\(2\)](#) (December 31, 2020: shall come into force on IP completion day not exit day as specified in 2020 c.1 s.39(1) and Sch.5 para.1)



## Notes

- 2 Words inserted in item 4.12 by Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234 [Sch.1 para.8\(3\)](#) (December 31, 2020: shall come into force on IP completion day not exit day as specified in 2020 c.1 s.39(1) and Sch.5 para.1)
- 3 Directive 2014/59/EU of the European Parliament and of the Council of 15 May 2014 establishing a framework for the recovery and resolution of credit institutions and investment firms and amending Council Directive 82/891/EEC, and Directives 2001/24/EC, 2002/47/EC, 2004/25/EC, 2005/56/EC, 2007/36/EC, 2011/35/EU, 2012/30/EU and 2013/36/EU, and Regulations (EU) No 1093/2010 and (EU) No 648/2012, of the European Parliament and of the Council (OJ L 173, 12.6.2014, p. 190).

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*Annex II > para. 1*

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