# Transaction Agenda

**[Description of transaction]**

**Date of preparation: [•]**

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| PARTIES TO THE TRANSACTION | |
| **Issuer** | [•] |
| **Note and Security Trustee** | [•] |
| **Sponsor** | [•] |
| **Client** | [•] |
| **Borrower** | [•] |
| **Servicer** | [•] |
| **Issuer administrator** | [•] |
| **Listing agent** | [•] |
| **Paying agent** | [•] |
| **Registrar** | [•] |
| **Calculation agent** | [•] |
| **Transfer agent** | [•] |
| **Settlement agent** | [•] |
| **Legal advisor** | [•] |
| **Accountant** | [•] |
| **Auditor** | [•] |
| **Bank** | [•] |

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| LIST OF ABBREVIATIONS | |
| **TCAL** | Truva Corporate Administration Limited |
| **TTCP** | Truva Trust Corporation plc |
| **TCHL** | Truva Corp Holdings Limited |
| **ARL** | Avenir Registrars Limited |
| **ISP** | [•] |

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| ISSUER INFORMATION | |
| **Name** | [•] |
| **Registered address** | [•] |
| **Company number** | [•] |
| **LEI** | [•] |
| **Articles** | [•] |
| **Issuer email address for notices** | [•] |
| **Issuer URL** | [•] |
| **Natural person director** | [•] |
| **Director 2** | [•] |
| **Director 3** | [•] |
| **Company secretary** | [•] |
| **Email addresses of authorised signatories** | [•] |
| **Phone numbers of authorised signatories** | [•] |
| **Dates of birth of directors on file?** | [•] |
| **Home addresses of director on file?** | [•] |
| **Shareholders and holdings** | [•] |
| **Details of PSCs/RLEs on file?** | [•] |
| **Corporate services provider** | [•] |
| **Share trustee** | [•] |
| **Incorporation date** | [•] |
| **UTR** | [•] |
| **Accounting ref date** | [•] |
| **Next accounts due date** | [•] |
| **Paid up share capital** | [•] |

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| PROGRAMME INFORMATION | |
| **Name of programme** | [•] |
| **Nominal currency of programme** | [•] |
| **Programme notional amount** | [•] |
| **Date of issuer approval** | [•] |
| **Date of trustee approval** | [•] |
| **Date of listing particulars** | [•] |

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| SERIES INFORMATION | |
| **Formal name** | [Name]-[year issued]-[number]-[currency]-[year due] |
| **Number** | [•] |
| **Date of board approval** | [•] |
| **Target issue date** | [•] |
| **Interest Commencement Date** | [•] |
| **Maturity date** | [•] |
| **Target listing date** | [•] |
| **Target CSD enablement date** | [•] |
| **Aggregate nominal** | [•] |
| **Currency** | [•] |
| **Specified denomination** | [•] |
| **Issue price** | [•] |
| **Calculation amount** | [•] |
| **Fixed/Zero/Floating/NAV** | [•] |
| **Rate/provision** | [•] |
| **Put provisions** | [•] |
| **Call provisions** | [•] |
| **Day count fraction** | [•] |
| **Final redemption amount** | [•] |
| **Early redemption amount** | [•] |
| **Early termination amount** | [•] |
| **Exchange** | [•] |
| **Market** | [•] |
| **Paying Agent** | [•] |

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| ONBOARDING CLIENT WITH TRUVA | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Create client in Clio if required |  |  |  |  |  |
| 1. Create Clio matter |  |  |  |  |  |
| 1. Create folder structure |  |  |  |  |  |
| 1. Determine scope of AML DD |  |  |  |  |  |
| 1. Sign-off transaction DD |  |  |  |  |  |
| 1. Sign-off client DD |  |  |  |  |  |
| 1. Agree initial pricing information |  |  |  |  |  |
| 1. Proposal to client |  |  |  |  |  |
| 1. Onboarding invoice to client |  |  |  |  |  |
| 1. Signed new client form |  |  |  |  |  |
| 1. Set up project in Basecamp |  |  |  |  |  |
| 1. Confirm satisfaction of engagement criteria |  |  |  |  |  |
| 1. Agree issue date |  |  |  |  |  |
| 1. Prepare and share schedule |  |  |  |  |  |
| 1. Ensure availability/ preparation of model articles |  |  |  |  |  |

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| INCORPORATE ISSUER | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Incorporate issuer |  |  |  |  |  |
| 1. Hold board meeting    * Authorise submission of SH50 for Trading certificate    * Confirm appointment of auditors    * Set accounting reference date    * Confirm appointment of bankers    * Confirm share capital    * Confirm PSC/RLE registrations    * Authorise establishment of programme and initial series |  |  |  |  |  |
| 1. Prepare and post SH50 |  |  |  |  |  |
| 1. Request Barclays account: finops |  |  |  |  |  |
| 1. Request UTR |  |  |  |  |  |
| 1. Apply for LEI |  |  |  |  |  |
| 1. Add UTR to Inform Direct |  |  |  |  |  |
| 1. Add LEI to Inform Direct |  |  |  |  |  |
| 1. Request domain and email addresses |  |  |  |  |  |
| 1. Upload minutes to Inform Direct |  |  |  |  |  |
| 1. Collate issuer director KYC |  |  |  |  |  |
| 1. Collate Issuer UBO KYC |  |  |  |  |  |

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| TRANSACTION AND OFFERING | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Instruct legal to prepare LPs |  |  |  |  |  |
| 1. Instruct legal to prepare transaction documents |  |  |  |  |  |
| 1. Instruct legal to prepare information memorandum |  |  |  |  |  |
| 1. Instruct legal to prepare loan documents |  |  |  |  |  |
| 1. Instruct legal to prepare security package |  |  |  |  |  |
| 1. Register charge |  |  |  |  |  |

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| AVENIR AS TRANSFER AGENT AND IIM AS SETTLEMENT AGENT | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Instruct Avenir via portal |  |  |  |  |  |
| 1. Prepare and submit Avenir DD pack    * Director KYC    * UBO KYC    * Certified chart of Issuer ownership and control    * Certified chart of transaction and funds flow    * Grant of authority letter    * ARL portal authority letter    * ARL authorised signatories letter    * Issuer opening balance sheet    * Bank letter (from bank)    * Directors bank confirmation letter    * Minutes authorising programme and series    * Incorporation certificate    * Memorandum of association    * Articles    * Statement of capital    * Statement of compliance    * Listing particulars    * Draft information memorandum   Draft pricing supplement | |  |  |  |  |
| 1. Prepare IIM DD pack (for submission following Crest enablement)    * Director KYC    * UBO KYC    * Certified chart of Issuer ownership and control    * Certified chart of transaction and funds flow    * Incorporation certificate    * Memorandum of association    * Articles    * Statement of capital    * Statement of compliance    * Listing particulars    * Information memorandum    * Pricing supplement    * Executed supplemental trust deed    * Link to quote on exchange website | |  |  |  |  |

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| ISP AS TRANSFER AGENT AND SETTLEMENT AGENT | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Instruct ISP via email |  |  |  |  |  |
| 1. Collate and submit ISP DD pack for Issuer  * E6-Application to open a bank account * E10-Application to use ISP direct * E4-ISP terms and conditions * E146-OTC Agreement * E12-Pledge agreement * E210-TOFF Agreement * E147-Self-certification form for entities * E202-Self-certification form for controlling persons * FATCA Form W-8BENE * W221-Privacy policy * E215-CDB Form A * E18-Signature Form for Companies * E60-Fiduciary Agreement * E133-Confirmation of tax disclosure only for domiciliary companies * FINSA Per-se form | |  |  |  |  |
| 1. Collate ISP DD pack in preparation of issuer acceptance    * T&Cs    * ISP structure chart    * Notes on distribution plans    * Loan agreements    * Truva AML policy    * Extract of registers of borrower    * KYC on borrower UBOs    * Ownership chart of borrower    * Financial statement of borrower    * Description of borrower business    * Borrower AML policy    * Website of borrower    * Description of use of funds    * Borrower business plan    * Bank account details of borrower | |  |  |  |  |

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| LISTING FRANKFURT | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Request engagement letter from Steubing via email including    * Opening balance sheet of issuer    * Listing particulars    * Information memorandum    * Final pricing supplement    * Request for market making services |  |  |  |  |  |
| 1. File countersigned copy of listing engagement |  |  |  |  |  |
| 1. File countersigned copy of market making agreement |  |  |  |  |  |
| 1. Forward invoice for settlement |  |  |  |  |  |

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| LISTING VIENNA | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Request commitment letter and submission forms from Vienna |  |  |  |  |  |
| 1. Submit issuer forms and commitment letter |  |  |  |  |  |
| 1. Submit instrument forms |  |  |  |  |  |
| 1. Forward invoice for settlement |  |  |  |  |  |

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| DOCUMENTS: ONBOARDING WITH TRUVA | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Completed KYC pack |  |  |  |  |  |
| 1. Completed DD report |  |  |  |  |  |
| 1. Signed new client form |  |  |  |  |  |
| 1. Countersigned proposal |  |  |  |  |  |
| 1. Onboarding invoice |  |  |  |  |  |
| 1. Proposal invoice |  |  |  |  |  |

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| DOCUMENTS: ISSUER | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Incorporation certificate |  |  |  |  |  |
| 1. Memorandum of association |  |  |  |  |  |
| 1. Articles of association |  |  |  |  |  |
| 1. Statement of capital |  |  |  |  |  |
| 1. Statement of compliance |  |  |  |  |  |
| 1. ID incorporation summary |  |  |  |  |  |
| 1. IN01 |  |  |  |  |  |
| 1. SH50 |  |  |  |  |  |
| 1. UTR letter |  |  |  |  |  |
| 1. Bank letter |  |  |  |  |  |
| 1. Ownership chart |  |  |  |  |  |

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| DOCUMENTS: PROGRAMME | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Listing particulars |  |  |  |  |  |
| 1. Trust deed |  |  |  |  |  |
| 1. Deed of charge |  |  |  |  |  |
| 1. Guarantee |  |  |  |  |  |
| 1. Servicer agreement |  |  |  |  |  |
| 1. Sponsor agreement |  |  |  |  |  |
| 1. Notice of charge to bank |  |  |  |  |  |
| 1. Bank letter |  |  |  |  |  |
| 1. Issuer administration agreement |  |  |  |  |  |
| 1. Transaction structure chart |  |  |  |  |  |

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| DOCUMENTS: SERIES | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Information memorandum |  |  |  |  |  |
| 1. Pricing supplement |  |  |  |  |  |
| 1. Supplemental trust deed |  |  |  |  |  |
| 1. Standalone T&Cs |  |  |  |  |  |
| 1. Compiled supplemental trust deed |  |  |  |  |  |
| 1. Series-specific chart of transaction and flow from noteholder to use of proceeds |  |  |  |  |  |

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| DOCUMENTS: AUTHORISATIONS | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Issuer programme minute |  |  |  |  |  |
| 1. Trustee programme minute |  |  |  |  |  |
| 1. Issuer series minute |  |  |  |  |  |
| 1. Trustee series minute |  |  |  |  |  |
| 1. Form of issuer issuance instruction |  |  |  |  |  |
| 1. Borrower facility minute |  |  |  |  |  |
| 1. Issuer facility minute |  |  |  |  |  |

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| DOCUMENTS: FEE LETTERS | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Trustee fee letter |  |  |  |  |  |
| 1. Servicer fee letter |  |  |  |  |  |
| 1. Sponsor fee letter |  |  |  |  |  |
| 1. Administrator fee letter |  |  |  |  |  |

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| DOCUMENTS: LOAN | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Facility agreement |  |  |  |  | Issuer & Borrower |
| 1. Drawdown notice |  |  |  |  |  |
| 1. Director’s certificate |  |  |  |  |  |
| 1. Form of utilisation request |  |  |  |  |  |

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| DOCUMENTS: SECURITY |  |  |  |  |  |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Debenture |  |  |  |  | Trustee & Borrower |
| 1. Intercreditor Deed |  |  |  |  | Issuer & Trustee |
| 1. Debenture Notice –Agreements |  |  |  |  | Borrower |
| 1. Debenture Notice – Insurance |  |  |  |  | Borrower |
| 1. Debenture Notice – Bank |  |  |  |  | Borrower |
| 1. Draft MR01 Form |  |  |  |  | Issuer |

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| DOCUMENTS: LISTING (FRANKFURT) |  |  |  |  |  |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Listing agreement |  |  |  |  | Issuer and Listing Agent (Steubing) |
| 1. Market making agreement |  |  |  |  | Steubing |

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| DOCUMENTS: LISTING (VIENNA) |  |  |  |  |  |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Letter of commitment |  |  |  |  | Issuer |
| 1. Extract of register for issuer |  |  |  |  |  |
| 1. Programme admission application |  |  |  |  |  |
| 1. Debt securities admission applications |  |  |  |  |  |

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| DOCUMENTS: REGISTRAR, AGENCY AND SETTLEMENT (ISP) | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. E6-Application to open a bank account |  |  |  |  |  |
| 1. E10-Application to use ISP direct |  |  |  |  |  |
| 1. E4-ISP terms and conditions |  |  |  |  |  |
| 1. E146-OTC Agreement |  |  |  |  |  |
| 1. E12-Pledge agreement |  |  |  |  |  |
| 1. E210-TOFF Agreement |  |  |  |  |  |
| 1. E147-Self-certification form for entities |  |  |  |  |  |
| 1. E202-Self-certification form for controlling persons |  |  |  |  |  |
| 1. FATCA Form W-8BENE |  |  |  |  |  |
| 1. W221-Privacy policy |  |  |  |  |  |
| 1. E215-CDB Form A |  |  | or E137-CBD Form K for operating companies |  |  |
| 1. E18-Signature Form for Companies |  |  |  |  |  |
| 1. E60-Fiduciary Agreement |  |  |  |  |  |
| 1. E133-Confirmation of tax disclosure only for domiciliary companies |  |  |  |  |  |
| 1. FINSA Per-se form |  |  |  |  |  |

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| DOCUMENTS: REGISTRAR, AGENCY AND SETTLEMENT (AVENIR/IIM/LOWNDES) | | | | | |
| DOCUMENT / ISSUE / ACTION | STATUS | PARTY | STATUS/COMMENTS | DATE OF UPDATE | SIGNATORIES |
| 1. Avenir client registration form |  |  |  |  |  |
| 1. Registrar agency agreement |  |  |  |  |  |
| 1. Registrar agreement |  |  |  |  |  |
| 1. Letters of Crest Enablement |  |  |  |  | Issuer |
| 1. SAF (security application forms) |  |  |  |  | Issuer |
| 1. SAF debt pages |  |  |  |  | Issuer |
| 1. Authorised signatories letter |  |  |  |  |  |
| 1. ISIN/LEI grant of authority |  |  |  |  |  |
| 1. ARL portal authority letter |  |  |  |  |  |
| 1. Bank confirmation letter |  |  |  |  |  |