

C L I F F O R D
C H A N C E

THE NEW UK PROSPECTUS REGIME – FILLING IN THE BLANKS

AUGUST 2024

**Blackline reference tool: changes to be made by the draft PRM Rules in FCA
Consultation CP24/12**

ANNEX 15 – SECURITIES NOTE FOR WHOLESALE NON-EQUITY SECURITIES

ANNEX 15

SECURITIES NOTE FOR WHOLESALE NON-EQUITY SECURITIES

SECTION 1	PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY <u>FCA</u> 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.	Category A
Item 1.2	<p>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.</p> <p>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.</p>	Category A
Item 1.3	<p>Where a statement or report, attributed to a person as an expert, is included in the securities note, provide the following details for that person:</p> <p>(a) name;</p>	Category A

	<p>(b) business address;</p> <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.	Category C
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<u>FCA</u>;</p> <p>(b) the [name of competent authority]<u>FCA</u> only approves this [securities note/prospectus] as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129<u>the rules in PRM</u>;</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]; and</p> <p>(d) investors should make their own assessment as to the suitability of investing in the securities.</p>	Category A

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>Risks to be disclosed shall<u>must</u> include:</p> <p>(a) those resulting from the level of subordination of a security and the impact on the expected size or timing of payments to holders of the securities under bankruptcy, or any other similar procedure, including, where relevant, the insolvency of a credit institution or its resolution or restructuring in accordance with the UK law which implemented Directive 2014/59/EU;</p> <p>(b) in cases where the securities are guaranteed, the specific and material risks related to the guarantor to the extent they are relevant to its ability to fulfil its commitment under the guarantee.</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<u>must</u> be set out first. The risks shall<u>must</u> be corroborated by the content of the securities note.</p>	Category A
SECTION 3	ESSENTIAL INFORMATION	
Item 3.1	<p>Interest of natural and legal persons involved in the issue.</p> <p>A description of any interest, including a conflict of interest that is material to the issue, detailing the persons involved and the nature of the interest.</p>	Category C
Item 3.2	The use and estimated net amount of the proceeds.	Category C

SECTION 4	INFORMATION CONCERNING THE SECURITIES TO BE ADMITTED TO TRADING	
Item 4.1	Total amount of securities being admitted to trading.	Category C
Item 4.2	(a) A description of the type and the class of the securities being admitted to trading;	Category B
	(b) The international security identification number ('ISIN').	Category C
Item 4.3	Legislation under which the securities have been created.	Category A
Item 4.4	(a) An indication of whether the securities are in registered or bearer form and whether the securities are in certificated or book-entry form.	Category A
	(b) In the case of securities registered in book-entry form, the name and address of the entity in charge of keeping the records.	Category C
Item 4.5	Currency of the securities issue.	Category C
Item 4.6	The relative seniority of the securities in the issuer's capital structure in the event of insolvency, including, where applicable, information on the level of subordination of the securities and the potential impact on the investment in the event of a resolution under the UK law which implemented Directive 2014/59/EU.	Category A
Item 4.7	A description of the rights, including any limitations of these, attached to the securities and procedure for the exercise of said rights.	Category B

Item 4.8	(a) The nominal interest rate;	Category C
	(b) the provisions relating to interest payable;	Category B
	(c) the date from which interest becomes payable;	Category C
	(d) the due dates for interest;	Category C
	(e) the time limit on the validity of claims to interest and repayment of principal.	Category B
	Where the rate is not fixed:	
	(a) a statement setting out the type of underlying;	Category A
	(b) a description of the underlying on which the rate is based;	Category C
	(c) the method used to relate the rate with the underlying;	Category B
	(d) a description of any market disruption or settlement disruption events that affect the underlying;	Category B
	(e) any adjustment rules with relation to events concerning the underlying; <u>and</u>	Category C
	(f) the name of the calculation agent.	Category C

Item 4.9	(a) Maturity date.	Category C
	(b) Details of the arrangements for the amortisation of the loan, including the repayment procedures. Where advance amortisation is contemplated, on the initiative of the issuer or of the holder, it shall <u>must</u> be described, stipulating amortisation terms and conditions.	Category B
Item 4.10	An indication of yield.	Category C
Item 4.11	Representation of debt security holders including an identification of the organisation representing the investors and provisions applying to such representation. Indication of the website where investors may have free access to the contracts relating to these forms of representation.	Category B
Item 4.12	A statement of the resolutions, authorisations and approvals by virtue of which the securities have been created and/or issued.	Category C
Item 4.13	The issue date of the securities.	Category C
Item 4.14	A description of any restrictions on the transferability of the securities.	Category A
Item 4.15	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.	Category C

SECTION 5	ADMISSION TO TRADING AND DEALING ARRANGEMENTS	
Item 5.1	(a) An indication of the regulated market, or other third country overseas market, SME Growth Market or MTF growth market where the securities will be traded and for which a prospectus has been published.	Category B
	(b) If known, the issuer must give the earliest dates on which the securities will be admitted to trading.	Category C
Item 5.2	Name and address of any paying agents and depository agents in each country.	Category C
SECTION 6	EXPENSE OF THE ADMISSION TO TRADING	
Item 6.1	An estimate of the total expenses related to the admission to trading.	Category C
SECTION 7	ADDITIONAL INFORMATION	
Item 7.1	If advisors are referred to in the Securities Note note , a statement of the capacity in which the advisors have acted.	Category C
Item 7.2	An indication of other information in the Securities Note 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 competent authority FCA , a summary of the report.	Category A
Item 7.3	Credit ratings assigned to the securities at the request or with the cooperation of the issuer in the rating process. A brief explanation of the meaning of the ratings if this has previously been published by the rating provider.	Category C

CLIFFORD CHANCE

This publication does not necessarily deal with every important topic or cover every aspect of the topics with which it deals. It is not designed to provide legal or other advice.

www.cliffordchance.com

Clifford Chance, 10 Upper Bank Street, London, E14 5JJ

© Clifford Chance 2024

Clifford Chance LLP is a limited liability partnership registered in England and Wales under number OC323571

Registered office: 10 Upper Bank Street, London, E14 5JJ

We use the word "partner" to refer to a member of Clifford Chance LLP, or an employee or consultant with equivalent standing and qualifications

If you do not wish to receive further information from Clifford Chance about events or legal developments which we believe may be of interest to you, please either send an email to nomorecontact@cliffordchance.com or by post at Clifford Chance LLP, 10 Upper Bank Street, Canary Wharf, London E14 5JJ

Abu Dhabi • Amsterdam • Barcelona • Beijing • Brussels • Bucharest • Casablanca • Delhi • Dubai • Düsseldorf • Frankfurt • Hong Kong • Houston • Istanbul • London • Luxembourg • Madrid • Milan • Munich • Newcastle • New York • Paris • Perth • Prague • Riyadh* • Rome • São Paulo • Shanghai • Singapore • Sydney • Tokyo • Warsaw • Washington, D.C.

*AS&H Clifford Chance, a joint venture entered into by Clifford Chance LLP.

Clifford Chance has a best friends relationship with Redcliffe Partners in Ukraine.