**Cross-reference list – Annex 24**

**UK Growth Registration Document for Equity Securities**

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| --- | --- |
| *Name of Company:* |  |
| *Nature of Transaction:* |  |
| *Name of Sponsor/Adviser:* |  |
| *Date Submitted:* |  |

| **Rule** |  | **Page** | **Proof Number** | **Comments (where applicable)** |
| --- | --- | --- | --- | --- |
| 1 | **PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS’ REPORTS AND COMPETENT AUTHORITY APPROVAL**  *This section shall provide information on the persons who are responsible for the content of the UK Growth registration document. The purpose of this section is to provide comfort to investors on the accuracy of the information disclosed in the prospectus. Moreover, this section provides information on the legal basis of the UK Growth registration document and its approval by the competent authority.* |  |  |  |
| 1.1 | Identify all persons responsible for the information or any parts of it, given in the registration document 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. |  |  |  |
| 1.2 | A declaration by those responsible for the registration document that to the best of their knowledge, the information contained in the registration document is in accordance with the facts and that the registration document makes no omission likely to affect its import.  Where applicable, a declaration by those responsible for certain parts of the registration document that, to the best of their knowledge, the information contained in those parts of the registration document for which they are responsible is in accordance with the facts and that those parts of the registration document make no omission likely to affect their import. |  |  |  |
| 1.3 | Where a statement or report attributed to a person as an expert, is included in the registration document, provide the following details for that person:   1. name; 2. business address; 3. qualifications; 4. material interest if any in the issuer.   If the statement or report has been produced at the issuer’s request, state that such statement or report has been included in the registration document with the consent of the person who has authorised the contents of that part of the registration document for the purpose of the prospectus. |  |  |  |
| 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. |  |  |  |
| 1.5 | A statement that:   1. the [registration document / prospectus] has been approved by the [name of the competent authority], as competent authority under Regulation (EU) 2017/1129; 2. the [name of the competent authority] only approves this [registration document / prospectus]as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129; 3. such approval should not be considered as an endorsement of the issuer that is the subject of this [registration document / prospectus]; 4. (d) the [registration document / prospectus] has been drawn up as part of a UK Growth prospectus in accordance with Article 15 of Regulation (EU) 2017/1129. |  |  |  |
| 2 | **STRATEGY, PERFORMANCE AND BUSINESS ENVIRONMENT**  *The purpose of this section is to disclose information on the identity of the issuer, its business, strategy and objectives. By reading this section, investors should have a clear understanding of the issuer’s activities and the main trends affecting its performance, its organisational structure and material investments. Where applicable the issuer shall disclose in this section estimates or forecasts of its future performance. Moreover, issuers with market capitalisation above EUR 200 000 000 shall provide a fair and balanced review of the company’s past performance in this section.* |  |  |  |
| 2.1 | Information about the issuer:   1. the legal and commercial name of the issuer; 2. the place of registration of the issuer, its registration number and legal entity identifier (‘LEI’); 3. the date of incorporation and the length of life of the issuer, except where the period is indefinite; 4. the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus. |  |  |  |
| 2.1.1 | Information on the material changes in the issuer’s borrowing and funding structure since the end of the last financial period for which information has been provided in the registration document. Where the registration document contains interim financial information, this information may be provided since the end of the last interim period for which financial information has been included in the registration document; |  |  |  |
| 2.1.2 | A description of the expected financing of the issuer’s activities |  |  |  |
| 2.2 | Business overview |  |  |  |
| 2.2.1 | Strategy and objectives  A description of the issuer’s business strategy and strategic objectives (both financial and non-financial, if any). This description shall take into account the issuer’s future challenges and prospects.  Where relevant the description shall take into account the regulatory environment in which the issuer operates. |  |  |  |
| 2.2.2 | Principal Activities  A description of the issuer’s principal activities, including:   1. the main categories of products sold and/or services performed; 2. an indication of any significant new products, services or activities that have been introduced since the publication of the latest audited financial statements. |  |  |  |
| 2.2.3 | Principal Markets  A description of the principal markets in which the issuer competes. |  |  |  |
| 2.3 | Organisational structure |  |  |  |
| 2.3.1 | If the issuer is part of a group and where not covered elsewhere in the registration document and to the extent necessary for an understanding of the issuer’s business as a whole, a diagram of the organisational structure.  At the choice of the issuer, such diagram may be replaced, or accompanied, by a brief description of the group and the issuer’s position within the group, if this helps to clarify the structure. |  |  |  |
| 2.3.2 | If the issuer is dependent upon other entities within the group this must be clearly stated together with an explanation of this dependence. |  |  |  |
| 2.4 | Investments |  |  |  |
| 2.4.1 | To the extent not covered elsewhere in the registration document a description, (including the amount) of the issuer’s material investments from the end of the period covered by the historical financial information included in the prospectus up to the date of the registration document. |  |  |  |
| 2.4.2 | A description of any material investments of the issuer’s that are in progress or for which firm commitments have already been made, including, if material to the issuer’s business, the method of financing (internal or external). |  |  |  |
| 2.5 | Operating and financial review (to be provided by equity issuers with market capitalisation above EUR 200 000 000 only when the directors’ report presented and prepared in accordance with section 415 of the Companies Act 2006 is not included in the UK Growth prospectus). |  |  |  |
| 2.5.1 | To the extent not covered elsewhere in the registration document and to the extent necessary for an understanding of the issuer’s business as a whole, provide the following:   1. a balanced and comprehensive analysis of the development and performance of the issuer’s business and of its position consistent with the size and complexity of the business for each year for which historical financial information is required including the causes of material changes; 2. an indication of: 3. the issuer’s likely future development; 4. activities in the field of research and development.   To the extent necessary for an understanding of the issuer’s development, performance or position, the analysis shall include both financial and, where appropriate, non-financial Key Performance Indicators relevant to the particular business, including information relating to environmental and employee matters. This analysis shall, where appropriate, include references to, and additional explanations of, amounts reported in the annual financial statements. |  |  |  |
| 2.6 | Trend information |  |  |  |
| 2.6.1 | A description of the most significant recent trends in production, sales, inventory, costs and selling prices since the end of the last financial year to the date of the registration document. |  |  |  |
| 2.7 | Profit forecasts or estimates |  |  |  |
| 2.7.1 | Where an issuer has published a profit forecast or a profit estimate (which is still outstanding and valid) that forecast or estimate shall be included in the registration document.  If a profit forecast or profit estimate has been published and is still outstanding, but no longer valid, then provide a statement to that effect and an explanation of why such forecast or estimate is no longer valid. Such an invalid forecast or estimate is not subject to the requirements in items 2.7.2 to 2.7.3. |  |  |  |
| 2.7.2 | Where an issuer chooses to include a new profit forecast or a new profit estimate, or where the issuer includes a previously published profit forecast or a previously published profit estimate pursuant to item 2.7.1, the profit forecast or estimate shall be clear and unambiguous and shall contain a statement setting out the principal assumptions upon which the issuer has based its forecast, or estimate.  The forecast or estimate shall comply with the following principles:   1. there must be a clear distinction between assumptions about factors which the members of the administrative, management or supervisory bodies can influence and assumptions about factors which are exclusively outside the influence of the members of the administrative, management or supervisory bodies; 2. the assumptions must be reasonable, readily understandable by investors, specific and precise and not relate to the general accuracy of the estimates underlying the forecast; 3. in the case of a forecast, the assumptions shall draw the investor’s attention to those uncertain factors which could materially change the outcome of the forecast. |  |  |  |
| 2.7.3 | The prospectus shall include a statement that the profit forecast or estimate has been compiled and prepared on a basis which is both:   1. comparable with the annual financial statements; 2. consistent with the issuer’s accounting policies. |  |  |  |
| 3 | **RISK FACTORS**  *The purpose of this section is to describe the main risks faced by the issuer and their impact on the issuer’s future performance.* |  |  |  |
| 3.1 | A description of the material risks that are specific to the issuer, in a limited number of categories, in a section headed ‘Risk Factors’.  In each category, the most material risks in the assessment of the issuer or offeror, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risks shall be corroborated by the content of the registration document. |  |  |  |
| 4 | **CORPORATE GOVERNANCE**  *This section shall explain the issuer’s administration and the role of the persons involved in the management of the company. It will furthermore provide information on the background of senior management, their remuneration and its potential link to the issuer’s performance.* |  |  |  |
| 4.1 | Administrative, management, and supervisory bodies and senior management |  |  |  |
| 4.1.1 | Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of the issuer where these are significant with respect to that issuer:   1. members of the administrative, management and/or supervisory bodies; 2. partners with unlimited liability, in the case of a limited partnership with a share capital; 3. any senior manager who is relevant to establishing that the issuer has the appropriate expertise and experience for the management of the issuer’s business.   Details of the nature of any family relationship between any of the persons referred to in points (a) to (c). |  |  |  |
| 4.1.2 | In the case of each member of the administrative, management or supervisory bodies of the issuer and of each person referred to in points (b) and (c) of the item 4.1.1, details of that person’s relevant management expertise and experience and the following information:   1. details of any convictions in relation to fraudulent offences for at least the previous five years; 2. details of any official public incrimination and/or sanctions involving such persons by statutory or regulatory authorities (including designated professional bodies) and whether they have ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years.   If there is no such information required to be disclosed, a statement to that effect is to be made. |  |  |  |
| 4.2 | Remuneration and benefits  To the extent not covered elsewhere in the registration document in relation to the last full financial year for those persons referred to in points (a) and (c) of item 4.1.1. |  |  |  |
| 4.2.1 | The amount of remuneration paid (including any contingent or deferred compensation), and benefits in kind granted to such persons by the issuer and its subsidiaries for services in all capacities to the issuer and its subsidiaries by any person. That information must be provided on an individual basis unless individual disclosure is not required in the issuer’s home country or is not otherwise publicly disclosed by the issuer. |  |  |  |
| 4.2.2 | The total amounts set aside or accrued by the issuer or its subsidiaries to provide pension, retirement or similar benefits. |  |  |  |
| 4.3 | Shareholdings and stock options  With respect to each person referred to in points (a) and (c) of item 4.1.1 provide information as to their share ownership and any stock options in the issuer as of the most recent practicable date. |  |  |  |
| 5 | **FINANCIAL INFORMATION AND KEY PERFORMANCE INDICATORS (KPIs)**  *This section shall provide historical financial information by disclosing the issuer’s financial information and key performance indicators. It shall also provide information on the issuer’s dividend policy and where applicable it shall disclose pro forma financial information.* |  |  |  |
| 5.1 | Historical financial information |  |  |  |
| 5.1.1 | Audited historical financial information covering the latest two financial years (or such shorter period as the issuer has been in operation) and the audit report in respect of each year. |  |  |  |
| 5.1.2 | Change of accounting reference date  If the issuer has changed its accounting reference date during the period for which historical financial information is required, the audited historical information shall cover at least 24 months or the entire period for which the issuer has been in operation, whichever is shorter. |  |  |  |
| 5.1.3 | Accounting Standards  The financial information must be prepared in accordance with Article 23a.[[1]](#footnote-1) |  |  |  |
| 5.1.4 | Change of accounting framework  The last audited historical financial information, containing comparative information for the previous year, must be presented and prepared in a form consistent with the accounting standards framework that will be adopted in the issuer’s next published annual financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements.  Changes within the accounting framework applicable to the issuer do not require the audited financial statements to be restated. However, if the issuer intends to adopt a new accounting standards framework in its next published financial statements, at least one complete set of financial statements, (as defined by IAS 1 Presentation of Financial Statements), including comparatives, must be prepared in a form consistent with that which will be adopted in the issuer’s next published annual financial statements, having regard to accounting standards and policies and legislation applicable to such annual financial statements. |  |  |  |
| 5.1.5 | Where the audited financial information is prepared according to national accounting standards, they must include at least the following:   1. the balance sheet; 2. the income statement; 3. the accounting policies and explanatory notes. |  |  |  |
| 5.1.6 | Consolidated financial statements  If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document. |  |  |  |
| 5.1.7 | Age of Financial Information  The balance sheet date of the last year of audited financial information may not be older than one of the following:   1. 18 months from the date of the registration document if the issuer includes audited interim financial statements in the registration document; 2. 16 months from the date of the registration document if the issuer includes interim financial statements in the registration document which is not audited.   Where the registration document contains no interim financial information, the balance sheet date of the last year of audited financial statements may not be older than 16 months from the date of the registration document. |  |  |  |
| 5.2 | Interim and other financial information |  |  |  |
| 5.2.1 | If the issuer has published quarterly or half-yearly financial information since the date of its last audited financial statements, these must be included in the registration document. If the quarterly or half-yearly financial information has been audited or reviewed , the audit or review report must also be included. If the quarterly or half-yearly financial information is not audited or has not been reviewed, state that fact.  Interim financial information prepared in accordance with the requirements of the UK law which implemented Directive 2013/34/ EU or section 403 of the Companies Act 2006 as the case may be.  For issuers not subject to either the UK law which implemented Directive 2013/34/ EU or section 403 of the Companies Act 2006, the interim financial information must include comparative statements for the same period in the prior financial year, except that the requirement for comparative balance sheet information may be satisfied by presenting the year’s end balance sheet in accordance with the applicable financial reporting framework. |  |  |  |
| 5.3 | Auditing of annual financial information |  |  |  |
| 5.3.1 | The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with the UK law which implemented Directive 2006/43/EC and Regulation (EU) No 537/2014.  Where the UK law which implemented Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in the United Kingdom or an equivalent standard. |  |  |  |
| 5.3.1a | Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full. |  |  |  |
| 5.3.2 | Indication of other information in the registration document, which has been audited by the auditors. |  |  |  |
| 5.3.3 | Where financial information in the registration document is not extracted from the issuer’s audited financial statements state the source of the information and state that the information is not audited. |  |  |  |
| 5.4 | Key Performance Indicators (KPIs) |  |  |  |
| 5.4.1 | To the extent not disclosed elsewhere in the registration document and where an issuer has published KPIs, financial and/or operational, or chooses to include such in the registration document, a description of the issuer’s KPIs for each financial year for the period covered by the historical financial information shall be included in the registration document.  KPIs must be calculated on a comparable basis. Where the KPIs have been audited by the auditors, that fact must be stated. |  |  |  |
| 5.5 | Significant change in the issuer’s financial position  A description of any significant change in the financial position of the group which has occurred since the end of the last financial period for which either audited financial statements or interim financial information have been published, or provide an appropriate negative statement. |  |  |  |
| 5.6 | Dividend policy  A description of the issuer’s policy on dividend distributions and any restrictions thereon. If the issuer has no such policy, include an appropriate negative statement.  the amount of the dividend per share for each financial year for the period covered by the annual financial statements adjusted, where the number of shares in the issuer has changed, to make it comparable, if not disclosed in the financial statements. |  |  |  |
| 5.7 | Pro forma financial information  In the case of a significant gross change, a description of how the transaction might have affected the assets and liabilities and earnings of the issuer, had the transaction been undertaken at the commencement of the period being reported on or at the date reported.  This requirement will normally be satisfied by the inclusion of pro forma financial information. This pro forma financial information is to be presented as set out in Annex 20 and must include the information indicated therein.  Pro forma financial information must be accompanied by a report prepared by independent accountants or auditors. |  |  |  |
| 6 | **SHAREHOLDER AND SECURITY HOLDER INFORMATION**  *This section shall provide information on the issuer’s major shareholders, the existence of potential conflicts of interest between senior management and the issuer, the issuer’s share capital as well as information on related party transactions, legal and arbitration proceedings and material contracts.* |  |  |  |
| 6.1 | Major shareholders |  |  |  |
| 6.1.1 | In so far as known to the issuer, the name of any person who, directly or indirectly, has an interest in the issuer’s capital or voting rights which is equal or above 5 % of capital or total voting rights, together with the amount of each such person’s interest, as at the date of the registration document or, if there are no such persons, an appropriate negative statement. |  |  |  |
| 6.1.2 | Whether the issuer’s major shareholders have different voting rights, or an appropriate negative statement. |  |  |  |
| 6.1.3 | To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused. |  |  |  |
| 6.1.4 | A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in or prevent a change in control of the issuer. |  |  |  |
| 6.2 | Legal and arbitration proceedings |  |  |  |
| 6.2.1 | Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the issuer and/or group’s financial position or profitability, or provide an appropriate negative statement. |  |  |  |
| 6.3 | Administrative, Management and Supervisory bodies’ and Senior Management’s conflicts of interests |  |  |  |
| 6.3.1 | Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 4.1.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.  Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to in item 4.1.1 was selected as a member of the administrative, management or supervisory bodies or member of senior management.  Details of any restrictions agreed by the persons referred to in item 4.1.1 on the disposal within a certain period of time of their holdings in the issuer’s securities. |  |  |  |
| 6.4 | Related party transactions |  |  |  |
| 6.4.1 | If UK–adopted international accounting standards do not apply to the issuer, the following information must be disclosed for the period covered by the historical financial information and up to the date of the registration document:   1. the nature and extent of any related party transactions which are, as a single transaction or in their entirety, material to the issuer. Where such related party transactions are not concluded at arm’s length provide an explanation of why these transactions were not concluded at arm’s length. In the case of outstanding loans including guarantees of any kind indicate the amount outstanding; 2. the amount or the percentage to which related party transactions form part of the turnover of the issuer.   If UK–adopted international accounting standards apply to the issuer, the information set out in points (a) and (b) must be disclosed only for transactions that have occurred since the end of the last financial period for which audited financial information have been published. |  |  |  |
| 6.5 | Share capital |  |  |  |
| 6.5.1 | The following information in items 6.5.2 to 6.5.7 in the annual financial statements as of the date of the most recent balance sheet: |  |  |  |
| 6.5.2 | The amount of issued capital, and for each class of share capital:   1. the total of the issuer’s authorised share capital; 2. the number of shares issued and fully paid and issued but not fully paid; 3. the par value per share, or that the shares have no par value; and 4. a reconciliation of the number of shares outstanding at the beginning and end of the year.   If more than 10 % of the capital has been paid for with assets other than cash within the period covered by the annual financial statements, state that fact. |  |  |  |
| 6.5.3 | If there are shares not representing capital, state the number and main characteristics of such shares. |  |  |  |
| 6.5.4 | The number, book value and face value of shares in the issuer held by or on behalf of the issuer itself or by subsidiaries of the issuer. |  |  |  |
| 6.5.5 | The amount of any convertible securities, exchangeable securities or securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription. |  |  |  |
| 6.5.6 | Information about and terms of any acquisition rights and or obligations over authorised but unissued capital or an undertaking to increase the capital. |  |  |  |
| 6.5.7 | Information about any capital of any member of the group which is under option or agreed conditionally or unconditionally to be put under option and details of such options including those persons to whom such options relate. |  |  |  |
| 6.6 | Memorandum and Articles of Association |  |  |  |
| 6.6.1 | A brief description of any provision of the issuer’s articles of association, statutes, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the issuer. |  |  |  |
| 6.7 | Material contracts |  |  |  |
| 6.7.1 | A brief summary of any material contracts, other than contracts entered into in the ordinary course of business, to which the issuer or any member of the group is a party, for the last year immediately preceding publication of the registration document. |  |  |  |
| 7 | **DOCUMENTS AVAILABLE** |  |  |  |
| 7.1 | A statement that for the term of the registration document the following documents, where applicable, can be inspected:   1. the up to date memorandum and articles of association of the issuer; 2. all reports, letters, and other documents, valuations and statements prepared by any expert at the issuer’s request any part of which is included or referred to in the registration document.   An indication of the website on which the documents may be inspected. |  |  |  |

1. Article 23a of the UK version of Regulation number 2019/980 of the European Commission, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 [↑](#footnote-ref-1)