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**Changes to legislation:** Regulation (EU) 2017/1129 of the European Parliament and of the Council, ANNEX III is up to date with all changes known to be in force on or before 04 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

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## ANNEX III

### SECURITIES NOTE

#### I. Identity of directors, senior management, advisers and auditors

The purpose is to identify the company representatives and other individuals involved in the company's offer or admission to trading; these are the persons responsible for drawing up the prospectus and those responsible for auditing the financial statements.

#### II. Offer statistics and expected timetable

The purpose is to provide essential information regarding the conduct of any offer and the identification of important dates relating to that offer.

##### A. Offer statistics

##### B. Method and expected timetable

#### III. Essential information about the issuer

The purpose is to summarise essential information about the company's financial condition, capitalisation and risk factors. If the financial statements included in the document are restated to reflect material changes in the company's group structure or accounting policies, the selected financial data must also be restated.

##### A. Capitalisation and indebtedness (for equity securities only)

##### B. Information concerning working capital (for equity securities only)

##### C. Reasons for the offer and use of proceeds

##### D. Risk factors

#### IV. Essential information about the securities

The purpose is to provide essential information about the securities to be offered to the public and/or admitted to trading.

##### A. A description of the type and class of the securities being offered to the public and/or admitted to trading

##### B. Currency of the securities issued

##### C. The relative seniority of the securities in the issuer's capital structure in the event of the issuer's 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

##### D. The dividend payout policy, provisions relating to interest payable or a description of the underlying, including the method used to relate the underlying and the rate, and an indication where information about the past and future performance of the underlying and its volatility can be obtained

##### E. A description of any rights attached to the securities, including any limitations of those rights, and the procedure for the exercise of those rights

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#### Textual Amendments

- F1** Words in [Annex 3](#) Point 4(C) inserted (31.12.2020) by [The Prospectus \(Amendment etc.\) \(EU Exit\) Regulations 2019](#) (S.I. 2019/1234), regs. 1(4), **70(2)** (with savings in S.I. 2019/680, reg. 11 (as amended by S.I. 2019/1234, reg. 29(2))); 2020 c. 1, Sch. 5 para. 1(1)

#### V. Interests of experts

The purpose is to provide information regarding transactions the company has entered into with experts or advisers employed on a contingent basis.

#### VI. Details of the offer and admission to trading

The purpose is to provide information regarding the offer and the admission to trading of securities, the plan for distribution of the securities and related matters.

- A. Offer and admission to trading
- B. Plan for distribution
- C. Markets
- D. Selling securities holders
- E. Dilution (for equity securities only)
- F. Expenses of the issue

#### VII. Additional information

The purpose is to provide information, most of which is of a statutory nature, that is not covered elsewhere in the prospectus.

- A. Exchange controls
- B. Warning on tax consequences
- C. Dividends and paying agents
- D. Statement by experts
- E. Documents on display

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**Changes and effects yet to be applied to :**

- Regulation revoked by [2023 c. 29 Sch. 1 Pt. 1](#)

**Changes and effects yet to be applied to the whole legislation item and associated provisions**

- Art. 1(5)(j)(v) words omitted by [S.I. 2019/1234 reg. 32\(5\)](#) (This amendment not applied to [legislation.gov.uk](#). Reg. 32(5) substituted immediately before IP completion day by [S.I. 2020/628](#), regs. 1(3), 17(3)(b))