

Upfront Submission Template – Debt Documents

This template may be submitted to the FCA via ESS together with the sanctions letter, the Form A (unless listing particulars), cross-reference lists, documents incorporated by reference (to the extent not previously submitted to the FCA), the vetting fee payment and the document to be vetted.

Its submission is **optional**, but if you intend to do so, please ensure it is uploaded to ESS no later than **8am (UK time) on the second full review day** (i.e. D+2, for a case submitted to us before 4pm on day D and allocated for commencement of the review on D+1).

This form is only to be used for debt (i.e. PR Annexes 6, 7, 8, 9, 14, 15, 16, 17, 19, 25, 27, and 28) documents.

If there is additional information you would like to bring to our attention (i.e. any unusual characteristics of the securities, or the structure of a transaction) please ensure such information is uploaded with your ESS submission, detailing these points.

Please see our [website](#) for guidance on the submission process.

Issuer(s) name(s):

Name of Advisor:

Contact at Advisor:

Date:

Note: In providing responses on behalf of the Issuer to the questions in this template, you should notify the FCA as soon as practicable – and in any event prior to approval of the document – if they change or are no longer valid.

Mandatory confirmations required regarding document vetting/approval procedures

- a) Do you acknowledge that our review of the document is under the Listing and Prospectus Regulation Rules (and does not cover other aspects of FCA regulation to which the issuer may be subject)?

Yes

No

- b) Do you confirm you are familiar with the procedures for approving and publishing the final version of the document? (See PRR 3.1.1UK, 3.1.6, 3.1.10UK and Article 21 of the UK Prospectus Regulation)

Yes

No

- c) We confirm our understanding of the Listing Transactions procedures relating to submitting subsequent drafts of the document. (*Please see our website for information on the submission process:* <https://www.fca.org.uk/markets/ukla/submit-prospectus-circular>)

Yes

No

- d) We confirm we are familiar with the procedures for arranging a listing hearing. (To book and submit documents for the requested listing hearing please log on to the Electronic Submission System (ESS) or contact Listing Applications on 0207 066 8352 if in doubt).

Yes

No

N/A

Confirmation relating to vetting fees payable

Have the relevant vetting fees been paid? If payment has been made, please ensure details of the payment have been included with this ESS submission (i.e. a copy of the FCA electronic payment form).

A comment will be raised if evidence of payment is not included with the first submission. (See <https://www.fca.org.uk/markets/primary-markets/fees>)

Yes

No

Note: Please note (and encourage others in your organisation to be aware) that we will generally expect payment to be made within a few days of allocation at the latest. Although a habit has emerged amongst some advisors to submit payment only alongside the second draft of the document, we would regard this as being too late.

As a last resort, continued occurrences of late payments (i.e. later than a few days post-allocation) could lead us to pause allocation for your clients until fees have been received.

Confirmations relating to incorporation by reference

a) Please confirm that all information being incorporated by reference has been approved by the FCA or filed with the FCA and has been previously published electronically and meets the requirements of Article 19.1 of the UK Prospectus Regulation.

Yes

No

N/A

b) We confirm that where (a) above cannot be confirmed for any information being incorporated by reference that (1) the information will be submitted as part of the vetting process as required by Article 19.3 of the UK Prospectus Regulation; and (2) we confirm that the relevant information will meet the requirements of Article 19.1 of the UK Prospectus Regulation before or upon approval of the document. Please ensure documents submitted for our review are in a searchable electronic format.

Yes

No

N/A

c) Where only certain parts of a document are being incorporated by reference, we confirm that a statement within the (main) document that the non-incorporated parts are either not relevant for investors or are covered elsewhere in the document, is included;

Yes

N/A

d) Where any documents incorporated by reference within the document themselves (either expressly or implicitly) incorporate by reference further information / documents ('daisy chaining'), we confirm that;

I. the document includes a statement that such daisy chaining does not form part of it;

Yes

N/A

II. If the daisy chained information is to be included within the document, we confirm that we have included specific reference to the daisy chained information within the Incorporation by Reference section of the document;

Yes

N/A

Confirmations required for risk factors

We confirm that the issuer(s)/guarantor(s) (as applicable) have carefully considered their obligations under the UK Prospectus Regulation and the ESMA Guidelines on risk factors (pre-01/01/2021 version) and that therefore the risk factors disclosed in the prospectus satisfy the requirements of the UK Prospectus Regulation and ESMA Guidelines;

Yes

No

Admission to a Recognised Investment Exchange

We confirm that admission to trading has, or will be, discussed with the relevant Recognised Investment Exchange ("RIE"), and that any requirements of that RIE (including any early notification requirements) have or will be addressed;

Yes

No

N/A

Issuance programme requirements (where applicable)

- a) For a document envisaging the issuance of UK Prospectus Regulation ("UK PR") Exempt Notes (notes that will not be publicly offered or admitted to a regulated market), is the document presented in appropriately segregated format, and contain a statement that the FCA has neither approved nor reviewed information contained in this base prospectus in connection with the UK PR Exempt Notes? (See *Primary Market Technical Note 629.4 (TN/629.4) for further details*)

Yes

No

N/A

- b) We confirm we are familiar with the procedures for submitting final terms? (See LR 3.4.8 - <https://www.fca.org.uk/publication/ukla/pn-902-2.pdf>)

Yes

No

N/A

- c) We confirm our understanding that UK Prospectus Regulation Article 8.5 requires an issuer to file final terms with the FCA.

Yes

No

N/A

Confirmations relating to the type and content of the document

- a) Will there be any profit forecasts or profit estimates included within the document or any of the information incorporated by reference? Note that a profit forecast / estimate also refers to a forecast / estimated loss. (See *Primary Market/TN/340.3* for further information)

Yes

No

- b) Will any pro forma financial information be included within the document or any of the information incorporated by reference? Where pro forma financial information is included please submit a completed Annex 20 cross reference list with the next draft (annotated to show where its disclosure requirements are addressed).

Yes

No

- c) Please clarify whether there are any securities being issued under this document where the issue price is partly paid (i.e. paid in instalments).

Yes

No

- d) For a document relating to admission to the Professional Securities Market, do the notes concerned meet the definition of 'specialist securities'? (Please refer to *LR 4.1.1(2)*)

Yes

No

N/A

- e) Please confirm you are aware of the list of documents required for approval of a document set out in *PRR 3.1.1UK, 3.1.6 and 3.1.10*, and as noted below under 'Document Approval Procedures'

Yes

No

Document approval procedures

- i. The document must be dated the day of approval.
- ii. Publication may only occur after approval per PRR 3.1.10.
- iii. When submitting final documents for approval in ESS
 - the document must not include 'pre-cover' pages, investor notices, or annotations (or any other information not forming part of the document to be approved) as ESS does not allow us to edit the electronic document;
 - the document must be correctly categorised (as prospectus / listing particulars etc.) to ensure that the approval certificate is accurate;
 - The document for approval must be submitted in a searchable electronic format that cannot be modified (PDF format).
- iv. When it comes to submitting the final document:
 - where the information set out in Article 42(2) of the UK version of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council ("PR Regulation") (reproduced in PRR 3.1.1UK) has already been submitted in final form (i.e. signed and dated), it does not need to be resubmitted on the day of approval; and
 - a confirmation that there is no change to this information will need to be submitted via ESS (see Article 44 of the PR Regulation, reproduced in PRR 3.1.1UK). A template 'no change confirmation' letter is available on the FCA's website for your convenience.
- v. On approval of your document, the following (where applicable, or unless previously submitted) are required;
 - Form A
 - Information incorporated by reference
 - No change confirmation
 - Eligibility Checklist
 - Variation letter (dated the day of approval)

(If either of the final signed version of the Form A and/or the Information incorporated by reference have been previously submitted to us as part of this review, these documents do not need to be resubmitted again with your approval documents, provided the No change confirmation letter confirms that there has been no changes made to these previously submitted documents).