**Cross-reference list – Annex 23**

**Specific summary for the UK growth prospectus**

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

| **Rule** |  | **Page** | **Proof Number** | **Comments (where applicable)** |
| --- | --- | --- | --- | --- |
| 1  | **INTRODUCTION**  |  |  |  |
| 1.1  | Name and international securities identification number (‘ISIN’) of the securities.  |  |  |  |
| 1.2  | Identity and contact details of the issuer, including its legal entity identifier (‘LEI’).  |  |  |  |
| 1.3  | Identity and contact details of the competent authority that approved the prospectus and, where different, the competent authority that approved the registration document.  |  |  |  |
| 1.4  | Date of approval of the UK Growth prospectus.  |  |  |  |
| 1.5  | Warnings  |  |  |  |
| 1.5.1  | Statements by the issuer with regard to the following: 1. the summary should be read as an introduction to the UK Growth prospectus and that any decision to invest in the securities should be based on a consideration of the UK Growth prospectus as a whole by the investor;
2. where applicable, that the investor could lose all or part of the invested capital and, where the investor’s liability is not limited to the amount of the investment, a warning that the investor could lose more than the invested capital and the extent of such potential loss;
3. the fact that civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the UK Growth prospectus, or where it does not provide, when read together with the other parts of the UK Growth prospectus, key information in order to aid investors when considering whether to invest in such securities;
4. where applicable, the comprehension alert required in accordance with point (b) of Article 8(3) of Regulation (EU) No 1286/2014.
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| 2  | **KEY INFORMATION ON THE ISSUER**  |  |  |  |
| 2.1  | Who is the issuer of the securities?  |  |  |  |
| 2.1.1  | Information about the issuer: 1. its legal form, the law under which it operates and its country of incorporation;
2. its principal activities;
3. its controlling shareholder(s), including whether it is directly or indirectly controlled;
4. name of the Chief Executive Officer (or equivalent).
 |  |  |  |
| 2.2  | What is the key financial information regarding the issuer?  |  |  |  |
| 2.2.1  | Key financial information presented for each financial year of the period covered by the historical financial information, and if included in the prospectus any subsequent interim financial period accompanied by comparative data from the same period in the prior financial year. The requirement for comparative balance sheet information shall be satisfied by presenting the year-end balance sheet information. The key financial information shall include financial measures, which appear in the prospectus. These financial measures should provide information on: 1. revenue, profitability, assets, capital structure and, where included in the prospectus, cash flows; and
2. key performance indicators, where included in the prospectus.

The key financial information shall, where applicable, include: 1. condensed pro forma financial information and a brief explanation of what the pro forma financial information illustrates and the material adjustments done;
2. a brief description of any qualifications in the audit report relating to the historical financial information.
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| 2.3  | What are the key risks that are specific to the issuer?  |  |  |  |
| 2.3.1  | A brief description of the most material risk factors specific to the issuer contained in the UK Growth prospectus, while not exceeding the total number of risk factors set out in Article 33(8) of this Regulation.  |  |  |  |
| 3  | **KEY INFORMATION ON THE SECURITIES**  |  |  |  |
| 3.1  | What are the main features of the securities?  |  |  |  |
| 3.1.1  | Information about the securities: 1. their type and class;
2. where applicable, their currency, denomination, the number of securities issued and the term of the securities;
3. the rights attached to the securities;
4. 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;
5. (e) where applicable, the dividend or pay-out policy
 |  |  |  |
| 3.2  | Where will the securities be traded?  |  |  |  |
| 3.2.1  | Where applicable, information as to whether the securities are or will be the subject to an application for admission to trading on an MTF or an SME Growth market, the identity of all the markets where the securities are or are to be traded and the details of the admission to trading on an MTF or an SME Growth market.  |  |  |  |
| 3.3  | Is there a guarantee attached to the securities? 1. A brief description of the nature and scope of the guarantee;
2. a brief description of the guarantor, including its legal entity identifier (LEI);
3. the relevant key financial information for the purpose of assessing the guarantor’s ability to fulfil its commitments under the guarantee;
4. a brief description of the most material risk factors pertaining to the guarantor contained in the UK Growth prospectus in accordance with Article 16(3) of Regulation (EU) 2017/1129, while not exceeding the total number of risk factors set out in Article 33(8) of this Regulation.
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| 3.4  | What are the key risks that are specific to the securities?  |  |  |  |
| 3.4.1  | A brief description of the most material risk factors specific to the securities contained in the UK Growth prospectus, while not exceeding the total number of risk factors set out in Article 33(8) of this Regulation.  |  |  |  |
| 4  | **KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC**  |  |  |  |
| 4.1  | Under which conditions and timetable can I invest in this security? Where applicable, the general terms, conditions and expected timetable of the offer, the plan for distribution, the amount and percentage of immediate dilution resulting from the offer and an estimate of the total expenses of the issue and/or offer, including estimated expenses charged to the investor by the issuer or the offeror.  |  |  |  |
| 4.2  | Why is this UK Growth prospectus being produced?  |  |  |  |
| 4.2.1  | A brief description of the reasons for the offer as well as, where applicable: 1. the use and estimated net amount of the proceeds;
2. where the offer is subject to an underwriting agreement on a firm commitment basis, state any portion not covered;
3. a description of any material conflict of interest pertaining to the offer or the admission to trading that are described in the prospectus.
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| 4.3  | Who is the offeror and/or the person asking for admission to trading?  |  |  |  |
| 4.3.1  | If different from the issuer, a brief description of the offeror of the securities and/or the person asking for admission to trading on an MTF or an SME Growth Market, including its domicile and legal form, the law under which it operates and its country of incorporation.  |  |  |  |