**Cross-reference list – Annex 9**

**Registration Document for Asset-Backed Securities**

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

| **Rule** |  | **Page** | **Proof Number** | **Comment (where applicable)** |
| --- | --- | --- | --- | --- |
| 1 | **PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS’ REPORTS AND COMPETENT AUTHORITY APPROVAL** |  |  |  |
| 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, the issuer shall identify the source(s) of the information. |  |  |  |
| 1.5 | A statement that:   1. the [registration document / prospectus] has been approved by the [name of competent authority], as competent authority under Regulation (EU) 2017/1129; 2. the [name of 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]. |  |  |  |
| 2 | **STATUTORY AUDITORS** |  |  |  |
| 2.1 | Names and addresses of the issuer’s auditors for the period covered by the historical financial information (together with any membership details of a professional body). |  |  |  |
| 3 | **RISK FACTORS** |  |  |  |
| 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 risk factors, in the assessment of the issuer, offer or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document. |  |  |  |
| 4 | **INFORMATION ABOUT THE ISSUER** |  |  |  |
| 4.1 | A statement whether the issuer has been established as a special purpose vehicle, whose objects and purposes are primarily the issue of securities. |  |  |  |
| 4.2 | The legal and commercial name of the issuer and the legal entity identifier (‘LEI’). |  |  |  |
| 4.3 | The place of registration of the issuer and its registration number. |  |  |  |
| 4.4 | The date of incorporation and the length of life of the issuer, except where the period is indefinite. |  |  |  |
| 4.5 | The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address and telephone number of its registered office (or principal place of business if different from its registered office) and website of the issuer, if any, or website of a third party or guarantor, 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. |  |  |  |
| 4.6 | Description of the amount of the issuer’s authorised and issued capital and the amount of any capital agreed to be issued, the number and classes of the securities of which it is composed. |  |  |  |
| 5 | **BUSINESS OVERVIEW** |  |  |  |
| 5.1 | A brief description of the issuer’s principal activities. |  |  |  |
| 6 | **ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES** |  |  |  |
| 6.1 | Names, business addresses and functions within the issuer of the following persons, and an indication of the principal activities performed by them independent of that issuer where these are significant with respect to that issuer:   1. members of the administrative, management or supervisory bodies; 2. partners with unlimited liability, in the case of a limited partnership with a share capital. |  |  |  |
| 7 | **MAJOR SHAREHOLDERS** |  |  |  |
| 7.1 | 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. |  |  |  |
| 8 | **FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION, AND PROFITS AND LOSSES** |  |  |  |
| 8.1 | Where, since the date of incorporation or establishment, an issuer has not commenced operations and no financial statements have been drawn up as at the date of the registration document, a statement to that effect shall be provided in the registration document. |  |  |  |
| 8.2 | Historical Financial Information  Where, since the date of incorporation or establishment, an issuer has commenced operations and financial statements have been drawn up, the registration document must contain audited historical financial information covering the latest two financial years (at least 24 months or such shorter period as the issuer has been in operation) and the audit report in respect of each year. |  |  |  |
| 8.2.1 | 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 historical financial information shall cover at least 24 months, or the entire period for which the issuer has been in operation, whichever is the shorter. |  |  |  |
| 8.2.2 | Accounting standards  The financial information must be prepared in accordance with Article 23a.[[1]](#footnote-1) |  |  |  |
| 8.2.3 | Change of accounting framework The last year’s 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 annual published financial statements having regard to accounting standards and policies and legislation applicable to such annual financial statements. Changes within the issuer’s existing accounting framework 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 presented 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. |  |  |  |
| 8.2.4 | Where the audited financial information is prepared according to national accounting standards, financial information required under this heading must include at least the following:   1. the balance sheet; 2. the income statement; 3. the accounting policies and explanatory notes. |  |  |  |
| 8.2.a | *This paragraph (items 8.2.a, 8.2.a.1, 8.2.a.2 and 8.2.a.3) may be used only for issues of asset-backed securities having a denomination per unit of at least EUR 100 000 or which are to be traded only on a regulated market, and/or a specific section thereof, to which only qualified investors have access for the purpose of trading in the securities.*  Historical financial information  Where, since the date of incorporation or establishment, an issuer has commenced operations and financial statements have been drawn up, the registration document must contain historical financial information covering the latest two financial years (at least 24 months or such shorter period as the issuer has been in operation) and the audit report in respect of each year. |  |  |  |
| 8.2.a.1 | Accounting standards  The financial information must be prepared in accordance with Article 23a(1) to (5).[[2]](#footnote-2)  Otherwise the following information must be included in the registration document:   1. a prominent statement that the financial information included in the registration document has not been prepared in accordance with UK-adopted international accounting standards and that there may be material differences in the financial information had UK-adopted international accounting standards been applied to the historical financial information; 2. immediately following the historical financial information a narrative description of the differences between UK-adopted international accounting standards and the accounting principles adopted by the issuer in preparing its annual financial statements. |  |  |  |
| 8.2.a.2 | Where the audited financial information is prepared according to national accounting standards, it must include at least the following:   1. the balance sheet; 2. the income statement; 3. the accounting policies and explanatory notes. |  |  |  |
| 8.2.a.3 | Audit report  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. Otherwise, the following information must be included in the registration document:   1. a prominent statement disclosing which auditing standards have been applied; 2. an explanation of any significant departures from International Standards on Auditing. |  |  |  |
| 8.2.a.4 | A statement that the historical financial information has been audited. 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. |  |  |  |
| 8.3 | Legal and arbitration proceedings Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the company 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 statement that no such proceedings exist. |  |  |  |
| 8.4 | Material adverse change in the issuer’s financial position Where an issuer has prepared financial statements, include a statement that there has been no material adverse change in the financial position or prospects of the issuer since the date of its last published audited financial statements. Where a material adverse change has occurred, this must be disclosed in the registration document. |  |  |  |
| 9 | **DOCUMENTS AVAILABLE** |  |  |  |
| 9.1 | A statement that for the term of the registration document the following documents, where applicable, may be inspected:   1. the memorandum and up to date articles of association of the issuer; 2. all reports, letters, and other documents, historical financial information, 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)
2. 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-2)