**SDS Form – For Debt Supplementary Prospectuses / Supplementary Listing Particulars**

This same day supplement (SDS) template should be submitted with:

a) Final, dated supplementary prospectus (SP) / supplementary listing (SLP) for approval

b) Form A (unless SLPs) available at <https://www.fca.org.uk/markets/ukla/forms>

c) Documents incorporated by reference (to the extent they have not previously been submitted to the FCA)

d) Sanctions letter

If the correct documents are not submitted by 12 noon then approval will not be given until the next business day. There may also be a delay to the approval of the document if responses to the comments below are not adequately addressed or are inconsistent with the contents of the SP / SLP.

**Please be aware that** **the supplement has to be dated the day it will be approved.**

**Please ensure that the SP or SLP submitted for approval and documents incorporated by reference are submitted in a searchable electronic format that cannot be modified (PDF).**

**Issuer(s) name(s):**

**Name of Advisor: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Contact at Advisor: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Signature\*: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\* The signatory should be properly authorised to do so on behalf of the issuer.*

**(I) Please answer the following questions**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | | | ***Yes / Confirmed*** | | | ***N/A*** |  | | | |  | | |
| **A – Confirmation regarding the COVID-19 pandemic:**    **We confirm that we have considered the impact of the COVID-19 pandemic on our prospectus disclosure** noting the requirements set out in Article 6 and Article 23 of the Prospectus Regulation and the relevant Annexes of the Delegated Regulation. Our consideration of the impact of COVID-19 on our prospectus disclosure included the requirements to describe:   * 1. any material adverse change in the prospects of the issuer(s)/guarantor(s)/group (as applicable) since the date of its last published audited financial statements; and   2. any significant change in the financial performance and position of the issuer(s)/guarantor(s)/group (as applicable) since the end of the last financial period for which financial information has been published.   Following our consideration, we have either caveated one or both of these statements by specific reference to disclosure elsewhere in the supplement/prospectus or concluded that no caveats are required.  Our consideration of the significant change statements has been informed by the guidance provided in UKLA/TN/628.2 which makes clear that any disclosure qualifying these statements must be as precise and as detailed as possible.    **B - Confirmations regarding SDS eligibility criteria:** |  | | |  | | | | |  | | |
|  | | | | | | |  | |  | | |
| 1. **Length of SP/SLP** – We confirm the SP / SLP is 5 pages or fewer in length: | |  | | |  | |  | | | |  | | |
| 1. **Prospectus Regulation Rules cross reference lists** – We confirm the SP / SLP does not trigger the need for any new Prospectus Regulation Rules cross reference lists (e.g. pro forma financial information): | |  | | |  | |  | | | |  | | |
| 1. **Significant new factor, material mistake or inaccuracy** – We confirm the SP / SLP contains only new information which is a significant new factor, material mistake or inaccuracy (see PRR 3.4.1): | |  | | |  | |  | | | |  | | |
| 1. **Amendments to terms and conditions** – If the SP / SLP relates to amendments to existing terms and conditions, we confirm that (i) no new securities are being created, and (ii) the amendments are in conformity with Technical Note UKLA / TN / 605.2:   ***Note:*** *Technical Note UKLA / TN / 605.2 is available at:* [*http://www.fca.org.uk/your-fca/documents/technical-note-supplementary-prospectus*](http://www.fca.org.uk/your-fca/documents/technical-note-supplementary-prospectus)  *Please mark N/A if no such amendments.* | |  | | |  | |  | | | |  | | |
| 1. **Basis of Approval** – We confirm our understanding that the SP / SLP is being examined primarily from a Listing Transactions standpoint and that it should not be assumed that the Listing Transactions Department will consider all aspects of FCA regulation:   ***Note:*** *If by submitting the SP / SLP, approval of some aspect is being assumed on rules other than the Listing Rules or Prospectus Regulation Rules then this should be specifically drawn to the Listing Transactions Department’s attention. It should not be assumed that lack of comment implies approval or agreement from other FCA areas.* | |  | | |  | |  | | | |  | | |
| **C – Information regarding the type and content of the SP / SLP:** | | | | |  | |  | | | |  | | |
| 1) **Markets of Issue and Summary** –The SP / SLP relates to:   1. a wholesale regulated market prospectus or listing particulars and therefore confirm there is no Summary section to update; or else | |  | | |  | |  | | | |  | | |
| 1. a retail, regulated market prospectus, and we confirm that the Summary in the base prospectus is not required to be updated as a result of the production of the SP / SLP; or else | |  | | |  | |  | | | |  | | |
| 1. a retail, regulated market prospectus, and the Summary is being updated in accordance with the requirements of PRR 3.4.1.   ***Note:*** *If the Summary is being replicated in full, instead of individual elements, please note that due to the page limit the SDS service cannot be used.* | |  | | |  | |  | | | |  | | |
| 2) **Profit Forecasts / Estimates** – To the extent there are any profit forecasts / estimates in the SP / SLP or any document(s) it incorporates by reference, do these fully comply with the profit forecast / estimate requirements of PRR Annex 6, 7, 8 or 25 (as applicable)?  ***Note:*** *a ‘profit forecast’ also refers to a forecast loss and an ‘estimate’ can also relate to a loss as well as a profit. Please mark N/A if no such profit forecasts / estimates.* | |  | | |  | |  | | | |  | | |
| 3) **Documents Incorporated by Reference** –   1. We confirm that all the documents being incorporated by reference have been formally approved by the FCA, filed with the National Storage Mechanism, or announced through a Regulatory Information Service (PRR 2.7): 2. Have all documents incorporated by reference which are not included with this submission been previously submitted in full to the FCA?   ***Note:*** *Please mark as N/A if not incorporating any documents by reference.* | |  | | |  | |  | | | |  | | |
|  | | |  | |  | | | |  | | |
|  | | |  | |  | | | |  | | |

**(II) Is there additional information you would like to bring to our attention?**

**Appendix – Reference notes for submitters**

**A. Document approval procedures**

* + - 1. i) The issuer should be made aware of the list of documents required for approval of the (supplementary prospectus / supplementary listing particulars) document set out in PRR 3.1.6R.
      2. ii) The document must be dated the day of approval.
      3. iii) Publication may only occur after approval per PRR 3.1.10.
      4. iv) When submitting final documents for approval in ESS:

a) 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;

b) the document must be correctly categorised (as a supplementary prospectus or supplementary listing particulars) to ensure that the approval certificate is accurate;

c) the primary contact in ESS must be updated to include the person who wishes to receive the written certificate of approval.

**B. Incorporation by reference**

* + - 1. i) Any documents to be incorporated by reference must have either been formally approved by the FCA, filed with the National Storage Mechanism, or announced through a Regulatory Information Service as per PRR 2.7.
      2. ii) If only certain parts of a document are being incorporated by reference, there should be a statement within the SP / SLP that the non-incorporated parts are either not relevant for investors or are covered elsewhere in the document.
      3. iii) To the extent that any documents incorporated themselves (either expressly or implicitly) incorporate by reference further information / documents (‘daisy-chaining’), the SP/SLP should include the following wording (or equivalent wording with the exact same meaning):
      4. *“To the extent that any document or information incorporated by reference or attached to this [supplementary prospectus / supplementary listing particulars], itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this [prospectus / listing particulars] for the purposes of the [Prospectus Regulation / Listing Rules], except where such information or documents are stated within this [supplementary prospectus / supplementary listing particulars] as specifically being incorporated by reference or where this [supplementary prospectus / supplementary listing particulars] is specifically defined as including such information.”*