
FIRST SCHEDULE

FORMS

HOW TO COMPLETE APPLICATION FORM –

This application form should be completed by applicants seeking to become a Nominated Advisers.

It is essential to read this application form in conjunction with the Capital Markets and Securities (Nominated Advisers) Regulations 2008 and the DSE Rules for EGM Companies.

In accordance with Regulation 6 of the Capital Markets Securities (Nominated Adviser) Regulation, 2008, applicants must submit a completed Form **NA1** together with appropriate supporting documents. In addition to information that is specifically requested on this Form the applicant should submit:

- (i) in the case of a company, the company statutes (e.g. Memorandum and Articles of Association) and the Certificate of Incorporation;
- (ii) a diagram outlining the structure of the Company;
- (iii) the applicant's audited accounts;
- (iv) Form **NA2** for each of the applicant; Nominated Adviser's Representative (with any supporting documents);
- (v) the company's corporate finance compliance manual (please note that the applicant is required to update its compliance manual to reflect the requirements of the Capital Markets and Securities (Nominated Adviser's) Regulations, 2008 before submitting an application).

When completing section 4 of this form, please provide brief details of any adverse or potentially adverse matters in respect of the applicant which have been brought to the attention of any of the relevant regulatory bodies listed in that section during the last 6 years. The time that the Authority will need to review the application will be shortened where copies of any relevant correspondence between the regulator and the applicant is provided.

When completing section 8 of this form with details of the applicant's profile, please provide documentary evidence to support the applicant's assertions. The Authority will expect the applicant to include, as a minimum:

- (i) details of the applicant's principal activities (and of any exceptional factors which have affected these activities);
- (ii) a statement of the applicant's market position in these activities (where the applicant is active in an overseas market, please state the percentage of domestic offerings on each local market on which the applicant has provided corporate finance advice).
- (iii) details of its current trading and prospects;
- (iv) the business reasons for seeking approval as a nominated adviser;
- (v) the extent of the applicant's business relationships with any existing nominated advisers or AIM brokers;

- (vi) details of any legal or arbitration proceedings active, threatened or pending against the applicant or any member of its group which may have a significant effect on the reputation of the applicant.

Answers must be printed in block letters or typed and all signatures must be original.

The Authority will keep confidential all information provided to it by the applicant in relation to its application, except to the extent that disclosure of any or all of the information is necessary for the exercise of its regulatory functions, or is otherwise required by law.

NOMINATED ADVISER'S APPLICATION FORM – NA1

1. Name of applicant:

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Trading name (if different):

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Address of principal place of business and registered office (please add an additional sheet if necessary to provide addresses of all offices providing corporate finance advice)

Address:		
Tel:	Fax:	Post Office address:

2. Nature of entity e.g. limited company or partnership (please include with the application copies of the company statutes or partnership deed as appropriate):

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If a body corporate, state the applicant's country of incorporation:

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3. Name and position of contact at the applicant:

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Name, qualifications and any relevant experience of the applicant's Compliance Officer:

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4. Please indicate all current (and any former) regulating organization(s) or recognized professional bodies, by which the applicant is regulated or of which it is (or has been) a member in all of the jurisdictions in which the applicant provides corporate finance advice.

(Please provide documentary evidence that the applicant is regulated by such body together with the telephone number of the applicant's principal contact at each relevant body).

If appropriate, state the applicant's lead regulator:

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5. Has the applicant been operating in a principal corporate finance advisory role for at least two years?

Yes/No

6. Describe each of the applicant's "relevant transactions" (as defined in the CMS Regulations), in which the applicant has acted in a lead corporate finance advisory role within the last two years*. Please provide a copy of the public document for each relevant transaction evidencing the role which the applicant has played in each case:

Transaction:	Role performed (indicating on which "regulated market" or other "major stock exchange of the world" each transaction took place):	Date of Transaction:

7. Please provide any details which the applicant wishes the Authority to take into account in assessing the commercial and regulatory performance to date of each of the applicant's client companies since the date of relevant transaction.*

Name of applicant's client	Client's share price at the time of the relevant transaction and at the date of the application:	Any regulatory issues affecting the client company (Yes/No). If yes please provide details on a separate sheet **.

*Continue on a separate sheet where necessary.

**The Authority may ask the applicant further questions about these clients.

8. Please provide a full statement of the applicant's profile.

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*Continue on a separate sheet where necessary.

9. Name at least four suitably qualified staff and experienced Nominated Adviser's Representative

Title	First name	Surname

10. State the number of staff who will be involved in an executive capacity in Nominated Adviser activities:

11. Please summarize what procedures and controls are in place to ensure that personnel do not act beyond their proper authority? (Please provide page references to the applicant's compliance manual)

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12. Is there any other information which you think may be relevant to the Authority in considering this application?

Yes/No

If the answer is yes, please give details on a separate sheet.

13. Nominated Adviser's undertaking (to be signed by applicant)

Name of Nominated Adviser applicant

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The above applicant hereby applies for a licence as a Nominated Adviser for the purposes of the Capita Markets and Securities (Nominated Advisers) Regulations 2008 and DSE Rules for EGM companies and if the Authority grants this licence the Nominated Adviser undertakes to comply with and discharge its responsibilities and obligations as a Nominated Adviser under the law with due skill and care, and acknowledges that the Authority may take disciplinary or other action against it as Nominated Adviser in accordance with the law.

The above applicant declares that all the information contained in this application form and otherwise supplied is complete, true, accurate and not misleading and that it has read the law

relating to Nominated Advisers and believes that this application conforms to them (except as specifically notified to you in this application).

This undertaking must be signed by two directors, partners or duly authorised officers of the applicant nominated adviser.

Signature of a partner, director or duly authorized officer, for and on behalf of the applicant:		
Name of signatories in block capitals:		
Date:		

NOMINATED ADVISERS REPRESENTATIVE APPLICATION FORM- NA2

This Form is to be completed when:

- the NA1 Form is submitted by a Nominated Adviser applicant. The applicant shall submit a NA2 Form for each of its Nominated Adviser's Representative as defined in the Capital Markets and Securities (Nominated Advisers) Regulations 2008; and
- an executive staff member is to be registered by a Nominated Adviser's Representative.

All information provided in respect of any of the above individuals will be kept confidential by the Authority, except to the extent that disclosure of any or all of the information is necessary for the Authority to carry out its regulatory functions, or is otherwise required by law.

1. Name of Nominated Adviser (or nominated adviser applicant):

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2. Executive staff member's full name:

Title: First name(s):.....	
Surname:	Date of birth:.....

3. Physical address:

Postcode:

4. Qualifications:

Provide details of any professional or business qualifications and/or memberships of any professional bodies, exchanges or trade associations obtained or applied for*.

5. Regulatory:

Yes No

Have you been registered as a corporate finance or financial services practitioner by any regulating organization(s) or recognized professional bodies. Please provide written evidence of such registration(s) or alternatively a brief explanation why no such registration is available or applicable in the relevant jurisdiction*. (Please state whether you have passed, been grandfathered into, exempted or received a waiver from the General/Securities Examination.)

*Continue answers on a separate sheet where necessary

Employment History

Provide details of your employment history (last 10 years, most recent first)*:

Dates from/to:	Name and address of organization:	Position held and description of responsibilities:

7. Transaction History

Describe completed corporate finance advisory transactions undertaken including full details of the role undertaken in relation to each transaction. Copies of public documents evidencing the relevant transactions should be included with the application. If this includes equivalent experience gained while working for a previous employer, this fact must be indicated and a letter from the employer will be required confirming that you provided lead corporate finance advice on the relevant transactions. *

Description of Transaction:	Details of work undertaken by applicant:	Date of Transaction:

8. Declaration of executive applicant

I declare that I have not been subject to any disciplinary action by any regulator or law enforcement agency in the context of financial services or corporate finance and save as set out in this application, I have not been disqualified by a court from acting as a director of any company or from acting in the management or conduct of its affairs and have no unspent convictions in relation to indictable offences. I declare that the information supplied is complete, true, accurate and not misleading.

Signature:	Date:
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Name of signatory in block capitals:

Declaration of the Nominated Adviser:

I declare that the applicant is employed on a full time basis by the Nominated Adviser (or nominated adviser applicant) named overleaf and that (in relation to the transactions cited in Section 7 above which were carried out while employed by this Nominated Adviser (or nominated adviser applicant)) the applicant provided the lead corporate finance advice

Signature:	Date:
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Name of signatory authorised for and
on behalf of the executive's employer:

SECOND SCHEDULE

(Under Regulation 13(1))

NOMINATED ADVISER'S DECLARATION

This Nominated Adviser confirms that:

SECTION A:

To the best of its knowledge and belief having made due and careful enquiry and considered all relevant matters under the Capital Markets and Securities (Nominated Advisers') Regulations, 2008 and the DES Rules for EGM Companies and in relation to this application for admission, all applicable requirements have been complied with and, in particular-

- (a) the listing document complies with Rules of the DSE Rules for EGM Companies;
- (b) the requirements of First Schedule to the Capital Markets and Securities (Nominated Advisers) Regulations, 2008 have been complied with; and

SECTION B:

- (a) it is satisfied that the applicant and its securities are appropriate to be listed on the EGM having made due and careful enquiry and considered all relevant matters set out in the DSE Rules for EGM Companies and the CMS Nominated Advisers) Regulations 2008 and;
- (b) the directors of the applicant have received advice and guidance (from this Nominated Adviser and other appropriate professional advisers) as to the applicant's responsibilities and obligations under the law in order to facilitate due compliance by the applicant on an ongoing basis; and
- (c) it will comply with the law as applicable to it in its role as a Nominated Adviser to this applicant.

NOTE:

Sections A and B must be completed where securities are being listed on the EGM.

Only Section B must be completed where this form is being completed pursuant to a change of Nominated Adviser and Section A will not be applicable. In such cases, the term applicant should be deemed to read EGM Company.