**ANNEX 17**

**SECURITIES GIVING RISE TO PAYMENT OR DELIVERY OBLIGATIONS LINKED TO AN UNDERLYING ASSET**

|  |  |
| --- | --- |
| *Issuer Name* |  |
| *Transaction Name (if applicable)* |  |
| *Date Submitted* |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | | **Category** | **List of cross references**  *(where applicable)*  **(1)** | | **Comment**  **(2)** |
| **Page** | **Par.** |
| **SECTION 1** | **Risk Factors** |  |  |  |  |
|  | Prominent disclosure of risk factors that are material to the securities being offered and/or admitted to trading in order to assess the market risk associated with these securities in a section headed ‘Risk Factors’. If applicable, this must include a risk warning to the effect that investors may lose the value of their entire investment or part of it, as the case may be, and, if the investor’s liability is not limited to the value of his investment, a statement of that fact, together with a description of the circumstances in which such additional liability arises and the likely financial effect. | Category A |  |  |  |
| **SECTION 2** | **INFORMATION CONCERNING THE SECURITIES TO BE OFFERED/ADMITTED TO TRADING** | |  |  |  |
| **Item 2.1** | Information concerning the securities | |  |  |  |
| **Item 2.1.1** | A clear and comprehensive explanation to help investors understand how the value of their investment is affected by the value of the underlying instrument(s), especially in the circumstances where the risks are most evident, unless the securities have a denomination per unit of at least EUR 100 000 , or can only be acquired for at least EUR 100 000 per security, or are to be traded on a regulated market or a specific segment of a regulated market to which only qualified investors can have access. | Category B |  |  |  |
| **Item 2.1.2** | The expiration or maturity date of the derivative securities and their exercise date or final reference date. | Category C |  |  |  |
| **Item 2.1.3** | A description of the settlement procedure of the derivative securities. | Category B |  |  |  |
| **Item 2.1.4** | A description of: |  |  |  |  |
| |  |  | | --- | --- | | (a) | how any return on derivative securities takes place; | | Category B |  |  |  |
| |  |  | | --- | --- | | (b) | the payment or delivery date; | | Category C |  |  |  |
| |  |  | | --- | --- | | (c) | the way it is calculated. | | Category B |  |  |  |
| **Item 2.2** | Information concerning the underlying |  |  |  |  |
| **Item 2.2.1** | The exercise price or the final reference price of the underlying. | Category C |  |  |  |
| **Item 2.2.2** | A statement setting out the type of the underlying. | Category A |  |  |  |
| Details of where information on the underlying can be obtained including an indication of where information about the past and the future performance of that underlying and its volatility can be obtained by electronic means, and whether or not it can be obtained free of charge. | Category C |  |  |  |
| Where the underlying is a security: |  |  |  |  |
| |  |  | | --- | --- | | (a) | the name of the issuer of the security; | | Category C |  |  |  |
| |  |  | | --- | --- | | (b) | the international security identification number (‘ISIN’); | | Category C |  |  |  |
| where the underlying is a reference entity or reference obligation (for credit-linked securities): |  |  |  |  |
| |  |  | | --- | --- | | (a) | where the reference entity or reference obligation comprises of a single entity or obligation, or in the case of a pool of underlying where a single reference entity or reference obligation represents 20 % or more of the pool: | |  |  |  |  |
| |  |  | | --- | --- | | (i) | if the reference entity (or issuer of the reference obligation) has no securities admitted to trading on a regulated market, equivalent third country market or SME Growth Market, so far as the issuer is aware and/or able to ascertain from information published by the reference entity (or by the issuer of the reference obligation), information relating to the reference entity (or to the issuer of the reference obligation) as if it were the issuer (in accordance with the registration document for wholesale non-equity securities); | | Category A |  |  |  |
| |  |  | | --- | --- | | (ii) | if the reference entity (or the issuer of the reference obligation) has securities already admitted to trading on a regulated market, equivalent third country market or SME Growth Market, so far as the issuer is aware and/or able to ascertain from information published by the reference entity (or by the issuer of the reference obligation), its name, ISIN, address, country of incorporation, industry or industries in which the reference entity (or the issuer of the reference obligation) operates and the name of the market in which its securities are admitted. | | Category C |  |  |  |
| |  |  | | --- | --- | | (b) | in the case of a pool of underlying, where a single reference entity or reference obligation represents less than 20 % of the pool: | |  |  |  |  |
| |  |  | | --- | --- | | (i) | the names of the reference entities or issuers of the reference obligation; and | | Category C |  |  |  |
| |  |  | | --- | --- | | (ii) | the ISIN. | | Category C |  |  |  |
| Where the underlying is an index: |  |  |  |  |
| |  |  | | --- | --- | | (a) | the name of the index; | | Category C |  |  |  |
| |  |  | | --- | --- | | (b) | a description of the index if it is composed by the issuer or by any legal entity belonging to the same group; | | Category A |  |  |  |
| |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | | (c) | a description of the index provided by a legal entity or a natural person acting in association with, or on behalf of, the issuer, unless the prospectus contains the following statements:   |  |  | | --- | --- | | (i) | the complete set of rules of the index and information on the performance of the index are freely accessible on the issuer’s or on the index provider’s website; | | (ii) | the governing rules (including methodology of the index for the selection and the re-balancing of the components of the index, description of market disruption events and of adjustment rules) are based on predetermined and objective criteria. | | | Category B |  |  |  |
| Points (b) and (c) do not apply where the administrator of the index is included in the public register maintained by ESMA under Article 36 of Regulation (EU) 2016/1011[[1]](#footnote-1). |  |  |  |  |
| |  |  | | --- | --- | | (d) | Where the index is not composed by the issuer, an indication of where information about the index can be obtained. | | Category C |  |  |  |
| Where the underlying is an interest rate, a description of the interest rate. | Category C |  |  |  |
| Where the underlying does not fall within the categories specified above, the securities note shall contain equivalent information. | Category C |  |  |  |
| Where the underlying is a basket of underlying, a disclosure for each underlying as described above and disclosure of the relevant weightings of each underlying in the basket. | Category C |  |  |  |
| **Item 2.2.3** | A description of any market disruption or settlement disruption or credit events that affect the underlying. | Category B |  |  |  |
| **Item 2.2.4** | Adjustment rules with relation to events concerning the underlying. | Category B |  |  |  |
| **SECTION 3** | **ADDITIONAL INFORMATION** | |  |  |  |
| **Item 3.1** | An indication in the prospectus whether or not the issuer intends to provide post issuance information. Where the issuer has indicated that it intends to report such information, the issuer shall specify in the prospectus what information will be reported and where such information can be obtained. | Category C |  |  |  |

1. If the order of the information included in the draft prospectus is different from the order in which said information is presented in the Annex of the Delegated Regulation (EU) 2019/980, the list of cross references indicates the page and paragraph of the prospectus to which that information corresponds in the Annex.
2. Mark as "NOT APPLICABLE" or specify the "MISSING INFORMATION ELEMENTS" i.e. the elements not yet included in the draft document sent to Consob. In this case the expected date of inclusion must be specified, taking into account that they must be sent to Consob in time for the conclusion of the scrutiny.

1. Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on índices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 ([OJ L 171, 29.6.2016, p. 1](https://eur-lex.europa.eu/legal-content/EN/AUTO/?uri=OJ:L:2016:171:TOC&toc=OJ:L:2019:166:FULL)) . [↑](#footnote-ref-1)