

Submission of an application for approval of a prospectus

In accordance with Commission Delegated Regulation (EU) No. 2016/301 and Technical instruction, in addition to an application for approval of a prospectus or any other application regulated by provisions of the Third Part, Title 1 of the Capital Market Act regarding prospectus, it is necessary to submit documents such as the first draft of the prospectus or other document which is to be approved by Hanfa (e.g. registration document or a securities note and a summary note), a brief containing explanation of an application for approval and any other information relevant for the prospectus review (such as documents containing information incorporated by reference into the prospectus in accordance with Article 422 of the Capital Market Act). An application for approval of a prospectus or any other application regulated by provisions of the Third Part, Title 1 of the Capital Market Act regarding prospectus, must contain information such as the legal and commercial name of the issuer, offeror or the person demanding admission of securities to trading on a regulated market, place of registration and business address (if different from the place of registration) of the applicant or a name, surname and address of the applicant who is a natural person, basic information concerning the securities to be offered/admitted to trading including issue/offer aggregate amount, if possible, a list of documents attached to an application for approval, depending on the situation (e.g. a notarial copy of the minutes of the Issuer's General Assembly during which the decision on issuing of securities had been made or a copy of the decision of other issuer's relevant authority on the issue of securities), a list of names of contact persons within the issuer to which Hanfa can submit all notifications during the prospectus review process. A confirmation of payment of fees that have to be paid in accordance with applicable Ordinance on the type and amount of fees paid to the Croatian Financial Services Supervisory Agency, should also be submitted along with an application for approval.

Example – list of documentation for the approval of a prospectus (this is just an example and the content of the list can vary depending on the object and a purpose of an application for approval):

1. An application for the approval of a prospectus signed by the applicant by an advanced e-signature in accordance with Technical instruction (Form 'Obrazac ZP').

2. Attachments to an application for the approval of a prospectus submitted electronically (documentation has to be submitted electronically (PDF format) and does not have to be signed by an advanced e-signature):

a) A brief containing reasons for the submission of an application by electronic means through the Form 'Obrazac ZP') has to contain:

- information such as the company's legal and commercial name, place of registration and its business address (if different from the place of registration) or, when the applicant is a natural person, a personal name, surname and address,
- basic data on securities that are the subject of the issue/offer/admission including, if possible, the aggregate principal amount of the issue/offer,
- a list of documents which are attached to an application, depending on the object and the purpose of an application for approval,
- explanation of an application (legal grounds and purpose of the submission of an application),
- a list of contact persons within the applicant to which Hanfa can submit all notifications during the prospectus review process (e.g. Phone number, e-mail address);

b) a draft prospectus which doesn't have to be necessarily signed by persons mentioned in Article 424 of the Capital Market Act;

c) a confirmation of payment of fees that have to be paid according to the applicable Ordinance on the type and amount of fees paid to the Croatian Financial Services Supervisory Agency;

- d) a notarial copy of the minutes of the issuer's General Assembly during which the decision on issuing of securities had been made or a copy of the decision of other issuer's relevant authority on the issue of securities;
- e) a cross-reference list (where applicable);
- f) a documentation containing information which is incorporated by reference into the prospectus in accordance with Article 422 of the Capital Market Act (where applicable);
- g) a power of attorney or an authorization of a third party authorized by the issuer, offeror or a person demanding admission, for the submission of application (where applicable).