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The cover features several large, dark green leaf-like shapes scattered across the background, creating a natural, organic feel. The leaves vary in size and orientation, with some pointing upwards and others downwards.

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Capital Markets: Debt

Ireland
Walkers

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Law and Practice

Contributed by Walkers

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Walkers is a global firm with ten substantive offices around the world. Its transactions often involve Cayman Islands, British Virgin Islands, Bermuda, Jersey and/or Guernsey legal matters, and it provides an integrated service to clients across its offices, legal systems and time zones. The finance and capital markets group in Ireland comprises a team of 23, including two listing agents. The group also includes four tax-advisers (including two tax partners) who support a number of practice areas and 16 dedicated capital

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1. Debt Markets/Exchanges

1.1 Main Markets & Exchanges: Rules or Governance and Indices

There are two debt markets in Ireland, namely, Euronext Dublin (formerly known as the Main Securities Market) (“Euronext”) and the Global Exchange Market (the “GEM”). Both of these markets are operated by the Irish Stock Exchange plc trading as Euronext Dublin (Euronext Dublin).

1.2 Rules or Governance Requirements

Euronext is a regulated market for the purposes of Directive 2014/65/EU and EU Regulation 600/2014/EU on Markets in Financial Instruments (the “MiFID II”). GEM is an exchange regulated market.

1.3 Indices

Euronext Dublin operates Irish Government bond indices based on maturity bands. There are no indices for other debt security listings or for asset-backed securities listings.

1.4 Regulatory Bodies

Euronext Listed Securities

The Central Bank of Ireland (the “CBI”) is the competent authority for the purposes of Directive 2003/71/EC (as amended) (the “Prospectus Directive”), Directive 2004/109/EC (the “Transparency Directive”), the Market Abuse Regulation (Regulation EU 596/2014) (“MAR”) and the Market Abuse Directive on criminal sanctions for market abuse (Directive 2014/57/EU) in Ireland. A prospectus must be approved by the CBI in advance of debt securities being listed on Euronext. Euronext Dublin must also be satisfied that the conditions for listing, as set out in the Euronext Dublin Listing Rules (the “Euronext Rules”), have been met before it will list debt securities and admit them to trading on Euronext.

GEM Listed Securities

Euronext Dublin is the competent authority for the review, approval, listing and admission to trading of securities listed on the GEM. The CBI remains the competent authority for the purposes of MAR.

1.5 Remit of Regulatory Bodies

The remit of the CBI is to approve a prospectus as being in compliance with the requirements imposed under Irish and EU law. As outlined above, the CBI is also the competent authority for the purposes of the Transparency Directive and MAR.

The remit of Euronext Dublin is to approve an offering document as being in compliance with the rules of the relevant market (ie, Euronext or the GEM (as applicable)).

1.6 Application Process

A. EURONEXT LISTED SECURITIES

In accordance with the Prospectus Handbook produced by the CBI, a prospectus must conform to one of the following formats:

- a single standalone document; or
- a tri-partite document comprising a registration document, securities note and, where the minimum denomination of the securities is less than EUR100,000, a summary; or
- a base prospectus and subsequent final terms; or
- a single standalone document which incorporates by reference all or part of a base prospectus (ie, a drawdown prospectus).

Establishment of a Standalone debt offering/debt issuance programme

Prospectus approval in Ireland is a dual process and application for approval must be made to the CBI and Euronext Dublin.

In order to have a prospectus or, in the context of a debt-issuance programme, a base prospectus or registration document (as applicable) approved by the CBI, the issuer, offeror or person seeking admission to trading of the debt securities must prepare a draft prospectus, base prospectus or registration document (as applicable) for initial submission to the CBI.

The draft prospectus, base prospectus or registration document (as applicable) should be annotated in the margins and/or accompanied by the appropriate checklist. This should mirror the annexes to Commission Regulation (EC) No 809/2004 (the “Prospectus Regulation”) and be in compliance with the Prospectus Regulation, the Prospectus Directive and the Prospectus (Directive 2003/71/EC) Regulations 2005, as amended (the “Irish Prospectus Regulations”). The draft prospectus should be submitted in electronic format and, where possible, together with a blackline against a prospectus which was previously approved by the CBI. All submissions must include the Debt Submission Templates as set out in Annex 4 of the Prospectus Handbook. Debt Submission Templates should be updated with each submission as further information is included in the prospectus.

In some circumstances it may also be necessary to submit the following to the CBI:

- where requested, a cross-reference list identifying the pages in the prospectus, base prospectus or registration document (as applicable) where each of the items referenced in the annexes and building blocks in the Prospectus Regulation can be found;

- a letter identifying any items from the annexes and building blocks in the Prospectus Regulation that are not applicable and have not been included;
- an omission request, to the extent that the issuer, offeror or person seeking admission to trading of the securities is requesting that the CBI authorise an omission of information from the prospectus, base prospectus or registration document (as applicable);
- a passport request, to the extent that the issuer, offeror or person seeking admission to trading of the securities wishes the CBI to provide a competent authority of another Member State with a certificate of approval when the prospectus, base prospectus or registration document (as applicable) is approved;
- any documents which are incorporated by reference into the prospectus, base prospectus or registration document (as applicable); and
- other information requested by the CBI.

Where comments have been raised by the CBI on a draft of the prospectus, base prospectus or registration document (as applicable), a revised draft of the prospectus, base prospectus or registration document (as applicable) should be submitted to the CBI in electronic format, together with:

- (a) an appropriate blackline showing all changes made to the prospectus, base prospectus or registration document (as applicable) since the previous draft that was reviewed by the CBI; and
- (b) the comments sheet detailing the resolutions to each of the comments raised by the CBI.

On the approval date, the final form prospectus, base prospectus or registration document (as applicable) together with the final form of any documents referred to above, which have been requested by the CBI in the context of the approval of the prospectus, base prospectus or registration document (as applicable), must be submitted to the CBI.

Euronext Dublin operates a broadly equivalent process for the approval of a prospectus, base prospectus or registration document (as applicable) which involves an initial submission to Euronext Dublin, subsequent submissions to address any final comments raised by Euronext Dublin during the review process and a final submission on the final application date.

A more detailed summary of the application process to the CBI and Euronext Dublin and the applicable timelines is set out in **10.1 Timetable of an Offering of Debt Securities**.

Issuance of debt under a programme

The form of document to be submitted in the context of an issuance under a debt programme will depend on the form of the particular programme. Debt issuance programmes are typically structured in one of three ways: (i) with a base

prospectus and subsequent final terms; (ii) with a registration document and securities note; or (iii) with a drawdown prospectus which incorporates by reference all or part of a base prospectus.

Final terms should be submitted to Euronext Dublin before 2:00 pm (GMT) one business day prior to listing. While final terms in respect of debt securities listed on Euronext do not require to be approved by the CBI, they should be filed with the CBI no later than five business days after the earlier of the date of the offer or the date the debt securities are admitted to trading. Final terms may only contain information relating to the debt securities and may not be used to supplement a base prospectus.

Where debt is issued under a programme using the securities note route or the drawdown prospectus route then the submission and approval timelines outlined at 10.1 (“Offering Timetable”) below for Euronext listed debt securities will apply. Once approved, a securities note, together with the registration document, will constitute a prospectus.

B. GEM LISTED SECURITIES

Establishment of a standalone debt offering/debt issuance programme

Where listing particulars or, in the context of a debt issuance programme, base listing particulars, as opposed to a prospectus, base prospectus or registration document will be produced in respect of debt securities, application need only be made to Euronext Dublin as competent authority for the review, approval listing and admission to trading of the debt securities. A listing particulars/base listing particulars in respect of debt securities to be listed on the GEM must be annotated against the relevant listing rules from Chapter 2 of the GEM Rules.

A more detailed summary of the application process to Euronext Dublin and the applicable timelines is set out at section 10 (“Offering Timetable”) below.

Issuance of debt under a programme

Issuance of debt under a GEM-listed debt programme will require the submission of a pricing supplement to Euronext Dublin at 2.00 pm (GMT) one business day prior to listing or, where the programme is structured using a drawdown listing particulars then the submission, application and approval timeline outlined at **10.1 Timetable of an Offering of Debt Securities** below for GEM listed debt securities will apply.

2. Regulatory and Legislative Framework

2.1 Key Legislative or Regulatory Instruments

Depending on the market on which the debt securities will be listed, the Global Exchange Market Listing and Admission to Trading Rules for Debt Securities (the “GEM Rules”) or the Euronext Rules will apply to the listing of the debt securities.

The Irish Companies Act 2014 (as amended) and the provisions regarding the offering of securities by Irish companies will be relevant to any issuance of debt securities by an Irish company.

To the extent that an issuer is producing a prospectus in connection with the listing of debt securities on Euronext, then Irish domestic and European legislation in relation to the prospectus regime, transparency regime and market abuse regime will apply. Relevant legislative/regulatory instruments include:

- (a) The Prospectus Regulation and certain provisions of Prospectus Regulation (EU);
- (b) The Irish Prospectus Regulation;
- (c) Guidance and other materials issued by the CBI (including the Prospectus Handbook and Q&As issued by the CBI);
- (d) the Transparency Directive;
- (e) the Transparency (Directive 2004/109/EC) Regulations, 2007 (as amended);
- (f) Commission Directive 2007/14/EC of 8 March 2007;
- (g) Commission Delegated Regulation (EU) 2015/761 of 17 December 2014;
- (h) The Transparency Rules issued by the CBI under Section 1383 of the Irish Companies Act 2014 (the “Transparency Rules”);
- (i) The European Union (Markets in Financial Instruments) Regulations 2017 (SI No 375 of 2017);
- (j) MAR;
- (k) The European Union (Market Abuse) Regulations 2016 (SI No 349 of 2016), as amended; and
- (l) Market abuse guidance and other material issued by the CBI (including the Market Abuse Rules).

Issuers of debt securities listed on the GEM are also subject to MAR. The legislative and regulatory instruments outlined at (i)-(k) above will apply.

2.2 Eligibility Requirements for Listing Debt Securities on the Exchange(s)

There are certain eligibility requirements for listing debt securities on the exchanges in Ireland including the requirement that securities to be listed on the GEM or Euronext must, in accordance with the rules of the relevant market, be freely transferrable and must conform with the applicant’s

place of incorporation. Furthermore the expected aggregate market value of the securities to be listed must be at least EUR 200,000 (except that there is no minimum limit in the case of tap issues where the amount of the securities is not fixed).

2.3 Requirements for Incorporation or Valid Existence

In order to have securities admitted to trading on Euronext, the applicant (other than a public-sector issuer) must be:

- duly incorporated or otherwise validly established according to the relevant laws of its place of incorporation or establishment; and
- operating in conformity with its memorandum and articles of association or equivalent constitutional document.

A similar requirement applies in respect of securities to be listed and admitted to trading on the GEM.

2.4 Minimum Rating for Securities Listed on the Exchange(s)

There is no minimum rating for securities listed on the exchange.

2.5 Historical Accounting or Reporting Requirements

Issuers of asset-backed securities must normally be special-purpose vehicles incorporated or established for the purposes of issuing asset-backed securities. Accordingly, the requirement to produce previous historical accounting or reporting requirements does not normally apply to such issuers. Issuers of asset-backed securities who have produced audited financial statements are required to include such financial statements in their offering document.

For issuers of debt securities (where the issuer has an obligation on issue to pay 100% of the nominal value on the scheduled maturity date in addition to which there may be an interest payment) there is a requirement to have published or filed audited accounts that:

- cover at least two years, and the latest accounts must be in respect of a period ending not more than 18 months before the date of the prospectus; and
- have been independently audited.

Euronext Dublin has discretion to accept accounts relating to a shorter period than two years and may, in exceptional circumstances, waive the requirement for accounts.

2.6 Currency of Debt Securities

Debt securities are typically issued in Euros, Great British Pounds or US Dollars. There are no requirements regarding local currency issuances or offerings to local investors; however, to be admitted to trading on the GEM, debt secu-

rities must be traded in a currency recognised by Euronext Dublin.

2.7 Eligibility Requirements for Setting up a Debt Issuance Programme for Securities

There are certain eligibility requirements for setting up a debt issuance programme in Ireland. For example, the Euronext Rules provide that the application for a debt listing programme must cover the maximum amount of securities which may be in issue and listed at any one time under the programme. If Euronext Dublin approves the application, it will admit to listing all securities which may be issued under the programme within 12 months after the approval of the prospectus by the competent authority (or other period as agreed with Euronext Dublin), subject to Euronext Dublin:

- (a) being advised of the final terms of each issue;
- (b) receiving any supplementary prospectus for approval by the CBI;
- (c) receiving confirmation that the securities in question have been issued; and
- (d) receiving any listing fees payable.

The application for admission to listing need not be submitted for issues made after the first issue in any 12-month period after approval by the competent authority of the prospectus.

A broadly similar requirement applies in respect of GEM listed debt-issuance programmes.

3. Standalone Listings

3.1 Main Steps for a Standalone Listing of Debt Securities

Please see section 10. **Offering Timetable** for a detailed description of the steps to be taken by an issuer who wishes to have debt securities listed on Euronext or the GEM together with detailed timelines.

3.2 Companies Incorporated in a Foreign Jurisdiction

The steps required for a standalone listing of debt securities do not differ from those outlined above for companies incorporated in a foreign jurisdiction.

3.3 Debut Issuers

There are no additional steps required for a debut issuer in the context of a standalone listing of debt securities.

3.4 Main Ways to Structure an Offer

The most common structures are wholesale debt issuances (ie, debt securities with a minimum denomination of EUR100,000) with a trustee appointed to represent the holders of the debt securities. Typically, a trust deed constituting

the debt securities is entered into between the issuer and the trustee on the issue date. Under the terms of the trust deed the issuer will, amongst other things, covenant with the trustee to pay all amounts of interest and principal under the debt securities. Often, in secured deals, the trustee will act as security trustee and hold the security for itself and for the benefit of the other secured parties. Both the GEM Rules and the Euronext Rules provide that, in the context of an issuance of asset-backed securities, there must be a trustee or other appropriate independent party appointed to represent the interests of the holders of the debt securities. Typically, the issuer will also appoint a number of agents to carry out various administrative functions relating to the ongoing administration and maintenance of the issuer and the debt securities. For a more detailed summary of the various agents and other parties to a typical debt offering please see section 5. **Parties to an Offering of Debt Securities** below.

3.5 Additional or Different Procedures for listing Different Types of Debt Securities

Euronext

The Euronext Rules set out separate conditions for listing that apply to issuers seeking to list asset-backed securities, debt securities (where the issuer has an obligation on issue to pay 100% of the nominal value on the scheduled maturity date in addition to which there may be an interest payment), convertible securities and/or covered debt securities on Euronext. By way of example, issuers of covered debt securities are required under the Euronext Rules to comply with the Asset Covered Securities Act, 2001 of Ireland. The Euronext Rules also set out different continuing obligations that apply to issuers depending on the form of debt security they issue. The annexes of the Prospectus Regulation to be applied to the prospectus will also depend upon the type of securities to be listed.

GEM

The GEM Rules also contain different conditions for listing that apply to issuers of debt securities, asset-backed securities, convertible securities and securitised derivatives. The GEM Rules set out specific requirements as to the structure and content of a listing particulars for debt securities, asset-backed securities, convertible securities and for securitised derivatives. Under the GEM Rules, the information to be included in a listing particulars relating to an issuer of asset-backed securities differs from the information that is required to be included in a listing particulars in relation to issuers of convertible securities, debt securities and securitised derivatives. Similarly, under the GEM Rules, information about the underlying securities to be included in a listing particulars and continuing obligations applicable to issuers also differ depending on the nature of the underlying securities.

4. Issuances Under a Programme

4.1 Main Steps to Set Up a Programme for the Issuance of Debt Securities

Please see **10. Offering Timetable** for a detailed description of the steps to be taken by an issuer who wishes to set up a debt-issuance programme with debt securities listed on Euronext or the GEM, together with detailed timelines.

5. Parties to an Offering of Debt Securities

5.1 Advisers Appointed in Connection with the Issuance

The principal adviser in relation to an issuance of debt securities is typically the Arranger or Lead Manager (although not all deals will have an Arranger or Lead Manager). The Arranger/Lead Manager is typically an investment bank and is responsible for arranging the transaction. The Arranger may also act as placement agent (where the debt securities are being placed) or initial note-purchaser. The Arranger/Lead Manager is often responsible for selecting the other advisers and transaction parties in connection with the issuance and listing of debt securities, which include:

- Issuer;
- Trustee/Note Trustee/Security Trustee;
- Registrar;
- Account Bank;
- Transfer Agent;
- Paying Agent;
- Corporate Services Provider (where the issuer is an SPV);
- Listing Agent;
- Auditors;
- Hedging Providers (where applicable); and
- Agents for service of process.

In collateralised loan obligation transactions, the following additional transaction parties will be seen:

- Collateral Administrator;
- Collateral Manager; and
- Custodian.

In a typical asset-backed securities (receivables) deal, the following additional transaction parties will also be seen:

- Cash Manager;
- Seller; and
- Servicer.

5.2 Roles of Key Advisers

Arranger/Lead Manager: see **5.1 Advisers Appointed in Connection with the Issuance**

Issuer: The role of an issuer in an asset-backed securities transaction is to create and issue the debt securities, to acquire/procure the acquisition of the underlying portfolio and to remit/procure the remittance of the proceeds/cash-flows arising from the underlying portfolio to the holders of the debt securities in accordance with the contractual waterfall provisions that are typically contained in the underlying transaction documents. The role of an issuer will change depending on the nature of the transaction, for example the role of an issuer of asset-backed securities is different from that of an issuer of straight debt securities.

Trustee: The role of the trustee is to enter into the various transaction documents as trustee for the holders of the debt securities and often, in the context of secured deals, to hold the transaction security for itself and for the benefit of the other secured parties (including the holders of the debt securities), although it should be noted that the note trustee and the security trustee are not always the same entity. The trustee is typically appointed under the terms of a trust deed. The trust deed typically contains a suite of restrictive covenants that restrict the actions that the issuer can take without the consent of the trustee. Trustees typically seek a direction from the holders of the debt securities before consenting to any matters that require trustee consent under the trust deed and/or the other transaction documents.

Registrar: the primary responsibility of the registrar is to maintain a register in respect of each class of debt securities (where there is more than one class of debt securities in issue). The requirements as to the form and content of the register are typically set out in the agency agreement and the terms and conditions of the debt securities. The register typically records details of the number of issued debt securities, their original and outstanding principal amounts, their date of issue and the holders of the debt securities. In addition, the register typically contains details of all cancellations and replacements of certificates representing the debt securities.

Account Bank: the primary responsibility of the account bank is to open and maintain the various transaction bank accounts of the issuer and to comply with the proper instructions of the issuer (and/or its authorised signatories) in terms of payments in and withdrawals from the transaction accounts.

Transfer Agent: the primary role of the transfer agent is to assist the issuer and the registrar with the transfer of debt securities.

Paying Agent: the principal role of a paying agent is to make payments on the debt securities in accordance with the instructions of the issuer (or any other person that the issuer may have authorised to instruct the paying agent from time to time). It is common to have a principal paying agent party to the transaction documents who can make payments

under the debt securities via other paying agents located in different jurisdictions.

Corporate Services Provider: the primary role of the corporate services-provider is to incorporate, maintain and tend to the daily administrative and Irish legal and tax compliance requirements of the issuer. Corporate services providers often provide Irish resident directors to sit on the board of the issuer. Corporate services providers are also responsible for preparing the annual accounts of the issuer in conjunction with the issuer's auditors and the other transaction parties.

Listing Agent: the principal role of the listing agent is to assist the issuer with the admission of the debt securities to the relevant stock exchange and compliance with the issuer's continuing obligations following completion of the listing.

Auditors: the auditors of the issuer are responsible for auditing the annual accounts of the issuer on an annual basis.

Hedging Providers: the primary role of the hedging provider(s) is to assist the issuer with managing its currency risk and/or interest rate risk through derivative contracts.

Agent for Service of Process: where the underlying transaction documents are governed by the laws of a country other than the jurisdiction of incorporation of the issuer, it will often be necessary for the issuer (and certain of the other transaction parties) to appoint an agent to receive service of process in the jurisdiction of the governing law of the underlying transaction documents on the issuer's behalf. Most Irish corporate service-providers can provide this service through their network of satellite/affiliated offices.

5.3 Differences in Roles Played by Advisors or Additional Advisers

A debut issuance/listing

The roles of the advisers do not change significantly in a debut issuance or listing as compared to a repeat issuance or listing save that, for a debut issuance or listing, the roles of the advisers are likely to be more involved. For example in a debut issuance/or listing, the Arranger/Lead Manager will be more heavily involved/concerned with:

- determining the optimal structure for the issuance from a legal and tax perspective;
- agreeing the offering document and suite of underlying transaction documents; and
- preparing for the first roadshow and other activities to market the debt securities.

Similarly the roles of, for example, the listing agent and the legal advisers will be more involved in terms of having a debut prospectus approved by the CBI and Euronext Dublin.

Made by a foreign company;

No differences or additional advisers required.

A drawdown under an existing programme.

No differences or additional advisers required.

6. Offering Documents

6.1 The Prospectus or Offering Document

Generally speaking, in the context of debt securities, a prospectus will be required where an issuer wishes to:

- make an offer of securities to the public (the "Public Offer Rule"); and/or
- have its securities listed on a regulated market.

A Prospectus Handbook produced by the CBI, a prospectus must contain all information which, according to the particular nature of the issuer and of the securities offered and/or admitted to trading, is necessary to enable investors to make an informed assessment of:

- the assets and liabilities, financial position, profit and losses and prospects of the issuer and/or any guarantor; and
- the rights attaching to such securities.

A prospectus, drawn up as a single document, must contain the following parts:

- a clear and detailed table of contents;
- if applicable, a summary;
- appropriate risk factors linked to the issuer and the type of securities covered by the issue; and
- the other information items included in the relevant annexes to the Prospectus Regulation according to which the Prospectus is drawn up.

6.2 Responsibility and/or Liability for the Content of a Prospectus

In accordance with the Irish Prospectus Regulations, more than one person may be required to take responsibility for the whole of a prospectus. At a minimum the issuer, offeror and the person seeking admission to trading will be responsible for the whole of the prospectus.

The persons responsible for the information contained in a prospectus must be clearly identified within the prospectus by their names and functions or, in the case of legal persons, by their names and registered offices. The persons responsible must also include declarations in the prospectus that, to the best of their knowledge, the information contained in the prospectus is in accordance with the facts and that the prospectus makes no omission likely to affect its import.

A guarantor is required to take responsibility for information contained in the prospectus that relates to itself and the guarantee.

6.3 Offering Documents

A prospectus prepared in connection with the listing of debt securities must meet the requirements of Irish and EU prospectus law and the Euronext Rules. The GEM Rules set out the content requirements for listing particulars in respect of debt securities to be listed on GEM.

Where the minimum denomination of the debt securities being offered is less than EUR100,000 (ie, a retail offering) it will be necessary for the prospectus to include a summary.

Under the existing prospectus regime in Ireland, the summary is required, in concise and plain terms, to provide key information in the language in which the prospectus was originally drawn up. Summaries are required to be prepared in a common format that facilitates comparison with other similar securities. The summary should include key information on the underlying debt securities to assist investors in determining whether or not to invest in the debt securities. Summaries are required to take into account the complexity of the issuer and the underlying debt securities, but should not exceed 7% of the length of a prospectus or 15 pages, whichever is the longer. Summaries must not contain cross-references to other parts of the prospectus.

Summaries must also contain a warning that:

- it should be read as an introduction to the prospectus;
- any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor;
- where a claim relating to the information contained in a prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member State, have to bear the costs of translating the prospectus before the legal proceedings are initiated; and
- no civil liability shall attach to those legally responsible for the contents of the prospectus solely on the basis of the summary unless the summary, including any translation thereof is, when read together with the other parts of the prospectus, misleading, inaccurate or inconsistent, or does not provide, when so read, key information in order to aid investors when considering whether to invest in such securities.

Regulation (EU) 2017/1129 (the “New Prospectus Regulation”) entered into force in Ireland on 20 July 2017. The New Prospectus Regulation will take effect from 21 July 2019 (noting that certain provision of the New Prospectus Regulation are already in force in Ireland). The New Prospectus Regulation forms part of the EU’s Capital Markets Union ini-

tiative which aims to ensure investor protection and market efficiency, while enhancing the internal market for capital.

The New Prospectus Regulation has retained the requirement to include a summary. While the New Prospectus Regulation prescribes a uniform structure, issuers have discretion to include information in the summary that they deem to be material and meaningful provided that such information is presented in a fair and balanced way. The summary should not be a mere compilation of excerpts from the prospectus.

Under the New Prospectus Regulation and, subject to certain exceptions, the summary shall be drawn up as a short document written in a concise manner and of a maximum length of seven sides of A4-sized paper when printed. The summary shall comprise four sections:

- an introduction, containing warnings;
- key information on the issuer;
- key information on the securities; and
- key information on the offer of securities to the public and/or the admission to trading on a regulated market.

A brief description of the risk factors that the issuer considers most material must be included in the summary but cannot exceed 15 risk factors in total.

6.4 Main Publication, Filing or Delivery Requirements for the Prospectus

Once a prospectus has been approved and filed in accordance with the prospectus regime, the issuer, offeror or person seeking admission to trading of the securities, as the case may be, must make the prospectus available to the public as soon as practicable, and in any case at a reasonable time in advance of, and at the latest at the beginning of, the offer or the admission to trading of the securities involved. A prospectus can be published in one or more of the following ways:

- (a) by insertion in a widely circulated newspaper;
- (b) in printed form (to be made available free of charge) at the offices of Euronext Dublin, or at the registered office of the issuer and at the offices of the financial intermediaries placing or selling the securities, including paying agents;
- (c) in electronic form on the issuer’s website or, if applicable, on the website of the financial intermediaries placing or selling the securities, including paying agents;
- (d) in electronic form on Euronext Dublin’s website; or
- (e) in electronic form on the CBI’s website.

Where the issuer, offeror or person seeking admission to trading of the securities, as the case may be, publishes a prospectus in accordance with (a) or (b) above, publication in accordance with (c) above is also required.

Unless a non-publication request is submitted to the CBI, the CBI during the preceding 12 months will publish all prospectuses which have been approved by the CBI on its website. Once published on the CBI website, a prospectus cannot be removed and will remain on the CBI's website for at least one year from the date of approval of the prospectus. Where the CBI receives a non-publication request, it will publish a notification on its website specifying the method of publication to be adopted by the issuer, offeror or person seeking admission to trading of the securities in respect of the prospectus. A non-publication request received by the CBI after a prospectus has been approved and published on the CBI's website will not be accepted.

Where a prospectus is produced by an Irish company and approved by the CBI, a Form B18 together with the prospectus must be filed with the Registrar of Companies in Ireland within 14 days of the publication of the prospectus.

Where an issuer of debt securities is able to avail of an exemption from the Public Offer Rule and chooses to list debt securities on the GEM, then, in order to be listed on the GEM, a listing particulars must have been approved by and filed with Euronext Dublin and made available to the public as soon as practicable and in any case at a reasonable time in advance of, and at the latest at the beginning of, the admission to trading of the securities involved. The listing particulars must remain available to the public for as long as the securities are admitted to trading on the GEM. A listing particulars will be deemed "available to the public" when published in one or more of the following ways:

- in printed form to be made available, free of charge, to the public at the offices of Euronext Dublin;
- at the registered office of the issuer and at the offices of the financial intermediaries placing or selling the securities, including paying agents;
- in electronic form on the issuer's website and, if applicable, on the website of the financial intermediaries placing or selling the securities, including paying agents; or
- in electronic form on the website of Euronext Dublin.

6.5 Exemptions to the Requirement to Produce a Prospectus

There are a number of exemptions to the Public Offer Rule under the Irish prospectus regime, including where the offer of securities:

- is addressed solely to qualified investors;
- is addressed to fewer than 150 natural or legal persons, other than qualified investors;
- is addressed to investors who acquire securities for a total consideration of at least EUR100,000 per investor, for each separate offer;
- where the denomination per unit amounts to at least EUR100,000; and

- has a total consideration in the European Union of less than EUR5,000,000, (which shall be calculated over a period of 12 months).

Where an issuer of debt securities is able to avail of one of the exemptions from the Public Offer Rule outlined above, a prospectus will still be required if the issuer intends to have the securities admitted to trading on a regulated market (including Euronext).

Where an issuer of debt securities can avail of an exemption from the Public Offer Rule and is happy to list the securities on the GEM, no prospectus will be required.

7. Marketing

7.1 Marketing of Publicity Restrictions for an Offering of Debt Securities

Irish private companies are prohibited under Irish company law from offering debt securities to the public. Irish company law does prescribe some exceptions to this general rule, which are as follows:

- (a) an offer of debentures addressed solely to qualified investors;
- (b) an offer of debentures addressed to fewer than 150 persons, other than qualified investors;
- (c) an offer of debentures addressed to investors who acquire securities for a total consideration of at least EUR100,000 per investor, for each separate offer;
- (d) an offer of debentures whose denomination per unit amounts to at least EUR100,000;
- (e) an offer of debentures with a total consideration in the European Union of less than EUR100,000, which shall be calculated over a period of 12 months; or
- (f) an allotment of debentures, or an agreement to make such an allotment, with a view to those debentures being the subject of any one or more of the offers referred to in paragraphs (a) to (e) above.

Irish public companies can offer debt securities to the public.

Irish limited companies ("LTDs") cannot apply to have or have securities admitted to trading or listed on any market, whether regulated or not in Ireland or abroad. This restriction does not apply to Irish designated activity companies ("DACs") or Irish public limited companies ("PLCs").

Offering documents in respect of debt securities to be issued by Irish issuers will typically include a suite of selling restrictions.

8. Book building and Underwriting

8.1 Extent to Which Book building is Used

A book-building process is used for debt offerings but it will depend on the nature of the deal/particular market segment.

8.2 Key Terms of Subscription/Dealer Agreement Dealer Agreement

The key provisions of dealer agreements include provisions regarding:

- the appointment and termination of the dealer(s);
- the terms upon which the issuer will issue debt securities to the dealers (including currency, form and denomination) and the terms regarding resale by the dealers of the debt securities, including selling restrictions by which the dealers will agree to be bound;
- a suite of representations and covenants to be given by the issuer in relation to itself and the debt securities; and
- a suite of conditions precedent to be met by the issuer in advance of the dealer becoming bound to purchase the debt securities from the issuer.

Subscription Agreement

The key provisions of subscription agreements include provisions regarding:

- the terms upon which the subscriber will subscribe for the debt securities, including details of the agreed subscription price;
- a suite of conditions precedent to be met by the issuer in advance of the subscribers agreement to subscribe for the debt securities becoming effective;
- a suite of representations and covenants to be given by the issuer in relation to itself and the debt securities;
- indemnification provisions; and
- termination provisions.

8.3 Rules Regarding Stabilisation and Market Manipulation

MAR (and the domestic Irish market abuse regime which implements MAR) prohibit market manipulation.

In addition, the delegated and implementing acts relating to MAR issued by the European Commission impose detailed regulatory technical standards and requirements in respect of specific issues, such as rules around buy-back programmes/stabilisation measures.

9. Governing Law

9.1 Restrictions on the Use of Foreign Governing Law and/or Jurisdiction for Debt Issuances

Council Regulation (EC) No 593/2008 of 17 June 2008 on the law applicable to contractual obligations (“Rome I”) has

force of law in Ireland. Accordingly, an express choice of governing law by the parties to the transaction documents to govern the contractual obligations which are within the scope of Rome I will, upon proof of the relevant provisions of the relevant laws, be upheld by the courts of Ireland, except if and to the extent that the relevant provisions of the relevant governing law are not determinable to the satisfaction of the Irish courts.

Council Regulation (EC) No 864/2007 of 11 July 2007 on the law applicable to non-contractual obligations (“Rome II”) also has force of law in Ireland.

9.2 Cases Where the Choice of a Foreign Governing Law/Jurisdiction Has Not Been Recognised

There have been no cases where the choice of a foreign governing law and/or jurisdiction has not been recognised by the courts in Ireland.

9.3 Enforceability of Foreign Judgments and Arbitration Awards European Judgments

Regulation (EU) No 1215/2012 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters (the “Brussels I Recast”) has force of law in Ireland and, provided neither Articles 45 nor 46 of the Brussels I Recast is applicable and, subject to compliance with the procedures set out in Brussels I Recast, any judgment in relation to a document governed by the law of a EU Member State coming within the scope of Brussels I Recast and obtained in that Member State would be recognised and enforced in Ireland without retrial or examination of the merits of the case.

Council Regulation (EC) No 805/2004 of 21 April 2004 on creating a European Enforcement Order for uncontested claims (as amended) (the “EEO Regulation”) has force of law in Ireland. Provided that certain provisions of the EEO Regulation are not applicable and subject to compliance with the procedures set out in the EEO Regulation and the European Communities (European Enforcement Order) Regulations 2005 (SI No 648 of 2005) (as amended), a judgment, or part thereof obtained in an EU Member State and certified in that EU Member State as a European Enforcement Order for the purpose of the EEO Regulation would be recognised and enforced in Ireland. The EEO Regulation does not apply to arbitration proceedings.

Hague Convention and Lugano Convention

The Convention of 30 June 2005 on Choice of Court Agreement (“Hague Convention on Choice of Court Awards”) has force of law in Ireland. This will be relevant in the context of enforcement of judgments given by a court in Mexico or Singapore. Ireland is a signatory to the convention on jurisdiction and the recognition and enforcement of judgments

in civil and commercial matters signed on 30 October 2007 and concluded on behalf of the European Union pursuant to Council Decision 2009/430/EC and the protocols and annexes thereto (the “Lugano Convention”) will be relevant in the context of judgments given by a court in Norway, Switzerland or Iceland.

Foreign Judgments

In any proceedings taken in Ireland for the enforcement of a judgment obtained against an issuer in the courts of a foreign country (other than the EU, Norway, Switzerland, Iceland, Mexico and Singapore) (the “Foreign Judgment”) the Foreign Judgment should be recognised and enforced by the courts of Ireland.

To enforce such a Foreign Judgment in Ireland, it would be necessary to obtain an order of the Irish courts. Such order should be granted on proper proof of the Foreign Judgment without any re-trial or examination of the merits of the case subject to the following qualifications:

- that the foreign court had jurisdiction, according to the laws of Ireland;
- that the Foreign Judgment was not obtained by fraud;
- that the Foreign Judgment and enforcement thereof is not contrary to public policy, natural or constitutional justice as understood in Irish law or constitutes the enforcement of a judgment of a penal or revenue nature;
- that the Foreign Judgment is final and conclusive;
- that the Foreign Judgment is for a definite sum of money;
- that the procedural rules of the court giving the Foreign Judgment have been observed; and
- that the Foreign Judgment did not consist of, or include, a sum for multiple damages nor was granted on the basis of a fine or other penalty.

Arbitration Awards

The following are given force of law in Ireland subject to and in accordance with the provisions of the Arbitration Act, 2010 (the “2010 Act”):

the UNCITRAL Model Law on International Commercial Arbitration (as adopted by the United Nations Commission on International Trade Law on 21 June 1985, with amendments as adopted by that Commission on 7 July 2006);

- Convention on the Recognition and Enforcement of Foreign Arbitral Awards, done at New York on 10 June 1958;
- Convention on the execution of Foreign Arbitral Awards done at Geneva on 26 September 1927;
- Protocol on Arbitration Clauses opened at Geneva on 24 September 1923; and
- Convention on the Settlement of Investment Disputes between States and Nationals of Other States opened for signature in Washington on 18 March 1965, (together the “Arbitration Conventions”).

Assuming the arbitration award of an arbitrator of a foreign arbitration body (a “Foreign Arbitration Award”) comes within the scope of the Arbitration Conventions, and that the country in which the arbitration award will be made is a contracting state to and has implemented into its domestic law the relevant Arbitration Conventions, subject to the 2010 Act and the terms of the relevant Arbitration Conventions, a Foreign Arbitration Award should be recognised, accepted and enforced by the courts of Ireland without any re-trial or examination of the merits of such award.

9.4 Special Requirements for a Contract, Judgment or Award to be Enforceable

See 9.3 Enforceability of Foreign Judgments and Arbitration Awards.

9.5 Special Requirements for the Perfection of Security over Assets

In accordance with the provisions of Irish Company law, where an Irish company creates security over certain classes of assets, the company is required to file a Form C1 with the Registrar of Companies containing particulars of the security created under the security document within 21 days after the date of creation of such security by the company. There are five classes of assets which are excluded from the requirement to register namely:

- (a) cash;
- (b) money credited to an account of a financial institution, or any other deposits;
- (c) shares, bonds or debt instruments;
- (d) units in collective investment undertakings or money market instruments; or
- (e) claims and rights (such as dividends or interest) in respect of anything referred to in any of paragraph (b) to (d).

Under Section 1001 of the Taxes Consolidation Act 1997 (as amended), the holder of a fixed charge over the book debts of a company may be required by notice from the Revenue Commissioners of Ireland to pay to them sums equivalent to those which the holder receives from the company following such notification, in payment of amounts due in respect of unpaid pay as you earn (“PAYE”) tax, value-added tax (“VAT”) or local property tax (“LPT”) due to the Revenue Commissioners of Ireland by the company. Where the holder of the security has informed the Revenue Commissioners of Ireland of the creation of security within 21 days of the date of its creation, the holder’s liability is limited to the lower of (i) such outstanding PAYE, VAT or LPT of the company arising after the issue of the notice in question from the Revenue Commissioners of Ireland, and (ii) the amount which the holder receives from the company following such notification. Notices of assignment will also be required in the context of assignments by way of security.

There are other specific perfection requirements in respect of assets which have their *lex situs* in Ireland, including, by way of example, Irish real property. In order to perfect security over Irish real estate created by an Irish company, it will be necessary, in addition to the submission of a Form C1 with the Irish Companies Registration Office, to register the security with the Property Registration Authority of Ireland. Other asset classes which have their own specific perfection requirements include ships, aircraft and trade marks.

9.6 Effect on Enforceability of a Bondholder Being Domiciled in a Foreign Jurisdiction

If a party to a document or the transactions contemplated thereby or to any transfer, or payment in respect of a document or the debt securities is controlled by or otherwise connected with a person (or is itself) resident in, incorporated in or constituted under the laws of a country which is the subject of any financial restrictions arising from orders made by the United Nations, the European Union and/or the Minister for Finance under the Financial Transfers Act 1992, the European Communities Acts 1972 to 2012, the Criminal Justice (Terrorist Offences) Act 2005, the Criminal Justice (Money Laundering) Acts 2010 to 2018 and/or the relevant European Union Regulations having direct effect in Ireland, or is otherwise the target of any such sanctions, then obligations to that party under the relevant document or debt securities in respect of the relevant transfer or payment may be unenforceable or void.

9.7 Regulatory Restrictions Concerning Foreign Entities Entering into Bond Transactions or Offering Their Bonds

For completeness, we note that Ireland observes EU and UN financial sanctions, which may impact transactions relating to sanctioned companies, individuals or jurisdictions.

Any entity that offers ‘investment services’ (eg, placing activities) in respect of financial instruments, such as bonds, will need to be authorised under (or relying on an appropriate exemption from) MiFID II in respect of this activity.

10. Offering Timetable

10.1 Timetable of an Offering of Debt Securities Euronext Listed Deals

Listing debt securities on Euronext involves a dual submission process to Euronext Dublin and the CBI (as competent authority for the review and approval of a prospectus in Ireland).

Initial Submission

The initial submission to Euronext Dublin and the CBI should be made electronically and in the case of the initial submission to:

- Euronext Dublin, should include:
 - (a) a copy of the draft prospectus;
 - (b) in the case of a new applicant, a checklist setting out how the conditions for listing have been met; and
 - (c) documentation to enable Euronext Dublin to identify and verify the identity of an applicant or listed issuer and its beneficial owner(s), where appropriate.
- the CBI, should include:
 - (a) a copy of the draft prospectus in electronic form (annotated in the margin and/or accompanied by the appropriate checklist (which mirror the annexes to the Prospectus Regulation) and should be in compliance with the relevant requirements of Irish and EU prospectus law);
 - (b) a draft non-applicable letter;
 - (c) whenever possible, black lines showing changes which have been made against a prospectus previously approved by the CBI; and
 - (d) the draft Debt Submission Template.

The CBI and Euronext Dublin offer guaranteed turnaround times and comments on the draft prospectus will be returned within three business days of the initial submission.

Subsequent Submissions

Any comments raised by the CBI or Euronext Dublin should be addressed in subsequent submissions. Subsequent submissions should include:

- a revised draft of the prospectus together with a mark-up against the previous version submitted to Euronext Dublin and the CBI;
- replies to any comments raised by Euronext Dublin and/or the CBI;
- the updated Debt Submission Template (CBI only); and
- the updated draft non-applicable letter (CBI only).

The CBI and Euronext Dublin offer guaranteed turnaround times and comments will be returned on each subsequent submission of the draft prospectus within two business days of each such submission.

The timeline to obtaining final approval for a prospectus will vary depending on a number of factors including:

- the level of completeness of the initial draft of the prospectus;
- the complexity of the securities;
- any issues arising in relation to compliance with the provisions of Irish and EU prospectus law, the ESMA Recommendations for the consistent implantation of the Prospectus Regulation and the ESMA Q&A - Prospectuses;
- the time taken by the relevant person to respond to comments issued on each draft of the prospectus and the

extent to which comments are adequately addressed in subsequent drafts of the prospectus; and

- the extent to which substantive new text is inserted into second and subsequent drafts of the prospectus.

Approval Submission

Once a prospectus is in final form then the following should be submitted to:

- Euronext Dublin before 10 am (GMT) on the approval date:
 - (a) final prospectus;
 - (b) final replies to Euronext Dublin comments;
 - (c) any Euronext Dublin supporting documentation; and
 - (d) confirmation of payment of Euronext Dublin fees.
- the CBI before 10 am (GMT) on the approval date:
 - (a) final prospectus;
 - (b) final non-applicable letter;
 - (c) final replies to any CBI comments;
 - (d) any CBI supporting documentation; and
 - (e) confirmation of payment of CBI fees.

Upon approval of the final prospectus, the CBI will notify the applicant and Euronext Dublin. Following receipt of notification from the CBI, Euronext Dublin will then confirm its approval of the prospectus and proceed to list the debt securities and admit them to trading.

Generally speaking, repeat standalone submissions will require fewer submissions to the CBI and Euronext Dublin and this typically leads to a shorter approval process.

In the context of Euronext listed debt issuance programmes where the base prospectus is approved, final terms need only be submitted to Euronext Dublin for approval before 2.00 pm (GMT) one business day prior to listing. While final terms in respect of debt securities listed on Euronext do not require to be approved by the CBI, they should be filed with the CBI no later than five business days after the earlier of the date of the offer or the date the securities are admitted to trading. Final terms may only contain information relating to the securities note and may not be used to supplement a base prospectus.

Where debt is issued under a programme using the securities note route or the drawdown prospectus route then the submission and approval timelines outlined above for a prospectus will apply. Once approved, a securities note, together with the registration document, will constitute a prospectus.

There is also a shorter approval process for short-term commercial paper offerings.

GEM Listed Deals

As with Euronext listed deals, Euronext Dublin offers guaranteed turnaround times for GEM listed deals. As the GEM is not a regulated market for the purposes of the Prospectus Regulations, no approval by the CBI is required.

Euronext Dublin will provide comments on the initial submission of the listing particulars within three business days of the first submission. Comments on subsequent submissions of the Listing Particulars will be provided within two business days of each subsequent submission. As with the approval of a prospectus, the level of completeness of the initial draft of the offering circular, the complexity of the underlying debt securities and a number of other factors will determine the number of subsequent submission of the listing particulars to Euronext Dublin and ultimately the timelines to final approval.

Approval Submission

Once a listing particular is in final form then the following should be submitted to Euronext before 2:00 pm (GMT) on the approval date:

- final listing particulars;
- final non-applicable letter;
- comment sheet (clear of comment);
- any Euronext Dublin supporting documentation; and
- confirmation of payment of Euronext Dublin fees.

Once Euronext Dublin approves the listing particulars, confirmation of approval, listing and admission to trading will be sent to the applicant or its agent (as applicable).

Generally speaking, repeat standalone submissions will require fewer submissions to Euronext Dublin and this typically leads to a shorter approval process.

In the context of a debt issuance programme where the base listing particulars is approved, final pricing supplements need only be submitted to Euronext Dublin for approval before 2.00 pm (GMT) one business day prior to listing.

There is also a shorter approval process for short-term commercial paper offerings.

11. Clearing and Settlement

11.1 Clearing & Settling Debt Securities

Typically cleared debt securities of each class (where there is more than one class) are represented, on issue, by a global certificate. Before the issue of the debt securities on the issue date, the issuer will deliver duly executed global certificates to the Registrar or Paying Agent. On the closing date, the Registrar or Paying Agent, acting on the instructions of the issuer, will authenticate each global certificate and deliver

them to a common depository on behalf of the Clearing Systems (typically Euroclear or Clearstream Luxebourg). Debt securities are typically settled on a delivery versus payment basis unless some other netting arrangement has been agreed between the transaction parties.

11.2 Differences When Securities Issued in Currency Other Than Local Currency

There are no differences in clearing and settling securities issued in a currency other than the local currency.

12. Tax

12.1 Main Tax Issues When Issuing & Listing Debt Securities

Withholding tax on payments of Irish source interest is the most significant tax issue to consider when issuing and/or listing debt securities. Ireland has a favourable tax regime which allows for the issuing/listing of debt securities to occur on a broadly tax neutral basis.

Irish withholding tax applies at the rate of 20% on the payment of yearly interest with an Irish source, eg, interest paid by an Irish resident company. However, a number of exemptions are available and debt securities may be structured by an Irish issuer in such a manner so as to remove an Irish withholding tax risk.

The quoted Eurobond exemption is frequently used in practice in respect of listed debt. A quoted Eurobond is a debt instrument that is issued by a company, carries a right to interest and is listed on a recognised stock exchange. A recognised stock exchange for these purposes includes Euronext and the GEM. There is no obligation to withhold tax on quoted Eurobonds where:

- the person by or through whom the payment is made is not in Ireland; or
- the payment is made by or through a person in Ireland: and
 - (a) either the quoted Eurobond is held in a recognised clearing system; or
 - (b) the person who is the beneficial owner of the quoted Eurobond and who is beneficially entitled to the interest is not resident in Ireland and has made an appropriate written declaration to this effect to a relevant person (such as a paying agent located in Ireland).

A further exemption from withholding tax is available for interest payments on unlisted debt where the recipient of the interest payment is tax resident in an EU Member State (other than Ireland) or a country with which Ireland has a double tax treaty, provided the recipient is not acting through a branch or agency in Ireland. There is also a further exemp-

tion for certain debt instruments which mature within two years, provided certain conditions are met..

From a deductibility perspective, anti-avoidance rules must also be considered to ensure that the Irish issuer is entitled to a tax deduction for interest paid in respect of listed and unlisted debt securities.

In certain circumstances, Irish tax will be required to be withheld at the standard rate of income tax (currently 20%) from interest on a debt security, where such interest is collected or realised by a bank or encashment agent in Ireland on behalf of the security holder. However, there is an exemption from encashment tax where the beneficial owner of the interest is not resident in Ireland and has made a declaration to this effect in the prescribed form to the encashment agent or bank.

12.2 Withholding Tax

WHT is deducted from payments of yearly interest which have an Irish source and are made to both Irish resident persons and non-Irish resident persons. Interest is considered to be yearly interest if the principal is outstanding (or is capable of being outstanding) for at least one year. WHT is deducted from yearly interest payments at the standard rate of income tax, currently 20%.

Interest may be paid free from WHT in a number of cases, including:

- where the interest is paid on a quoted Eurobond (please see **12.1 Main Tax Issues When Issuing & Listing Debt Securities**, for further detail on the quoted Eurobond exemption);
- where the interest is paid on a wholesale debt instrument provided certain conditions are met. The term “wholesale debt instrument” includes certain certificates of deposit issued by banks and certain types of commercial paper that mature within two years of issue;
- where the interest is paid by an Irish securitisation vehicle (ie, a “qualifying company” within the meaning of Section 110 of the Taxes Consolidation Act 1997 (as amended) (“the TCA”) and is paid to a person who is resident for tax purposes in:
 - (a) an EU Member State (other than Ireland);
 - (b) a jurisdiction with which Ireland has signed a double tax treaty that has the force of law;
 - (c) a jurisdiction with which Ireland has agreed a double tax treaty which is awaiting ratification; or
 - (d) a “Relevant Territory”, provided that such interest is not paid to a body corporate in connection with a trade or business carried on by it in Ireland through a branch or agency.
- Where the interest is paid by a body corporate in the ordinary course of its trade or business:

- (a) to a body corporate which, by virtue of the law of a Relevant Territory, is resident for the purposes of tax in that Relevant Territory and that Relevant Territory imposes a tax which corresponds to Irish corporation tax or income tax and which generally applies to interest receivable in that territory by bodies corporate from sources outside that territory (or where the Relevant Territory provides for a remittance basis of taxation, where the interest is payable into an account located in that Relevant Territory); or
- (b) to a body corporate where the interest is exempt from the charge to Irish income tax under the terms of a ratified double tax treaty, or would be so exempt if a double tax treaty that has been signed had the force of law when the interest was paid, provided, in each case, that such interest is not paid to the recipient body corporate in connection with a trade or business carried on by it in Ireland through a branch or agency.

While the immediately preceding exemption requires a lender to meet the conditions prescribed in the relevant double tax treaty entered into between Ireland and the jurisdiction of residence of the lender for the exemption to apply, the exemption itself is available as a matter of domestic law. Accordingly, no tax treaty relief forms have to be completed and the tax authorities of the lender's jurisdiction of residence are not required to certify residence. A number of other exemptions exist for interest paid to Irish tax resident persons, such as banks, Irish regulated funds, Irish securitisation vehicles and certain Government agencies.

In addition to the exemptions listed above, an exemption from the obligation to withhold, or reduced rates of interest WHT, may be available under Ireland's extensive double tax treaty network (for example, where interest is paid to individuals or non-corporates). Ireland currently has 73 double tax treaties in effect. To avail of these exemptions, treaty relief claim forms must be filed with the Revenue Commissioners of Ireland and the tax residence of the recipient must be certified by the tax authorities in its home jurisdiction.

12.3 Taxes on the Issue or Transfers of Listed or Unlisted Debt Securities

No Irish taxes are charged on the issuance of listed or unlisted debt securities or on the establishment of a debt issuance programme.

The transfer of a contract debt owed by an Irish resident company falls within the charge to Irish stamp duty, as such debt is regarded as property situated in Ireland for the purposes of Irish stamp duty. Debt structured as loans are generally novated, where possible, rather than assigned. No charge to stamp duty arises on novations as they do not constitute a conveyance or transfer and so do not fall within the charge to Irish stamp duty.

However, if a loan cannot be novated, it should be possible in the vast majority of cases to avail of one of a number of exemptions.

An exemption from stamp duty applies in respect of transfers of "loan capital" of a company or other body corporate. "Loan capital" is defined as "any debenture stock, bonds or funded debt, by whatever name known, or any capital raised which is borrowed or has the character of borrowed money, whether in the form of stock or in any other form". A debt qualifies as loan capital if all of the following apply:

- It is not convertible into stocks or marketable securities (other than loan capital) of an Irish registered company or into loan capital having such a right;
- It does not carry rights that generally attach to shares (for example, voting rights, rights to distributions of profits, and so on);
- It is issued for not less than 90% of its nominal value; and
- The return is not linked to any share or marketable security indices.

A separate exemption from stamp duty is available where debt is transferred in the ordinary course of business of the vendor or the purchaser, provided the instrument of transfer does not relate to Irish land or buildings, or stocks or marketable securities of an Irish registered company (other than an Irish securitisation vehicle or an Irish investment undertaking, ie, an Irish regulated fund such as an ICAV).

The issue or transfer of debt securities issued by Irish securitisation vehicles (ie, qualifying companies within the meaning of Section 110 of the TCA) are specifically exempted from the charge to Irish stamp duty provided the money raised by such debt securities is used in the course of the company's business.

Transfers of American depositary receipts ("ADRs") are exempt from stamp duty provided that the ADRs are traded on a recognised stock exchange in the US or Canada or they represent stocks or marketable securities so traded.

If no exemption is available, the transfer of a debt security owed by an Irish resident company may give rise to a charge to stamp duty. If the security falls within the definition of stock or marketable securities and is not otherwise exempt, the transfer is charged to stamp duty at 1% of the consideration paid or the market value of the debt transferred (whichever is higher). In all other cases the rate applicable is 6%. The duty is generally levied on the transferee.

12.4 Application of Capital Gains Tax on Disposal of Securities by Non-Residents

A person who is neither resident nor ordinarily resident in Ireland should not be subject to Irish tax on capital gains on disposals of listed or unlisted debt securities, unless the

person is a company and is carrying on a trade in Ireland through a branch or agency in respect of which the securities are used or held.

For example, if a non-resident company is carrying on a trade in Ireland through a branch or agency dealing in debt securities, corporation tax at the rate of 12.5% would apply on any profit arising from the trade. The company in these circumstances would be required to register with the Revenue Commissioners of Ireland and self-assess through the Revenue on-line service (ROS).

A charge to capital gains tax may also arise for non-Irish residents in respect of the disposal of certain specified Irish assets (ie, land and buildings in Ireland, exploration rights located in Ireland, goodwill of a trade carried on in Ireland and shares of a company that derives its value or the greater part of its value from land, buildings or exploration rights located in Ireland). Land, or an interest in land, for these purposes includes a loan secured on Irish land, eg, a mortgage.

13. Continuing Obligations

13.1 Continuing Obligations Applicable to Listed Debt Securities

Euronext

The continuing obligations applicable to issuers of debt securities listed on Euronext are set out in:

- the Euronext Rules;
- the Transparency (Directive 2004/090/EC) Regulations, 2007 (as amended);
- Commission Directive 2007/14/EC of 8 March 2007;
- Commission Delegated Regulation (EU) 2015/761 of 17 December 2014;
- the Transparency Rules; and
- the Irish and EU market abuse legislation referred to at **Section 2.1 Key Legislative or Regulatory Instruments** above.

Although it is outside the scope of this Q&A, Regulation (EU) 2017/2402 (the “Securitisation Regulation”) also imposes certain transparency and reporting requirements on issuers of debt securities (listed or unlisted). The application of the Securitisation Regulation would need to be analysed on a case by case basis.

Continuing obligations for issuers of debt securities on Euronext include:

Financial Reporting

Issuers of Euronext listed debt securities are, subject to certain exemptions, required, in accordance with the Euronext Rules, to publish annual reports and accounts as soon as

possible after they have been approved and, in any event, by no later than the timeframe permitted under national legislation.

The Euronext Rules require annual reports and accounts to be:

- (a) prepared in accordance with an issuer’s national law and, in all material respects, with national accounting standard or IAS; and
- (b) independently audited and reported on.

Under the transparency regime, issuers of securities admitted to trading on a regulated market are, subject to certain exemptions, required to:

- make their annual financial reports public at the latest four months after the end of each financial year, and to ensure that the annual financial report remains publicly available for at least ten years thereafter. The annual financial report is required to include:
 - (a) the audited financial statements of the issuer;
 - (b) a management report; and
 - (c) a responsibility statement.
- make its half-yearly financial report covering the first six months of the financial year public as soon as possible and, in any event, no later than three months after the end of the period to which the report relates. The half-yearly financial reports must remain available to the public for at least ten years following their publication. Half-yearly financial reports must include:
 - (d) a condensed set of financial statements;
 - (a) an interim management report; and
 - (b) responsibility statements.

The provisions regarding periodic financial reporting set out in the transparency regime do not apply to issuers that exclusively issue wholesale debt securities (ie, debt securities the denomination per unit of which is:

- at least EUR100,000 (or an equivalent amount); or
- at least EUR50,000 (or an equivalent amount), where such debt securities have already been admitted to trading on a regulated market in the State or in a Member State other than the State before 31 December 2010, for as long as such debt securities are outstanding).

Equality of Treatment

Issuers of debt securities listed on Euronext must, in accordance with the requirements of the transparency regime, ensure that all holders of debt securities ranking *pari passu* are treated equally in respect of all the rights attaching to those debt securities.

Exercise of Rights and Meetings

In accordance with the requirements of the transparency regime, issuers of Euronext listed debt securities:

- must ensure that all facilities and information necessary to enable securities holders to exercise their rights are publicly available and that the integrity of the date is preserved;
- subject to the law of the country in which the issuer of Euronext listed debt securities is incorporated, must not prevent the holders of debt securities listed on Euronext from exercising their rights by proxy;
- must publish notices or distribute circulars concerning:
 - (a) the place, time and agenda of meetings of holders of the securities;
 - (b) the payment of interest;
 - (c) the exercise of any conversion, exchange, subscription or cancellation rights and repayment; and
 - (d) the rights of holders of the securities to exercise their rights in relation to the matters mentioned at (a)-(c) above.
- must designate, as an agent, a financial institution through which securities holders may exercise their financial rights.

Disclosure of Regulated Information

Under the transparency regime, issuers must disclose regulated information to a Regulatory Information Service (“RIS”).

Where an Issuer of Euronext listed debt securities discloses regulated information to a RIS, it must simultaneously notify the CBI.

Disclosure of Information

Under the transparency regime, an issuer must notify the public without delay of any change in the rights of holders of the securities (including changes in the terms and conditions of the securities which could indirectly affect those rights, resulting in particular from a change in loan terms or in interest rates.

Corporate governance requirements

In order to have securities listed on Euronext Dublin and admitted to trading on Euronext, the issuer must be duly incorporated and otherwise validly established according to the relevant laws of its place of incorporation and establishment, and be operating in conformity with its constitutional documents. The directors of an issuer are required, under the Euronext Rules, collectively, to have appropriate expertise and experience for the management of the issuer’s business.

Specific rules apply to transactions (for example, related party transactions or significant transactions or transactions by directors) post-listing.

Issuers of Euronext listed debt securities will also be subject to the market abuse regime. The market abuse regime prohibits insider dealing, unlawful disclosure of inside information and market manipulation. Chapter 3 of MAR sets out the obligations of issuers in respect of public disclosure of inside information, compiling and maintaining insider lists and reporting of transactions by managers. Under the market abuse regime, Issuers of Euronext listed debt securities are required to, inter alia:

- disclose to the public inside information which directly concerns the issuer as soon as possible. Inside information that an issuer is required to disclose publicly should be posted and maintained on the issuer’s website for a period of at least five years;
- maintain a list of those who have access to inside information and who work for the issuer, whether as employees or otherwise performing tasks through which they have access to inside information. The CBI, as competent authority in Ireland, may request that an issuer provide its insider list. Insider lists must be maintained for at least five years after they were prepared or last updated;
- take all reasonable steps to ensure that persons appearing on an insider list acknowledge in writing their legal and regulatory duties in respect of insider information and confirm that they are aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information;
- ensure that the information notified to the CBI and the Issuer by persons discharging managerial responsibilities (“PDMR”) in respect of the issuer relating to transactions conducted by the PDMR on their own account relating to the debt securities issued by the issuer is publicly disclosed within three days of the transaction and in a manner which enables fast access on a non-discriminatory basis; and
- notify PDMRs in writing of their obligations under MAR and draw up and maintain a list of PDMRs and persons closely associated with them.

In addition, as noted at **8.3 Rules Regarding Stabilisation and Market Manipulation** above, the delegated and implementing acts relating to MAR issued by the European Commission impose detailed regulatory technical standards and requirements in respect of specific issues, such as rules around buy-back programmes/stabilisation measures.

GEM

Issuers of debt securities to be listed on the GEM will be subject to the detailed continuing obligation provisions contained in the GEM Listing Rules and will also need to comply with MAR and the Irish and European market abuse regimes.

13.2 Continuing Requirements for Retail and Wholesale Offers of Debt Securities

There are certain differences in the continuing requirements for retail and wholesale offers of debt securities for example, as outlined in **13.1 Continuing Obligations Applicable to Listed Debt Securities**, certain provisions of the transparency regime only apply to retail offers.

13.3 Foreign Incorporated Issuers

These obligations apply to foreign incorporated issuers, except that there are equivalency provisions.

13.4 Penalties for Non-Compliance with Continuing Obligations

If Euronext Dublin considers that an issuer has contravened the Euronext Rules and considers it appropriate to do so, it may impose sanctions on the issuer including censuring of the issuer and/or suspending or canceling the listing of the issuer's securities. To the extent that the Disciplinary Committee determines that the failure to comply with the Euronext Rules is due to a failure by the directors of the issuer to discharge their duties, Euronext Dublin may, amongst other things, censure the relevant director(s) and, in addition, publish such censure.

Issuers of securities listed on Euronext are also subject to the prospectus, market abuse and transparency regimes. There are wide ranging penalties for a breach of any of the above regimes including criminal liability, criminal and administrative sanctions and civil liability. The transparency and market abuse regimes are most relevant in the context of continuing obligations.

As noted above, a wide range of potential penalties for breaches of the market abuse regime may apply, including civil and criminal penalties (including terms of imprisonment) and administrative sanctions, with potential prescribed fines of up to EUR15,000,000 or 15% of turnover for the most serious breaches. Similarly, penalties for breaches of the transparency regime include civil and criminal penalties (including terms of imprisonment) and administrative sanctions and potential prescribed fines of up to EUR1,000,000 or as may be determined under the CBI's administrative sanctions regime.

Issuers of debt securities listed on the GEM are also subject to the market abuse regime and, accordingly, are subject to the same penalties under the market abuse regime outlined above. Issuers of debt securities listed on the GEM are also subject to the various penalties contained in the GEM Listing Rules.

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