



## Underwriting Agreement – Confirmation Sheet

### Note

- i. The cross-reference checklist is to be used by advisers for demonstrating their compliance and ensuring compliance by the Issuer with the applicable disclosure requirements under the SEC Rules.
- ii. When completing the checklists or cross-reference lists advisers must ensure that the name of the company, nature of transaction and date the checklist was completed is clearly captured;
- iii. A transaction will not be deemed properly filed until a checklist which cross-references accurate page numbers is submitted;
- iv. An updated checklist will be required with each updated draft of the Underwriting Agreement or other related disclosure document;
- v. For final approval, we require a final signed copy of the checklist. The signatory must be properly authorised to sign on behalf of the issuer, Issuing House and Solicitor as the case may be.

Please accurately record page numbers on the comment sheet if you revise and address.

When completing the checklist or cross-reference list, please only use these options:

Option	When to use it
<b>Page reference</b>	This page reference should correspond with the notes on the document.
<b>N/A</b>	If an item is either non-applicable, or there is no information to be disclosed within the document at this point
<b>Variation</b>	If a derogation is sought for an item
<b>N/R</b>	If an item is not relevant
<b>Omission</b>	If you want to omit an item

Where items are N/A, N/R or omission, please explain why in the comments section.

*The checklist will be updated often, please confirm that you are using the right checklist.*

## Underwriting Agreement – Confirmation Sheet

Name of Company:

Nature of Transaction:

Name of Solicitor:

Date Submitted:

### Confirmation and Declaration

We hereby confirm that the underwriting agreement with respect to the above referenced transaction complies with the requirements of the SEC Rules and Regulations for the time being in force and in particular that the agreement;

	Clause/Page
clearly mandates the underwriter to act	
Specifies the type of underwriting commitment of the underwriter or each underwriter (as applicable)	
Clearly specifies the conditions for subscription by the underwriters	
Specifies in clear terms, the underwriting commitment of the underwriter or each underwriter as applicable;	
Makes clear provision on timelines for payment of underwriting commission and commitment	
States the covenants and obligations of the parties including the obligation of the underwriter (s) to honour the underwriting commitment and take up the securities;	
States the representations and warranties by the parties including the representation that the underwriter(s) have the financial capacity to underwrite the issuance of the securities in an amount equal to its proportionate value of the underwriting commitment;	
Specifies the action to be taken by an underwriter in the event of an under-subscription where the underwriting is on a standby basis.	
Makes provisions for inclusion of new underwriters subject to the approval of the Commission	
Provides terms regulating the relationship between the underwriters, where there is more than one;	

*\*Refer to instructions on the cover page.*

Assigns clear responsibilities in the event of default by an underwriter where there is more than one underwriter	
Provides appropriate actions to be taken in the event of default by the underwriter (s) in accordance with the SEC Rules and Regulations for the time being in force and specifies a timeframe to remedy the breach by the underwriter;	
Highlights arbitration and notice to the Commission as part of the dispute resolution process under the agreement	
Has clear provisions on the grounds for termination by the parties	
Is made subject to the appropriate governing law	

## Declaration

We hereby confirm that the Underwriting Agreement complies with the basic requirements for a valid contract and the requirements of the law and shall be enforceable in an event of default by any of the parties. We accept liability for any mis-statement or untrue statement in this checklist.

\_\_\_\_\_  
Solicitors to the Offer

Name:

Designation:

\_\_\_\_\_  
Solicitors to the Issuer

Name:

Designation:

*\*Refer to instructions on the cover page.*