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FAQ on issues of debt securities that do not give access to equity

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When I carry out a bond transaction, is a prospectus still required?

In accordance with the applicable regulations, you must produce a prospectus when you make a public offer of debt securities for an amount exceeding €8m or when you want to apply for admission to trading on a regulated market in a European Union Member State. Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 ("the Prospectus Regulation") provides for a number of exemptions from the obligation of publishing a prospectus which are specified in Articles 1.4 (regarding the public offer) and 1.5 (regarding admission to trading on a regulated market).

We draw your attention to the fact that certain categories of issuers can no longer have a prospectus approved on a voluntary basis (see AMF News of 27 November 2019).

How can I know whether the AMF is indeed the competent authority to approve my bond prospectus?

In accordance with Article 2.m of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, you should determine the competent authority to approve your bond prospectus according to the unit nominal value of the debt securities that will be issued. Schematically, there may be two possible cases:

- You want to issue debt securities having a nominal value (strictly) less than €1,000: the competent authority is the authority of the Member State in which the issuer has its head office. Therefore, the AMF is mandatorily the competent authority to approve your prospectus if your head office is in France.
- You want to issue debt securities having a nominal value greater than or equal to €1,000: the competent authority, at your choice, may be the authority of the Member State in which the issuer has its head office, or that in which the debt securities will be admitted to trading on a regulated market (where applicable), or that in which the debt securities will be offered to the public. Accordingly, the AMF can approve your bond prospectus if your head office is in France or if you want to have the debt securities admitted to Euronext Paris, or else if you want to offer them to the public in France.

If the AMF has approved my prospectus, can I also use it in other EU Member States?

When the AMF is the competent authority to approve your prospectus, you can ask the AMF, after it has approved, to give notice of the prospectus to the authorities of other EU Member States under the conditions provided for in Article 25 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017. In that case, you do not need to apply to the authorities of the Member States in question to approve a prospectus again.

This European "passport" system can be useful to you when, for example, you make a public offer in several Member States or when your head office is in France but you want to have your debt securities admitted to trading on a regulated market of another Member State.

Can I produce my bond prospectus in English?

It is possible to present for approval by the AMF a prospectus written entirely in French or English. When an abstract of the prospectus is required by the regulations, the abstract shall be in French.

You must produce an abstract when the debt securities that will be issued have a nominal value of less than (strictly) €100,000 and when those securities are not intended to be

traded exclusively on a regulated market, or a specific segment of that market to which only qualified investors can have access.

How to submit my draft prospectus to the AMF for approval?

Find the procedures for submitting your draft bond prospectus in the section on "Submitting financial and non-financial information".

You can find all the useful information to compile your application and make the submission in AMF Instruction DOC-2019-21.

What information must I provide when submitting my application with a view to examination of the prospectus by the AMF?

All the documents required for submission and the practical conditions are specified in AMF Instruction DOC-2019-21.

How much time should I foresee for examination of my bond prospectus?

The regulations provide for various regulatory deadlines. The AMF has 10 working days to inform you of any observations it may make regarding the draft prospectus (20 working days respectively when you are issuing for the first time). If there are no observations, the AMF must be able to approve the prospectus within 10 days (20 days respectively). If there are observations, this deadline is reset and starts to run again upon receipt of your replies to the observations made.

On average, the AMF suggests that you foresee a total time of about two or three weeks for a conventional bond transaction and four weeks for a base prospectus. In exceptional cases, these deadlines may be adapted after discussions with your contact person in the Banking, Insurance and Bond Market Unit.

Can I agree with the AMF in advance on a prospective timetable for organising my transaction?

Before submitting your application for examination, it is strongly recommended that you contact your dedicated contact person in the Banking, Insurance and Bond Market Unit, or directly contact their manager, Julien Laroche. By getting in touch in this way, we will be able

to agree with you on a prospective timetable taking into account your constraints and our possibilities.

Did you know that the AMF can let you benefit from an agreement in principle on the bond prospectus before you leave on an investor roadshow?

We are aware that the timetable is a key factor of success for a bond transaction. Therefore, when you have to organise meetings with investors (investor "roadshows" or "calls") before transaction pricing and approval of the prospectus, your dedicated contact person can propose giving you an "agreement in principle" on the prospectus (also called an "end of examination"). The AMF draws your attention to the fact that this agreement in principle has no legal value and that it reserves the right to ask for any additional information that it considers necessary until the day when the prospectus is approved. It nevertheless represents a real source of comfort for issuers, who can thus be sure that, except in special situations, the AMF has no more significant observations on the draft, and they could present the prospectus rapidly for approval by the AMF.

How to submit documents incorporated by reference via Onde?

When your prospectus incorporates documents by reference pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, you will be asked to submit these documents via the Onde extranet ahead of approval.

Access ONDE.

I do not yet have an Onde account. How can I create it?

You will find all useful information for the following link in the section on "Accessing ONDE". In case of problems, you can contact your dedicated contact person in the Banking, Insurance and Bond Market Unit, who will be able to guide you.

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Head of publications: The Executive Director of AMF Communication Directorate. Contact: Communication Directorate – Autorité des marchés financiers 17 place de la Bourse – 75082 Paris cedex 02