

## APPENDIX B

### Declaration by **NEX Exchange** Corporate Adviser

**Name of Issuer (“Issuer”)****NEX Exchange Corporate Adviser (“NEX Exchange Corporate Adviser”)**

We, the Issuer’s NEX Exchange Corporate Adviser declare to NEX Exchange Limited (“NEX Exchange”) that:

- a. we are acting within the extent of our authorisation as a NEX Exchange Corporate Adviser, are not precluded by material conflict of interest (for which a derogation has not been obtained), and comply with paragraphs **Error! Reference source not found.** and 41 of the Corporate Adviser Handbook;
- b. we have sufficient knowledge of the Issuer’s region, sector and sphere of activity, taking into account external experts to perform our responsibilities under the Corporate Adviser Handbook and in particular, review the Issuer’s business plan;
- c. to the best of our knowledge, having made due and careful enquiry, the Issuer complies with the NEX Exchange Rules for Issuers and is otherwise suitable for admission to the NEX Exchange Growth Market;
- d. the Issuer’s directors have been advised concerning their responsibilities and in our opinion, having made due and careful enquiry, the directors collectively are sufficient and have established procedures, systems and controls to comply with the Rules for Issuers having particular regard to the requirements of Rules 32 (Disclosure of Price Sensitive Information) and 69 (Administration and Management) of the NEX Exchange Rules for Issuers; and
- e. we have complied with the requirements imposed by financial crime and money laundering legislation (including regulations such as the Money Laundering Regulations) and consent to NEX Exchange relying upon our “customer due diligence measures” in relation to the Issuer and all other “beneficial owners” (within the meaning of the clauses 5 and 6 of the Money Laundering Regulations).

**ISSUERS APPLYING FOR ADMISSION**

We further declare to NEX Exchange that with respect to the Issuer applying for admission (excepting a fast-track applicant):

- a. in our opinion, appropriate legal and financial due diligence has been performed by the Issuer’s professional advisers;
- b. in our opinion, an appropriate degree of legal verification has been performed on the information contained in the Issuer’s prospectus or admission document and in our opinion the Issuer has taken reasonable care to ensure that the information contained in the admission document is accurate, complete, relevant and fairly presented;
- c. having made due and careful enquiry, the directors have established sufficient procedures to comply with Rule 68 of the NEX Exchange Rules for Issuers; and
- d. having agreed the assumptions and sensitivities and having made due and careful enquiry concerning the assessment of the Issuer’s working capital, we confirm in our opinion that the directors have a proper basis for making the working capital statement in the admission document required by Appendix 1, paragraph 40 of the NEX Exchange Rules for Issuers;

**ISSUERS APPLYING FOR ADMISSION AS A FAST TRACK APPLICANT**

We further declare to NEX Exchange that with respect to the Issuer applying for admission as a fast-track applicant that:

- a. in our opinion, appropriate legal and financial due diligence has been performed by the Issuer’s professional advisers, recognising that the Issuer is already trading on a Qualifying Market assessed as having standards and disclosures at least analogous to that of the NEX Exchange Growth Market;
- b. we confirm that the applicant complies with the requirements of Rules 16 and 17 of the NEX Exchange Rules for Issuers;
- c. we confirm that the lock-in requirements required by Rule 6 of the NEX Exchange Rules for Issuers have been complied with (if applicable); and
- d. we confirm that we have provided advice and guidance to the directors in relation to the continuing obligations in Part 2 of the NEX Exchange Rules for Issuers.

Signed by a duly authorised officer (e.g. Director) for and behalf of (full legal name of the NEX Exchange Corporate Adviser):

Signed:		Print name	
Job title:		Date:	