

**Listing Application - For Companies Conducting a Business Combination that Results in a Change of Control OR For SPACs completing a business combination following which the combined Company is required to meet the requirements for initial listing**

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Record Id:

Nasdaq-listed Company Name: N/A Current Symbol: N/A

POST-BUSINESS COMBINATION COMPANY INFORMATION

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Company Name \*

Address of Principal Executive Offices \*

Address Line 2

City/Province \*

State ▼

Zip/Postal Code

Country \* ▼

Phone \*

Website

State of Incorporation ▼

Country of Incorporation \*



Date of Incorporation \*



Operations Start Date



SEC File Number

Central Index Key (CIK) Code \*

Company Description \*

### Market Choice

An issuer seeking to list on either the Global Select Market or the Global Market will be approved for the market tier with the highest listing standards that the company meets. \*


Nasdaq Global Select Market®  Nasdaq Global Market®  Nasdaq Capital Market®

The Nasdaq Group is also able to facilitate a company's listing on stock markets around the globe. An issuer that is applying for listing on The Nasdaq Stock Market may use this application to simultaneously begin the listing process on the OMX Nordic Exchanges. Please check any other markets on which the company is seeking to list:

Nasdaq Nordic Exchanges Market®

Nasdaq will share information with representatives from the OMX Nordic Exchanges, as applicable, to facilitate the company's listing. Representatives of those exchanges will contact the primary contact listed below.

### Application Contacts

Please provide at least one contact for the purposes of processing this form. In addition, Nasdaq recommends that you share access to this form with at least one other company or legal representative by entering their email address on our  [Share Your Form](#) page.

\*\*Note that the system will immediately send an email to any contacts with whom you have shared this form, even if the form has not yet been submitted.

Company Contact \*

Outside Legal Counsel

U.S. Business Hours Contact  
(if company is located outside of  
the U.S.)

Contact Name \*

Contact Name

Contact Name

Primary Contact \*

Nasdaq will conduct all communications with respect to the applicant with the designated primary contact.

**Billing Information**

Invoices will be sent electronically UNLESS you check this box.

## Billing Address

Use address of principal executive offices listed above for billing.

Address \*

Address2

City \*

State

Province

Postal/Zip Code

Country \*

## Securities/Accounting Professionals

Please provide the following information.


### Auditor

Firm Name

City

State

Country

 Transfer Agent

Firm Name

## Associated Corporate Actions

To the extent that an issuer that is currently listed on Nasdaq is expected to be the survivor of the proposed transaction for SEC reporting purposes, please indicate if any of the following changes are expected to occur in connection with the merger.

Change in Company Name

Company Name	Current	New *
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Change in Trading Symbol/CUSIP

Issue#1

Symbol	Current	New
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CUSIP	Current	New
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Reverse Stock Split

Issue#1

Stock Split Ratio	Current Symbol	Stock Split Ratio
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Change in Central Index Key (CIK) Code (for new SEC registrant)

CIK	Current	New *
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Change in SEC File Number (for new SEC registrant)

SEC File Number	Current	New *
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Others

Specify the details pre and post transaction \*

## ACTION-SPECIFIC INFORMATION

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Please provide the following dates, as applicable.

Marketplace Effective Date



Date all legal filings were or are anticipated to be ...



Date of approval for the action(s) by the Board of ...



Date of approval for the action(s) by shareholders



Anticipated date of closing



Effective date of charter amendment



Please use this space to provide any explanatory comments.

### Issue-Specific Information

In order for the application to properly store any of the issue information entered in this section, you must enter either a valid cusip number or a reserved symbol below. For corporate bonds, you must enter either a valid CUSIP number or a valid ISIN number.

[Add New Issue](#)

#### Primary Issue

Current Trading Symbol \*

Current Market \*



Issue Type \*



Issue Class

CUSIP \*

Par Value

Par Value Currency

Roundlot Shareholders

As Of Date



Beneficial Shareholders

As Of Date



Number of Votes per Share

Unit Components

Timing of Unit Separation



Reserved Trading Symbol \*

Is the Security Book Entry Only \*

Are any of the above securities considered to be a Tracking Stock as defined in Rule [5222](#) ?



Expected Date of Initial Trading



**For American Depositary Shares (ADS):**

List the name of Depository Bank:

Confirm that the ADS have been issued in a sponsored program:  Yes  No

Provide the ratio of Underlying Shares

:

### SPAC Business Combination

Is the Company a SPAC completing a business combination ?  Yes  No

Does/Will the Post Merger Company have a new Outside Legal Counsel that is different than the current SPAC Outside Counsel?  Yes  No

Post Merger Company Outside Legal Counsel (please provide primary contact information only)

Contacts \*

Contact Name \*

Firm Name \*

Phone \*

Email \*

\*Please note Nasdaq will communicate with both the current outside counsel and the post-merger outside counsel during the review process.

SPAC registration statement effective date :



Anticipated Date of Completion of Business Com...



Target Company Name:

Target Company ticker symbol(if applicable):

Please describe the terms of the business combination

\*



Will the company deposit at least 90% of the gross proceeds in an account in accordance with Marketplace Rule IM-5101-2(a)? \*  Yes  No

Does the company plan to complete the business combination within the time frame prescribed by Marketplace Rule IM-5101-2(b)? \*  Yes  No

Is the fair market value of the target business at least 80% of the value of the deposit account, subject to the provisions of Marketplace Rule IM-5101-2(b)?  Yes  No

Does the company plan to remain an acquisition vehicle following the business combination? \*  Yes  No

Will the business combination be approved by a majority of the company's independent directors? \*  Yes  No

Does the company plan to have the combination approved by a majority of the shares of common stock voting at the meeting at which the combination is being considered? \*  Yes  No

Do the company's shareholders have the right to convert their shares in accordance with Listing Rule IM-5101-2(d)? \*  Yes  No

Does the company plan to file and furnish a proxy or information statement and provide all shareholders the opportunity to redeem their shares (on a pro-rata basis) pursuant to a tender offer? \*  Yes  No


Does the company confirm that the company's prospectus does not provide for the use of trust funds for any purpose other than the purchase of an operating business including the repurchase of company stock? \*  Yes  No

If no, please describe any other permitted uses.

## BOARD MEMBER INFORMATION

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Provide each board member's full legal name (first, middle and last), date of birth or age, and committee assignments, and indicate whether the director is independent, as defined in [Listing Rule 5605](#).

 Incomplete information or inaccurate spelling can delay processing of your application so please ensure that all names entered reflect the person's full legal name and are spelled correctly.

[Add a New Director](#)

Number of Directors on Board: 0

Number of Independent Directors on Board: 0

Number of Directors on Audit Committee: 0

Number of Independent Directors on Audit Committee: 0

## REGULATORY PROCEEDINGS/LITIGATION

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1. With respect to the company, its predecessors and its subsidiaries (collectively, the "Company"), -provide a

detailed description of all inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings (collectively, "Proceedings") commenced within the past 10 years:

- a. that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities, banking and insurance regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or

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- b. in which claims material to the company are or were asserted under federal and/or state securities, banking, insurance, tax or bankruptcy laws; or

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- c. in which claims material to the company are or were asserted otherwise alleging fraud, deceit or misrepresentation. To the extent that such items have been disclosed in the company's SEC filings, the applicant may refer to and/or submit copies of the relevant SEC's filings in which such matters were disclosed in lieu of providing a detailed description.

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- d. In connection with all proceedings that have been concluded, please provide documentation, which reflects the final disposition of each proceeding. The company should update Staff promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while its application is pending.

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2. With respect to the applicant's current executive officers, directors, and ten percent or greater shareholders, provide a detailed description of all Proceedings (as defined in Question 1):

- a. that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities, banking and insurance regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or

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- b. in which claims are or were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of \$100,000.

NOTE: With respect to questions 2a and 2b, there is no limit on the time frame covered by the request.

### Instructions

Questions 1 and 2 should be interpreted broadly and should include matters that relate to trading in the securities of the Company. Accordingly, responses should include communications of any nature that the Company, its officers, director and affiliates have had with FINRA or any other regulatory, civil or criminal agencies concerning trading in the securities of the Company.

Upon review of the information provided by the applicant, Nasdaq Listing Qualifications Staff may request additional information, such as copies of all court and administrative filings, and documents, that reflect the substance of the allegations of any proceedings described above, and the sanctions imposed.

The applicant should notify Nasdaq Listing Qualifications Staff promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while its application is pending.

### Other

1. Has the company or any of its predecessors previously applied or requested a review of eligibility to have its securities listed or quoted on any marketplace? If so, please provide the name of the marketplace, and the date and outcome of the application or review. In addition, state whether the company's securities have ever been delisted; the date and reasons for any delisting; whether the issuer is (was) the subject of any inquiries or investigations by a securities exchange; and the outcome or resolution of such inquiries or investigations. Please note that the issuer's obligation to respond to this question is ongoing and the issuer must promptly advise the Exchange of receipt of any relevant inquiry.

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2. Is the company seeking to list, pursuant to, or in connection with, a merger with a Nasdaq-listed company?

Yes  No

If yes, please provide a brief description of the proposed transaction. Be sure to identify the surviving company that will list on Nasdaq following the proposed transaction. Please also provide the desired symbol.

3. Has the company filed a Form 10 registration statement, or equivalent document, within the past 12 months for purposes of registering a class of securities under Section 12 of the 1934 Act with the Securities and Exchange Commission (SEC) or other regulatory authority?

Yes  No

If "yes," please provide a copy of the complete filing and include comments from the SEC or appropriate regulatory authority and the company's responses thereto.

Date of SEC effectiveness



Date cleared all SEC comments



4. Provide a list of any equity financings, including any and all bridge financings, shelf registrations, Regulation S offerings, or private placements that are contemplated or have been consummated within the prior six months. Describe the transactions in detail (i.e., date, price per share, discount, terms of conversion, the investors and their relationship to the company or other participants in the transactions), including the terms and conditions of any resale restrictions.

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5. Please Indicate whether or not the issuer conducts any of its operations through a variable interest entity or any similar type of entity where the issuer's control over the entity is based on contractual arrangements rather than equity ownership.

Yes  No

If yes, please describe this structure.

The fact that an applicant may meet Nasdaq's numerical guidelines does not necessarily mean that its application will be approved. In connection with the review of any application, and as set forth in the Nasdaq Listing Rules, Nasdaq reserves the right to request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's qualification for initial inclusion, including, but not limited to, any material provided to or received from the Securities and Exchange Commission or other regulatory authority.


## ATTACH SUPPORTING DOCUMENTS AND FEE PAYMENT INFORMATION

In addition to a completed Listing Application, prior to approval, Nasdaq will require additional information and supporting documentation. Documentation will vary depending on the type of application you are submitting. Please review our [Supporting Documentation Guidelines](#). These guidelines, presented by application type, list the specific documents Nasdaq will require prior to approval for your specific application type. Required documentation must be provided prior to approval, but is not required at the time of original submission.

If the company has submitted a confidential draft registration statement to the SEC in connection with its proposed initial public offering, please attach the most recent copy of this draft registration statement and all related SEC correspondence.

To facilitate the review process, please submit supporting documentation electronically. You can submit additional documentation for your form at any time during the application review process.

Select documents using the "Browse" button. To attach multiple documents, hold CTRL key while making the selection. Documents should be provided using one of the following formats: MS Word, MS Excel or PDF.

Click the icon to upload. 

No files attached

## Fee Payment Information

For Applicants seeking to list equity securities only:

- On the Nasdaq Capital Market, a \$5,000 non-refundable fee is due at the time of application.
- On the Nasdaq Global or Global Select Markets, a \$25,000 non-refundable fee is due at the time of application. The balance of the fee is due prior to the commencement of trading.

Fees may be paid by check or wire transfer. If paying by check, please complete the [Check Payment Form](#) and include it along with your payment. When paying by wire, please follow instructions provided [here](#).

Please provide the following information:

Remitter Name (if different than name of the company)

Wire Confirmation Number

## AFFIRMATION

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User Id

Name \*

Title/Firm \*

Date \*



Initials \*

I have been authorized by the Company and have the legal authority to provide information on the Company's behalf; to the best of my knowledge and belief, the information provided is true and correct as of this date; and I will promptly notify Nasdaq of any material changes. I understand that the Company has a continuing duty to update Nasdaq whenever there is an addition to or change in information previously furnished.

Applicants have a continuing duty to update responses to each of the questions on this application whenever there is an addition to or change in information previously furnished.

Form Created By: on ; Form Last Updated By on , Form Owned By:

\* Indicates a field required for submission.

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