

By e-mail – [secretariat@europefesco.org](mailto:secretariat@europefesco.org)

CESR  
Mr. Fabrice Demarigny  
Secretary General

12 August 2003  
H 550 – msp,lbj

Dear Mr. Demarigny,

**CESR's Advice on Level 2 Implementing Measures for the Proposed Prospectus Directive (Consultation Paper) June 2003**

In June 2003, the CESR put forward the Consultation Paper on Level 2 Implementing Measures for the Proposed Prospectus Directive. Realkreditrådet (The Association of Danish Mortgage Banks) wishes to add its comments to the proposed rules on "Base Prospectuses" and "Format of the prospectus".

Realkreditrådets comments to the rules on base prospectuses are based on the fact that Danish mortgage banks use tap (daily, to the widest possible extent) issuance of bonds to fund their lending activities. The mortgage banks wish to make use of the possibility outlined in Article 5, paragraph 4, para b of the Prospectus Directive to issue a "base prospectus".

**Base Prospectuses**

**Item 101 – Division between final terms and base prospectus**

Realkreditrådet agrees to the proposed "generic rule" to determine the information, which should be included in respectively the base prospectus and the final terms.

**Item 112 – Translation of summary**

Realkreditrådet does not think that demands shall be put forward that the summary shall be translated, cf item 110.

**Item 115 – Summaries and multiple products in the same base prospectus**

Realkreditrådet thinks that it is up to the individual issuer to determine whether several separate summaries or a total summary should be made, when several products are included in the same prospectus.

#### Item 125 and 127 – Publication of the base prospectus and final terms

As to the publication of the final terms it should be possible to use other publication methods than those stated in article 14 of the prospectus directive. Realkreditrådet thinks that there should only be demands that it in the base prospectus is clearly stated where the final terms will be published.

Realkreditrådet agrees to the analysis regarding item 126.

#### Item 131 og 132 – Offering programmes – additional information

Realkreditrådet accepts the proposals on item 130 as to demands to additional information on offering programmes, but has no proposals on further information demands.

#### Item 136 – Types of securities issued under the same base prospectus

Realkreditrådets accepts the proposal on item 133-135.

### **Format of the prospectus**

#### Item 172 and 176 – Single document or separate documents

As to how information in the prospectus is stated and presented Realkreditrådet thinks that the individual issuer is to determine how it is done. This is in compliance with the last bullet of item 171.

In item 173 to 175 it is discussed in which order the summary, securities note and registration documents are to be included in a single document prospectus. Realkreditrådet agrees to the opinion mentioned in item 175 – no specific order should be set although anticipate that summary would be towards beginning of prospectus.

Best regards,

Mette Saaby Pedersen