Comments on CESR's document regarding the implementing measures for the proposed prospectus directive (follows the format of CESR's document).

PART ONE-Minimum Information

Question, par. 44: Do you agree with the disclosure obligations set out in Annex A?

We believe that, on a general note, it is satisfactory, but for further details we develop our views in our answers to the following questions.

Question, par. 47: Do you agree with this approach?

Regarding the disclosure requirements of risk factors, we propose that an indicative list is compiled that is based on the kinds of risks, and their relevance to the different issuers. Since a general list for all issuers might be too vague, we suggest that there should be a categorization according to the nature of the issuer, that is, different illustrative lists of risk factors for different types of issuers.

Question, par. 51: Do you agree that pro forma should be mandatory in case of a significant gross change in the size of a company, due to a particular actual or planned transaction?

With reference to the above question we suggest that a more detailed explanation regarding the kinds of transactions (since mergers and acquisitions are excluded) that may be involved in a gross change of the size of the company is given. Specifically, we would like to see examples of what is meant by planned transactions.

Question, par. 52: Do you agree that pro forma financial information should also be required in all cases where there is or will be a significant gross change in the size of a company?

No. This will be too burdensome both for the underwriters and the issuers, especially startup and small and medium enterprises.

Question, par. 53: Do you agree that 25% is the correct threshold figure? Would a different figure, say 10%, be more appropriate?

Anything less than 25% would require excessive information from the part of the issuers especially in relation to the previous question, that is if pro forma is required in all cases.

Question par. 55: Do you agree that the competent authority should be able to insist on pro forma information being included where this would be material to investors?

If this is left up to national discretion, it will lead to major regulatory arbitrage in the first place depending on the definition of materiality that each competent authority will adopt, and this is contrary to any harmonization effort. Consequently our answer to this question is no.

Question par. 64: Do you agree with the disclosure requirements in respect of pro forma financial information set out in Annex B, in particular with the obligation of an independent auditors report?

Yes, because this will add to the validity of the information given under the pro forma statements.

Question par. 65: Would it be more appropriate to restrict the disclosure of pro forma information to the occasions where securities are being issued in connection with the transaction and hence require pro forma information in the securities note?

If by that the annual updates are meant, we do agree with the pro forma being added therein.

Question par.73: Do you have any comments at this stage about this preliminary definition of a profit forecast?

We agree with the proposed definition in paragraph 72, especially regarding the aspect of the definition that does not require precise numerical figures.

Question par.85: Should issuers be required to repeat or update outstanding ad-hoc profit forecasts in the prospectus?

Yes, as a measure of actual and up to date representation of the information contained in the ad-hoc forecast (which may have changed in the time elapsed between the time of the initial publication of the ad-hoc forecast and the time of the prospectus publication).

Question par.86: Do you agree with the disclosure requirements in respect of profit forecasts set out in disclosure requirement CESR reference IV.D.3 (a) and (b) of Core Equity Building Block (Annex A)?

We do agree with part (b) of the above mentioned reference. However, we would like an explanation of what exactly is meant by the last sentence of part (a): “A profit estimate may be subject to assumptions only in exceptional circumstances”. We would appreciate an explanation on how this sentence is related to the rest of part (a), and what is meant by it.

On a more general note, we would like to see an explanation of the different uses throughout the text of the following three notions: 1) prospect, 2) forecast, and 3) estimate.

Question par.87: Do you agree with the arguments set out regarding mandatory reporting by the company’s financial advisor?

No, we do not agree with the mandatory character of this reporting, because of the extra costs that it would impose on the company. In fact, regarding this issue we support the argumentation used in paragraph 80 (cost, subjectivity, etc).

Question par. 89: Do you agree that such information may be material to an investor's decision to invest? Would the provision of such details breach privacy laws in your jurisdiction?

Yes we do agree with the information proposed in CESR reference V.A.1 and we believe that to a certain extend it is material to the investor's decision to invest.

Question par.91: Do you think that the additional disclosures of any limiting measures should be required?

If any limiting measures have indeed been taken, they should be disclosed.

Question par. 93: Do you feel that issuers should be required to put on display all documents referred to in the prospectus (as set out in CESR reference VIII in Annex A)? Would this cause problems due to privacy laws or practical problems as a result of having to review lots of documents for commercial information?

The documents included in the above mentioned reference could be put on display as long as this does not result in a time consuming and impractical procedure. In addition, competitive issues may arise from this public display, and this has to be taken seriously into account when deciding which documents can be put on display.

As far as privacy issues are concerned, there may exist problems with items such as valuations, letters reports or other documents by experts ((c) of VIII. F in Annex A) as well as material contracts (VIII. C in Annex A), since those items may not fall under the category provided by the Greek personal data protection law 2472/1997 art.5, where items can be put on display without the subject's consent.

Question par 95: Do you believe that the building blocks in Annexes D,E,F,G and H are appropriate as minimum disclosure standards?

On a general note, we do agree, but these Annexes are considered separately in more detail in the following questions.

Question par. 96: What other specialist building blocks (if any) should CESR consider producing in the future?

Other specialist blocks could be considered by CESR, such as : 1) insurance companies, 2) construction companies, 3) shipping companies, and 4) banks.

Question par. 100: Do you agree with the specific disclosure requirements set out in the building block for start-up companies?

We do agree with the disclosure requirements proposed in Annex C. However we would like to exclude any requirement of forecast since a start up company cannot rely on any historical information to make a forecast.

Question par. 101: Do you feel that additional disclosure requirements should be included, for example, an independent expert opinion on the products and business plan?

An independent expert opinion could be included as long as the product of the company in question is new and needs to be evaluated.

Question par.102: Do you feel that disclosure of restrictions regarding holdings by directors and senior management etc should be applied to all companies through the core building block? Or should this only be required for all companies where there are such restrictions?

The substance of the above disclosure is not related to any specific nature of issuer; therefore it could be applied to all companies.

Questions par. 105 and 106: Do you believe that SMEs should only be required to provide details for two years under disclosure requirement II.A? If so, do you believe that all historical information should be restricted to this two year period?

On a general note, we believe that there is no need for a special disclosure regime for SMEs regarding this issue; therefore we suggest that all historical information should cover the last three year period.

Question par. 107: Bearing in mind the materiality tests in the disclosure requirements contained in the Core Equity building block, if you believe that there should be some specific disclosure requirements for registration documents for SMEs, please list them.

We do not believe any additional requirements should be imposed.

Questions par.111 and par. 112: Do you agree that valuation reports as set out in Annex D should be required for property companies?

We do agree that valuation reports are necessary, however we would like an explanation regarding the basis on which the 42 days requirement was figured out.

Question par. 113: Do you agree that it would be more appropriate for such reports to be required when securities are being issued by a property company and hence should form part of the securities note?

We agree that such reports should be included only when securities are issued. It is very burdensome and costly to include such reports on the updates.

Question par. 116: Do you agree that expert reports should be required for mineral companies? Do you agree that it would be more appropriate for such reports to be required when securities are being issued by a mineral company and hence should form part of the securities note?

We agree that expert reports are required for mineral companies. However, we believe that those reports are necessary only when funds are asked from investors, that is when securities are being issued; thus such reports should only be included in the securities note.

Question par. 117: Do you agree with the disclosure requirements in registration documents for mineral companies as set out in Annex E?

On a general note we agree with the disclosure requirements for mineral companies' registration documents presented in Annex E.

Question par. 120: Do you agree with the disclosure requirements in registration documents for investment companies set out in Annex G?

First of all, we suggest that a precise explanation should be given for the phrase "relevant details" as it appears in the third paragraph of Annex G.

Second, we propose that an additional requirement is included, and this is the Net Asset Value calculated within the last 15 days prior to the publication of the prospectus.

Question par. 123: Do you agree with the disclosure requirements in registration documents for scientific research based companies set out in Annex H?

Yes, we believe that Annex H covers scientific research companies prospectus information needs.

Question par. 129: Do you consider that the disclosure requirements for debt securities should be identical to those for equity, as set out in Annex A?

We believe that the disclosure requirements for debt securities should not be anything less than those required for equity securities; therefore the Core Equity building Block should be included as basis for debt securities as well.

Question par. 134: Do you consider disclosure about the issuer's bankers and legal advisers to the extent that the company has a continuing relationship with such entities to be relevant for corporate retail debt?

We believe that such information could be disclosed especially if there is a continuing relationship with bankers and legal advisors. To a certain extent, this gives investors a sense of stability and confidence regarding the issuer.

Question par. 135: Do you consider that disclosure relating to the bankers and legal advisers who were involved in the issue of that particular debt instrument to be relevant?

We believe that it is relevant to the investor to know the bankers and legal advisers that have prepared the issuance of the debt.

Question par.137, par. 138 and par.139: Do you consider disclosure about a company's past, current and future investments in other undertakings to be material for an investor to make an investment decision about investing in the company's debt?

We believe that it is material to the extent that it shows where the company has committed, commits and will commit its funds and how liquid are those investments in other undertakings. It can be considered as an indicator of liquidity adequacy.

Question par.142: Do you agree that these different interests should be reflected by different disclosure standards and in particular that retail bondholders do not need the same disclosures as shareholders in respect of these sections of the IOSCO IDS?

As we mentioned in our answer to question par.129, bondholders need at least the information given to shareholders, that is the information presented in Annex A (Core Equity Building Block), and even more so because bondholders can make assessments on the issuer's ability to repay its debt from all parameters mentioned in the IOSCO IDS such as operating results, liquidity and capital resources.

Question par. 145: Do you consider it necessary for a disclosure requirement that stipulates when interim financial statements should be disclosed in the registration document , to also stipulate what the form and content of these statements should be?

Yes, we believe it is necessary to provide a format for these statements as it makes their compilation easier, more practical, and transparent.

Question par. 146: If you consider that the reduced level of detail is more appropriate, should the same approach be taken for equity?

We believe that a reduced level of detail is <u>not</u> appropriate neither for equity nor for debt securities, the main reason being transparency and investor protection.

Question par. 148: Do you feel that issuers should be required to put on display all documents referred to in the prospectus (as set out in CESR

reference VIII in Annex A)? Would this cause problems due to privacy laws or practical problems as a result of having to review lots of documents for commercial information?

See answer to question paragraph 93.

Question par. 149: On review of the list of documents set out CESR ref. VIII. E of the corporate retail debt building block in Annex I, please advise with reasons: (1) Whether or not there are any documents that are listed that you consider do not need to be put on display? (2) Whether or not there are any documents that are not listed that should be put on display?

We agree with the list of documents on display as is presented in Annex I, VIII. E.

Question par. 150: Please give views on which , if any, of the documents that are not in the language of the country in which the public offer or admission to trading is being sought should be translated.

According to our views, the following documents should be translated:

-financial statements
-articles of association
-financial and legal due diligence
-certain experts'-auditors' verifications, if any

Question par. 153: On a review of the equity disclosure requirements (CESR ref VIII.G of the Core Equity Building Block) set out in Annex A, please advise which if any of these requirements you consider to be relevant for retail corporate debt. Please, give your reasons.

We believe that these requirements are all relevant, as they appear in Annex A, but we would also like to add a disclosure requirement regarding guarantees granted to third parties.

Questions par. 154 and par.155: Do you agree with the CESR disclosure proposals for corporate retail debt as set out in Annex I? Please advise which if any items of disclosure should not be required for corporate retail debt. Please give your reasons.

We agree with Annex I, but we believe that Annex A is preferable to Annex I because it is more comprehensive as far as the information that should be given to the investor is concerned. Nothing less than Annex I should be allowed.

Question par. 156: Please advise if there are any items of disclosure for corporate retail debt that are not set out in the schedule, but should be . Please give reasons.

An additional item that should be included, is the credit rating (by a rating agency such as S&P , Moody's etc.) of the company that issues the debt or of the specific corporate retail debt itself.

Question par. 160: Do you consider it necessary to have derivative specific registration document requirements, or do you consider this unnecessary as the registration document requirements for debt securities should be used for derivative securities as well? Please give your reasons.

There should be a separate format of the registration document for derivatives, since the underlying instrument can be different in each case of issue. As a result, it is impossible and restrictive to rely on the layout for debt securities.

Question par. 170: Do you think it is useful to provide some form of definition for these securities?

Since the main reasoning behind the Prospectus Directive is harmonization, we believe that there should be a definition as a common basis to be used by everyone.

Questions par. 17, par.172, and par. 173: If so which of the two approaches set out above do you prefer? Please give your reasons. If you prefer the approach based on the wide definition of derivatives , do you have any comments on the proposed definitions? If you prefer the approach based on fundamental features , are there any other features that should be but are not included in the above list?

We suggest that the second approach (fundamental features approach) should be adopted, supplemented though with a definition of the term "underlying instrument". The definition of the term "underlying instrument" can be based on the first approach proposed by CESR (par. 166, a,b,c,d,e). The reason for this combination of definitions that we propose is that it shows, not only what the product is based on, but also how it works.

Question par. 179: Do you agree with the above broad sub-categorisation of derivative products?

Yes, we do agree with the proposed categorisation.

Question par. 180: Do you agree with the approach of having two distinct registration document building blocks to reflect this sub-categorisation?

We suggest that there should be a core registration document building block for "non-guaranteed return derivatives" and an additional building block of disclosures when the issue in question is a "guaranteed return derivative".

Question par. 185: Do you agree that the nature of the decision that an investor is making about the issuer in the case of a non guaranteed derivative is different to the one an investor is making in the case of a guaranteed derivative? Please give your reasons.

Yes, the nature of decision that an investor is making about the issuer of a non guaranteed derivative is different than that for a guaranteed derivative. Our reason for that is that the assessment about the ability of the issuer to fulfil its obligations becomes more important than is the case for non guaranteed derivatives, and consequently more information about the issuer is needed.

Question par. 190: Do you consider that disclosure about the issuer's senior management, as set out in IOSCO reference I.A. is relevant for these products? Please give your reasons.

Yes, it is appropriate to have a disclosure about the issuer's senior management, because we believe that to a certain extent it adds credibility to the product, from the point of view of the investor.

Question par. 192: Do you consider disclosure about the issuer's advisers, as set out in IOSCO reference I.B. to be relevant for these products? Please give your reasons.

Yes, for the same reasons that are mentioned in our answer to the previous question.

Question par. 195: Do you have any views at this stage about CESR's provisional guidance in this area?

At this stage, we agree with CESR's provisional guidance as long there is a note in the document clarifying the fact that the investor's decision should not be based only on the risk factor section, and that the whole prospectus should be read in order to for the investor to be able to have a wider view of the product's risk environment.

Question par. 196: Are there any other sections of Key information section at section III of IOSCO that you deem as being relevant disclosure for these products? Please give your reasons.

No, we think that the already existing information requirements cover the product's disclosure needs.

Question par. 197: Are there any sections of key information section at section III of IOSCO you consider superfluous as regards the disclosure of these products ?Please give your reasons.

At this point, we believe that is satisfactory as it is.

Question par. 199: Do you consider the level of detail set out in IOSCO disclosure standard IV.A. to be inappropriate for these products? Please give your reasons.

We believe that this sort of information is appropriate for these products.

Question par. 200: Which particular items of IOSCO disclosure in this section do you consider to be relevant for these products? Please give your reasons.

We believe that the items that re directly relevant for these products are items 5,6, and 7.

Questions par. 202 and par. 203: Do you consider that a general description of what the issuer's principal activities are is a more appropriate level of disclosure for these products? Please advise what, if any, other items of Section IV. B of IOSCO you consider to be of relevance for these products. Please give your reasons.

We believe a general description of the issuer's principal activities is more appropriate for these products, from the point of view of the investor.

Question par. 205: Do you consider that a brief description of the issuer's group and the issuer's position within it, as set out in IOSCO reference IV.C, to be an appropriate disclosure requirement for these products?

We believe that a general description of the issuer's group should be given.

Question par. 207: Do you consider section IV.D. of IOSCO to be relevant disclosures for these products? Please give your reasons.

We believe that this section has minimal relevance, and in any case, this information can be depicted from the financial statements.

Question par. 209: Do you consider section V.D. of IOSCO to be relevant disclosure for these products. Please give your reasons.

We believe that trend information is needed for the underlying instrument.

Question par. 210: Please advise what, if any, other disclosures requirements set out in section V of IOSCO you consider to be relevant for these products. Please give your reasons.

All V section information is relevant for the underlying instrument.

Questions par. 212 and par. 213: Do you consider that the name and function of the directors of the issuing company to be the appropriate level of disclosure for these products? Please advise what if any other

items of Section VI of IOSCO you consider to be of relevance for these products. Please give your reasons.

We believe that only general information is needed. Therefore, IOSCO reference I.A. covers this issue.

Question par. 215: Do you consider that a statement setting out whether or not the company is directly or indirectly owned or controlled by another entity to be appropriate level of disclosure for these products?

This information is relevant to the investor and needs to be disclosed.

Questions par. 217: At this stage do you have views about whether the following sections of IOSCO regarding the issuer's share capital you consider to be relevant information to be disclosed in the registration document for these products? Please give your reasons.

a) balance sheet
b) P&L account
c) statement showing either (i) changes in equity other than those arising from capital transactions with owners and distributions to owners or (ii) all changes in equity (including a subtotal of all non-owner items recognized directly in equity)
d) cash flow statement
e) accounting policies
f) related notes and schedules required by the comprehensive body of accounting standards to which the financial statements are prepared.

We agree with CESR's view (as it appears in paragraph 216) that information about the solvency of the issuer and its ability to meet its obligations to an investor is relevant for these products but not in such detail. However, we would like to see an exact criterion as to how CESR defines solvency other than a possible rating by a rating agency.

Questions par. 218, 219 and 220 are answered by the previous question.

Question par. 222: At this stage do you have views about which of the following sections of IOSCO regarding the issuer's share capital you consider to be relevant information to be disclosed in the registration document for these products? Please give your reasons.

a) section X.A.1
b) section X.A.2
c) section X.A.3
d) section X.A.4
e) section X.A.5
f) section X.A.6

We believe that only the first four (4) items is relevant information that should be included in the registration document.

Question par. 223: At this stage do you have views about which of the following sections of IOSCO regarding the issuer's Memorandum and Articles of Association you consider to be relevant information to be disclosed in the registration document for these products (sections X.B.1 to X.B 10)? Please give your reasons.

We believe that only section X.B.1 and X.B.9 should be included in the registration document. The rest of the sections are covered by X.B.9; thait is that only if the law applicable to the company in these areas (X.B.2 to X.B.8) is significantly different from that in the host country, the effect of the law should be explained.

Question par. 224: In relation to Section X.C of IOSCO which sets out the Material Contracts disclosure requirements, at this stage do you have views about which material contracts for these products should be summarized in the registration document for these products? Please give your reasons.

We suggest that only material contracts directly related with the value of the underlying instrument should be summarized in the registration document.

Question par. 225: Do you consider section X.D of IOSCO, which sets out the Exchange Controls disclosure requirements to be relevant for these products? Please give your reasons.

This kind of information is relevant for the investors because they need to be aware of possible barriers to the transfer of capital that may be legally imposed to the issuer.

Question par. 226: Do you consider that the information about the issuer's dividend policy as set out in Section X.F of IOSCO to be relevant for these products? Please give your reasons.

To the extent that the underlying instrument is linked to shares(equity), this kind of disclosure information is relevant to the investor.

Question par. 227: In relation to Section X.H of IOSCO which sets out the Documents on display disclosure requirements, at this stage do you have any views about which documents should be put on display for these? Please give your reasons.

Any documents that re related to the derivative should be put on display.

Question par. 228: Do you consider that information about the issuer's subsidiaries as set out in Section X.I. of IOSCO to be relevant disclosure for these products? Please give your reasons.

Anything that is related to subsidiaries can be depicted from the consolidated accounts.

Question par. 232: Should all guaranteed derivative securities, irrespective of the percentage return they offer an investor, be treated in the same way, or should there be some form of minimum return that is guaranteed for this instruments in order for the product to be classifiable as a guaranteed return derivative as opposed to a non guaranteed return derivative?

We would not like to see any further sub categorization of the guaranteed return derivatives.

Questions par. 233 and par.234 are covered by our answer to the previous question.

Question par. 249: Do you consider it an appropriate approach to obtain flexibility by creating specific building blocks on particular characteristics of some issuers, offers, markets and securities?

We would welcome the creation of specific building blocks as a way to avoid regulatory arbitrage.

Question par. 250: Format of the Schedules-Is the format of the three main schedules suitable? These schedules are composed of (i) common items and (ii) specific items for each type of securities, amalgamated in one single document. Is this approach sensible or should the common items and specific items form distinct blocks?

We prefer that they should be both incorporated in one single document.

Question par. 251: Complex Financial Instruments- In order to ensure adequate disclosure for securities that do not fall within just one of the three main types, do you agree that the Competent Authority should (as envisaged by Article 21(4) (a) of the amended proposal for a Directive of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC), be able to add specific items of another schedule to main schedule chosen, that it considers necessary having regard to the characteristics of the securities offered, as opposed to their legal form?

First of all, this will leave room for cross border regulatory arbitrage, and second, it contradicts the objective of harmonization.

Question par. 252: Section I.2.-Should advisers be mentioned in all cases, or only if they could be held liable by an investor in relation with the information given in the prospectus?

We believe that advisers should be mentioned in all cases.

Question par. 253: Section I.5- Under section I.5., the securities note should mention any other information in the prospectus besides the annual accounts, which have been audited or reviewed by the auditors. Should the securities note contain the "auditors report relating to this information"?

If the information has been audited, it should be included along with the auditor's report.

Question par. 254: Section I.6. and I.7.- Sections I.6. and I.7. both concern the responsibility attached to drawing up a prospectus. Although under the proposed directive it is possible to choose a format consisting of three documents (Registered Document, Securities Note and Summary), these three documents are considered as making one prospectus. Is it therefore correct to assume that responsibility for each of these three parts must rest with the same persons?

It is correct to assume that the responsibility rest with the same persons for all three parts that form the document.

Question par. 255: Section III.A-Under this section, all securities notes must contain a statement of capitalization and indebtedness. Is such a statement necessary for derivatives?

We believe that a statement of capitalization and indebtedness is necessary for derivatives.

Question par. 256: Section III.B (III.B.1 for the derivatives schedule) - Section III.B asks to list the reasons for the offer and the use of proceeds. While this is an important item for shares and bonds, is it also the case for derivatives?

We believe that it should by no case apply to derivatives. Even for equity, we consider that presenting details about the use of proceeds is extremely unflexible and misleading and can also raise competition issues. Consequently, we strongly support that risk factors that are related to new investments are far more important for the investor than the "use of proceeds" details.

Question par. 257: Section III.C.2.(d)- Section III.C.2.(d) requires inclusion of a worked example of the "worst case scenario"
1) Does this information provide material information for investors?
2) Are there circumstances in which an example of the worst case scenario is not appropriate?
3) Would the disclosures as set out below be an appropriate alternative?
a) a risk warning to the effect that investors may lose the value of their entire investment, and /or
b) if the investor's liability is not limited to the value of his investment, a statement of that fact, together with a description of the

circumstances in which such additional liability arises and the likely financial effect.

We consider that the above mentioned disclosures [3(a) and 3(b)] should be both mentioned, and are the best alternative.

Question par. 258: Section IV.A- Under this section, the interest of experts in the issue or the offer must be disclosed. These interests encompass those of any expert or counselor who "has a material, direct or indirect economic interest in the company". Is it necessary in the case of derivatives?

Yes, we believe it is necessary in the case of derivatives.

Question par. 259: Section V.A- This section lists the items to be disclosed in order to give a description of the securities that are offered or admitted to trading. Should the following additional items be added to Section V.A?
a) Legislation under which securities have been created
b) Court competent in the event of litigation
c)Redress Service available for investors, if any
Should information about the rating of the issuer or of the issues be mentioned under that item? If yes, which one of the following wording would be appropriate?
-"Rating assigned to the issue or to the securities by rating agencies and/or commercial bank lenders pointing out the name of the rating organization whose rating is disclosed and explaining the meaning of the rating. If a rating does not exist, to the knowledge of the issuer, it is required to disclose the fact that there is no rating" or
-" Rating assigned, at the issuer's requests or with its cooperation, to the issue or to the securities by rating agencies and/or commercial bank lenders, pointing out the name of the rating organization whose rating is disclosed and explaining the meaning of the rating"

This kind of disclosure about the legal parameters of the issue are a necessary disclosure requirement. In addition, as far as the rating information is concerned, we believe that the second warning is more appropriate. If rating does not exist, this information should also be disclosed.

Question par. 260: Section V.B.12, first indent of Annex M -This section requires a statement concerning the past performance of the underlying and its volatility. Is this disclosure necessary? Should the requirement for disclosure vary depending upon whether the underlying instrument is admitted to trading on a regulated market and the nature of the market? Should the requirement for disclosure vary depending upon the nature of the underlying instrument?

This kind of disclosure is necessary and it should be dependent on the nature of the underlying instrument.

Question par. 261: For the three main schedules, please identify those items that you deem unnecessary.

Regarding Annex K: Information that is not necessary

-III.B (it is inflexible, misleading and can also raise competition issues)
-V.I. 1,2 (only the net proceeds for the offering should be mentioned)

Regarding Annex L: Information that is not necessary

-III. B (it is inflexible, misleading and can also raise competition issues)
-V.C.6 (soft or hard underwriting should be mentioned only)
-VI.D

Regarding Annex M: Information that is not necessary

-III.C.2. d and e
-V.B.11
-V.B.13

Question par.262: For the three main schedules, please list those items that are missing and that should be in the securities note.

At this point we do no think that there is anything missing.

PART TWO-Incorporation by reference

Question par. 281:Do you think that the above illustrative list is acceptable?

We believe that the illustrative list is acceptable, excluding however the articles of association. We also believe that it should be drawn up in the same language of the prospectus.

Questions par.282, par. 289 and par. 290: Should further advice be given on the documents that can be incorporated by reference in the prospectus? In the case of affirmative answer please indicate which technical advice should be given. Should other aspects concerning the accessibility of the documents incorporated by reference be considered? Should CESR give other technical advice on further aspects of incorporation by reference? In the case of an affirmative answer please indicate which technical advice should be given.

The documents that are incorporated by reference in the prospectus should be available along with the prospectus for the same period of time, at the Issuer's Offices and/or at the Underwriter's Offices. In the case that the

prospectus is available in electronic form, there should be an easily accessible link to these documents.

PART THREE- Availability of prospectus

Question par. 307: Should there be technical implementing measures at Level 2 further defining what is deemed to be "easy access" and which specific file formats are accepted for this purpose?

There is no need for further specifications on the "easy access" definition. Any kind of file format that prohibits the alteration of the documents and is widely used (e.g. pdf format) should be considered acceptable. There is also the need to define the time frame (number of days before the offering commences) upon which, the documents would be available in electronic format.

Question par.314: Are there any additional factors and/or requirements that should be taken into account at Level 2 concerning the availability via the press?

No, we do not consider any additional factors to be necessary.

Question par. 325: Do you consider appropriate the requirement to publish the said notice in the absence of a specific provision in the Directive proposal?

We consider it necessary, in order to ensure that investors are informed on the issue.

Question par. 326: Should the minimum content of the notice be determined at Level 2 legislation?

Yes, in order to avoid regulatory arbitrage.

Question par. 327: When the prospectus is made available by its insertion in one or more newspapers or in the form of a brochure, besides the publication of a specific notice, should the list available at the website of the competent authority (see Introduction) mention where the prospectus is available?

Yes, on the web-site it should mentioned where the list is available.

Question par. 328: In case of an affirmative answer to the previous question, should the indication in the website of the competent authority be considered enough and, consequently, should it be considered as an alternative to the publication of a formal notice by the issuer/offeror?

We suggest that the publication of the notice should be required.

Question par. 331: Which other issues regarding the availability of the prospectus in the form of a brochure should be covered by CESR's technical advice?

CESR should publish its advice on the number of days that the prospectus would be available to the public.

Question par. 334: Do you agree that the issuer should not ask from the investor the payment of the delivery or mail costs?

Yes, we agree with this.

Question par. 335: Should additional issues regarding the delivery of a paper copy of the prospectus be dealt with by Level 2 legislation?

No, at this point.