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**A “European Passport” for Issuers:  
An Additional Submission to the European Commission  
*on the issues raised in paragraph 18 of the  
FESCO report of 20 December 2000 (FESCO/00-138b)***

In its report of 20 December 2000 to the European Commission, FESCO outlined its approach to the creation of a ‘European Passport’ for Issuers. However, this paper also stated that in a number of areas, further work needed to be undertaken, namely:

- Modalities of the Offer
- Advertising
- Pro-forma financial information and forecasts
- SMEs and New Economy Issuers
- Time limits

FESCO has considered some of these issues and is now submitting the following paper which includes:

1. The Building Block Approach
2. The Offer
3. Pro Forma and Other Financial Information to be included in Listing Particulars

These sections present the work that FESCO has been able to accomplish in the time available. As such, they represent a working paper which is expected to be reviewed in the light of proposed changes to regulation in Europe following the Final Report of the Committee of the Wise Men. This work is a further contribution to the European Commission in their work on the development of a flexible and effective legislative framework for European public offers.

In undertaking this work, FESCO was very conscious of the link between this work and the continuing obligations on listed companies to report regularly and to disclose all material information. In the case of more complex financial instruments that are issued to retail investors – and in particular in the case of covered warrants –, appropriate disclosure will need to be made in the prospectus of the approach adopted to meet these continuing obligations. The disclosures should set out how the legitimate interests of retail investors to receive important information in their own language will be met.



## **I: The Building Block Approach**

### **Premise**

1. In the report for the EU Commission sent by FESCO on 20 December 2000 (FESCO/00-138b), mention was made of setting-up a system whereby “issuers utilise items of different schedules, conforming to actual characteristics of securities issued” with regard to a range of new products which has emerged on the market. This was proposed to meet “the need for modernisation and enhanced flexibility”, in order to facilitate the development of a competitive and innovative European capital market. Further work was expected to be undertaken by the Group on “the feasibility and practical implications of such an approach”. The present proposal is the result of this work, and is based on the premise “not to have different levels of disclosure for public offerings or listings”.
2. In fact, as per the report, “the level of disclosure should be the same throughout the European market, and therefore no difference should exist between domestic and cross-border issues”.

### **The Purpose**

3. The building block approach is meant to give flexibility to the process of creating prospectus schedules for new financial instruments. This process is presently very lengthy and since the use of the EU passport requires a previous agreement on the content of the prospectus, for the efficient functioning of the EU passport would be useful to set up a process that facilitates the creation of prospectus schedules.

### **Method**

4. The basis of the building block approach is to identify the basic components or elements” of the information required in a prospectus. This was done by considering the structure and features of the products which are the object of the proposed investment. In such a view the existing schedules for shares and debt securities may be broken down into a series of disclosure items/building blocks and some of these blocks may be used to set up new schedules for different financial instruments.
5. The existing blocks however may not be adequate to cover the particular characteristics of a new financial instrument and therefore it might be necessary to create one or more new “building block/s”. This has occurred for the schedules enclosed in the paper. The blocks of information identified in the shares and debt schedules did not provide adequate disclosure of complex financial instruments such as those called “covered warrants/warrants” or “structured bonds” and “reverse convertible notes”. The Group has identified new blocks and assembled them using items already covered by other schedules.
6. The above mentioned schedules are applicable to a wide spectrum of products due to the broad range of characteristics of the financial instruments they are addressed to cover. These schedules are less detailed than the existing ones (for shares and debt securities) in order to facilitate the use of the single blocks for other financial instruments. Details related to the single items are classified by FESCO as “Instructions” which should be followed by issuers in drafting the prospectus and regulators in reviewing it. The “Instructions” related to the above complex products are enclosed.



7. If the financial instrument differs from the above products, FESCO would set up new schedules or reach an understanding on the assembling of existing blocks. The Group holds the view that assembling of existing blocks can be dealt with by FESCO.
8. Once combined with the outcome of the Final Report of the Committee of the Wise Men, the aim is to allow a rapid response from regulators to 'normal' market innovation. Regulators will match the disclosure requirements to meet the different characteristics of a new issue. FESCO envisages that for more innovative products prior consultation between regulators will be required to achieve an appropriate disclosure regime based on the building blocks.
9. In due course, the market will no doubt develop completely new types of product. These might well require new sets of building blocks. Clearly, such fundamental developments in the market will need a more considered process to develop these new building blocks. These might need to be established through the fast track comitology process envisaged by the Committee of the Wise Men.
10. For a system of prospectuses based on home country control and simple notification to work effectively, it is important that good communication channels exist between regulators. FESCO envisages that technical experts would meet regularly to review the application of the proposed system to specific issues that have taken place within the European Union.

Annexes:

- Annex 1: Bond schedule
- Annex 2: Building blocks schedules



## II: The Offer

### Principles

1. According to present EU legislation, a public offer prospectus may be mutually recognised by another Member State as long as it has been drawn up according to Directive 80/390/EC. However, present legislation does not provide for harmonised information on the offering.
2. The proposal of the Group is to replace the schedules annexed to Directive 80/390/EC with enhanced European disclosure standards based on the IOSCO Disclosure Standards approved in Nairobi in 1998.
3. These standards, though, do not provide for a harmonised content of certain items concerning the terms of the offer. Furthermore, based on the practice in a majority of the jurisdictions of FESCO Members, FESCO has agreed that the offer takes place after the formal approval and publication of a preliminary prospectus. The final prospectus (in the form of one of more supplements) is notified to the competent authority and published as indicated in the preliminary prospectus. No formal approval by the home country authority is deemed necessary for the final prospectus and those responsible for the preliminary prospectus are responsible for the final supplement. In the case of a cross-border offer, the supplements must be also notified to the host country authorities.
4. The Group has agreed on which information must be given to investors before they accept the offer (when the acceptance cannot be withdrawn). These are given in the Details of the Terms below.

### Details of the Terms

5. The prospectus should include the following items listed below. Unless otherwise indicated, these items should be included in both the preliminary and final prospectus. However, where the final prospectus is issued as a supplement, it need not repeat any details given in the preliminary prospectus, except where these details have changed.
  - a) Description of the offering
    - i) The total amount of the offer and the number of securities offered, distinguishing those offered for sale and those offered in subscription.
    - ii) The amount of securities offered under the over-allotment agreement.
    - iii) The percentage of the enlarged share capital represented by the amount offered.
  - b) Categories of investors
    - i) The various categories of investors to which the securities are offered.
  - c) Placing
    - i) Details of the co-ordinator(s) of the global offering and of single parts of the offering.
    - ii) Details of the placers in the various countries where the offer takes place.

- d) Pricing
- i) The final prospectus must indicate the offer price.
  - ii) If the price is open, an indication of the price range or maximum price. Where the price range or maximum price are not binding, include an indication of the consequences and disclosure of any change in the price range. In such cases, the method for confirmation or withdrawal of the application should be included. The method of disclosure of the offering price should also be included.
  - iii) The offer can take place if the offer price is not previously known but the prospectus used for the offering (preliminary prospectus) must indicate the:
    - (1) Criteria for the determination of the offering price: i.e. who has set the criteria (issuer or independent experts), the various factors considered and the valuation's method or methods (if any) applied in order to determine the price of the shares.
    - (2) For IPOs: Price range or maximum price. If the range or the maximum price are not fixed, and may be changed during and/or after the offering period, the investors must have the possibility of withdrawing their subscription. Therefore, any change in the price range or the maximum price must take place at least two days before the end of the acceptance period or, alternatively, the offering period must be extended.
    - (3) For offerings of already listed securities: If the offer price is not going to be determined by the share's market price, the prospectus should indicate the grounds for that decision.
    - (4) For unlisted securities for which admission is not sought: the offer price should be disclosed before the offer begins (or at least two days before the point at which acceptances become irrevocable).
  - iv) Process for the disclosure of the offering price.
- e) Acceptance period for the offer
- i) The preliminary prospectus must indicate the beginning and the end of the offer period (from which acceptance of the offer is not revocable), together with the circumstances that may cause this period to be shortened or extended.
  - ii) The preliminary prospectus must also indicate until when, and under what circumstances, the offer may be revoked or suspended.
  - iii) In case of revocation after dealing has begun, this point must be highlighted in the prospectus.
- f) Dealing arrangements
- i) The dealing conditions to which the offering is subject.
  - ii) An indication of when admission and dealings, conditional, if any, and/or unconditional, are expected to take place.
  - iii) Issuance of temporary documents, if any.
- g) Underwriting agreement
- i) The entities agreeing to underwrite the issue .



- ii) When the underwriting agreement is reached.
  - iii) Content of the agreement, including obligations of the underwriters, the issuing company and the offeror.
  - iv) Description of provisions enabling termination of the offering in certain circumstances.
- h) Lock-up agreements
- i) The parties involved.
  - ii) Content of the agreement and exceptions.
  - iii) Indication of the period of the lock-up.
- i) Terms and conditions of the offer and action required to apply for the offer
- i) Description of the application process.
  - ii) Details of where application forms are available
  - iii) An indication of the payment methods
  - iv) Details of the minimum and/or maximum amount of application, if any (whether in number of securities or aggregate amount to invest)
  - v) Description of the process for refunding excess amounts paid by subscribers or returning application monies, including the terms of any interest to be paid on such amounts or to be retained by others.
  - vi) Process for notification to applicants
  - vii) Possibility of multiple and/or joint applications, and description of the penalties for infringements.
- j) Sale restrictions
- i) Description of any restrictions on the resale of the securities offered, indicating the restricted period.

### III: Pro Forma and Other Financial Information to be included in the Prospectus

#### General observation

1. Pro forma financial information should be required in case of a significant gross change in the size of a company, due to a particular actual or planned transaction (with the exception of those few situations where merger accounting is required). «Significant gross change» should be read as meaning a variation of more than 25% relative to one or more indicators of the size of the issuer's business. For example the indicators might include consolidated (or unconsolidated if there is no group), total assets, turnover or earnings or the consideration (under a broad definition) of the transaction compared to market capitalisation prior to the transaction. The figures used to make this assessment should be extracted from the preceding financial year's audited figures (unless the calculations using this data produce an anomolous result, when the Competent Authority may substitute other relevant indicators of size). Pro forma financial information should normally also be required when several related gross changes, during the 12 months prior to the latest transaction, when taken aggregated result in a total change of more than 25% in one of the above mentioned indicators.
2. The competent authority should be able to require pro-forma financial information even if the above mentioned criteria are not met, where there has been a transaction or a transaction is planned and the provision of pro forma financial information would be material to investors.

#### Objective of pro forma information

3. Pro forma financial information substantially contributes to investors' better understanding of the structural changes to a company. For this reason, it must be prepared with due care and reflect in the most accurate manner possible the genuine belief of the management as to how the accounts of the group (or where relevant the company) might have been presented had the restructuring occurred either in the past or in the future.
4. However, it is also vital that readers of investment circulars should be absolutely clear as to the nature of any pro forma financial information presented and of its purpose. To achieve this, any pro forma financial information should be prefaced by an introductory explanatory paragraph that states in clear terms the purpose of preparing the information. The reader should then be warned that the information prepared is for illustrative purposes only and therefore may not give a true picture of the company's financial position or results. In addition, the actual historical financial information should be given greater prominence in the document containing the pro forma information.
5. This statement should make it clear that the information is intended to show the reader how the transaction **might have** affected the company's historic or forecast financial information had it been undertaken at the beginning of the period being reported on. In the case of a pro forma balance sheet or net asset statement it should be at the end of that period. It should be clear that it does not show what the company's position **would have been** or **will be** after the transaction has been completed.

6. The publication of such information is permitted by a number of jurisdictions, including the USA. It is therefore important to have a standard format for pro forma information which would allow easier pan-European comparison. For example, a columnar approach could be used which separately identified the unadjusted information (normally that of the company), the pro forma adjustments (normally the target or other transaction specific adjustments) and the resulting pro forma financial information in the final column.
7. More consistent quality of the financial information presented in the pro forma statement might be achieved by restricting the financial periods for which pro forma financial information may be presented. The source of that information should be restricted to previously published final or interim financial statements, previously published pro forma financial information or published profit forecasts. However, when the previously published information is not directly applicable (especially in case of spin off or merger; e.g. if the operation is conditioned by the sale of activities that are not part of the future core business), pro forma financial information may be based on other than published information, in order to provide investors with the best understanding of the new company (ies).
8. The only allowable adjustments should be those directly relevant to the transaction concerned and should not relate to future events or decisions. Adjustments should also be factually supportable.
9. The existence of an independent report made by an auditor, which can be the company's auditor, on the pro forma financial information provides readers of the investment circular with a level of comfort that a certain level of due diligence has been undertaken on the issues specifically referred to in the report. The company's reporting accountants should provide an opinion as to whether the information has been properly compiled on the basis stated and, to ensure consistency and comparability, in accordance with the accounting policies of the company. In addition an opinion as to whether the adjustments are appropriate, given the description of the purpose in each particular context, is also required.

### **Profit forecasts and estimates<sup>1</sup>**

10. Clearly a common definition of what constitutes a profit forecast is needed, so that listed companies and shareholders can be sure that the same statement made by the Directors of the company will be interpreted in the same way in whichever jurisdiction it is made.
11. For example a profit and losses forecast might be defined to be:

*«A form of words which expressly or by implication states a minimum or maximum for the likely level of profits or losses for a period subsequent to that for which the audited accounts have been published, or contains data from which a calculation of an approximate figure for future profits or losses may be made, even if no particular figure is mentioned and the word «profit» is not used. A dividend forecast must be treated as a profit forecast where the company has a known policy of relating dividends to earnings, or has an insufficient level of retained earnings or the forecast otherwise implies a forecast of profit.»*

12. It would also be necessary to adopt a common set of disclosure requirements. These should include requirements on the period for which forecasts can be made and on the profit figure that should be used. This ensures consistency and comparability of

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<sup>1</sup> Profit forecasts should also include forecasts and estimates of losses prepared on the same basis, if necessary.

the forecast with the company's past and future results. For example by restricting a company to making a forecast which is co-terminus with its own reporting period, and by requiring the profit figure used in the forecast to be prepared on a basis comparable with a number reported in its audited financial statements, the forecast can be easily compared with both historical information and the next set of audited accounts. There are obvious hazards attached to the forecasting of profits for any extended period; this should in no way detract from the necessity of maintaining the highest standards of care in the preparation of such information. Any forecast published by an issuer must not be misleading, false or deceptive nor omit anything likely to affect the import of such forecast.

13. We would also propose that a statement of the principal assumptions, for each factor which could have a material effect on the achievement of the forecast, should be required. In addition, any profit forecast should be accompanied by a report from the company's reporting accountants that the forecast has been properly prepared on the basis stated and that the basis of accounting is consistent with the accounting policies of the company. The company's financial advisor (or any external expert accepted by the competent authority) should also be required to report that the forecast has been prepared after due and careful enquiry by the company. This independent scrutiny would help to maintain the quality of the information being presented to shareholders, particularly bearing in mind the wide range of subjective judgements made in preparing such forward looking information.

### **Adequate Funding Statements**

14. Investors can take great comfort from statements that companies have sufficient funding for their planned activities. In making such a statement, a company would have to be satisfied that it (and any subsidiaries) has sufficient funding to satisfy the group's present requirements for a period of at least 12 months from the date of publication of the relevant document or, where the company is already listed, explain how it proposes to provide any additional funding thought to be necessary. This statement should be backed up by a statement from the company's financial advisor (or any external expert accepted by the competent authority) that it is satisfied that the company has carried out due and careful enquiries before the company declared that it had adequate funding for its planned activities. There should also be confirmation that any relevant financing facilities exist.

	Common schedule for debt securities				
	<b>IOSCO STANDARDS</b>		<b>DIR. 80/390/EC - SCHEDULE B</b>		<b>FESCO PROPOSAL</b>
					<b>INTRODUCTION</b> : In the case of offers or listings of debt securities guaranteed by a legal person, the prospectus must include with respect to the guarantor, the information provided for in Item I-A2, I-B, I-C, chapters III to VIII and chapters X of the following schedule
<b>I</b>	<b>IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</b>			<b>I</b>	<b>IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS</b>
I-A	Directors and senior management (company's directors; members of its administrative, supervisory or management bodies; partners with unlimited liability; <b>nominees to serve in any of the aforementioned positions</b> ; founders if the company has been established for fewer than 5 yrs): names, business addresses and functions	06:01	Names, addresses and functions in the issuing company of the following persons : members of administrative, management or supervisory bodies; partners with unlimited liability, in case of a limited partnership with a share capital; founders, if the company has been established for fewer than 5 yrs.	I-A	Directors and senior management (company's directors; members of its administrative, supervisory or management bodies; partners with unlimited liability; nominees to serve in any of the aforementioned positions; founders if the company has been established for fewer than 5 yrs): names, business addresses and functions
		01:01	<b>Names and addresses of the natural or legal persons responsible for the listing particulars or, as the case may be, for certain parts of them with, in the latter case, an indication of those parts.</b>	I - A-1	Names and addresses of the natural or legal persons responsible for the prospectus or, as the case may be, for certain parts of them with, in the latter case, an indication of those parts.
		01:02	<b>Declaration by those responsible, as referred to in heading 1.1, that, to the best of their knowledge, the information given in that part of the listing particulars for which they are responsible is in accordance with the facts and contains no omission likely to affect the import of the listing particulars.</b>	I - A -2	Declaration by those responsible, as referred to in the precedent heading, that, to the best of their knowledge, the information given in that part of the prospectus for which they are responsible is in accordance with the facts and contains no omission likely to affect the import of the listing particulars.

	<p>The schedule enclosed is tailored to ordinary bonds and disregards any other type of bonds such as convertible bonds etc. The information contained in the schedule goes beyond that provided by the existing directive in order to bring it in line with the IOSCO standards background. Moreover, this schedule must be considered the ground block of the information requirements common to each debt issue. Further information are required in supplementary blocks depending on the nature of the financial instrument.</p>				

I-B	<p><b>Advisers: names and addresses of the company's principal bankers and legal advisers to the extent the company has a continuing relationship with such entities, the sponsor for listing (where required by the host country regulations) and the legal advisers to the issue.</b></p>			I-B	<p><u>Advisers:</u> , the sponsor and specialist for listing (where required by the host country regulations) and the legal advisers to the issue.</p>
I-C	<p>Auditors: names and addresses of the company's auditors for the preceeding 3 yrs (together with their membership in a professional body)</p>	01:03	<p>Names, addresses and qualifications of the official auditors who have audited the company's annual accounts for the preceeding 3 financial yrs in accordance with national law.</p> <p>Statement that the annual accounts have been refused by the official auditors or if they contain qualifications, such refusal or such qualifications must be reproduced in full and the reason given.</p> <p>Indication of the other information in the listing particulars which has been audited by the auditors.</p>	I-C	<p><u>Auditors:</u> names and addresses of the company's auditors for the preceeding 2 financial yrs (together with their membership in a professional body) in accordance with national law.</p> <p>Statement that the annual accounts have been refused by the official auditors or if they contain qualifications, such refusal or such qualifications must be reproduced in full and the reason given.</p> <p>Indication of the other information in the prospectus which has been audited by the auditors.</p>



II-B-2	Method and <b>time limits</b> for paying up securities; where payment is partial, the manner and dates on which amounts due are to be paid.	02:04:01	Method of payment or offer price (see II A)	II-B-2	Method and time limits for paying up securities; where payment is partial, the manner and dates on which amounts due are to be paid.
II-B-3	Method and time limits for delivery of equity securities (including provisional certificates, if applicable) to subscribers or purchasers.	2.01.07 (d)	Procedures and and time limits for delivery of the debt securities, possible creation of provisional certificates.	II-B-3	Method and time limits for delivery of the securities (including provisional certificates, if applicable) to subscribers or purchasers.
II-B-4	In the case of pre-emptive purchase rights, the procedure for the exercise of any right of pre-emption, the negotiability of subscription rights and the treatment of subscription rights not exercised	02:04:00	The procedure for the exercise of any right of pre-emption; the negotiability of subscription rights; the treatment of subscription rights not exercised.	II-B-4	
II-B-5	<b>A full description of the manner in which results of the distribution of securities are to be made public and when appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).</b>			II-B-5	A full description of the manner in which results of the distribution of securities are to be made public and when appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).

<p>III</p>	<p><b>KEY INFORMATION</b></p>			<p>III</p>	<p><b>KEY INFORMATION</b></p> <p><u>Introduction</u>: The purpose of this standard is to summarize key information about the company's financial condition, capitalization and risk factors. If the issuer prepares consolidated annual accounts only, the selected financial data shall include only those accounts. If the issuer prepares both own and consolidated annual accounts, unconsolidated accounts may be omitted unless they provide any significant additional information.</p> <p>If the financial statement included in the document are restated to reflect material changes in the company's group structure or accounting policies, the selected financial data also must be restated for the financial periods for which the adjustments has been provided according to the home country rules .</p> <p>See the "Introduction" to cap.VIII of this proposal with respect to the body of accounting standards that multinational issuers could use to prepare their financial statements for cross-border offerings and listings.</p>
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III-A	Selected financial Data			III-A	Selected financial Data
III-A-1	<p><b>Selected historical financial data regarding the company, which shall be presented for the five most recent financial yrs. (or such shorter period that the company has been in operation), in the same currency as the financial statements.</b> Selected financial data for either or both of the earliest 2 yrs of the 5-yr period may be omitted, however, if the company represents to the host country regulator that such information cannot be provided, or cannot be provided on a restated basis, without unreasonable effort or expense. If interim period financial statements are included, the selected financial data should be updated for that interim period, which may be unaudited, provided that fact is stated. <b>If selected financial data for interim periods is provided, comparative data from the same period in the prior financial yr. shall also be provided except that the requirement for comparative balance sheet data is satisfied by presenting the yr end balance sheet information.</b></p>			III-A-1	<p>Selected historical financial data regarding the company, which shall be presented for the two most recent financial yrs. (or such shorter period that the company has been in operation), in the same currency as the financial statements. If interim period financial statements are included, the selected financial data should be updated for that interim period, which may be unaudited, provided that fact is stated. If selected financial data for interim periods is provided, comparative data for the same period in the prior financial yr. shall also be provided except that the requirement for comparative balance sheet data is satisfied by presenting the yr end balance sheet information.</p>

<p>III-A-2</p>	<p>The selected financial data shall include items generally corresponding to the following, except that the specific line items presented should be expressed in the same manner as the corresponding line items in the company's financial statements. Such data shall include, at a minimum, net sales or operating revenues; income (loss) from operations; income (loss) from continuing operations; <b>net income (loss); net income (loss) from operations per share; income (loss) from continuing operations per share;</b> total assets; net assets; capital stock (excluding long term debt and redeemable preferred stock); <b>number of shares as adjusted to reflect changes in capital; dividend declared per share in both the currency of the financial statements and host country currency, including the formula used for any adjustments to dividends declared; and diluted net income per share. Per share amounts must be determined in accordance with the body of accounting principles used in preparing the financial statements.</b></p>			<p>III-A-2</p>	<p>The selected financial data shall include items generally corresponding to the following, except that the specific line items presented should be expressed in the same manner as the corresponding line items in the company's financial statements. Such data shall include, at a minimum, net sales or operating revenues; income (loss) from operations; income (loss) from continuing operations; net income (loss); total assets; net assets; capital stock (excluding long term debt and redeemable preferred stock).</p>
				<p>III-A-3</p>	<p><b>Rating assigned to the issuer and to the debt securities to be offered by rating agencies and/or commercial bank lenders or a negative statement whether it doesn't exist</b> (disclosure related to the rating assigned to the issuer must be presented also in the cover page of the prospectus).</p>

III-A-3	<p>Where the financial statements provided in response to Item VIII are prepared in a currency other than the currency of the host country, disclosure of the exchange rate between the financial reporting currency and the currency of the host country should be provided, using the exchange rate designated by the host country for this purpose, if any: a) at the latest practicable date; b) the high and low exchange rates for each month during the previous six months; c) for the five most recent financial yrs and any subsequent interim period for which financial statements are presented, the average rates for each period, calculated by using the average of the exchange rates on the last day of each month during the period.</p>			III-A-4	<p>Where the financial statements provided in response to Item VIII are prepared in a currency other than the currency of the host country, disclosure of the exchange rate between the financial reporting currency and the currency of the host country should be provided, using the exchange rate designated by the host country for this purpose, if any: a) at the latest practicable date; b) the high and low exchange rates for each month during the previous six months; c) for the <u>two</u> most recent financial yrs and any subsequent interim period for which financial statements are presented, the average rates for each period, calculated by using the average of the exchange rates on the last day of each month during the period.</p>
III-B	<p><b>Capitalization and indebtedness:</b> a statement of capitalization and indebtedness (distinguishing between guaranteed and unguaranteed, and secured and unsecured, indebtedness) as of a date not earlier than 60 days prior to the date of the document shall be provided showing the company's capitalization on an actual basis and, if applicable, as adjusted to reflect the sale of new securities being issued and the intended application of the net proceeds therefrom. Indebtedness also includes indirect and contingent indebtedness.</p>	05:01:04	<p>Indication as at the most recent date possible which must be stated of the following, if material:          - the total amount of any loan capital outstanding, distinguishing between loans guaranteed (by the provision of security or otherwise, by the issuer or by third parties) and loans not guaranteed, - the total amount of all other borrowings and indebtedness in the nature of borrowing, distinguishing between guaranteed and unguaranteed borrowings and debts, - the total amount of any contingent liabilities. An appropriate negative statement shall be given, where relevant, in the absence of any loan capital, borrowings and indebtedness and contingent liabilities. If the issuer prepares consolidated annual accounts, the principles laid down in heading 5.1.1. shall apply. As a general rule, no account should be taken of liabilities between undertakings within the same group, a statement to that effect being made if necessary.</p>	III-B	<p><b>Capitalization and indebtedness:</b> a statement of capitalization and indebtedness (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness and the total amount of any contingent liabilities) as of a date not earlier than 60 days prior to the date of the document shall be provided showing the company's capitalization on an actual basis and, if applicable, as adjusted to reflect the sale of new securities being issued and the intended application of the net proceeds therefrom. Indebtedness also includes indirect and contingent indebtedness. An appropriate negative statement shall be given, where relevant, in the absence of any loan capital, borrowings and indebtedness and contingent liabilities.</p>

III-C	Reasons for the offer and use of proceeds			III-C	Reasons for the offer and use of proceeds
III-C-1	The estimated net amount of the proceeds broken down into each principle intended use thereof. <b>If the anticipated proceeds will not be sufficient to fund all the proposed purposes, the order of priority of such purpose should be given, as well as the amount and sources of other funds needed. If the company has no specific plans for the proceeds, it should discuss the principal reasons for the offering.</b>	2.04.05 2.04.06	-Except in the case of continuous debt security issues, indication of the net proceeds of the loan. - Purpose of the issue and intended application of its proceeds.	III-C-1	The estimated net amount of the proceeds broken down into each principle intended use thereof. If the anticipated proceeds will not be sufficient to fund all the proposed purposes, the order of priority of such purpose should be given, as well as the amount and sources of other funds needed. If the company has no specific plans for the proceeds, it should discuss the principal reasons for the offering. Other funding requirements in the event the net proceeds do not meet their full financing requirements.
III-C-2	<b>If the proceeds are being used directly or indirectly to acquire assets, other than in the ordinary course of business, briefly describe the assets and their cost. If the assets will be acquired from affiliates of the company or their associates, disclose the persons from whom they will be acquired and how the cost to the company will be determined.</b>			III-C-2	If the proceeds are being used directly or indirectly to acquire assets, other than in the ordinary course of business, briefly describe the assets and their cost. If the assets will be acquired from affiliates of the company or their associates, disclose the persons from whom they will be acquired and how the cost to the company will be determined.

III-C-3	<p><b>If the proceeds may or will be used to finance acquisitions of other businesses, give a brief description of such businesses and information on the status of the acquisition.</b></p>			III-C-3	<p>If the proceeds may or will be used to finance acquisitions of other businesses, give a brief description of such businesses and information on the status of the acquisition.</p>
III-C-4	<p><b>If any material part of the proceeds is to be used to discharge, reduce or retire indebtedness, describe the interest rate and maturity of such indebtedness and, for indebtedness incurred within the past yr., the uses to which the proceeds of such indebtedness were put.</b></p>			III-C-4	<p>If any material part of the proceeds is to be used to discharge, reduce or retire indebtedness, describe the interest rate and maturity of such indebtedness and, for indebtedness incurred within the past yr., the uses to which the proceeds of such indebtedness were put.</p>

<p>III-D</p>	<p><b>Risk factors:</b> prominent disclosure in a section headed "Risk Factors" of those that are specific to the company or its industry and make an offering speculative or one of high risk. Companies are encouraged but not required to list the risk factors in the order of their priority to the company. Among other things, such factors may include, for example: the nature of the business in which it is engaged or proposes to engage; factors relating to the countries in which it operates; the absence of profitable operations in recent periods; the financial position of the company; the possible absence of a liquid trading market for the company's securities; reliance on expertise of management; potential dilution; unusual competitive conditions; pending expiration of material patents, trademarks or contracts; or dependence on a limited number of customers or suppliers. The Risk Factors section is intended to be a summary of more detailed discussion contained elsewhere in the document.</p>			<p>III-D</p>	<p><b>Risk factors:</b> prominent disclosure in a section headed "Risk Factors" of those that are specific to: (i) the company or its industry when useful to readers assessing the credit risk associated with the debt securities to be offered and make an offering speculative or one of high risk; (ii) debt securities to be offered in order to assess the market risk associated with these instruments. Companies are encouraged but not required to list the risk factors in the order of their priority to the company. Risk factors concerning the business in which the company is engaged shall be disclosed separately from which ones of different nature always related to the issuer. (Among other things, such factors may include, for example: the nature of the business in which it is engaged or proposes to engage; factors relating to the countries in which it operates; the absence of profitable operations in recent periods; the financial position of the company; the absence of positive cash flows in recent periods; a recent decrease of the rating assigned to the issuer and the related reasons; material legal or arbitration proceedings; material contingent liabilities; the possible absence of a liquid trading market for the company's securities; the absence of a tranche of the offer reserved to institutional investors (in case of debt securities not already listed); any other risk of performance charged to the subscriber; reliance on expertise of management; unusual competitive conditions; pending expiration of material patents, trademarks or contracts; or dependence on a limited number of customers or suppliers; financial advisors' or sponsor's possible interests in the offers) (German proposal) –</p> <p>The Risk Factors section is intended to be a summary of more detailed discussion contained elsewhere in the document.</p>
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IV	INFORMATION ON THE COMPANY			IV	INFORMATION ON THE COMPANY
IV-A	History and development of the company			IV-A	History and development of the company
IV-A-1	Legal and commercial name of the company	03:01:00	Name of issuer (see IV A 3)	IV-A-1	Legal and commercial name of the company.
IV-A-2	Date of incorporation and length of life of the company, except where indefinite	03:01:01	Date of incorporation and length of life of issuer, except where indefinite	IV-A-2	Date of incorporation and length of life of the company, except where indefinite
IV-A-3	Domicile and legal form of the company, the legislation under which the company operates, its country of incorporation and the <b>address and telephone number</b> of its registered office (or principal place of business if different from its registered office). Name and address of the company's agent in the host country if any	3.01.00 3.01.02 2.01.05	-Registered office and principal administrative establishment if different from the registered office -Legislation under which the issuer operates and legal form which it has adopted under that legislation. -The financial organizations which, at the time of admission to official listing are the paying agents of the issuer in the Member State of admission.	IV-A-3	Domicile and legal form of the company, the legislation under which the company operates, its country of incorporation and the address and telephone number of its registered office (or principal place of business if different from its registered office). Name and address of the company's agent in the host country if any.



IV-A-6	Information concerning the principal capital expenditures and <b>divestitures</b> currently in progress, including the distribution of these investments geographically (home and abroad) and the method of financing (internal or external).	04:04:02	Information concerning the issuer's principal future investments, with the exception of interests to be acquired in other undertakings, on which its management bodies have already made firm commitments.	IV-A-6	Information concerning the principal capital expenditures and divestitures currently in progress, including the distribution of these investments geographically (home and abroad) and the method of financing (internal or external) and with the exception of interests to be acquired in other undertakings .
IV-A-7	<b>Indication of any public takeover offers by third parties in respect of the company's shares or by the company in respect of other companies' shares which have occurred during the last and current financial yr. The price or exchange terms attaching to such offers and the outcome thereof are to be stated.</b>				
IV-B	Business overview			IV-B	Business overview
IV-B-1	Description of the nature of the company's operations and its principal activities, stating the main categories of products sold and/or services performed <b>for each of the last 3 financial yrs.</b> Indicate any significant new products and/or services that have been introduced <b>and, to the extent the development of new products or services has been publicly disclosed, give the status of development.</b>	04:01:00	Description of the issuer's principal activities, stating the main categories of products sold and/or services performed. Indication of any significant new products and/or activities.	IV-B-1	Description of the nature of the company's operations and its principal activities, stating the main categories of products sold and/or services performed for each of the last <u>2</u> financial yrs. Indicate any significant new products and/or services that have been introduced and, to the extent the development of new products or services has been publicly disclosed, give the status of development.

IV-B-2	<b>Description of the principal markets in which the company competes, including a breakdown of total revenues by category of activity and geographic market for each of the last 3 financial yrs.</b>	04:01:01	Net turnover during the past 2 financial yrs	IV-B-2	A brief description of the principal markets in which the company competes, including a breakdown of total revenues by category of activity and geographic market for each of the last 2 financial yrs.
IV-B-3	<b>Description of seasonality of the company's main business</b>				see V-A
IV-B-4	<b>Description of the sources and availability of raw materials, including a description of whether prices of principal raw materials are volatile.</b>				see V-A
IV-B-5	<b>Description of the marketing channels used by the company, including an explanation of any special sales methods, such as installment sales.</b>				see V-A

IV-B-6	Summary information regarding the extent to which the company is dependent, if at all, on patents or licenses, industrial, commercial or financial contracts <b>(including contracts with customers or suppliers)</b> or new manufacturing processes, where such factors are material to the company's business or profitability.	04:02	Summary information regarding the extent to which the issuer is dependent, if at all, on patents or licenses, industrial , commercial or financial contracts or new manufacturing processes, where such factors are of fundamental importance to the issuer's business or profitability.	IV-B-3	Summary information regarding the extent to which the company is dependent, if at all, on patents or licenses, industrial, commercial or financial contracts (including contracts with customers or suppliers) or new manufacturing processes, where such factors are material to the company's business or profitability.
IV-B-7	<b>Basis for any statements made by the company regarding its competitive position</b>			IV-B-6	The basis for any statement made by the company regarding its competitive position shall be disclosed.
IV-B-8	<b>Description of the material effects of government regulations on the company's business, identifying the regulatory body.</b>			IV-B-7	A brief description of the material effects of government regulations on the company's business, identifying the regulatory body.

<p>IV-C</p>	<p><u>Organizational structure:</u> If the company is part of a group, a brief description of the group and the company's position within the group. A listing of the company's significant subsidiaries, including name, country of incorporation or residence, proportion of ownership interest and, if different, proportion of voting power held.</p>	<p>3.2.2 3.2.3 5.02.00</p>	<p>If the issuer belongs to a group of undertakings, a brief description of the group and of the issuer's position within it . Number, book value and nominal value or, in the absence of a nominal value, the accounting par value of any of its own shares which the issuer or another company in which the issuer has a direct or indirect holding of more than 50% has acquired and is holding, if such securities do not appear as a separate item on the balance sheet, in so far as they represent a significant part of the issued capital. Individual details listed below relating to the undertakings in which the issuer holds a portion of capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses. The items of information listed below must be given in any event for every undertaking in which the issuer has a direct or indirect participating interest, if the book value of that participating interest represents and reserves or accounts for at least 10% of the net profit or loss of the issuer, or in the case of a group, if the book value of that participating interest represents at least 10% of consolidated net assets or accounts for at least 10% of the consolidated net profit or loss of the group. The items of information listed below need not be given if the issuer proves that its holding is of a purely provisional nature. Similarly, the information required in points (e) and (f) may be omitted where the undertaking in which a participating interest is held does not publish annual accounts. (see below)</p>	<p>IV-C</p>	<p><u>Organizational structure:</u> If the company is part of a group, a brief description of the group and the company's position within the group, also providing a flow-chart of the group. A listing of the company's significant subsidiaries, including (a) the name and address of the registered office, country of incorporation or residence; (b) the field of activity; (c) the proportion of ownership interest and, if different, proportion of voting power held; (d) the issued capital; (e) the reserves; (f) the profit or loss arising out of ordinary activities, after tax, for the last financial year; (g) any amount still to be paid upon shares held; (h) the amount of dividends received in the course of the last financial year in respect of shares held. The items of information listed above must be given in any event for every undertaking in which the issuer has a direct or indirect participating interest, if the book value of that participating interest represents at least 10% of the capital and reserves or accounts for at least 10% of the net profit or loss of the issuer, or in the case of a group, if the book value of that participating interest represents at least 10% of consolidated net assets or accounts for at least 10% of the consolidated net profit or loss of the group. The items of information listed above need not be given provided that the issuer proves that its holding is of a purely provisional nature. Similarly, the information required above in points (e) and (f) may be omitted where the undertaking in which a participating interest is held does not publish its annual accounts. With the permission of the host country regulator, the information required by (d) to (h) above may be omitted if the annual accounts of the undertakings in which the participating interests are held are consolidated into the group annual accounts or if the value attributable to the interest under the equity method is disclosed in the annual accounts, provided that the omission of the information is not likely to mislead the public with regard to the facts and circumstances, knowledge of which is essential for the assessment of the security in question. With the permission of the host country regulator, the information provided for in points (g) and (h) above may be omitted if such omission does not mislead investors.</p>
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IV-D	<p><u>Property, plants and equipment</u>: information regarding any material tangible fixed assets, <b>including leased properties</b> , and any major encumbrances thereon, including a description of the size <b>and uses of the property</b> ; <b>productive capacity and extent of utilization of the company's facilities</b>; <b>how the assets are held</b>; <b>the products produced</b> ; the location. Description of any environmental issues that may affect the company's utilization of the assets. With regard to any material plans to construct, expand or improve facilities, describe the nature of and reason for the plan, an estimate of the amount of expenditures including the amount of expenditures already paid, a description of the method of financing the activity, the estimated dates of start and completion of the activity, and the increase of production capacity anticipated after completion.</p>	04:01:02	<p>Location and size of the issuer's principal establishments and summary information about real estate owned. Any establishment which accounts for more than 10% of turnover or production shall be considered a principal establishment.</p>	IV-D	<p>Location and size of the issuer's principal establishments and summary information about the real estate owned. Any establishment which accounts for more than 10% of turnover or production shall be considered a principal establishment.</p>
			<p>For mining, extraction of hydrocarbons, quarrying and similar activities in so far as significant, description of deposits, estimate of economically exploitable reserves and expected period of working. Indication of the periods and main terms of concessions and the economic conditions for working them. Indication of the progress of actual working.</p>	IV-D-1	<p>For mining, extraction of hydrocarbons, quarrying and similar activities in so far as significant, description of deposits, estimate of economically exploitable reserves and expected period of working. Indication of the periods and main terms of concessions and the economic conditions for working them. Indication of the progress of actual working.</p>

V	OPERATING AND FINANCIAL REVIEW AND PROSPECTS	04:01:03		V	OPERATING AND FINANCIAL REVIEW AND PROSPECTS
V-A	<p><u>Operating results</u>: significant factors, including unusual or infrequent events or new developments, materially affecting the company's income from operations, indicating the extent to which income was so affected. Describe any other significant component of revenue or expenses necessary to understand the company's results of operations.</p>	04:01:04	<p>Where the information given pursuant th headings 4.1.0 to 4.1.3 has been influenced by exceptional factors, that fact should be mentioned.</p>	V-A	<p><u>Operating results</u>: significant factors, including seasonality of the company's main business, volatility of the company's principal raw materials, marketing channels used by the company, unusual or infrequent events or new developments, materially affecting the company's income from operations, indicating the extent to which income was so affected. Describe any other significant component of revenue or expenses necessary to understand the company's results of operations.</p>
V-A-1	<p><b>To the extent that the financial statements disclose material changes in net sales or revenues, provide a narrative discussion of the extent to which such changes are attributable to changes in prices or to changes in the volume or amounts of products or services being sold or to the introduction of new products or services.</b></p>			V-A-1	<p>To the extent that the financial statements disclose material changes in net sales or revenues, provide a narrative discussion of the extent to which such changes are attributable to changes in prices or to changes in the volume or amounts of products or services being sold or to the introduction of new products or services.</p>

V-A-2	<p>Describe <u>the impact of inflation</u> if material. If the currency in which financial statements are presented is of a country that has experienced hyperinflation, the existence of such inflation, a five year history of the annual rate of inflation and a discussion of the impact of hyperinflation on the company's business shall be disclosed.</p>			V-A-2	<p>Describe <u>the impact of inflation</u> if material. If the currency in which financial statements are presented is of a country that has experienced hyperinflation, the existence of such inflation, a <u>two</u> year history of the annual rate of inflation and a discussion of the impact of hyperinflation on the company's business shall be disclosed.</p>
VA-3	<p>Provide information regarding the <u>impact of foreign currency</u> fluctuations on the company, if material, and the extent to which foreign currency net investments are hedged by currency borrowings and other hedging instruments.</p>			VA-3	<p>Provide information regarding the <u>impact of foreign currency</u> fluctuations on the company, if material, and the extent to which foreign currency net investments are hedged by currency borrowings and other hedging instruments.</p>

V-A-4	Information regarding any governmental economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the company's operations or investments by host country shareholders.			V-A-4	Information regarding any governmental economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the company's operations or investments by host country shareholders.
				V-A-5	In the case of an issuer under prudential supervision, information on its capital requirements, also on consolidated basis.
V-B	Liquidity and capital resources			V-B	Liquidity and capital resources
V-B-1-a)	Information regarding the company's liquidity (both short and long term) including a description of the internal and external sources of liquidity and a brief discussion of any material unused sources of liquidity. Include a statement by the company that, in its opinion, the working capital is sufficient for the company's present requirements, or, if not, how it proposes to provide additional working capital needed.			V-B-1-a)	Information regarding the company's liquidity (both short and long term) including a description of the internal and external sources of liquidity and the indication of any material unused sources of liquidity. Include a statement by the company that, in its opinion, the working capital is sufficient for the company's present requirements, or, if not, how it proposes to provide additional working capital needed.

V-B-1-b)	<p>An evaluation of the sources and amounts of the company's cash flows including the nature and extent of any legal or economic restrictions on the ability of subsidiaries to transfer funds to the company in the form of cash, dividends, loans or advances and the impact such restrictions have had or are expected to have on the ability of the company to meet its cash obligations.</p>			V-B-1-b)	<p>To the extent necessary for an understanding of the issuer's financial condition an evaluation of the sources and amounts of the company's cash flows including the nature and extent of any legal or economic restrictions on the ability of subsidiaries to transfer funds to the company in the form of cash, dividends, loans or advances and the impact such restrictions have had or are expected to have on the ability of the company to meet its cash obligations.</p>
V-B-1-c)	<p>information on the level of borrowings at the end of the period under review, the seasonality of borrowing requirements and the maturity profile of borrowings and committed borrowing facilities, with a description of any restrictions on their use.</p>	05:01:04	<p>Indication as at the most recent date possible which must be stated of the following, if material:  - the total amount of any loan capital outstanding, distinguishing between loans guaranteed (by the provision of security or otherwise, by the issuer or by third parties) and loans not guaranteed, - the total amount of all other borrowings and indebtedness in the nature of borrowing, distinguishing between guaranteed and unguaranteed borrowings and debts, - the total amount of any contingent liabilities. An appropriate negative statement shall be given, where relevant, in the absence of any loan capital, borrowings and indebtedness and contingent liabilities. If the issuer prepares consolidated annual accounts, the principles laid down in heading 5.1.1. shall apply. As a general rule, no account should be taken of liabilities between undertakings within the same group, a statement to that effect being made if necessary.</p>	V-B-1-c)	<p>Information on the level of borrowings at the end of the period under review, the seasonality of borrowing requirements and the maturity profile of borrowings and committed borrowing facilities, with a description of any restrictions on their use.</p>

V-B-2	<p>Information regarding the type of financial instruments used, the maturity profile of debt, currency and interest rate structure. The discussion should also include funding and treasury policies and objectives in terms of the manner in which treasury activities are controlled, the currencies in which cash and cash equivalents are held, the extent to which borrowings are at fixed rates, and the use of financial instruments for hedging purposes.</p>			V-B-2	<p>Information regarding the type of financial instruments used, the maturity profile of debt, currency and interest rate structure. The discussion should also include funding and treasury policies and objectives in terms of the manner in which treasury activities are controlled, the currencies in which cash and cash equivalents are held, the extent to which borrowings are at fixed rates, and the use of financial instruments for hedging purposes.</p>
V-B-3	<p>Information regarding the company's material commitments for capital expenditures as of the end of the latest financial yr and any subsequent interim period and an indication of the general purpose of such commitments and the anticipated sources of funds needed to fulfill such commitments.</p>	04:04:02	(see above, beside IOSCO standard IV-A-6)	V-B-3	<p>Information regarding the company's material commitments for capital expenditures as of the end of the latest financial yr and any subsequent interim period and an indication of the general purpose of such commitments and the anticipated sources of funds needed to fulfill such commitments.</p>
V-C	<p><u>Research and development, patents and licences, etc.</u>: a description of the company's research and development policies for the last 3 yrs, where it is significant, including the amount spent during each of the last 3 financial yrs on company-sponsored research and development activities.</p>			V-C	<p><u>Research and development, patents and licences, etc.</u>: a description of the company's research and development policies for the last 2 yrs, where it is significant, including the amount spent during each of the last 2 financial yrs on company-sponsored research and development activities.</p>

V-D	<p><u>Trend information</u>: identification of the most significant recent trends in production, sales and inventory, the state of the order book and costs and selling prices since the latest financial yr. <b>The company also should discuss, for at least the current financial yr., any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the company's net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.</b></p>	7.01.00 7.02.00	<p>-Except in the event of a derogation granted by the competent authorities, general information on the trend of the issuer's business since the end of the financial yr to which the last published annual accounts relate, in particular: the most significant recent trends in production, sales and stocks and the state of the order book; recent trends in costs and selling prices. -Except in the event of a derogation granted by the competent authorities, information on the issuer's prospects for at least the current financial year.</p>	V-D	<p><u>Trend information</u>: identification of the most significant recent trends in production, sales and inventory, the state of the order book and costs and selling prices since the latest financial yr. The company also should discuss, for at least the current financial yr., any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the company's net sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition. Except in the event of a derogation granted by the competent authorities, information on the issuer's prospects for at least the current financial year .</p>
VI	<b>DIRECTORS AND EMPLOYEES</b>			VI	<b>DIRECTORS AND EMPLOYEES</b>
VI-A	<u>Directors and senior management</u> : also includes any employees such as scientists or designers upon whose work the company is dependent			VI-A	<u>Directors and senior management</u> : also includes any employees such as scientists or designers upon whose work the company is dependent

VI-A-1	Name, <b>business experience, functions and areas of experience in the company</b>	06:01	Names addresses and functions in the issuing company of the following persons: members of administrative, management and supervisory bodies; partners with unlimited liability, in the case of a limited partnership with a share capital; founders, if the company has been established for fewer than five yrs.	VI-A-1	Name and functions in the company
VI-A-2	Principal business activities performed outside the issuing company (including in the case of directors, other principal directorships)	06:01	indication of the principal activities performed by them outside that company where these are significant with respect to the company.	VI-A-2	Principal business activities performed outside the issuing company (including in the case of directors, other principal directorships). In the case of a partnership with a share capital, disclose the full name, business address and fuction in the group of each director and partner with unlimited liability
VI-A-3	<b>Date of birth or age (if required to be reported in the home country or otherwise publicly disclosed by the company)</b>			VI-A-3	Date of birth or age (if required to be reported in the home country or otherwise publicly disclosed by the company)
VI-A-4	<b>Nature of any family relationship between any of the persons named above</b>			VI-A-4	
VI-A-5	<b>Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to above was selected as a director or member of senior management</b>			VI-A-5	Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to above was selected as a director or member of senior management

VI-B	<u>Compensation</u> : for the last full financial yr and <b>for directors</b> and members of administrative, supervisory or management bodies			VI-B	
VI-B-1	Amount of compensation paid, and benefits in kind granted, to such persons by the company and its subsidiaries for services in all capacities to the company and its subsidiaries by any person. <b>Disclosure of compensation is required on an individual basis unless individual disclosure is not required in the company's home country and is not otherwise publicly disclosed by the company. Also contingent or deferred compensation accrued for the yr, even if compensation is payable at a later date. If any portion of the compensation was paid (a) pursuant to a bonus or profit sharing plan, provide a brief description of the plan and the basis upon which such persons participate in the plan; or (b) in the form of stock options, provide the title, amount of securities covered by the options, the exercise price, the purchase price (if any) and the expiration date of options.</b>			VI-B-1	
VI-B-2	<b>Total amounts set aside or accrued by the company or its subsidiaries to provide pension, retirement or similar benefits.</b>			VI-B-2	
VI-C	<u>Board practices</u> : for the last completed financial yr. ( for the company's directors, members of its administrative, supervisory or management bodies)			VI-C	

VI-C-1	Date of expiration of the current term of office, if applicable, and the period during which the person has served in that office.			VI-C-1	Date of expiration of the current term of office, if applicable, and the period during which the person has served in that office.
VI-C-2	Details of directors' service contracts with the company or any of its subsidiaries providing for benefits upon termination of employment or an appropriate negative statement			VI-C-2	Details of directors' service contracts with the company or any of its subsidiaries providing for benefits upon termination of employment or an appropriate negative statement
VI-C-3	Details relating to the company's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committee operates.			VI-C-3	Details relating to the company's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committee operates.
VI-D	<b>Employees:</b> either the number of employees at the end of the period or the average for the period for each of the past three financial yrs., and changes in such numbers if material. If possible, provide a breakdown of persons employed by main category of activity and geographic location during the most recent full financial yr. Also disclose any significant change in the number of employees and information regarding the relationship between management and labor unions. If the company employs a significant number of temporary employees, include disclosure of the number of temporary employees on an average during the most recent financial yr.			VI-D	<b>Employees:</b> either the number of employees at the end of the period or the average for the period for each of the past three financial yrs., and changes in such numbers if material. If possible, provide a breakdown of persons employed by main category of activity and geographic location during the most recent full financial yr. Also disclose any significant change in the number of employees and information regarding the relationship between management and labor unions. If the company employs a significant number of temporary employees, include disclosure of the number of temporary employees on an average during the most recent financial yr.

VI-E	Share Ownership			VI-E	
VI-E-1	<p><b>With respect to the persons in VI-B provide information as to their share ownership in the company as of the most recent practicable date (including disclosure on an individual basis of the number of shares and percent of shares outstanding of that class, and whether they have different voting rights) held by persons listed and options granted to them on the company's shares. Information regarding options shall include: the title and amount of securities called for by the options, the exercise price, the purchase price, if any, and the expiration date of the options.</b></p>			VI-E-1	
VI-E-2	<p><b>Any arrangements for involving the employees in the capital of the company, including any arrangement that involves the issue or grant of options or shares or securities of the company.</b></p>			VI-E-2	

VII	MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS			VII	MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS
VII- A	<b>Major shareholders:</b> to the extent that the information is known to the company or can be ascertained from public filings, as of the most recent practicable date with references to the number of shares held in the company including shares beneficially owned.			VII- A	<b>Major shareholders:</b> to the extent that the information is known to the company or can be ascertained from public filings, as of the most recent practicable date with references to the number of shares held in the company including shares beneficially owned.
VII- A - 1	Information on shareholders that are beneficial owners of 5% or more of each class of the company's voting securities:			VII- A - 1	Information on shareholders that are beneficial owners of 5% or more of each class of the company's voting securities:
VII-A-1a)	names, number of shares, percentage of outstanding shares of each class owned by each of them as of the most recent practicable date, or an appropriate negative statement if there are no major shareholders;			VII-A-1a)	Names, number of shares, percentage of outstanding shares of each class owned by each of them as of the most recent practicable date, or an appropriate negative statement if there are no major shareholders.
VII-A-1b)	any significant change in the percentage ownership held by any major shareholders during the past 3 yrs.			VII-A-1b)	Any significant change in the percentage ownership held by any major shareholders during the past 3 yrs.

VII-A-1 c)	<b>indication of whether the major shareholders have different voting rights, or an appropriate negative statement.</b>			VII-A-1 c)	Indication of whether the major shareholders have different voting rights, or an appropriate negative statement.
VII- A- 2	<b>Information on the portion of each class of securities held in the host country and the number of record holders in the host country.</b>			VII- A- 2	Information on the portion of each class of securities held in the host country and the number of record holders in the host country.
VII-A-3	<b>To the extent known to the company, state whether the company is directly or indirectly owned or controlled by another corporation(s) , by any foreign government or by any natural or legal persons severally or jointly, and, if so, give the names of such controlling corporations, government or other persons, and briefly describe the nature of such control, including the amount and proportion of capital held giving a right to vote.</b>			VII-A-3	To the extent known to the company, state whether the company is directly or indirectly owned or controlled by another corporation(s) , by any foreign government or by any natural or legal persons severally or jointly, and, if so, give the names of such controlling corporations, government or other persons, and briefly describe the nature of such control, including the amount and proportion of capital held giving a right to vote.
VII-A-4	<b>Any agreements, known to the company, the operation of which may at a subsequent date result in a change in control of the company.</b>			VII-A-4	Any agreements, known to the company, the operation of which may at a subsequent date result in a change in control of the company.

<p>VII-B</p>	<p><b>Related party transactions:</b> for the period since the beginning of the company's preceeding 3 financial yrs. up to the date of the document, with respect to the transactions or loans between the company and a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the company; b) associates; c) individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the company, and close members of any such individual's family; d) key management personnel, that is, those persons having authority and responsibility for planning , directing and controlling the activities of the company, including directors and senior management of companies and close members of such individual' families; and e) entrprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in c) or d) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the company and enterprises that have a member of key management in common with the company. Close members of an individuals family are those that may be expected to influence, or be influenced by, that person in their dealings with the company. An associate is an unconsolidated enterprise in which the company has a significant influence or which has significant influence over the company. Significant influence over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those policies. Shareholders beneficially owning a 10% interest in the voting power of the company are presumed to have a significant influence on the company.</p>			<p>VII-B</p>	<p><b>Related party transactions:</b> for the period since the beginning of the company's preceeding 3 financial yrs. up to the date of the document, with respect to the transactions or loans between the company and a) enterprises that directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the company; b) associates; c) individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the company, and close members of any such individual's family; d) key management personnel, that is, those persons having authority and responsibility for planning , directing and controlling the activities of the company, including directors and senior management of companies and close members of such individual' families; and e) entrprises in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in c) or d) or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the company. Close members of an individuals' family are those that may be expected to influence, or be influenced by, that person in their dealings with the company. An associate is an unconsolidated enterprise in which the company has a significant influence or which has significant influence over the company. Significant influence over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those policies. Shareholders beneficially owning a 10% interest in the voting power of the company are presumed to have a significant influence on the company.</p>
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VII-B-1	<p>The nature and extent of any transaction or presently proposed transactions which are material to the company or the related party, or any transactions that are unusual in their nature or conditions, involving goods services, or tangible or intangible assets, to which the company or any of its parents or subsidiaries was a party.</p>			VII-B-1	<p>The nature and extent of any transaction or presently proposed transactions which are material to the company or the related party, or any transactions that are unusual in their nature or conditions, involving goods services, or tangible or intangible assets, to which the company or any of its parents or subsidiaries was a party.</p>
VII-B-2	<p>The amount of outstanding loans (including guarantees of any kind) made by the company or any of its parents or subsidiaries to or for the benefit of any of the persons listed above. The information given should include the largest amount outstanding during the period covered, the amount outstanding as of the latest practicable date, the nature of the loan and the transaction in which it was incurred, and the interest rate on the loan.</p>			VII-B-2	<p>The amount of outstanding loans (including guarantees of any kind) made by the company or any of its parents or subsidiaries to or for the benefit of any of the persons listed above. The information given should include the largest amount outstanding during the period covered, the amount outstanding as of the latest practicable date, the nature of the loan and the transaction in which it was incurred, and the interest rate on the loan.</p>
VII-C	<p><u>Interests of experts and counsel</u> : if any of the named experts or counselors was employed on a contingent basis, owns an amount of shares in the company or its subsidiaries which is material to that person, or has a material, direct or indirect economic interest in the company or that depends on the success of the offering, provide a brief description of the nature and terms of such contingency or interest.</p>			VII-C	<p><u>Interests of experts and counsel</u>: if any of the named experts or counselors was employed on a contingent basis, owns an amount of shares in the company or its subsidiaries which is material to that person, or has a material, direct or indirect economic interest in the company or that depends on the success of the offering, provide a brief description of the nature and terms of such contingency or interest.</p>

VIII	<b>FINANCIAL INFORMATION</b>			VIII	<b>FINANCIAL INFORMATION</b>  <b>Introduction:</b> If the issuer prepares both own and consolidated annual accounts, <i>unconsolidated accounts may be omitted unless they provide any significant additional information.</i> If the own annual or consolidated accounts do not comply with the European Union directives or with the International Accounting Standards endorsed by IOSCO, more detailed and/or additional information must be given if such accounts do not give a true and fair view of the issuers assets and liabilities, financial position and profit and losses.
VIII-A	Consolidated Statements and other financial information			VIII-A	Consolidated Statements and other financial information
VIII-A-1	The document must contain consolidated financial statements audited by an independent auditor and accompanied by an audit report comprised of: a) balance sheet; b) income statement; c) statement showing either changes in equity other than those arising from capital transactions with owners and distribution to owners; or all changes in equity (including a subtotal of all non-owner movements in equity; d) cash flow statement; e) related notes and schedules required by the comprehensive body of accounting standards pursuant to which the financial statements are prepared; and f) if not included in the primary financial statements, a note analysing the changes in each caption of shareholders' equity presented in the balance sheet.	5.1 5.1.0 5.01.01	Accounts of the issuer: The last two balance sheets and profit and loss accounts drawn up by the issuer set out as a comparative table. The notes on the annual accounts for the last financial year. The draft listing particular must be filed with the competent authorities not more than 18 months after the end of the financial year to which the last annual accounts published relate. The competent authorities may extend that period in exceptional cases.	VIII-A-1	The document must contain consolidated financial statements audited by an independent auditor and accompanied by an audit report comprised of: a) balance sheet; b) income statement; c) statement showing either changes in equity other than those arising from capital transactions with owners and distribution to owners; or all changes in equity (including a subtotal of all non-owner movements in equity; d) cash flow statement; e) related notes and schedules required by the comprehensive body of accounting standards pursuant to which the financial statements are prepared; and f) if not included in the primary financial statements, a note analysing the changes in each caption of shareholders' equity presented in the balance sheet. As far as the list of undertakings included in the consolidation is concerned, it is sufficient to distinguish them by a symbol in the list of undertakings for which details are required in paragraph IV-C.

VIII-A-1		5.01.01	<p>If the issuer prepares consolidated annual accounts only, it shall include those accounts in the listing particulars in accordance with heading 5.1.0. If the issuer prepares both own and consolidated annual accounts, It shall include both sets of accounts in the listing particulars in accordance with heading 5.1.0. However, the competent authorities may allow the issuer to include either the own or the consolidated annual accounts, on condition that the accounts which are not included do not provide any significant additional information.</p>		
VIII- A-1		05:01:05	<p>A table showing the sources and application of funds over the past three financial years,</p>		

VIII- A-1		5.02.00	<p>Individual details listed below relating to the undertakings in which the issuer holds a portion of capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses. The items of information listed below must be given in any event for every undertaking in which the issuer has a direct or indirect participating interest, if the book value of that participating interest represents at least 10% of the capital and reserves or accounts for at least 10% of the net profit or loss of the issuer, or in the case of a group, if the book value of that participating interest represents at least 10% of consolidated net assets or accounts for at least 10% of the consolidated net profit or loss of the group. The items of information listed below need not be given provided that the issuer proves that its holding is of a purely provisional nature. Similarly, the information required under points (e) and (f) may be omitted where the undertaking in which a participating interest is held does not publish its annual accounts.</p>		
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VIII- A-1		<p>Pending coordination of provisions relating to consolidated annual accounts, the Member States may authorize the competent authorities to permit the omission of the information prescribed in points (d) to (h) if the annual accounts of the undertakings in which the participating interests are held are consolidated into the group annual accounts or if the value attributable to the interest under the equity method is disclosed in the annual accounts, provided that in the opinion of the competent authorities, the omission of that information is not likely to mislead the public with regard to the facts and circumstances knowledge of which is essential for the assessment of the security in question; (a) Name and registered office of the undertaking; (b) field of activity; (c) proportion of capital held; (d) issued capital; (e) reserves; (f) profit or loss arising out of ordinary activities, after tax, for the last financial yr; (g) amount still to be paid up on shares held; (h) amount of dividends received in the course of the last financial yr. in respect of shares held.</p>		
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VIII-A-1		<p>05:03 When the listing particulars comprise consolidated annual accounts, disclosure: a) of the consolidation principles applied. These shall be described explicitly where the Member State has no law governing the consolidation of annual accounts or where such principles are not in conformity with such laws or with a generally accepted method in use in the Member State in which the stock exchange on which admission to official listing is requested is situated or operates; b) of the names and registered offices of the undertakings included in the consolidation, where that information is important for the purpose of assessing the assets and liabilities, the financial position and the profits and losses of the issuer. It is sufficient to distinguish them by a sign in the list of companies for which details are required in heading 5.2.; c) for each of the undertakings referred to in (b): - the total proportion of third-party interests, if annual accounts are consolidated globally, - the proportion of the consolidation calculated on the basis of interests, if consolidation has been effected on a pro rata basis.</p>		
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VIII-A-2	The document should include comparative financial statements that cover the latest three financial yrs., audited in accordance with a comprehensive body of auditing standards.			<p>VIII-A-2</p> <p>The document should include comparative financial statements that cover the latest two financial yrs. (or such shorter period that the company has been in operation), audited in accordance with a comprehensive body of auditing standards.</p> <p><i>When there have been material changes in the company's group structure or accounting policies, the comparative financial statements must be provided also on a restated basis for the financial periods for which the adjustments have been provided according to the home country rules.</i></p> <p><b><u>When any significant gross change has recently taken place to the group structure or business of the issuer, including any acquisition or disposal, pro forma financial information shall also be presented in the prospectus. Pro forma financial information shall be prepared consistently with the proposal made by the Fesco's working group on pro-forma information and examined by auditors.</u></b></p>
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VIII-A-3	The audit report(s) must cover each of the periods for which these international disclosure standards require audited financial statements. If the auditors have refused to provide a report on the annual accounts or if the reports contain qualifications or disclaimers, such refusal or such qualifications or disclaimers shall be reproduced in full and the reasons given, so the host country securities' regulator can determine whether or not to accept the financial statements. Include an indication of any other information in the document which has been audited by the auditors.	01:03	Statement that the annual accounts have been audited. If audit reports on the annual accounts have been refused or such qualifications must be reproduced in full and the reasons given. Indication of other information in the listing particulars which has been audited by the auditors.	VIII-A-3	The audit report(s) must cover each of the periods for which these standards require audited financial statements. If the auditors have refused to provide a report on the annual accounts or if the reports contain qualifications or disclaimers, such refusal or such qualifications or disclaimers shall be reproduced in full and the reasons given, so the host country securities' regulator can determine whether or not to accept the financial statements. Include an indication of any other information in the document which has been audited by the auditors.
VIII-A-4	The last yr. of audited financial statements <b>may not be older than 15 months at the time of the offering or listing provided</b> , however, that in the case of the company's initial public offering, <b>unless the host country regulator permits otherwise, the audited financial statements also shall be as of a date not older than 12 months at the time the document is filed. In such cases, the audited financial statements may cover a period of less than a full yr.</b>	05:01:01	If the issuer prepares consolidated annual accounts only, it shall include those accounts in the listing particulars in accordance with heading 5.1.0. If the issuer prepares both own and consolidated annual accounts, It shall include both sets of accounts in the listing particulars in accordance with heading 5.1.0. However, the competent authorities may allow the issuer to include either the own or the consolidated annual accounts, on condition that the accounts which are not included do not provide any significant additional information.	VIII-A-4	The last yr. of audited financial statements may not be older than 12 months at the time of the offering or listing provided

VIII-A-5	<p>If the document is dated more than 9 months after the end of the last audited financial yr., it should contain consolidated interim financial statements which may be unaudited (in which case the fact should be stated) covering at least the first 6 months of the financial yr.. <b>The interim financial statements should include a balance sheet, income statement, cash flow statement and a 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 sub total of all non-owner movements in equity). Each of these statements may be in condensed form as long as it contains the measure line items from the latest audited financial statements and includes the major components of assets, liabilities and equity (in the case of the balance sheet); income and expenses (in the case of the income statement) and the major subtotals of cash flows (in the case of the cash flow statement). The interim financial statements should include comparative statements for the same period in the prior financial yr, except that the requirement for comparative balance sheet information may be satisfied by presenting the yr. and the balance sheet. If not included in the primary financial statements a note should be provided analysing the changes in each caption of shareholders' equity presented in the balance sheet. The interim financial statement should include selected note disclosures that will provide an explanation of events and the changes that are significant to an understanding of the changes in financial position and performance of the enterprise since the last annual reporting date. If, at the date of the document, the company has published interim financial statements that cover a more current period than those otherwise required by the standard, the more current interim financial statements must be included in the document. Companies are encouraged, but not required, to have any interim financial statements in the document reviewed by an independent auditor. If such a review has been a copy of the auditor's interim review report must be provided in the document.</b></p>	05:01:02	<p>Where more than nine months have elapsed since the end of the financial year to which the last published own annual and/or consolidated annual accounts relate, an interim financial statement covering at least the first six months shall be included in the listing particulars or appended to them. If the interim financial statement is unaudited, that fact must be stated. Where the issuer prepares consolidated annual accounts, the competent authorities shall decide whether the interim financial statement to be submitted must be consolidated or not. Any significant change which has occurred since the end of the last financial year or the preparation of the aforementioned interim financial statement must be described in a note inserted in or appended to the listing particulars.</p>	VIII-A-5	<p>If the document is dated more than 9 months after the end of the last audited financial yr., it should contain consolidated interim financial statements which may be unaudited (in which case the fact should be stated) covering at least the first 6 months of the financial yr.. The interim financial statements should include a balance sheet, income statement, cash flow statement and a 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 sub total of all non-owner movements in equity).</p> <p>Each of these statements may be in condensed form as long as it contains the measure line items from the latest audited financial statements and includes the major components of assets, liabilities and equity (in the case of the balance sheet); income and expenses (in the case of the income statement) and the major subtotals of cash flows (in the case of the cash flow statement). The interim financial statements should include comparative statements for the same period in the prior financial yr, except that the requirement satisfied by presenting the yr. and the balance sheet. If not included in the primary financial statements a note should be provided analysing the changes in each caption of shareholders' equity presented in the balance sheet.</p> <p>The interim financial statement should include selected note disclosures that will provide an explanation of events and the changes that are significant to an understanding of the changes in financial position and performance of the enterprise since the last annual reporting date. If, at the date of the document, the company has published interim financial statements that cover a more current period than those otherwise required by the standard, the more current interim financial statements must be included in the document. Companies are encouraged, but not required, to have any interim financial statements in the document reviewed by an independent auditor. If such a review has been performed and is referred to in the document, a copy of the auditor's interim review report must be provided in the document.</p>
VIII-A-5		05:01:03	<p>If the own annual or consolidated accounts do not comply with the Council Directives on undertakings' annual accounts and do not give a true and fair view of the issuer's assets and liabilities, financial position and profits and losses, more detailed and/or additional information must be given.</p>	*	<p>[See the "Introduction" to this standard].</p>

VIII-A-6	If the amount of export sales constitutes a significant portion of the company's total sales volume, provide the total amount of export sales and the percent and amount of export sales in the total amount of sales volume.			VIII-A-6	If the amount of export sales constitutes a significant portion of the company's total sales volume, provide the total amount of export sales and the percent and amount of export sales in the total amount of sales volume.
VIII-A-7	Provide information on any legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings and those involving any third party, which may have, or have had in the recent past, significant effects on the company's financial position or profitability. This includes governmental proceedings pending or known to be contemplated.	04:03	Information on any legal or arbitration proceedings which may have or have had a significant effect on the issuer's financial position in the recent past.	VIII-A-7	Provide information on any legal or arbitration proceedings, including those relating to bankruptcy, receivership or similar proceedings and those involving any third party, which may have, or have had in the recent past, significant effects on the company's financial position or profitability. This includes governmental proceedings pending or known to be contemplated.
VIII-A-8	Describe the company's policy on dividend distributions.			VIII-A-8	Describe the company's policy on dividend distributions <i>[only when this item of information has not been already provided in paragraph IV-B-2]</i>
VIII		05:04	Where the issuer is a dominant undertaking forming a group with one or more dependent undertakings, the details provided for in Chapters 4 and 7 shall be given for that issuer and group. The competent authorities may permit the provision of that information for the issuer alone or for the group alone, provided that the details which are not provided are not material.		
		05:05	In certain information provided for under Schedule B is given in the annual accounts provided in accordance with this Chapter, it need not be repeated.		

VIII-B	<p><u>Significant changes:</u> disclose whether or not any significant change has occurred since the date of the annual financial statements, and/or since the date of the most recent interim financial statements, if any, included in the document.</p>	05:01:02	<p>(...) Any significant change which has occurred since the end of the last financial year or the preparation of the aforementioned interim financial statement must be described in a note inserted in or appended to the listing particulars.</p>	VIII-B	<p><u>Significant changes:</u> disclose whether or not any significant change has occurred since the date of the annual financial statements, and/or since the date of the most recent interim financial statements, if any, included in the document.</p>
		05:01:04	<p>Indication as at the most recent date possible (which must be stated) of the following, if material:</p> <ul style="list-style-type: none"> <li>- the total amount of any loan capital outstanding, distinguishing between loans guaranteed (by the provision of security or otherwise, by the issuer or by third parties) and loans not guaranteed,</li> <li>- the total amount of all other borrowings and indebtedness in the nature of borrowing, distinguishing between guaranteed and unguaranteed borrowings and debts,</li> <li>- the total amount of any contingent liabilities.</li> </ul> <p>An appropriate negative statement shall be given, where relevant, in the absence of any such loan capital, borrowings and indebtedness and contingent liabilities.</p> <p>If the issuer prepares consolidated annual accounts, the principles laid down in heading 5.1.1. shall apply.</p> <p>between undertakings within the same group, a s to that effect being made if necessary.</p>	VIII-B-4	<p><b><i>(this disclosure is already in paragraph 3.B)</i></b></p>

IX	THE OFFER AND LISTING			IX	THE OFFER AND LISTING
IX-A	Offer and listing details			IX-A	Offer and listing details
		02:01	Conditions of the loan:	IX-A 1	Conditions of the loan:
		02:01:00	The nominal amount of the loan; if the amount is not fixed, a statement to this effect should be made. The nature, number and numbering of the debt securities and the denominations	IX-A -1 a)	The nominal amount of the loan; if the amount is not fixed, a statement to this effect should be made. The nature, number and numbering of the debt securities and the denominations
		02:01:01	Except in the case of continuous issues, the issue and redemption prices and the nominal interest rate; if several interest rates are provided for, an indication of the conditions for changes in the rate	IX -A 1 b)	Except in the case of continuous issues, the issue and redemption prices and the nominal interest rate; if several interest rates are provided for, an indication of the conditions for changes in the rate
		02:01:02	Procedures for the allocation of any other advantages; the method of calculating such advantages.	IX-A-1 c)	Procedures for the allocation of any other advantages; the method of calculating such advantages
		02:01:04	Arrangements for the amortization of the loan, including the repayment procedures.	IX-A-1 d)	Arrangements for the amortization of the loan, including the repayment procedures
		02:01:06	Currency of the loan; if the loan is denominated in units of account, the contractual terms of these; currency option.	IX-A-1 e)	Currency of the loan; if the loan is denominated in units of account, the contractual terms of these; currency option

		02:01:07	Time limits: (a) period of the loan and any interim due dates; (b) the date from which interest becomes payable and the due dates for interest; (c) the time limit on the validity of claims to interest and repayment of principal.	IX-A-1 f)	Time limits: (a) period of the loan and any interim due dates; (b) the date from which interest becomes payable and the due dates for interest; (c) the time limit on the validity of claims to interest and repayment of principal.
		02:01:08	Except in the case of continuous issues, an indication of yield. The method whereby that yield is calculated shall be described in summary form.	IX-A 1 g)	Except in the case of continuous issues, an indication of yield. The method whereby that yield is calculated shall be described in summary form.
		02:02:01	Nature and scope of guarantees, sureties and commitments intended to ensure that a the loan will be duly serviced as regards both the repayment of the debt securities and the repayment of interest. Indication of the places where the public may have access to the contracts relating to these guarantees, sureties and commitments.	IX -A-2	Nature and scope of guarantees, sureties and commitments intended to ensure that a the loan will be duly serviced as regards both the repayment of the debt securities and the repayment of interest. Indication of the places where the public may have access to the contracts relating to these guarantees, sureties and commitments.
		02:02:02	Organization of trustees or of any other representation for the body of debt security holders. Name and function and description and head office of the representative of the debt security holders, the main conditions of such representation and in particular the conditions under which the representative may be replaced. Indication of where the public may have access to the contracts relating to these forms of representation.	IX-A- 3	Organization of trustees or of any other representation for the body of debt security holders. Name and function and description and head office of the representative of the debt security holders, the main conditions of such representation and in particular the conditions under which the representative may be replaced. Indication of where the public may have access to the contracts relating to these forms of representation.

		02:02:04	Indication of the legislation under which the debt securities have been created and of the courts competent in the event of litigation.	IX -A-4	Indication of the legislation under which the debt securities have been created and of the courts competent in the event of litigation.
IX-A-1	Indicate the expected price at which the securities will be offered <b>or the method of determining the price, and the amount of any expenses specifically charged to the subscriber or purchaser.</b>	02:04:01	Offer price	IX - A-5	Indicate the expected price at which the securities will be offered or the method of determining the price, and the amount of any expenses specifically charged to the subscriber or purchaser.
IX-A-2	<b>If there is not an established market for the securities the document shall contain information regarding the manner of determination of the offering price as well as of the exercise price of warrants and the conversion price of convertible securities, including who established the price or who is formally responsible for the determination of the price, the various factors considered in such determination and the parameters and elements used as a basis for establishing the price.</b>			IX-A-6	

IX-A-3	<p>If the company's shareholders have pre-emptive purchase rights <b>and where the exercise of the right of pre-emption of shareholders is restricted or withdrawn the company shall indicate the basis for the issue price if the issue is for cash, together with the reasons for such restriction or withdrawal and the beneficiaries of such restriction or withdrawal if intended to benefit specific persons.</b></p>	02:04:00	<p>The procedure for the exercise of any right of pre-emption; the negotiability of subscription rights; the treatment of subscription rights not exercised.</p>	IX - A - 7	<p>If the company's shareholders have pre-emptive purchase rights and where the exercise of the right of pre-emption of shareholders is restricted or withdrawn the company shall indicate the basis for the issue price if the issue is for cash, together with the reasons for such restriction or withdrawal and the beneficiaries of such restriction or withdrawal if intended to benefit specific persons</p>
IX-A-4	<p>Information regarding the price history of the stock to be offered or listed shall be disclosed as follows: a) for the 5 most recent full financial yrs.: the annual high and low market prices; b) for the 2 most recent full financial yrs and any subsequent period: the high and low market prices for each full financial quarter; c) for the most recent 6 months: the high and low market prices for each month; d) for pre-emptive issues the market prices for the first trading day in the most recent 6 months, for the last trading day before the announcement of the offering and (if different) for the latest practicable date prior to publication of the document. Information shall be given with respect to the market price in the host market and the principal trading market outside the host market. If significant trading suspensions occurred in the prior 3 yrs., they shall be disclosed. If the securities are not regularly traded in an organized market, information shall be given about any lack of liquidity.</p>				

IX-A-5	State the type and class of the securities being offered or listed and furnish the following information: a) indicate whether the shares are registered shares or bearer shares and provide the number of shares to be issued and to be made available to the market for each kind of share. The nominal par or equivalent value should be given on a per share basis and, where applicable, a statement of the minimum offer price. Describe the coupons attached if applicable; b) describe arrangements for transfer and any restrictions on the free transferability of the shares.	2.02.05 2.02.00 2.02.06	-Indication as to whether the debt securities are registered or bearer -Type of operation and amount thereof. Number of debt securities which have been or will be created and/or issued, if predetermined. -Any restrictions on the free transferability of the debt securities.	IX-A - 8	State the type and class of the securities being offered or listed and furnish the following information: a) indicate whether the securities are registered or bearer ones and provide the number of securities to be issued and to be made available to the market for each kind of security. The nominal par or equivalent value should be given on a per security basis and, where applicable, a statement of the minimum offer price. Describe the coupons attached if applicable; b) describe arrangements for transfer and any restrictions on the free transferability of the securities.
IX-A-6	If the rights evidenced by the securities being offered or listed are or may be materially limited or qualified by the rights evidenced by any other class of securities or by the provisions of any contract or other documents, include information regarding such limitation or qualification or its effect on the rights evidenced by the securities to be listed or offered.	02:02:03	Mention of clauses subordinating the loan to other debts of the issuer already contracted or to be contracted.	IX - A - 9	If the rights evidenced by the securities being offered or listed are or may be materially limited or qualified by the rights evidenced by any other class of securities or by the provisions of any contract or other documents, include information regarding such limitation or qualification or its effect on the rights evidenced by the securities to be listed or offered.
IX-A-7a)	With respect to securities other than common or ordinary shares to be listed or offered outline briefly the rights evidenced thereby. If subscription warrants or rights are to be listed or offered state: the title and amount of securities called for; the amount of warrants or rights outstanding; provisions for changes to or adjustments in the exercise price; the period during which and the price at which the warrants or rights are exercisable; and any other material terms of such warrants or rights.				

IX-A-7b)	Where convertible securities or stock purchase warrants to be listed or offered are subject to redemption or call, the description of the conversion terms of the securities or material terms of the warrants shall include whether the right to convert or purchase the securities will be forfeited unless it is exercised before the date specified in the notice of redemption or call; the expiration or termination date of the warrants; the kind, frequency and timing of notice of the redemption or call, including where the notice will be published; and, in the case of bearer securities, that investors are responsible for making arrangements to prevent loss of the right to convert or purchase in the event of redemption or call.				
IX-B	Plan of distribution			IX-B	Plan of distribution
IX-B-1	The names and addresses of the entities underwriting or guaranteeing the offering.	02:03:01	Names, addresses and description of the natural or legal persons underwriting or guaranteeing the issue for the issuer. Where not all of the issue is underwritten or guaranteed, a statement of the portion not covered.	IX-B-1	The names and addresses of the entities underwriting or guaranteeing the offering. Where not all of the issue is underwritten or guaranteed, a statement of the portion not covered.
IX-B-2	To the extent known to the company, indicate whether major shareholders, directors or members of the company's management, supervisory or administrative bodies intended to subscribe in the offering, or whether any person intends to subscribe for more than five per cent of the offering.			IX-B-2	To the extent known to the company, indicate whether major shareholders, directors or members of the company's management, supervisory or administrative bodies intended to subscribe in the offering, or whether any person intends to subscribe for more than five per cent of the offering.

IX-B-3	<p><b>Any group of targeted potential investors to whom the securities are offered.</b> If the offering is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche.</p>	02:03:02	If the public or private issue or placing were or are being made simultaneously on the markets of two or more States and if a tranche has been or is being reserved for certain of these, indication of any such tranche.	IX-B-3	Any group of targeted potential investors to whom the securities are offered. If the offering is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain of these, indicate any such tranche
IX-B-4	If securities are reserved for allocation to any group of targeted investors, including, for example, offerings to existing shareholders, directors, or employees or past employees of the company or its subsidiaries, provide details of these and any other preferential arrangements.			IX-B-4	If securities are reserved for allocation to any group of targeted investors, including, for example, offerings to existing shareholders, directors, or employees or past employees of the company or its subsidiaries, provide details of these and any other preferential arrangements.
IX-B-5	Indicate whether the amount of the offering could be increased, such as by the exercise of an underwriter's overallotment option or greenshoe, and by how much.				
IX-B-6	Indicate the amount, and outline briefly the plan of distribution, of any securities that are to be offered otherwise than through underwriters,. If the securities are to be offered through the selling efforts of brokers or dealers, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify the brokers or dealers that will participate in the offering and state the amount to be offered through each.	2.04.03 2.04.04	-Indication of the financial organizations responsible for receiving the public's subscriptions. -Reference, where necessary, to the fact that the subscriptions may be reduced.	IX-B-5	Indicate the amount, and outline briefly the plan of distribution, of any securities that are to be offered otherwise than through underwriters. If the securities are to be offered through the selling efforts of brokers or dealers, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify the brokers or dealers that will participate in the offering and state the amount to be offered through each.

IX-B-7	If the securities are to be offered in connection with the writing of exchange traded call options, describe briefly such transactions.				
IX-B-8	If simultaneously or almost simultaneously with the creation of shares for which admission to official listing is being sought shares of the same class are subscribed for or placed privately or if shares of other classes are created for public or private placing, details are to be given of the nature of such operations and of the number and characteristics of the shares to which they relate.			IX -B-6	If simultaneously or almost simultaneously with the creation of debt securities for which admission to a regulated market is being sought securities of the same class are subscribed for or placed privately or if securities of other classes are created for public or private placing, details are to be given of the nature of such operations and of the number and characteristics of the securities to which they relate.
IX-B-9	Unless otherwise described under the response to item X.C Material Contracts, describe the features of underwriting relationships together with the amount of securities being underwritten by each underwriter in privity of contract with the company or selling shareholders. The foregoing information should include a statement as to whether the underwriters are or will be committed to take and to pay for all of the securities if any are taken, or whether it is an agency or the type of best efforts arrangement under which the underwriters are required to take and to pay for only such securities as they may sell to the public.			IX-B-7	Unless otherwise described under the response to item X.C Material Contracts, describe the features of underwriting relationships together with the amount of securities being underwritten by each underwriter in privity of contract with the company or selling persons. The foregoing information should include a statement as to whether the underwriters are or will be committed to take and to pay for all of the securities if any are taken, or whether it is an agency or the type of best efforts arrangement under which the underwriters are required to take and to pay for only such securities as they may sell to the public.

IX-B-10	If any underwriter or other financial advisor has a material relationship with the company, describe the nature and terms of such relationship.			IX-B-8	If any underwriter or other financial advisor has a material relationship with the company, describe the nature and terms of such relationship.
				IX-B.9	Disclosure on the rating assigned to the debt securities to be offered or listed by rating agencies and/or commercial bank lenders pointing out the name of the rating organization whose rating is disclosed. A negative statement is required if it doesn't exist.
IX-C	<u>Markets</u> : disclose all stock exchanges and other regulated markets on which the securities to be offered or listed are traded. When an application for admission to any exchange and/or regulated market is being sought, this must be mentioned, without creating the impression that the listing necessarily will be approved. If known, the dates on which the shares will be listed and dealt in should be given .	2.03.03 2.03.04 2.03.00	-If debt securities of the same class are already listed on one or more stock exchanges, indication of these stock exchanges. -If debt securities of the same class have not yet been admitted to official listing but are dealt in one or more other markets which are subject to regulation, are in regular operation and are recognized and open, indication of such markets. - The stock exchanges where admission to official listing is, or will be, sought.	IX-C	Markets: disclose all stock exchanges and other regulated markets on which the securities to be offered or listed are traded. When an application for admission to any exchange and/or regulated market is being sought, this must be mentioned, without creating the impression that the listing necessarily will be approved. If known, the dates on which the shares will be listed and dealt in should be given .
IX-D	Selling shareholders			IX-D	Selling persons

IX-D-1	<p>The name and address of the person or entity offering to sell the shares, the nature of any position office or other material relationship that the selling shareholder has had within the past three yrs. with the company or any of its predecessors or affiliates.</p>			IX-D-1	<p>The name and address of the person or entity offering to sell the debt securities, the nature of any position office or other material relationship that the selling persons has had within the past three yrs. with the company or any of its predecessors or affiliates.</p>
IX-D-2	<p>The number and class of securities being offered by each of the selling shareholders, and the percentage of the existing equity capital. The amount and percentage of the securities for each particular type of securities beneficially held by the selling shareholder before and immediately after the offering shall be specified.</p>				
IX-E	Dilution				
IX-E-1	<p>Where there is a substantial disparity between the public offering price and the effective cash cost to directors or senior management, or affiliated persons, of equity securities acquired by them in transactions during the past five yrs , or which have the right to acquire, include a comparison of the public contribution in the proposed public offering and the effective cash contributions of such persons.</p>				

IX-E-2	Disclose the amount and percentage of immediate dilution resulting from the offering, computed as the difference between the offering price per share and the net book value per share for the equivalent class of security, as of the latest balance sheet date.				
IX-E-3	In the case of a subscription offering to existing shareholders, disclose the amount and percentage of immediate dilution if they do not subscribe the new offering.				
IX-F-1	Expenses of the issue			IX-E-1	Expenses of the issue
IX-F-2	<b>The total amount of the discounts or commissions agreed upon by the underwriters or other placement or selling agents and the company or offeror shall be disclosed, as well as the percentage such commissions represent of the total amount of the offering and the amount of discounts or commissions per share.</b>			IX-E-2	The total amount of the discounts or commissions agreed upon by the underwriters or other placement or selling agents and the company or offeror shall be disclosed, as well as the percentage such commissions represent of the total amount of the offering and the amount of discounts or commissions per security.
X	<b>ADDITIONAL INFORMATION</b>			X	<b>ADDITIONAL INFORMATION</b>

X-A-1	<p><u>Share capital:</u> The amount of share capital and, for each class of share capital: a) the number of shares authorized; b) the number of shares issued and fully paid and issued but not fully paid; c) the par value per share, or that the shares have no par value; and d) a reconciliation of the number of shares outstanding at the beginning and end of the year. If more ten per cent of capital has been paid for with assets other than cash within the past five years, that fact should be stated.</p>	03:02:00	<p>The amount of the issued capital and the number and classes of the securities of which it is composed with details of their principal characteristics. The part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of securities not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.</p>	X-A-1	<p>The amount of share capital and, for each class of share capital: a) the number of shares authorized; b) the number of shares issued and fully paid and issued but not fully paid; c) the par value per share, or that the shares have no par value; and d) a reconciliation of the number of shares outstanding at the beginning and end of the year. If more ten per cent of capital has been paid for with assets other than cash within the past 3 years, that fact should be stated.</p>
X-A-2	<p>If there are shares not representing capital, the number and main characteristics of such shares shall be stated</p>			X-A-2	
X-A-3	<p>Indicate the number, book value and face value of shares in the company held by or on behalf of the company itself or by subsidiaries of the company.</p>	03:02:03	<p>Number, book value and nominal value or, in the absence of a nominal value, the accounting par value of any of its own shares which the issuer or another company in which the issuer has a direct or indirect holding of more than 50% has acquired and is holding, if such securities do not appear as a separate item on the balance sheet, in so far as they represent a significant part of the issued capital.</p>	X-A-3	<p>Indicate the number, book value and face value of shares in the company held by or on behalf of the company itself or by subsidiaries of the company, if such securities do not appear as a separate item on the balance sheet, in so far as they represent a significant part of the issued capital.</p>

X-A-4	<p>Where there is authorized but unissued capital or undertaking to increase the capital, for example, in connection with warrants, convertible obligations or their outstanding equity-linked securities, or subscription rights granted, indicate: (i) the amount of outstanding equity linked securities and of such authorized capital or capital increased and, where appropriate, the duration of the authorization; (ii) categories of persons having preferential subscription rights for such additional portions of capital; (iii) the terms, arrangements and procedures for the shares issued corresponding to such portions.</p>	03:02:01	<p>The amount of any convertible debt securities, exchangeable debt securities or debt securities with warrants, with an indication of the conditions governing and the procedures for conversion exchange or subscription.</p>	X-A-4	<p>Where there is authorized but unissued capital or undertaking to increase the capital, for example, in connection with warrants, convertible obligations or their outstanding equity-linked securities, or subscription rights granted, indicate: (i) the amount of outstanding equity linked securities and of such authorized capital or capital increased and, where appropriate, the duration of the authorization; (ii) categories of persons having preferential subscription rights for such additional portions of capital; (iii) the terms, arrangements and procedures for the shares issued corresponding to such portions.</p>
X-A-5	<p>The persons to whom any capital of any member of the group is under option or agreed conditionally or unconditionally to be put under option, including the title and the amount of securities covered by the options; the exercise price; the purchase price, if any; the expiration date of the options, or an appropriate negative statement. Where options have been granted or agreed to be granted to all the holders of shares or debt securities, or of any class thereof, or to employees under an employees' share scheme, it will be sufficient so far as the names are concerned, to record that fact without giving names.</p>			X-A-5	

X-A-6	A history of share capital of the last three yrs identifying the events during such period which have changed the amount of the issued capital and/or the number and classes of shares of which it is composed, together a description of changes in voting rights attached to various classes of shares during that time. Details should be given of the price and terms of any issue including particulars of consideration where this was other than cash (including information regarding discounts, special terms or installment payments). If there are no such issues, an appropriate negative statement must be made. The reason of any reduction of the amount of capital and the ratio of capital reduction also shall be given.			X-A-6	
X-A-7	An indication of the resolution, authorization and approvals by virtue of which the shares have been or will be created and/or issued, the nature of the issue and amount thereof and the number of shares which have been or will be created and or issued if predetermined.	02:02:00	Indication of the resolutions, authorizations and approvals by virtue of which the debt securities have been or will be created and/or issued.	X-A-Z	<u>An indication of the resolution, authorization and approvals by virtue of which the debt securities have been or will be created and/or issued, the nature of the issue and amount thereof and the number of debt securities which have been or will be created and or issued if predetermined.</u>
X-B-1	<u>Memorandum and articles of association.</u> Indicate the register and the entry number therein, if applicable, and describe the company's objects and purposes and where they can be found in the memorandum and articles.	3.01.04 3.01.03	-Indication of the register and entry number therein. - Indication of the issuer's objects and reference to the clause in the memorandum of association in which they are described.	X-B-1	<u>Memorandum and articles of association.</u> Indicate the register and the entry number therein, if applicable, and describe the company's objects and purposes and where they can be found in the memorandum and article

X-B-2	<p>With respect to directors, provide a summary of any provisions of the company's articles of association or charter and bylaws with respect to: a) a director's power to vote on a proposal, arrangement or contract in which the director is materially interested; b) the directors' power, in the absence of an independent quorum, to vote compensation to themselves or any members of their body; c) borrowing powers exercisable by the directors and how such borrowings powers may be varied; d) retirement or non retirement of directors under an age limit requirement; e) number of shares, if any, required for directors' qualification.</p>				
X-B-3	<p>Describe the rights preferences and restriction attaching to each class of shares including a) dividend rights, including the time limit after which dividend entitlement lapses and an indication of the party in whose favour these entitlement operates; b) voting rights, including whether directors stand for reelection at staggered intervals and the impact of that arrangement where cumulative voting is permitted or required; c) rights to share in the company's profits; d) rights to share in any surplus in the event of liquidation; e) redemption provisions; f) sinking funds provisions; g) liability to further capital calls by the company; and h) any provision discriminating against any existing or prospective holder of such securities as a result of such shareholder owning a substantial number of shares.</p>				
X-B-4	<p>Describe what action is necessary to change the rights of holders of the stock, indicating where the conditions are more significant than is required by law.</p>				

X-B-5	Describe the conditions governing the manner in which annual general meetings and extraordinary general meetings of shareholders are convoked including the conditions of the mission.				
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X-B-6	Describe any limitations on the rights to own securities, including the rights of non-resident or foreign shareholders to hold or exercise voting rights on the securities imposed by foreign law or by the charter or other constituent document of the company or state that there are no limitations if that is the case.				
X-B-7	Describe briefly any provision of the company's articles of association, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the company and that would operate only with respect to a merger, acquisition or corporate restructuring involving the company (or any of its subsidiaries).				
X-B-8	Indicate the bylaw provisions, if any, governing the ownership threshold above which shareholder ownership must be disclosed.				
X-B-9	With respect to items 2 through 8 above, if the law applicable to the company in these areas is significantly different from that in the host country, the effect of the law in these areas should be explained.				

X-B-10	Describe the conditions imposed by the memorandum and articles of association governing changes in the capital, where such conditions are more stringent than is required by law.				
X-C	<u>Material contracts</u> : provide a summary of each material contract other than contracts entered into in the ordinary course of business, to which the company or any member of the group is a party, for the 2 yrs immediately preceding publication of the document, including dates, parties, general nature of the contracts, terms and conditions, and amount of any consideration passing to or from the company or any other member of the group.			X-C	<u>Material Contracts</u> : provide a brief summary of all material contracts that are not entered into in the ordinary course of the issuer's business, which could result in any group member being under an obligation or entitlement that is material to the group's ability to meet its obligation to security holders in respect of the securities being issued and contracts relevant to the transaction in question.
X-D-1	<u>Exchange controls</u> : describe any governmental laws, decrees, regulations or other legislation of the home country of the company which may affect: the import or export of capital, including the availability of cash and cash equivalents for use by the company's group.			X-D-1	<u>Exchange controls</u> : describe any governmental laws, decrees, regulations or other legislation of the home country of the company which may affect: the import or export of capital, including the availability of cash and cash equivalents for use by the company's group.
X-D-2	The remittance of dividends, interest or other payments to non resident holders of the company's securities.			X-D -2	The remittance of interest or other payments to non resident holders of the company's securities

X-E	<p><u>Taxation</u>: provide information regarding taxes (including withholding provisions) to which shareholders in the host country may be subject. Information should be included as to whether the company assumes responsibility for the withholding of tax and at the source and regarding applicable provisions of any reciprocal tax treaties between the home and host countries, or a statement, if applicable, that there are no such treaties.</p>	21:03	<p>Tax on the income from debt securities withheld at source in the country of origin and/or the country of listing. Indication as to whether the issuer assumes responsibility for the withholding of tax at source</p>	X-E	<p><u>Taxation</u>: provide information regarding taxes (including withholding provisions) to which debt securities holders in the host country may be subject. Information should be included as to whether the company assumes responsibility for the withholding of tax at the source and regarding applicable provisions of any reciprocal tax treaties between the home and host countries, or a statement, if applicable, that there are no such treaties.</p>
X-F	<p><u>Dividend and paying agents</u>: Disclose any dividend restrictions, the date on which the entitlement to dividend arises, if known, and any procedures for non resident holders to claim dividends. Identify the financial organizations which, at the time of admission of shares to official listing, are the paying agents of the company in the countries where admission has taken place or is expected to take place.</p>	02:01:05	<p>The financial organizations which at the time of admission to official listing are the paying agents of the issuer in the Member State of admission.</p>		<p>[<i>paying agents are already mentioned in item IV-A-3</i>]</p>
X-G	<p><u>Statement by experts</u>: where a statement or report attributed to a person as an expert is included in the document, provide such persons' name, address and qualifications and a statement to the effect that such statement or report is included, in the form and context in which it is included, with the consent of that person, who has authorized the contents of that part of the document.</p>			X-G	<p><u>Statement by experts</u>: where a statement or report attributed to a person as an expert is included in the document, provide such persons' name, address and qualifications and a statement to the effect that such statement or report is included, in the form and context in which it is included, with the consent of that person, who has authorized the contents of that part of the document.</p>

## ANNEX 2: BUILDING BLOCKS SCHEDULES

<b>A) SCHEDULE REGARDING FINANCIAL INSTRUMENTS, NORMALLY CALLED STRUCTURED BOND AND REVERSE CONVERTIBLE NOTES, HAVING THE FOLLOWING CHARACTERISTICS<sup>(1)</sup></b>
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- 1) Financial Instruments whose principal is guaranteed and remuneration depends, on the basis of mechanisms that are equivalent to taking positions in derivative financial instruments, i) on the value or changes in the value of financial products, interest rates, foreign currencies, commodities and indices; ii) on the occurrence of specified events or conditions.
- 2) Financial instruments whose redemption and/or remuneration depend on mechanisms equivalent to taking positions in derivative financial instruments, on the value or changes in the value of financial products, interest rates, foreign currencies, commodities and indices. Redemption takes place at the choice of the issuer: i) either by delivery of certain listed securities or alternatively, by payment of the cash value of these securities at redemption or a combination of possibilities or ii) by reimbursement of the principal amount received from the investors.

### INFORMATION REGARDING THE ISSUER:

The prospectus should include all information of the annex on Common Schedule for Debt Securities

### INFORMATION REGARDING THE FINANCIAL INSTRUMENTS, THE OFFER AND THE LISTING<sup>(2)</sup>

The prospectus should include:

(see following page)

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<sup>(1)</sup> The broad indication of the characteristics of the financial instruments is not meant to be an endorsement of such a financial instruments with such characteristic because some jurisdictions may not allow the issue of such instruments.

<sup>(2)</sup> The document does not provide an indication of the precise item referred to in the Common schedule on debt securities under wide categories such as Risk factors or Offer statistics etc. This matter has to be dealt with by Fesco.

<b>I</b>	<b>ADDITIONAL WARNINGS FOR INVESTORS</b>
	<p>In addition to risks concerning the issuer provided for in the Common Schedule for debt securities, the prospectus should include:</p> <p>An indication that technically, the product boils down to a combination of an ordinary bond (or the coupon in the case of reverse convertible notes) and the purchase or a sale of derivatives by the issuer and an explanation that the price evaluation needs particular skills.</p> <p>In case of reverse convertible notes, the redeemed value may, depending on the performance of the underlying assets, be substantially lower than the original investment and the loss can amount to as much as the amount of capital invested.</p> <p>An indication of issuer discretion without holder consent, in particular if such a discretion is to the detriment of the rights of the investors.</p> <p>Absence of market maker or limitation regarding the commitments of the market makers.</p> <p>Possible lack of liquidity for the financial instrument involved.</p> <p>Currency risks.</p> <p>Potential conflicts of interests (i.e. with respect to the warrant agent or the market maker).</p> <p>Absence of listing.</p>
<b>II</b>	<b>EXAMPLES</b>
	<p>Issuers provide description of financial instruments including detailed descriptions of the minimum annual net yield and the assumptions on which descriptions are based<sup>3</sup>.</p>
<b>III</b>	<b>INFORMATION ON FINANCIAL INSTRUMENTS</b>
	<p>In addition to the information expected in the Common Schedule for debt securities, regarding the financial instrument, the prospectus should include:</p> <p>A description of the product's structure, distinguishing between the components (i.e. debt and derivative elements) and the holder's rights at maturity attached at its component.</p> <p>A description of the terms and conditions for repayment at final maturity.</p> <p>An indication if early redemption is possible.</p> <p>A description of the circumstances in which terms and conditions would allow adjustments (i.e. what happens if there are changes to the underlying assets; what happens in case of increase of capital and in case of other extraordinary events, etc.) and a description of the body responsible for it.</p> <p>Information concerning price-setting.</p> <p>Information concerning the coupon.</p>
<b>IV</b>	<b>INFORMATION ON UNDERLYING ASSETS</b>
	<p>Include information of points IV B of the Schedule for Warrants</p>

## **FESCO INSTRUCTIONS**

### **I WARNINGS FOR INVESTORS**

A general indication that derivative financial instruments are characterized by a very high degree of risk and that investors might face difficulties to assess them because of the instruments' complexity.

An invitation for investors to conclude transactions in derivative instruments only if they understand the nature and the extent of the exposure of risks they entail. Investors must bear in mind that the complexity of these instruments can more easily result in unsuitable transactions being carried out.

When a transaction has been assessed, the investor and the intermediary must determine whether the investment is appropriate, with special reference to the investor's net assets, investment goals and experience in investing in derivative instruments.

An indication of material differences between minimum annual net yield and interest rate regarding financial instrument with same maturity, issued by «risk free» issuers.

An indication that the premium that the issuer pays or receives for the derivative is calculated into a coupon that in case of selling of the derivative could be higher or into the limitation on the performance of the underlying assets.

### **II EXAMPLES**

Describe the ordinary component of the note and its minimum annual yield net. The same indication should be provided in case of redemption of the loan, before maturity.

Comparison between the minimum annual net interest rate and the yield of financial instruments having the same maturity and similar risk or «risk free». The hypothesis in which the yield of the financial instruments offered could be more convenient, should be described.

Give examples of annual yield calculated at maturity according to various scenarios of the market value of underlying assets at final maturity<sup>4</sup>.

Indication of past performance of the parameters – in graphical form or otherwise –over a period corresponding to at least the maturity of the financial instrument; in any case a period of two years is sufficient, with an indication that the historical trend is not indicative for the future. Moreover an indication of higher and lower prices over the last two years.

### **III INFORMATION ON FINANCIAL INSTRUMENTS**

Where early redemption is possible, the prospectus is required to include:

an indication of the amount to be repaid;  
the manner in which that amount will be calculated (what factors will be taken into account; what portion of the due coupon will be paid; will the total value of the put option be paid; etc.);  
what costs and taxes must be borne by the holders of the instruments.

An indication when and how adjustments would be notified to holders including details of the calculation method used to calculate those adjustments and the consequences of the adjustments to the noteholders.

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<sup>2</sup> Illustration should cover the full range of potential outcomes.

### Information concerning price-setting

Initial and final prices, dates, method of valuation; a clear description of the various factors (dividends, volatility, correlation, interest rate etc.) influencing the value of the financial instruments and of how they do so.

An estimate of the market interest rate of a «similar» bond, though with repayment at par value at expiry.

An explanation of the composition of the coupon.

As estimate of the value of the option at the moment the coupon is determined or the theoretical value of the financial instrument.

A brief explanation of how the said value was calculated, the determining factors in respect thereto, and the manner in which these factors have an influence.

The interest rates that are applied to the said value, taking into account the fact that the payment of the premium on the option is spread over the maturity of the financial instruments.

Where the issuer or another intermediary is a market-maker on the basis of a spread in respect of a calculated value of the financial instrument, a clear description of the content of that commitment (the extent of the spread, how the value of financial instrument is calculated, who calculates the value, for how long is he spread guaranteed, etc.).

AN INDICATION OF WHERE THE CHANGES IN THE PRICES CAN BE FOUND.

WHERE THE FINANCIAL INSTRUMENTS ARE ALREADY BEING TRADED OR LISTED, THE HISTORIC CHANGES OF THEIR PRICE THEIR PRICE VIS-À-VIS THAT OF THE UNDERLYING ASSETS.

Where admission of the financial instruments to listing is not preceded by a public issue, the following must be specified:

who subscribed warrants at issue price;

that the issue price is not the price at which investors will be able to purchase the warrants, following listing, as such purchase will be at the market price, with the usual costs and taxes.

History of the financial instruments being issued or issued to trading.

**B) SCHEDULE REGARDING FINANCIAL INSTRUMENTS WHICH ARE NORMALLY CALLED  
WARRANT OR COVERED WARRANT HAVING THE FOLLOWING CHARACTERISTICS**

Financial instruments that give the right to buy or to sell a certain quantity of underlying assets, at a predetermined price (or mechanism to determinate the price) on or by the maturity date, or give the right to receive payment in cash in respect of securities, assets, indices or others specified variables.

**INFORMATION REGARDING THE ISSUER:**

The prospectus should include all information of the Annex on Common Schedule for debt securities plus an additional description on the procedures for monitoring risks and an indication of prudential supervision compliance (if any).

**INFORMATION REGARDING THE FINANCIAL INSTRUMENTS, THE OFFER AND THE LISTING:**

The prospectus should include:

(see following page)

<b>I</b>	<b>GENERAL OR SPECIFIC WARNINGS FOR INVESTORS</b>
	<p>In addition to risks concerning the issuer provided for in the Common Schedule for debt securities, the prospectus should include:</p> <p>An indication on risks related on investments in derivative financial instruments and an explanation that the price evaluation needs particular skills.</p> <p>The investor must be fully aware that he can suffer a loss that can amount to as much as the amount of capital invested.</p> <p>An indication of issuer discretion without holder consent, in particular if such a discretion is to the detriment of the rights of the investors.</p> <p>Absence of market maker or limitation regarding the commitments of the market maker.</p> <p>Possible lack of liquidity for the financial instrument involved.</p> <p>Currency risks.</p> <p>Potential conflicts of interests (e.g. with respect to Warrant Agent or the market maker).</p> <p>Absence of listing.</p>
<b>II</b>	<b>EXAMPLES</b>
	<p>Issuers provide descriptions of financial instruments including detailed descriptions of the assumptions on which these descriptions are based<sup>1</sup>.</p>
<b>III</b>	<b>INFORMATION ON LISTING OR ON TRADING OF THE SECURITIES</b>
	<p>Include information provided in point IX-C of common schedule on debt securities.</p> <p>Include information on other trading arrangements, if any.</p> <p>An indication of the commitments by a market maker, if any.</p>
<b>IV</b>	<b>INFORMATION ON FINANCIAL INSTRUMENTS</b>
<b>IVA</b>	<p>Description of the product structure and its features.</p> <p>Indicative premium.</p> <p>Excercise ratios, time limits, conditions and procedures and any changes to the conditions.</p> <p>Calculation, formula and examples of returns, specifying that it is only an illustration.</p> <p>An indication on how o calculate the breakeven point.</p> <p>Information concerning price-setting</p>
<b>IV B</b>	<b>INFORMATION ON UNDERLYING ASSETS</b>
	<p>Description of each type of the underlying assets (financial instruments listed, basket of financial instruments, foreign currencies, interest rates, indexes, commodities, etc).</p>

<sup>1</sup> Illustration should cover the full range of potential outcomes.

	<p>Declaration that material price sensitive information is available and an indication of the manner in which is available and the person responsible for it.</p>
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An indication of the source of the information (e.g. the issuer of the underlying shares)

Methods of tracking and related transparency.

Adjustment rules with relation to events concerning the underlying assets.

## FESCO INSTRUCTIONS

### **I WARNINGS FOR INVESTORS**

A general indication that derivative financial instruments are characterized by a very high degree of risk and that investors might face difficulties to assess them because of the instruments' complexity.

An invitation for investors to conclude transactions in derivative instruments only if they understand the nature and the extent of the exposure of risks they entail. Investors must bear in mind that the complexity of these instruments can more easily result in unsuitable transactions being carried out.

When a transaction has been assessed, the investor and the intermediary must determine whether the investment is appropriate, with special reference to the investor's net assets, investment goals and experience in investing in derivative instruments.

How the warrant's value develops depends on a multiplicity of factors (knowledge about which can be gained from the prospectus) and thus not simply from the evolution of the value of the underlying share.

Risks may concern: buying or selling an option particularly if "deep out of the money"; high volatility of the market; loss of the entire price paid for the option including fees; particular terms and conditions and adjustment terms when extraordinary events occur.

### **II EXAMPLES**

In order to allow the investor to assess the proposed investment, the following information should be provided:

an indication and description of the components which have an influence on the price of warrants (volatility, time decay, value of the underlying asset etc), showing its variability using expected future values of the parameters.

An indication of past performance of the underlying – in graphical form or otherwise – and its volatility over a period corresponding to at least the maturity of the warrants, in any case a period of two years is sufficient, with an indication that the historical trend is not indicative for the future. Moreover an indication of higher and lower prices over the last two years.

### **III INFORMATION ON LISTING OR ON TRADING OF THE SECURITIES**

An indication on commitments, if any, by a market maker to display (and where) continuous bid and offer prices, if any; description of the content of that commitment and, as well as, disclosure of the maximum spread between bid and offer prices and the cases in which the initial maximum spread could be modified.

An indication of the sponsor, if any, according point I-B of Common schedule for debt securities.

Other markets on which the warrants are listed.

Information about other covered warrants listed by the issuer.

## IV INFORMATION ON FINANCIAL INSTRUMENTS

### Description

Features (in tabular form or otherwise) and an indication of the total amount of the issue.

Title

Series

Number of warrants

Underlying asset

Type (put and call)

Style

Maturity date

Exercise price

Code

Multiple or parity (covered ratio)

Denomination currency

Issue price or, for continuous issues, the initial issue price

Trading and exercise lot

Include information provided in points X-A-7, X-E, IX-A-4 of Common schedule for debt securities

Denomination and circulation regime

Maturity, exercise period, procedure and expiry.

Warrant agent and calculation agent.

Any restriction imposed on tradability.

A description of the conditions under which the rights may be amended (what happens if there are changes affecting the underlying assets; what happens in the event of dividend payments on the underlying shares; etc.) and a description of the body responsible for any recalculation of the conditions.

### Information concerning price-setting:

In addition to information provided in IX-A-5 of Common schedule for debt securities, provide a description of the various factors (dividends, volatility, correlation, interest rate etc.) influencing the value of the warrants and how they do so.

An indication of where the changes in the prices can be found.

Where the warrants are already being traded or listed, the historic changes of their price their price vis-à-vis that of the underlying assets.

### Premium

Indicative premiums at a recent date, and the manner in which they were determined and the relative formula. In addition, an indication of the value of the underlying asset and of the volatility at the same date on which the indicative premiums were estimated.

Information on guarantees, if any, as provided for under IX-A-2 of Common schedule for debt securities.

Place of publication of any notices to the holder of the warrants

History of the financial instruments being issued or issued to trading.

Where admission of the warrants to listing is not preceded by a public issue, the following must be specified:

who subscribed warrants at issue price;

that the issue price is not the price at which investors will be able to purchase the warrants, following listing, as such purchase will be at the market price, with the usual costs and taxes.

#### **IV INFORMATION ON UNDERLYING ASSETS**

For each type of underlying assets

Past performance of the underlying – in graphical form or otherwise – and its volatility over a period corresponding to at least the maturity of the warrants, in any case a period of two years is sufficient. An indication that it does not guarantee equal performances in the future. The above-mentioned performance can be disclosed in the web site of the issuer.

The currency in which the underlying assets are quoted and an indication of the conversion rates that may be used and that are objectively determinable and can be consulted

Information concerning the underlying index<sup>2</sup>:

an indication of the sponsor of the index;

definition of the index;

the method of calculating the index;

an indication, as recent as possible, of the composition of the index;

information concerning amendments to the index;

recent stock market data, i.e. for the latest three years: minimum and maximum rates over one year, the date on which they were recorded and mention of the rate on the day closest to the commencement date of the public issue;

mention of where the historic changes of the index can be followed;

mention of the source of the information concerning the index.

Information concerning the underlying exchange rate:

for the latest three years: minimum and maximum rates over one year, the date on which they were recorded and mention of the rate on the day closest to the commencement date of the public issue;

mention of where the historic changes of the exchange rate can be followed;

mention of the source of the information concerning the exchange rate.

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<sup>2</sup> The above information is without prejudice of the description of the underlying asset when different from the above (i.e. shares, interest rate etc.)