

## ADMISSION BOARD COMMUNIQUÉ NO. 1/2008 OF 1 FEBRUARY 2008

### ***Disclosure of shareholdings for issuers whose shares are listed in the «EU-compatible» segment of SWX / Abrogation without replacement of Art. 28 para. 1 AR EU***

*Decision of the Admission Board: 28 December 2007*

*Entry into force: 1 March 2008*

#### I. BACKGROUND

The **Additional Rules for Listing in the «EU-compatible» Segment of SWX** entered into force on 1 July 2005 (AR EU).

On 20 January 2007, Art. 28 AR EU regarding issuers' obligation to disclose shareholdings entered into force as a part of the implementation in the UK of the EU Transparency Directive.

**Art. 28 para. 1 ZR EU** reads as follows:

*"In addition to the requirements of Arts. 20 and 21 of the Federal Act on Stock Exchanges and Securities Trading (SESTA), an issuer incorporated in Switzerland is required to disclose shareholdings in the issuer's Equity Securities which attain, fall below or exceed 15% or 25%, insofar as these shareholdings are known to the issuer."*

This provision was added to the AR EU so that the UK Financial Services Authority (FSA) could recognise the Swiss provisions governing the disclosure of shareholdings as equivalent to the UK's "Disclosure and Transparency Rules" (DTR 5). As a result of this equivalency recognition, the material UK provisions relating to the disclosure of shareholdings ("Major Shareholdings Rules") are not applicable to Swiss companies because the Swiss provisions apply exclusively.

#### II. AMENDMENT OF ART. 20 SESTA

The latest revision of SESTA includes an amendment to Art. 20 para. 1 SESTA, which now incorporates the threshold values of 15% and 25% as indicated in Art. 28 para. 1 AR EU.

The **amended Art. 20 para. 1 SESTA** now reads as follows (unofficial translation):

*"Whoever directly, indirectly or in concert with third parties acquires or sells for their own account shares or purchase or sale rights to the shares of a company incorporated in Switzerland that is at least partially listed on a Swiss exchange, and in so doing reaches, falls below or exceeds a threshold value of 10, 15, 20, 25, 33<sup>1</sup>/<sub>3</sub>, 50 oder 66<sup>2</sup>/<sub>3</sub> % of the given company's voting rights, regardless of whether those rights are exercisable or not, shall be required to report such holdings to the company as well as to the securities exchanges."*

### III. CONSEQUENCES WITH REGARD TO THE LISTING REGULATIONS

Inasmuch as the disclosure obligation under SESTA is also anchored in the **reaching, exceeding or falling below** the additional threshold values of 3%, 15% and 25%, the disclosure obligation for issuers under Art. 28 para. 1 AR EU, according to which issuers are obligated to disclose to SWX shareholdings of 15% and 25% to the extent they are known to the issuer, has become obsolete.

According to the amended Art. 20 para. 1 SESTA, such transactions must be reported to both the company and the Disclosure Office; in this regard, issuers are subject to the same disclosure requirement as already applies today in terms of the threshold values laid down in SESTA.

**The newly introduced SESTA threshold values correspond to those prescribed under UK law.** For that reason, SESTA as of 1 December 2007 has become equivalent in terms of threshold values and **therefore a special regulation in the AR EU is no longer necessary.** Hence the abrogation of Art. 28 para. 1 AR EU has no influence on the FSA's recognition of equivalence, given that the provision has been replaced in full through adoption of the amended Art. 20 para. 1 SESTA.

### IV. AMENDED ART. 28 AR EU

The amended Art. 28 AR EU reads as follows:

*Art. 28 Disclosure of shareholdings* (cancelled)

An issuer conducting transactions in its own securities, and who in so doing attains, falls below or exceeds a prescribed threshold value, must disclose such transactions and the details thereof within four trading days.

Disclosures under paras. 1 and 2 shall be made to the public and to SWX in the same way as disclosures of potentially price-sensitive facts according to Art. 72 LR (ad hoc publicity).

### V. ENTRY INTO FORCE

The amended Art. 28 AR EU shall enter into force on **1 March 2008**.

The amended AR EU will be delivered as a part of the next dispatch of the «Admission of Securities» manual. It can also be accessed immediately via the Internet at: [http://www.swx.com/download/admission/regulation/rules/addrules\\_eu\\_compatible\\_en.pdf](http://www.swx.com/download/admission/regulation/rules/addrules_eu_compatible_en.pdf)

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