

Directive on Disclosure of Management Transactions

(Directive Management Transactions, DMT)

Dated 27 November 2012
Basis Art. 56 LR

I. GENERAL PROVISIONS

Art. 1
Scope of applicability The duty to disclose management transactions applies to all issuers whose equity securities have their primary listing on SIX Swiss Exchange Ltd.

II. DISCLOSURE TO THE ISSUER BY PERSONS SUBJECT TO REPORTING OBLIGATIONS

Art. 2
Persons subject to reporting obligations ¹ In keeping with Art. 56 LR, the members of the board of directors and of the executive committee of an issuer are obliged to report management transactions.

² The issuer is responsible for holding persons subject to reporting obligations to their reporting obligation and for taking action against them should they fail to fulfil their obligations.

Art. 3
Principle of the reporting obligation ¹ An individual is obliged to report a transaction if it has a direct or indirect effect on his/her assets. Transactions whose execution the person subject to the reporting obligation has no possibility to influence are not subject to the reporting obligation. In particular transactions executed within the framework of an asset management agreement are subject to the reporting obligation.

² Furthermore, transactions executed by related parties (legal entities and natural persons), or partnerships, or institutions acting on a fiduciary basis, must be reported if such transactions are carried out under the significant influence of a person who is subject to the reporting obligation. Related parties may include, for example:

1. domestic partners;
2. individuals living in the same household as the person subject to the reporting obligation;

3. legal entities, partnerships and fiduciary institutions, if the person subject to the reporting obligation:
 - a. holds a management position within that entity,
 - b. controls the company directly or indirectly,
 - c. is a beneficiary of this company or institution.

Art. 4
Reportable transactions

- ¹ The reporting obligation covers:
 1. equities or similar shares in an issuer;
 2. conversion, purchase or sale rights that provide for or permit actual delivery with rights as per point 1, or conversion, purchase or sale rights from the issuer;
 3. financial instruments that provide for or permit a cash settlement and other contracts for difference whose performance depends on rights under points 1 or 2.

² Financial instruments under para. 1 point 3, for which less than one third of performance is dependent upon rights under para. 1 points 1 and 2, are not subject to the reporting obligation.

³ An issuer's transactions in its own equity securities or related financial instruments are not subject to the reporting obligation.

Art. 5
Types of reportable transaction

- ¹ The reporting obligation covers the acquisition, disposal and grant (writing) of rights in the sense of Art. 4.
- ² Pledges, usufruct, securities lending, inheritances, gifts and disputes involving marital property are not subject to the reporting obligation.

Art. 6
No reporting obligation for compensatory transactions

¹ No reporting obligation exists if the given transaction takes place on the basis of an employment contract or is part of a compensation scheme and the person subject to the reporting obligation cannot cause such transaction to take place by his/her conscious decision.

² Specifically, this means that the final allocation of rights in accordance with Art. 4 para. 1 is not subject to the reporting obligation.

³ The subsequent exercise or sale of such rights is subject to the reporting obligation, however.

*Art. 7
Commencement of the
reporting obligation*

¹ The reporting obligation arises when the corresponding reportable transaction is concluded, regardless of whether or not it has conditions attached. In the case of transactions settled via an exchange, the reporting obligation arises when the transaction is executed.

² Only one notification is required where several transactions of the same type are made on the same day.

III. ELECTRONIC REPORTING PLATFORM

*Art. 8
Transmission of
notifications via the
electronic reporting
platform*

¹ The issuer passes on the notifications that it receives to SIX Exchange Regulation using the electronic reporting platform that is provided (Art. 3 para. 9 LR and Directive Electronic Reporting and Publication Platforms (DERP)).

² In fulfilling its obligation to report, by submitting a notification the issuer authorises SIX Swiss Exchange to store the information reported in accordance with Art. 56 para. 2 LR in a database for a period of four years, and to make the information indicated in Art. 56 para. 5 LR available to the public by means of a remote access mechanism (SIX Exchange Regulation website) for a period of three years.

³ SIX Swiss Exchange Regulation will handle requests for information searches in the database.

See also:

- Directive Electronic Reporting and Publication Platforms (DERP)

IV. SANCTIONS

*Art. 9
Sanctions*

Violations of the provisions of this Directive may be punished in accordance with Art. 60 LR.

V. FINAL PROVISION

*Art. 10
Entry into force*

This Directive enters into force on 1 April 2013 and replaces the Directive on Disclosure of Management Transactions dated 12 November 2010.