

Scheme C - Real Estate Companies

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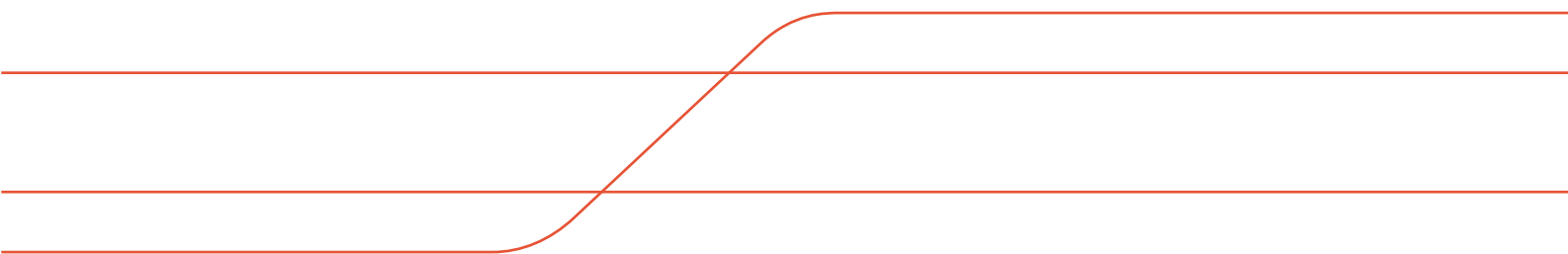


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1 Risk factors

- Presentation in a prominent place (under a specific "Risk factors" heading) of the risk factors that are of key importance in assessing the market risk attached to the issuer, its sector and the securities that are being offered and/or are to be admitted to trading.

2 Information about the issuer¹

The listing prospectus must contain the following information about the issuer and its capital:

2.1 General information

2.1.1 Name, registered office, location

- Name, registered office and location of the head office, if different from the registered office, stating the address of each.

2.1.2 Incorporation, duration

- * Date of incorporation and intended duration of the issuer, except where indefinite.

2.1.3 System of law, legal form

- * System of law under which the issuer operates and legal form that the issuer takes.

2.1.4 Purpose

- * Information on the issuer's purpose, giving the full wording of the corresponding provision in the articles of association or the deed of partnership.

2.1.5 Register

- * Register, date of entry in this register and, if known, register number.

2.2 Information on administrative, management and audit bodies

2.2.1 Composition

- Name and business address of the following persons:
1. members of the administrative, management and statutory supervisory bodies under company law;
 2. partners with unlimited liability, in the case of a limited partnership with a share capital;
 3. founders, if the company has been established for less than five years.

2.2.2 Position and activities

- Position of the persons described in Clause 2.2.1 at the issuer, their activities within the issuer, and the principal activities that they participate in outside the issuer, where such activities are relevant to the issuer. Names of all listed or other major companies and partnerships at which the individuals concerned have been members of the administrative, management or supervisory bodies under company law, or partners, at any time in the past five years, indicating whether or not the individual is still a member of the administrative, management or supervisory body, or a partner.

2.2.3 Legal proceedings and convictions

- Any convictions against one of these individuals, acting in one of the capacities mentioned, for major or minor finance or business-related crimes in the last five years, and legal proceedings against the person concerned by statutory or regulatory authorities (including designated professional associations) that are ongoing or have been concluded with a sanction.

If no such information need be disclosed, a corresponding negative declaration must be stated.

¹ The information required under this Scheme C with respect to the past is only to be provided if the issuer was actually in existence at the applicable point in time.

* Where the listing prospectus is abridged as permitted under Art. 34 LR, the information marked "*" may be omitted.

2.2.4 Additional information on management

- If activities and tasks in connection with the management of real estate investments or other of the issuer's significant business activities have been outsourced to third parties, then information must be provided on such individuals or companies, stating the following for each:
1. professional qualifications (the management bodies in the case of companies);
 2. principal contractual conditions;
 3. the length of mandates; and
 4. the fee, specifically the payments which the issuer remits to third parties for management and other services.

The information on professional qualifications under Point 1 may be omitted if the issuer concerned is a company that operates under the supervision of the Swiss Financial Market Supervisory Authority or a comparable foreign supervisory authority.

2.2.5 Conflicts of interest

- Disclosure of any potential conflicts of interest. These include, for example, links between members of the administrative, management and audit bodies, on the one hand, and promoters or counterparties in buying or selling transactions involving real estate, or the managers and assessors of the real estate holdings, on the other.

2.2.6 Securities and option rights

- Number of securities and percentage share of voting rights in the issuer, whether exercisable or not, that are held in total by the members of the bodies referred to in Clause 2.2.1, as well as rights that are granted to these individuals when they purchase those securities, including the conditions attached to exercising these rights.

If the reference date for these details is not the date of the listing prospectus, this fact must be indicated. Any material changes in the details in question that may have arisen since the reference date must be disclosed in the listing prospectus.

2.2.7 Employee participation

- * Means by which employees at all levels may participate in the issuer.

2.2.8 Auditors

- Name or company name and address of the legally licensed auditors who have audited the annual financial statements for the last three years. This three-year period is reduced accordingly for companies that have existed commercially for a shorter length of time.

If other auditors have been elected for the current financial year, this fact must be stated.

If the auditors were removed from office, dismissed, not re-elected or themselves withdrew during the period covered by the historical financial statements, the attendant reasons must be disclosed.

2.3 Business activities

- The information on business activities referred to in Clauses 2.3.1-2.3.6 which is of material importance in assessing the business activities and earning power of the issuer.

If this information has been influenced by extraordinary events, a special note to this effect must be included.

Where applicable to the business activities of the real estate company, the information required under Clauses 2.3.4-2.3.6 must also be included.

2.3.1 Principal activities

- * Description of the issuer's principal activities at the present time, stating the main categories of services performed, and indicating any new activities.

* Where the listing prospectus is abridged as permitted under Art. 34 LR, the information marked "*" may be omitted.

2.3.2 Information on real estate and equity holdings

2.3.2.1 General information to be disclosed for each property

- 1. address;
- 2. ownership circumstances (sole/joint ownership; condominium ownership; building rights): the percentage shares must be disclosed;
- 3. year of construction;
- 4. year of the most recent comprehensive renovation;
- 5. property area;
- 6. overview of usable space (residential, office, commercial, storage, parking spaces, etc.).

The issuer may limit such information to those properties whose current fair value constitutes more than two percent of the issuer's total assets, although the 15 largest properties must be disclosed in any event.

2.3.2.2 General information to be disclosed for each investment category

- 1. current fair value;
- 2. rental income per year;
- 3. segmentation by market;
- 4. breakdown of the investment portfolio into sub-segments;
- 5. vacancy rate as a percentage of target rental income.

In the case of industrial, office or commercial properties: maturity analysis of the leases.

2.3.2.3 Information to be disclosed at company level

- The five most important tenants, stating their names and the percentage of total rental income generated by these parties.

Should leases have been concluded with two or more companies that are associated with each other to form a group of companies by a majority of voting rights or capital ownership, or by control in any other way, then all leases with this group of companies must be disclosed if, from a consolidated point of view, those entities rank among the issuer's five most important tenants.

2.3.2.4 Properties in development

- In addition to the information listed in Clause 2.3.2.1, the following are to be provided with regard to properties in development (projects):
 1. description of the project;
 2. status of project (permits, buildings, sales/rentals);
 3. estimated completion date.

2.3.2.5 Issuer's equity holdings in real estate companies

- All of the issuer's material equity holdings in other real estate companies must be disclosed. Deemed to be material in this context are holdings that constitute at least 10% of the issuer's consolidated total assets. In such cases, the following information must be given:
 1. name of the subject company;
 2. amount of the equity holding.

In the case of material equity holdings in non-exchange-listed real estate companies, this information is to be disclosed insofar as it is available to the issuer (shareholder) via the financial statements of the real estate companies involved, or it has been notified to the issuer for publication.

2.3.3 Valuation methods

- The valuation methods that are applied must be disclosed. Valuation methods that are generally recognised in the relevant market should be chosen. Furthermore, the principle of continuity must be observed in the application of these valuation methods.

2.3.4 Assessors

- Disclosure of the independent valuation experts that have been engaged to conduct property assessments.

2.3.5 Court, arbitral and administrative proceedings

- Pending or threatened court, arbitral and administrative proceedings, where these are of material importance to the issuer's assets and liabilities or profits and losses.

Should no such proceedings be pending or threatened, the listing prospectus must include a corresponding negative declaration.

2.3.6 Number of employees

- * Number of employees on the balance sheet date for the annual financial statements for the last three financial years.

2.4 Investment policy

The listing prospectus must contain the information set out below with regard to the issuer's investment policy.

2.4.1 Principles of investment policy

- Description of the principles that apply to investment policy, with specific details provided on the following criteria:
 1. description of the investment objectives and the commercial orientation of the issuer (e.g. real estate in the existing portfolio, projects, real estate services), including the financial goals and investment policy (e.g. specialisation in commercial or residential properties, geographical areas, companies of a speculative and/or unusual nature), as well as the means of financing (principles applied to mortgaging and debt financing);
 2. permissible and non-permissible investment properties;
 3. weighting of the various investment categories;
 4. principles of risk diversification;
 5. description of the dividend policy;
 6. if the listing prospectus includes a presentation of performance, disclosure of the criteria or recognised standards applied;
 7. description of the instruments and investment techniques used to hedge risk and/or to maximise returns (e.g. options and futures, forward contracts, securities lending, hedging instruments against currency and interest rate risks, etc.);
 8. details of financing principles;
 9. description of authorities in respect of changes to investment policy.

2.4.2 Risks

- Information must be provided on any associated risks. The following are deemed to be risks with specific regard to real estate companies:
 1. the limited liquidity of investments in real estate;
 2. uncertainties in connection with old neglected deposits of toxic waste;
 3. problems associated with vacant properties;
 4. any deterioration in locational factors;
 5. uncertainties in connection with the valuation of the investments, such as market price risk;
 6. uncertainties with regard to changes in legislation (e.g. tax and zoning regulations) and practice (e.g. limitations on the purchase of real estate, landlord/tenant law, etc.);
 7. the uncertain profitability of completed or planned investments; as well as
 8. the situation with regard to changes in interest rates.

* Where the listing prospectus is abridged as permitted under Art. 34 LR, the information marked "*" may be omitted.

2.4.3 Investments made

- * Figures on the principal investments made during the period covered by the historical financial statements.

2.4.4 Current investments

- Principal current investments, indicating how these investments are distributed geographically (domestic and international).

2.4.5 Investments already approved

- Principal future investments that have already been firmly decided upon by the management bodies of the issuer and for which legally binding undertakings have been entered into.

2.5 Capital and voting rights

2.5.1 Capital structure

- Amount of ordinary, authorised and conditional capital as at the balance sheet date for the annual financial statements; number, type and nominal value of the securities, stating the principal characteristics in each case, such as dividend entitlement, preferential subscription rights and similar entitlements, and stating the portion of the ordinary capital that is not paid in.

2.5.2 Voting rights

- Description of voting rights and any associated restrictions, along with an indication of statutory group clauses and rules on granting exemptions, particularly in the case of proxies for institutional investors.

2.5.3 Authorised or conditional capital

- If an increase in authorised and/or conditional capital has been decided:
1. maximum increase in authorised and/or conditional capital and duration of the authorisation period to carry out the capital increase;
 2. categories of beneficiaries who have or will have subscription rights for this additional capital;
 3. terms and arrangements for the issue or creation of the securities that correspond to this additional capital.

2.5.4 Unit or profit-sharing certificates

- * If the issuer has issued units that do not represent capital, such as profit-sharing certificates: indication of their number and their main characteristics.

2.5.5 Outstanding conversion and option rights, bonds, loans and contingent liabilities

- * Outstanding convertible bonds and the number of options issued by the issuer or by group companies on the issuer's securities (including employee options, which must be presented separately), stating durations and the terms of conversion or of the option.

Where material, information on outstanding bonds, with a distinction made between secured (by means of physical collateral or by other means by the issuer or third parties) and unsecured bonds, stating the interest rate, maturity and currency.

Where material, total amount of all other borrowing and financial liabilities, with a distinction made between secured and unsecured liabilities, stating the interest rate, maturity and currency.

Where material, the total amount of contingent liabilities, as well as their maturities and currencies.

The information required in the categories listed above may be provided in summary form, provided a summary presentation does not create a misleading impression.

A general overview of capitalisation and indebtedness must also be given. Here, a distinction must be made between guaranteed and non-guaranteed, secured and unsecured debt. The date as at which this overview is produced may be no more than 90 days prior to the date of the listing prospectus. Indebtedness also includes indirect debt and contingent liabilities.

* Where the listing prospectus is abridged as permitted under Art. 34 LR, the information marked "*" may be omitted.

2.5.6 Clauses in the articles of association that differ from the legal provisions

- * Any clauses in the articles of association that may differ from the legal provisions in respect of changes to capital and the rights attached to the individual types of security.

2.5.7 Inclusion in the agenda

- Rules for including items in the agenda of the annual general meeting, with particular regard to time frames and deadlines.

2.5.8 Own equity securities

- Number of own equity securities held by the issuer or on its behalf, including equity securities issued by the issuer and held by another company in which the issuer holds more than 50% of the voting rights.

2.5.9 Significant shareholders

- With regard to significant shareholders and significant groups of shareholders and their shareholdings, the information must be provided in accordance with Art. 120 et seqq. FMIA and the corresponding implementation provisions of FMIO-FINMA, insofar as they are known to the issuer.

See also

- [Federal Act of 19 June 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading \(Financial Market Infrastructure Act, FMIA\)](#)
- [Swiss Financial Market Supervisory Authority Ordinance of 3 December 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading \(FINMA Financial Market Infrastructure Ordinance, FMIO-FINMA\)](#)

2.5.10 Cross-shareholdings

- Cross-shareholdings that exceed 5% of the holdings of capital or voting rights on both sides.

2.5.11 Public purchase offers

- Information on any easing of or exemption from the obligation to make a public purchase offer in accordance with Art. 135 et seq. FMIA as per the company's articles of association ("opting out" and "opting up" clauses), stating the percentage threshold.

See also

- [Federal Act of 19 June 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading \(Financial Market Infrastructure Act, FMIA\)](#)

2.5.12 Dividend entitlement

- Date on which entitlement to dividends begins. Details of any withholding taxes levied on the dividends, as well as information on whether or not these withholding taxes will be defrayed by the issuer.

2.6 Information policy

- Frequency and form of information from the issuer to its shareholders, as well as an indication of permanent sources of information and contact addresses for the issuer that are publicly accessible or made specially available to shareholders (e.g. links to websites, information centres, printed documents, etc.).

* Where the listing prospectus is abridged as permitted under Art. 34 LR, the information marked "*" may be omitted.

2.7 Annual and interim financial statements

- The listing prospectus must contain the following information on the issuer's assets and liabilities, financial position and profits and losses.

The annual financial statements to be presented in the listing prospectus must, as a rule, cover three years. An exception is made for companies that have existed commercially for a shorter length of time. The period which the annual financial statement presentation must cover is reduced accordingly for such companies.

See also

- Directive Financial Reporting (DFR)
- Directive Complex Financial History (DCFH)
- Directive Track Record (DTR)

2.7.1 Current balance sheet

- For newly founded companies: audited opening balance sheet or audited balance sheet after any contribution in kind has been made, in accordance with the provisions laid down in Art. 49 seqq. LR and Art. 81 LR. The provisions set out under Clause 2.7.2 seqq. below are applicable mutatis mutandis.

The opening balance sheet or one prepared following a contribution in kind need not be presented if the listing prospectus contains one or more annual financial statements in accordance with the rules laid down in Clause 2.7.2 seqq..

2.7.2 Annual financial statements

- * Annual financial statements as per Art. 49 LR for the last three full financial years, drawn up in accordance with a financial reporting standard recognised by the Regulatory Board and audited by the auditors.

It is essential that the real estate portfolio is stated in the balance sheet at its current value.

2.7.3 Audit of the annual financial statements

- The listing prospectus must contain the auditors' report, bearing a legally valid signature, for the last three audited annual financial statements (Art. 49 LR).

2.7.4 Balance sheet date

- The balance sheet date of the last audited annual financial statements may be no more than 18 months in the past on the date the listing prospectus is published.

2.7.5 Interim financial statements

- * If the balance sheet date of the last audited annual financial statements is more than nine months in the past on the date the listing prospectus is published, then the listing prospectus must include additional interim financial statements, as described in Art. 9 Directive Financial Reporting, that cover the first six months of the financial year.

2.7.6 Material changes since the most recent annual or interim financial statements

- Material changes that have occurred in the issuer's assets and liabilities, financial position and profits and losses since the close of the last financial year or the balance sheet date of the interim financial statements. If no material changes have occurred, the listing prospectus must include the corresponding negative declaration.

* Where the listing prospectus is abridged as permitted under Art. 34 LR, the information marked "*" may be omitted.

2.7.7 Information in the notes

- In addition to the information required under Art. 49 LR, reporting by real estate companies must include the following points in the notes to the financial statements:
 1. inventory of company assets at their net asset value (NAV) and the value of the securities derived from this NAV on the last day of the reporting period;
 2. current fair value of the real estate portfolio, broken down by categories that are appropriate to the issuer, such as residential, office and commercial real estate, or properties in development. The current fair value of these properties must be established by external assessors;
 3. details of starting and closing inventories, as well as changes in the type of investments during the reporting period on the basis of current values. Total new investments and disposals, as well as realised and non-realised profits and losses, must be described separately for each investment category;
 4. individual disclosure of significant investments and disposals (deemed to be significant are those transactions that amount to more than 5% of the value of the total portfolio);
 5. disclosure of and reasons for any deviation from the investment policy during the reporting period;
 6. disclosure of the independent valuation experts that have been engaged to conduct property assessments;
 7. disclosure of the valuation methods used to estimate real estate value, including details of the basis of calculation and fundamental assumptions employed;
 8. overview of the maturities of long-term leases (excluding residential real estate);
 9. details of financing (such as maturities, repayments and interest rates).

2.8 Dividends and financial results

- The listing prospectus must contain the following information about the issuer's dividends and financial results:
 1. description of the issuer's policy on dividend distributions, as well as any restrictions in this regard; and
 2. per-share dividends paid during the three most recent financial years.

If the number of the issuer's equity securities has changed in the past three financial years, in particular as a result of a capital increase or reduction, or following a combination or split of equity securities, then the per-equity security information must be adjusted to ensure comparability.

3 Information on the securities

The listing prospectus must contain the following information on the securities that are to be listed:

3.1 Legal foundation

- Information on resolutions, authorisations and approvals by virtue of which the securities have been or will be issued.

3.2 Nature of the issue

- Nature of the securities issue; specifically, in the case of firm underwritings, the lead underwriter must be stated. If the firm underwriting deal applies to only a portion of the issue, the level of the underwriting commitment must be given.

3.3 Number, type and par value of securities

- Number, type and par value of the securities. If the issue concerns no-par securities, this must be stated.

3.4 New securities from capital transactions

- If the securities concerned are being issued in connection with a merger, spin-off, contribution of all or a portion of the assets of a given company, a public exchange offer or as cash deposits in return for other services, then the principal terms of the procedures concerned must be disclosed in summary form.

This disclosure may be made by including the terms in the listing prospectus or by means of a reference to the documents that contain the terms in question. In the latter case, the listing prospectus must state where these documents can be examined.

3.5 Rights

- Brief description of the rights attached to the securities, specifically the extent of voting rights, entitlement to a share of profits and, in the event of liquidation, to any proceeds, as well as any other preferential rights.

3.6 Restrictions

3.6.1 Restrictions on transferability

- Restrictions on transferability for each category of securities, noting any statutory group clauses and rules on the granting of exemptions, as well as grounds for the granting of exemptions during the year under review.

3.6.2 Restrictions on tradability

- Any restrictions on tradability that apply from the first trading day onwards. In particular, any restrictions on sale according to foreign law must be clearly stated.

3.7 International issue, simultaneous public and private placement

- If the issue is being placed simultaneously on a number of domestic and foreign markets, and if individual tranches of the issue are reserved for one or more markets, then this must be stated. Information on these reserved tranches must also be given in the listing prospectus.

If the securities have already been admitted to trading on other exchanges, or an application for their admission to other exchanges has been submitted at the time of listing, this information must be disclosed along with the names of the exchanges in question.

If securities of the same type are being subscribed for or placed simultaneously or almost simultaneously, or if securities of other types are being issued in view of a public or private placement, then the nature of the processes involved, as well as the number, if known, and the characteristics of the securities in question must be given.

3.8 Paying agents

- Information on the paying agents.

3.9 Net proceeds

- Estimated net proceeds from the issue, broken down according to the main types of application.

The application of the net proceeds must be described in detail, especially if they are used in extraordinary business transactions to purchase assets that will be used to finance the announced acquisition of other companies or to pay or reduce debts or to repay such debts in full.

3.10 Public purchase or exchange offers

- Information for the prior and current financial years with respect to:
 1. public purchase or exchange offers made by third parties for the issuer's securities;
 2. public exchange offers made by the issuer for the securities of another company;
 3. price or exchange terms and the outcome of these offers.

3.11 Form of securities

- Information on the manner in which the securities are to be certificated. If certificates are to be printed, the listing prospectus must state whether they will be in bearer or registered form.

If the securities are not to be certificated, rules on how they may be transferred via the stock exchange, as well as on proof of legal ownership, must be disclosed.

If the securities are to be certificated in the form of one or more permanent global certificates, the listing prospectus must state clearly that investors might not subsequently be able to demand the delivery of individual certificates.

3.12 Publication

- Information on where notices about the securities and about the issuer will be published.

3.13 Price performance of the securities

- Where available, price performance data for the securities from the last three years, indicating the closing price paid for the year as well as the highest and lowest prices during the year.

3.14 Security number and ISIN

- Security number and ISIN of the securities.

3.15 Representative

- Information on any representation by a recognised representative pursuant to Art. 43 LR.

4 Responsibility for the listing prospectus

- The listing prospectus must contain the following information about the persons or the company who or that take responsibility for the content of the listing prospectus or, where applicable, for certain designated sections of it:
 1. name and position (company name and registered office of the entities or companies in the case of legal entities);
 2. declarations by these individuals or companies that the information is correct to the best of their knowledge and that no material facts or circumstances have been omitted.