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# Scheme D - Global Depository Receipts

## 1 RISK FACTORS

- Presentation in a prominent place (under a specific "Risk factors" heading) of the risk factors that are relevant to the issuer of the underlying shares or its sector, to the depository and to the structure of the global depository receipts.

## 2 INFORMATION ABOUT THE ISSUER<sup>1</sup>

The listing prospectus must contain the following information about the issuer of the underlying shares 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 this is indefinite.

#### 2.1.3 *System of law, legal form*

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

#### 2.1.4 *Purpose*

- \* Information on the issuer's purpose, with reference to 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.

#### 2.1.6 *Group*

- \* If the issuer is a group company: description of the issuer's operational group structure.

<sup>1</sup> The information required under this Scheme D 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 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 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 Point 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.

### 2.2.4 *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 Point 2.2.1, as well as rights that are granted to these individuals when they purchase such 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.

*2.2.5 Employee participation*

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

*2.2.6 Auditors*

- Name or company name and address of the legally licensed auditors who have audited the annual financial statements for the last three years.

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 Points 2.3.1 to 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.

*2.3.1 Principal activities*

- \* Description of principal activities at the present time, stating the main categories of products sold or services performed; indication of any new products or activities.

*2.3.2 Location and real estate ownership*

- \* Where of material importance for business activities, location and significance of principal establishments and summary information on real estate owned.

Any establishment which accounts for more than 10% of turnover or output is considered a principal establishment.

*2.3.3 Patents and licences*

- The extent to which the issuer is dependent, if at all, on patents or licences, industrial, commercial or financing contracts or new manufacturing processes.

*2.3.4 Research and development*

- \* Description of the research and development projects that have been initiated and concluded in the last three financial years.

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

### 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 two financial years.

## 2.4 **Investments**

### 2.4.1 *Investments made*

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

### 2.4.2 *Current investments*

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

### 2.4.3 *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.

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

2.5.2 *Voting rights*

- Description of voting rights and all 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 company 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, 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

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



than 90 days prior to the date of the listing prospectus. Indebtedness also includes indirect debt and contingent liabilities.

#### 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*

- Details with respect to the 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*

- Significant shareholders and significant groups of shareholders and their shareholdings, to the extent that the issuer is aware of them.

For issuers domiciled in Switzerland, this information must be provided in accordance with Art. 120 et seqq. FMIA and the corresponding provisions of FMIO-FINMA.

These provisions apply *mutatis mutandis* to issuers domiciled abroad.

*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 ar-

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

ticles 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.).

### 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.

*See also:*

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

#### 2.7.1 *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.

#### 2.7.2 *Audit of the annual financial statements*

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

#### 2.7.3 *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.

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

#### 2.7.4 *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.

#### 2.7.5 *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 a corresponding negative declaration.

### 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 GLOBAL DEPOSITORY RECEIPTS**

The listing prospectus must contain the following information on the global depository receipts that are to be listed:

### 3.1 **Legal foundation**

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

Description of the type and category of the global depository receipts to be listed; legal provisions on the basis of which the global depository receipts have been created.

### 3.2 **Nature of the issue**

- Nature of the global depository receipts issue; specifically, in the case of firm underwritings, the lead underwriter must be stated. If the firm underwriting deal ap-

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

plies to only a portion of the issue, the level of the underwriting commitment must be given.

### **3.3 Number, type and par value of the global depository receipts**

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

### **3.4 New global depository receipts from capital transactions**

- If the global depository receipts concerned are being issued in connection with a merger, a 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.

Such 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**

- The law applicable to the global depository receipts and the place of jurisdiction. Brief description of the rights attached to the global depository receipts.

If rights with regard to the global depository receipts that are attached to underlying shares (in particular the extent of voting rights, entitlement to share in the profits and, in the event of liquidation, to any proceeds, as well as any other preferential rights) may not be exercised or may be exercised only subject to certain restrictions, then a description of these non-exercisable rights, or the restrictions concerned, must be given.

A description of the exercise and use of the rights attached to the underlying shares (in particular the voting rights) and of the conditions on which the issuer of global depository receipts may exercise such rights, together with the measures planned to obtain instructions from the holders of the global depository receipts.

In addition, a description of the right to a share in the profits and, in the event of liquidation, to any proceeds.

### **3.6 Restrictions**

#### *3.6.1 Restrictions on transferability*

- Restrictions on the transferability of the global depository receipts, 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 global depository receipts 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 the listing, this information must be disclosed along with the names of the exchanges in question.

If global depository receipts of the same type or underlying shares are being subscribed for privately or placed privately simultaneously or almost simultaneously, or if global depository receipts of other types or underlying shares 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 underlying shares or global depository receipts;
  2. public exchange offers made by the issuer for equity 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 global depository receipts 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 global depository receipts 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 global depository receipts are to be certificated in the form of one or more permanent global certificates, the listing prospectus must state clearly that investors might not 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 global depository receipts and, where applicable for the underlying shares 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 global depository receipts.

### **3.15 Representative**

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

### **3.16 Currency**

- Currency of the global depository receipts and underlying shares.

### **3.17 Guarantees**

- Bank or other guarantees that are provided in respect of the global depository receipts with the objective of underpinning the issuer's obligations.

### **3.18 Conversion into underlying shares**

- Possibility of converting the global depository receipts into underlying shares, and the procedure for this conversion.

### **3.19 Interests of natural persons and legal entities involved in the issue**

- A description of any interests – including conflicts of interest – which are of material significance to the issue, specifying the persons concerned and the nature of their interests.

### **3.20 Depository agreement**

- Explanation of the most important provisions of the depository agreement.

### **3.21 Costs**

- The fees and expenses incurred by the holder of the global depository receipts, in particular in connection with:
  1. the issue of the global depository receipts;
  2. the payment of dividends;
  3. the issue of additional global depository receipts;
  4. the conversion into underlying shares.

## **4 INFORMATION ON THE DEPOSITORY**

The listing prospectus must contain the following information on the depository:

### **4.1 Name, registered office, head office**

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

### **4.2 Incorporation**

- Date of incorporation and intended duration, except where this is unlimited.

### **4.3 System of law, legal form**

- System of law under which the depository operates, and the legal form that the depository has adopted within this system of law.

### **4.4 Licence, supervisory authority**

- Licence under which the depository operates; supervisory authority which issued the licence and which oversees compliance with the licensing provisions.

## **5 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.