

## Scheme E - Bonds

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## 1 Information about the issuer

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

If the issuer is a state, a local authority or another public corporation, the information on the issuer must be given mutatis mutandis, unless an abridgement is possible under the terms of Art. 20 Additional Rules Bonds.

### 1.1 General information

#### 1.1.1 Name, registered office, location

<sup>†</sup> Name, registered office and location of the head office, if different from the registered office, stating the address of each.

#### 1.1.2 Incorporation, duration

<sup>c</sup> Date of incorporation and intended duration of the issuer, except where this is indefinite.

#### 1.1.3 System of law, legal form

<sup>\*</sup> System of law under which the issuer operates and legal form that the issuer takes.

#### 1.1.4 Purpose

<sup>c</sup> Information on the issuer's purpose, with reference to the corresponding provision in the articles of association or the deed of partnership.

#### 1.1.5 Register

<sup>c</sup> Register, date of entry in this register and, if known, register number.

#### 1.1.6 Group

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

### 1.2 Information on administrative, management and audit bodies

#### 1.2.1 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.

#### 1.2.2 Auditors

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

<sup>†</sup> Where the listing prospectus is abridged as permitted under Art. 20 ARB, the information marked "†" may be omitted.

<sup>c</sup> Where the listing prospectus is abridged as permitted under Art. 19 ARB, the information marked "C" may be omitted.

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

### 1.3 Business activities

- The information on business activities referred to in Clauses 1.3.1-1.3.3 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.

If the issuer is the parent company of a group of companies, information with respect to business activities must be provided on a group-wide, consolidated basis. For other issuers, information on the parent company must also be provided if it is of material importance in assessing the securities and the issuer.

#### 1.3.1 Principal activities

- <sup>CX</sup> 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.

#### 1.3.2 Patents and licences

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

#### 1.3.3 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.

### 1.4 Capital

#### 1.4.1 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.

#### 1.4.2 Outstanding conversion and option rights and bonds

- <sup>CX</sup> 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.

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

#### 1.4.3 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.

<sup>C</sup> Where the listing prospectus is abridged as permitted under Art. 19 ARB, the information marked "C" may be omitted.

<sup>X</sup> Where the listing prospectus is abridged as permitted under Art. 31 ARB, the information marked "X" may be omitted.

<sup>-</sup> Where the listing prospectus is abridged as permitted under Art. 20 ARB, the information marked "-" may be omitted.

## 1.5 Annual financial statements

*See also*

- Directive Financial Reporting (DFR)
- Directive Complex Financial History (DCFH)

### 1.5.1 Annual financial statements

- <sup>c</sup> Annual financial statements as per Art. 49 LR for the last two full financial years, drawn up in accordance with a financial reporting standard recognised by the Regulatory Board and audited by the auditors.

### 1.5.2 Audit of the annual financial statements

- The listing prospectus must contain the auditors' report on the last audited financial statements, as published in the last annual report (Art. 49 LR).

### 1.5.3 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.

### 1.5.4 Information on the issuer's most recent business performance

- The listing prospectus must contain general information on the performance of the issuer's business since the close of the financial year to which the last annual financial statements relate, these statements being published in the listing prospectus itself. Specifically, details must be given of the most important trends behind the latest movements in turnover, in addition to other information that has a material impact on the issuer's business performance.

### 1.5.5 Material changes since the most recent annual 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.

If a SIX Swiss Exchange-registered issuance programme, as described in Art. 15 para. 1 Additional Rules Bonds, is being used, this declaration must be included in both the issuance programme itself and in the final term sheet.

## 2 Information on the securities

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

### 2.1 Legal foundation

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

### 2.2 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.

<sup>c</sup> Where the listing prospectus is abridged as permitted under Art. 19 ARB, the information marked "C" may be omitted.

<sup>d</sup> Where the listing prospectus is abridged as permitted under Art. 20 ARB, the information marked "-" may be omitted.

## 2.3 Terms and conditions of the securities

The full terms and conditions attached to the bond must be given in the listing prospectus. The following information, in particular, must be provided:

### 2.3.1 Total amount and possible increase

- Total amount of the bond issue. If this amount has not been firmly established or if it may be increased (e.g. by enlarging the size of the issue), then this must be indicated.

### 2.3.2 Currencies

- Currencies that are relevant to the securities (including the issuing currency, the currency for interest payments, and/or the redemption currency). The applicable exchange rate must also be stated if payouts are exchange rate-dependent.

### 2.3.3 Nominal value

- Nominal value of the securities.

### 2.3.4 Denominations

- Denominations of the securities.

### 2.3.5 Issue and redemption price

- Issue and redemption prices of the securities. If the redemption price must be calculated on the basis of a formula, then the formula itself must be given.

### 2.3.6 Interest rate

- The interest rate must be stated. In the case of floating-rate bonds the interest periods and criteria for determining the interest rate must also be given.

### 2.3.7 Interest due dates

- Date from which interest becomes payable and the due dates for interest.

### 2.3.8 Duration and redemption

- Duration of the securities and terms and conditions of repayment.

### 2.3.9 Early redemption/possibility of cancellation

- Terms and conditions that apply to early redemptions.

### 2.3.10 Statute of limitations

- Time limits on the validity of claims to interest and redemption.

### 2.3.11 Advantages

- Conditions for the grant of any advantages and the method of calculating those advantages.

### 2.3.12 Taxation

- Details of any withholding taxes levied on income from the securities, as well as information on whether or not these withholding taxes will be defrayed by the issuer.

### 2.3.13 Guarantees

- Description of the nature and scope of any guarantee commitments.

In the case of guarantees, sureties or similar commitments by third parties, the listing prospectus must contain the full wording.

**2.3.14 Subordination**

- Information concerning any subordination of the securities with respect to other of the issuer's existing or future liabilities.

**2.3.15 Applicable law and place of jurisdiction**

- System of law under which the securities were issued, applicable law and place of jurisdiction.

**2.3.16 Paying and exercise agents**

- Information on the paying and/or exercise agent, where applicable.

**2.3.17 Trustee**

- If a trustee plays an intermediary role between the issuer and the bond holder (trustee constructions), the following information must be included in the listing prospectus:
  1. a brief profile of the trustee;
  2. the trustee's authorities;
  3. conditions in which the trustee may be replaced;
  4. applicable law and place of jurisdiction of the trustee agreement, together with mention of where the agreements in question may be inspected.

**2.4 If the issue took place less than 12 months in the past**

If the issue is taking place at the same time as the listing, or if it took place less than 12 months prior to the listing, then the following information about the issue must be provided in the listing prospectus:

**2.4.1 Net proceeds**

- Net proceeds and intended application of the proceeds of the issue.

**2.5 Convertible bonds and exchangeable debt securities****2.5.1 Conversion and exchange conditions**

- For convertible bonds and exchangeable debt securities, the listing prospectus must contain detailed conversion or exchange conditions, with specific reference made to the circumstances under which the conditions and the related procedures may be altered.

**2.5.2 Listed underlying securities**

- In the case of convertible bonds and exchangeable debt securities that relate to equity securities that are already listed on SIX Swiss Exchange or on an exchange recognised by the Regulatory Board, the listing prospectus must contain the following information about these securities:
  1. company name and domicile of the issuer of the underlying security;
  2. security number and ISIN of the underlying security;
  3. transferability of the underlying security, and any restrictions on tradability, as well as the type of security (e.g. registered paper) in the case of shares;
  4. details of where information on the past performance of the underlying security can be obtained;
  5. note as to where the current annual reports published by the issuers of the underlying securities may be obtained free of charge for the entire duration of the securities.



### 2.5.3 Unlisted underlying securities

- If the equity securities to which a convertible bond or exchangeable debt security relates are not listed on SIX Swiss Exchange or on an exchange recognised by the Regulatory Board, and their listing is not being applied for at the same time, then the listing prospectus must contain all of the information on these equity securities that the Regulatory Board deems appropriate to enable the investor to make an assessment of them (Art. 27 LR).

## 2.6 Warrant bonds

### 2.6.1 Bond terms and conditions

- For warrant bonds, the listing prospectus must contain complete details about the security and its terms and conditions as per this Scheme.

### 2.6.2 Terms and conditions of warrants and information on the underlying securities

- For warrant bonds, the listing prospectus must contain complete details about the security and the terms and conditions of the warrants, as well as all of the information on the underlying security that is prescribed in Scheme F.

*See also*

- Scheme F

## 2.7 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 be able to demand the delivery of individual certificates.

## 2.8 Publication

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

If notices are to be published on a website, the listing prospectus must describe where on the website in question the relevant notices can be found.

## 2.9 Restrictions on transferability, tradability

- Transferability of the securities and any limitations to tradability. In particular, any restrictions on sale according to foreign law must be clearly stated.

## 2.10 Security number and ISIN

- Security number and ISIN of the securities.

## 2.11 Settlement date

- Information on the payment or delivery deadline where conversion or other rights are exercised or the securities expire.

## 2.12 Duration of trading

- The planned duration for which the securities will be traded, stating the last trading day. Listing will be cancelled no later than the third bank working day prior to expiry.

### 2.13 Trading volume

- Information on the minimum trading volume of the securities, if only multiple denominations can be traded.

### 2.14 Representation

- Information on any representation by a recognised representation pursuant to Art. 58a LR.

## 3 Additional information in connection with asset-backed securities

### 3.1 Transaction summary

- The summary that serves as an introduction is intended to brief investors on the central characteristics and structure of the transaction in an easily comprehensible way. It should provide information on both the risks associated with the acquisition of the securities, as well as the opportunities that exist for enforcing investor rights.

The summary must also refer to the detailed information provided in the listing prospectus, and briefly explain the relationships between different documents.

### 3.2 Transaction overview

- The transaction overview should include the following information:
  1. description of the main elements of the transaction (specifically, its structure, the parties involved and their capacities, as well as financial interests in the special structure, the flow of funds (liquidity), credit enhancement and the procedure to end the transaction either in the regular way or early);
  2. description of the sureties or assets that serve as collateral, as well as the associated risks;
  3. description of the risks associated with the structure of the transaction, including third-party risk;
  4. description of the legal risks;
  5. description of all other significant risks associated with the structure and with the assets serving as collateral.

## 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.

If a SIX Swiss Exchange-registered issuance programme, as described in Art. 15 para. 1 Additional Rules Bonds, is being used, the information listed above must be included in both the issuance programme itself and in the final term sheet.