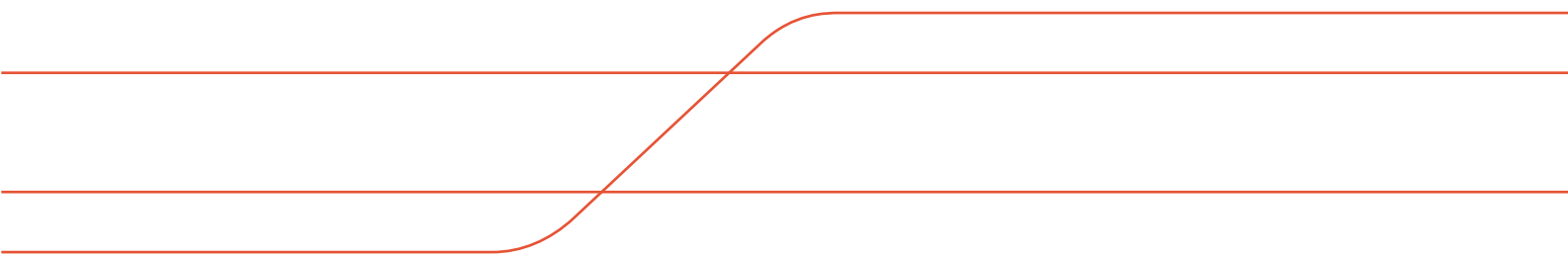


## Scheme F - Derivatives

Entry into force: 1 May 2018



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## 1 Risk factors

- Presentation in a prominent place (under a specific "Risk factors" heading) of the risks attached to investing in derivatives. The issuer is free to describe the loss potential in words, or to illustrate graphically the price development of the derivative in correlation to the underlying instrument.

## 2 Information about the issuer

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

- <sup>B</sup> 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

- <sup>B</sup> 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

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

#### 2.1.6 Group

- <sup>B</sup> If the issuer is a group company: description of the issuer's operational group structure.

### 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 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>B</sup> Where the listing prospectus is abridged as permitted under Art. 25 AR Derivatives, the information marked "B" may be omitted.

## 2.3 Business activities

- The information on business activities referred to in Clauses 2.3.1 and 2.3.2 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 derivatives and the issuer.

### 2.3.1 Principal activities

- <sup>B</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.

### 2.3.2 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.

## 2.4 Capital

### 2.4.1 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.

### 2.4.2 Outstanding conversion and option rights and bonds

- <sup>B</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.

### 2.4.3 Own equity securities

- <sup>B</sup> 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 Annual financial statements

*See also*

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

### 2.5.1 Annual financial statements

- <sup>B</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.

<sup>B</sup> Where the listing prospectus is abridged as permitted under Art. 25 AR Derivatives, the information marked "B" may be omitted.

### 2.5.2 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).

### 2.5.3 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.

### 2.5.4 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.

### 2.5.5 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. 22 para. 1 Additional Rules Derivatives, is being used, this declaration must be included in both the issuance programme itself and in the final term sheet.

## 3 Information on the derivatives

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

### 3.1 Legal foundation

- Legal foundation on the basis of which the securities have been or will be issued.

### 3.2 Terms and conditions of the derivatives

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

#### 3.2.1 Total amount and possible increase

- Total amount of the 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.

#### 3.2.2 Currencies

- Currencies that are relevant to the derivatives (including the issuing currency, the exercise 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.

#### 3.2.3 Number of derivatives or nominal amount of issue

- Number of derivatives or the nominal amount of the issue, where applicable.

#### 3.2.4 Denominations

- Denominations of the derivatives, where applicable.

#### 3.2.5 Issue price and payment date

- Issue price and payment date, where applicable.

### 3.2.6 Interest rate, distributions

- For interest-bearing derivatives and those with planned distributions of investment returns: interest rate and/or planned distribution; in the case of interest-bearing derivatives and those with planned distributions which have variable interest rates and/or variable distributions, details must also be provided on the interest or distribution periods, as well as the conditions for setting the interest rate or amount to be distributed.

### 3.2.7 Interest due dates

- For interest-bearing derivatives and those with planned distributions of investment returns:  
Date from which interest becomes payable or the date on which the calculation period begins, as well as dates for the payment of interest or distributions, in addition to the "ex" date on which interest or distributions will be paid out.

### 3.2.8 Duration and expiry

- Duration of the issue, stating the issue and expiry dates.

### 3.2.9 Terms and conditions of redemption

- Terms and conditions of derivatives redemptions.  
If the terms and conditions of redemption must be calculated on the basis of a formula, then the underlying formula(e) must be given.

### 3.2.10 Early redemption/possibility of cancellation

- The terms and conditions that apply to early redemptions.

### 3.2.11 Statute of limitations

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

### 3.2.12 Taxation

- Details of any withholding taxes levied on income from the derivatives, as well as information on whether or not these withholding taxes will be defrayed by the issuer.  
Information regarding any tax implications that may arise owing to a purchase of the underlying instruments.

### 3.2.13 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.

### 3.2.14 Subordination

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

### 3.2.15 Applicable law and place of jurisdiction

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

### 3.2.16 Calculation, paying and exercise agents

- Information on the calculation, paying and exercise agents.

### 3.2.17 Trustee

- If a trustee plays an intermediary role between the issuer and the investors (trustee constructions), the following information must be included in the listing prospectus:
  1. brief description 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.

**3.2.18 Rights attached to the derivatives, terms and conditions of modifications**

- Detailed description of the rights attached to the derivatives.

If the derivatives have a dynamic structure, a description must also be given of how the price-related parameters in the product terms and conditions (e.g. the composition of underlying instruments) may be modified over the term of the derivative. In addition, specific mention must be made of whether or not the issuer may make modifications at its discretion and, if so, what modifications it may make.

**3.2.19 Exercise procedure**

- General information on what the investor must do to exercise the ETP if provision has been made for its exercise. This information must include the time and place at which the exercise declaration must be submitted.

**3.2.20 Terms and conditions of exercise**

- Information on the key exercise ratio, as well as the last date on which exercise is possible, stating the time if this is not the same as the close of trading. Special reference must be made to any maximum exercise volume that is permitted per day, as well as to any minimum exercise volumes.

If the issuer does not plan to settle net asset value in cash automatically at the end of the term, or if derivatives that have not been exercised will expire worthless, then this fact must be stated.

**3.2.21 Protection against dilution**

- A detailed description of anti-dilution features, where these have been provided for.

**3.2.22 Modification of underlying instruments**

- Information on the modification of derivative terms and conditions in the event of unforeseen changes in the underlying instruments, such as an exchange of securities or similar transactions.

**3.2.23 Capital protection**

- Level of capital protection.

If the capital protection is tied to conditions, such as reaching, exceeding or falling below certain thresholds, then this fact must be stated. The listing prospectus must also contain information on how the level of capital protection is calculated.

**3.2.24 Writers' warrants**

- If the derivatives are designated as writers' warrants (sometimes referred to using the German "Stillhalter-Optionen"), the section entitled "Issuer cover" must contain a declaration that the corresponding number of underlying instruments has been pledged to or deposited with the issuer and/or the holder of the options, so that the issuer is able at all times to fulfil its obligation to deliver the securities.

**3.2.25 Derivatives on the issuer's own equity securities**

- In the case of shareholder and employee options that are issued by SIX Swiss Exchange-listed companies and entitle the holder to purchase the issuer's own equity securities, the way in which the corresponding number of underlying instruments is provided must be stated. Where conditional capital exists, for example by means of a resolution of the general meeting of shareholders: if applicable, specific details on the deposit of treasury shares.

**3.3 Declaration with regard to CISA**

- Where required, a declaration that the derivative does not constitute a collective investment scheme as defined in the Federal Collective Investment Schemes Act (CISA) and is not subject to authorisation by FINMA.

*See also*

- [Federal Act of 23 June 2006 on Collective Investment Schemes \(Collective Investment Schemes Act, CISA\) \(in German\)](#)



### 3.4 Form of derivatives

- Information on the manner in which the derivatives 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 derivatives 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 derivatives 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.

### 3.5 Publication

- Information on where notices about the derivatives 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.

### 3.6 Restrictions on transferability, tradability

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

### 3.7 Security number and ISIN

- Security number and ISIN of the securities.

### 3.8 Settlement date

- Information on the payment or delivery deadline when the derivative is exercised or expires.

### 3.9 Duration of trading

- The planned duration for which the derivatives will be traded, stating the last trading day and including the time at which trading will cease, if this is not the same as the official close of trading.

### 3.10 Trading volume

- Information on the minimum trading volume, if applicable.

### 3.11 Type of quoting

- In the case of derivatives with an interest component, such as reverse convertibles, information on whether the derivative will be traded or quoted including accrued interest or whether the accrued interest will be shown separately (flat/dirty trading or clean trading).

### 3.12 Fees

- The charges levied on the investor after the issue and for the term of the derivative must be stated.

### 3.13 Representative

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

## 4 Information on the underlying instruments

The listing prospectus must contain the following information:

#### 4.1 General information

- 1. general designation or description of the underlying instrument;
- 2. company name and domicile of the issuer of the underlying instrument, where applicable;
- 3. if available, the ISIN of the underlying instruments; otherwise an alternative unique identifier;
- 4. information on what source of the underlying instruments' price is used as a basis for the price of the derivative. If the underlying instruments are trading on a stock exchange, the name of this exchange must be given. Information must otherwise be given on where the price-setting mechanism for the underlying instrument is available to the public;
- 5. information on which price for the underlying instrument (e.g. closing price, arithmetical mean price over a specific period) is material in establishing the price of the derivative;
- 6. details of where information on the past performance of the underlying instruments can be obtained.

#### 4.2 Additional information for derivatives on equity or debt securities

- 1. if delivery of the underlying instrument is planned: transferability of the underlying instruments, and any restrictions on tradability, as well as the type of security (e.g. registered paper) in the case of shares;
- 2. information on where the latest annual reports for the issuer of the underlying instrument may be obtained free of charge for the term of the derivatives.

#### 4.3 Additional information for derivatives on collective investment schemes

- 1. in the case of collective investment schemes, information on the fund management or issuing company, and details of the composition or investment universe of the collective investment scheme in question;
- 2. confirmation that the collective investment scheme has been authorised by FINMA for sale in or from Switzerland. Otherwise, a special statement must be made that the collective investment scheme has not been authorised for sale by FINMA.

#### 4.4 Additional information for derivatives on indices

- 1. name of the agency that calculates and publishes the index (index sponsor), as well as details of where information on the method of calculation is available to the public;
- 2. details of where information on the securities universe and any modifications to composition are available to the public (specifically where and when such adjustments are announced);
- 3. whether the index in question is a price or performance (total return) index.

#### 4.5 Additional information for derivatives on standardised options and futures contracts

- 1. contract months, including the duration and the expiry, or information on the roll-over mechanism (e.g. roll-over to the corresponding front end future contract);
- 2. contract unit and price quotation.

#### 4.6 Additional information for derivatives on baskets of underlying instruments

- 1. initial fixing plus the percentage and, where appropriate, shares of the initial weighting of basket securities;
- 2. if the composition of the basket is subject to predefined or discretionary modifications, then the permitted investment universe must be defined.

## 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.

If a SIX Swiss Exchange-registered issuance programme, as described in Art. 22 para. 1 Additional Rules Derivatives, is being used, the information listed above must be included in both the issuance programme itself and in the final term sheet.