



**Listing / entry of bonds,
certificates and debt issuance
programmes on the
Vienna Stock Exchange**





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Number and issuing volume of listed bonds as of 31.03.2012

Market Segment	Number	Issuing volume
public sector	269	200 billion EUR
financial sector	2.992	110 billion EUR
corporate bonds	142	21 billion EUR
performance linked bonds	304	4 billion EUR
TOTAL	3.707	335 billion EUR





International bond issuers on the Vienna Stock Exchange

- LBBW: EMTN-programme + 50 bonds: Benchmark issues as well as private placements
- DZ Bank: CDO programme + CDOs
- BNP Paribas + subsidiaries: 19 structured bonds
- Deutsche Bank London: 8 structured notes (CLNs)
- Merrill Lynch International (SPVs): 50 notes: CLNs, repackaged notes
- UBS: structured notes
- Bayerische Hypo Vereinsbank (HVB): Structured notes and certificates, SPVs (Breeze Finance)
- Corporate bonds: ARAG, Nuernberger life insurance, VHV insurance, PrismaLife AG, Georgsmarienhuetten (hybrid capital), Bulgaria Steel Finance (325 million EUR)





Competent authorities

Admission to listing/ entry into the MTF

- The Vienna Stock Exchange is the competent authority for admission to listing securities on a regulated market
- The Vienna Stock Exchange decides on applications concerning entry of securities to the Third Market (MTF)
- Listing is independent from the authority where the prospectus was approved

(Listing / entry of bonds issued by financial institutions as well as debt issuance programmes are admitted within two days)





Prospectuses

- Approval by the Financial Market Authority (FMA) in Austria or passporting of a prospectus from another EU member to Austria
- Language German and / or English (also the summary)
- Disclosure of the prospectus on the web site of the issuer or Vienna Stock Exchange or authority (not FMA) or hard copy
- NO advertisements in the official gazette for passported prospectuses
- NO advertisement in the official gazette for final terms
- Submission for listing:
 - electronic version (pdf-file) of the prospectus (hard copies only on request of Vienna Stock Exchange)
 - Confirmation on the application for listing that the submitted prospectus is identical with the approved version





Overview of the listing segments and the MTF

Official Market

Regulated market according to MiFID

Application by the issuer and an exchange member

Prospectus according to regulation EC/809/2004 (exemption for certain bank bonds possible)

Second Regulated Market

Regulated market according to MiFID

Application by the issuer and an exchange member

Prospectus according to regulation EC/809/2004 (exemption for certain bank bonds possible)

Third Market (MTF)

MTF (Multilateral Trading Facility) operated by Vienna Stock Exchange, trading supervised by FMA

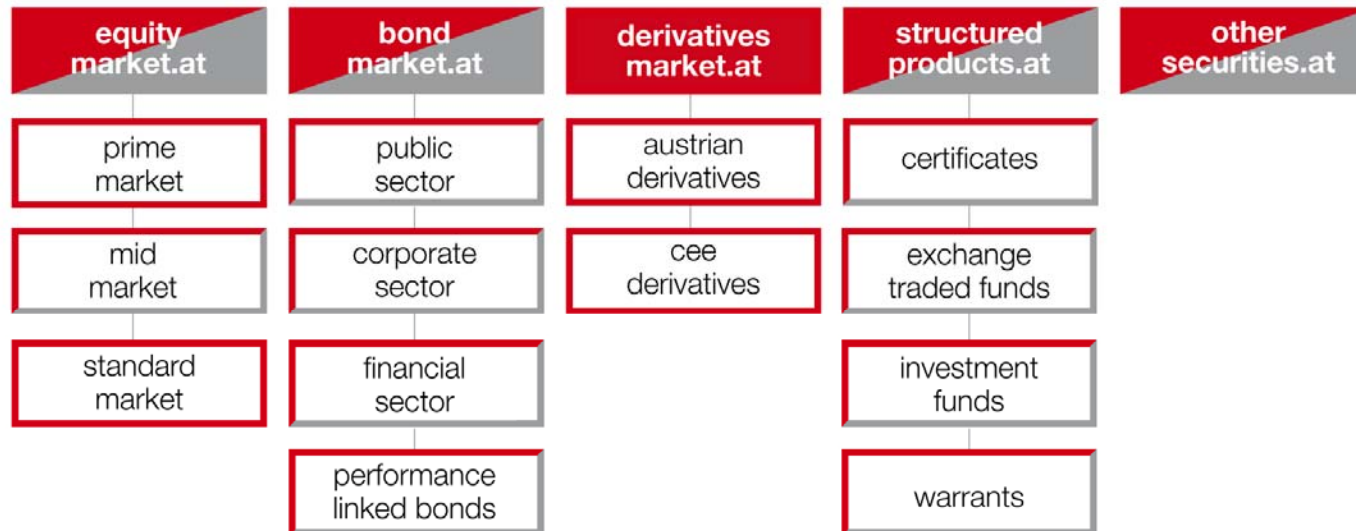
Application by an exchange member or a credit institution or an investment firm

NO Prospectus requirement for entry





Market segmentation of Wiener Börse AG



 Regulated Market
 Regulated Market and Third Market as MTF



Market segmentation concerning bonds

public sector

- Sovereigns, public entities

financial sector

- Banks, insurance companies

corporate sector

- Non-financial corporate issuers

performance linked
bonds

- Structured notes but not certificates



General listing stipulations for the regulated markets / entry stipulations for the MTF

- Listing is independent from the country of the authority approving the prospectus
- No provisions concerning the legal system under which the bond is issued
- No provision concerning the minimum life of the issuer
- All currencies possible as denomination currency
- No provision concerning the denomination
- No restriction concerning the ISIN code (XS..., DE... and all others are possible)
- Free choice of the clearing system (Euroclear, Clearstream Luxembourg, Clearstream Germany possible), no Austrian clearing system required
- No paying agent in Austria required (EEC state sufficient)
- When a bond is guaranteed by a guarantor: No stipulations concerning ongoing disclosure about the guarantor
- For structured notes: No stipulations concerning ongoing disclosure about the underlying





Regulated Markets – listing requirements and documents (1)

- Application: Signed by the issuer and an exchange member (this exchange member does not have the function like a listing agent)
- Prospectus: Either base prospectus to list an issuance programme or stand alone prospectus.
- Prospectus approved by FMA or passported according to regulation EC/809/2004: Electronic version (pdf-file) of the prospectus including the authorized stamp (in case of FMA approved prospectuses), hard copies only on request of Vienna Stock Exchange

EXEMPTION from the prospectus requirement for certain bank bonds under the following conditions possible: Issuing volume < 50 mio. EUR, not subordinated, frequent issuer, not linked to a derivative (which means in Austria: The coupon payment as well as the redemption amount are not allowed to be linked to an underlying, exception: floating rate notes)

- Issuing volume at least EUR 725.000
- Final terms / terms and conditions of the notes





Regulated Markets – listing requirements and documents (2)

- Further documents required:
 - Articles of association of the issuer
 - extract from the commercial register / certificate of incorporation
 - Last annual accounts (annual report)
 - Decision about the issue of the bond
 - For prospectuses passported to Austria: Confirmation (per e-mail) of the Austrian Financial Market Authority concerning the successful passporting
- Free float requirements: NO free float requirement for listing on the Second Regulated Market (private placements with just one single investor possible); Certain free float requirement for the Official Market (consultation with Vienna Stock Exchange)
- Listing of convertible bonds: If the denomination is 50.000 EUR or higher the underlying shares do not have to be listed





Regulated Markets – ongoing requirements / issuer’s duties (1)

- The EU transparency directive was transposed into the Austrian Stock Exchange Act
- If Austria is only host member state: Only the requirements of the home member state have to be fulfilled, NO submission of this regulated information to Austrian authorities
- Disclosure of regulated information only in case Austria is home member state
 - Via an EU wide electronic information system (e.g. Reuters)
 - Submission to the Austrian Financial Market Authority (FMA)
 - Submission to the Austrian central issuer information center
 - Submission to the Vienna Stock Exchange





Regulated Markets – ongoing requirements / issuer’s duties (2)

Regulated information according to the EU transparency directive

- Annual financial statements (not for bond denomination of EUR 50.000 or higher)
- Semi annual financial statements (not for bond denomination of EUR 50.000 or higher)
- Ad hoc disclosure (for bond issuers primarily potential defaults)
- Disclosure of new issued bonds as well as changes in the terms of existing bonds

EVERY issuer has to submit a draft of changes in the articles of association to the Vienna Stock Exchange; to FMA only in case that Austria is the home member state





Third Market (MTF) – Requirements for the entry of bonds and documents

- Application: Signed by an exchange member or a credit institution or an investment firm (the issuer does not have to sign)
- No prospectus requirement for entering the Third Market
- No stipulations concerning issuing volume or free float
- Required documents:
 - Articles of association of the issuer
 - Decision about the issue of the bond
 - Extract from the commercial register / certificate of incorporation
 - Information memorandum for non banks according to annex A of the „Rules for the Operation of the Third Market“
 - Terms and conditions of the bond / final terms
 - Last annual accounts (if existing)
- Duty for the applicant to inform Vienna Stock Exchange of material changes concerning the issuer (default, change of the legal form of the issuer, change of the address of the issuer)





Stand alone issues: Listing procedure / procedure for the entry into the Third Market (MTF)

- Informal contact with the bond listing department of the Vienna Stock Exchange
- Informal check of the listing criteria / criteria for entering the Third Market
- Formal listing application / application for entry into the Third Market (MTF) + required documents
- Admission for listing / entering the Third Market (MTF) within a few days for notes issued by banks and within 2 weeks for corporate bonds
- First trading day: 2 days after admission
- The issuer / the lead manager receives an official notification concerning the admission for listing / entry into the Third Market
- Invoice concerning the listing fee / entering fee and the annual fee





Debt issuance programmes: Listing procedure/ procedure for the entry into the Third Market (MTF)

Admission of debt issuance programmes to the Vienna Stock Exchange:

- Approved or passported base prospectus: Electronic version (pdf-file) of the prospectus including the authorized stamp (in case of FMA approved prospectuses), hard copies only on request of Vienna Stock Exchange
- Application for the programme to be listed on one or both regulated markets and / or entry into the Third Market (MTF)
- NO fees for the admission of the programme itself, only for the securities listed on the VSE





Notes issued under the programme: Listing procedure/ procedure for the entry into the Third Market (MTF)

- No listing agent required for submitting the final terms
- Submission of the final terms via per e-mail (draft version of the final terms is sufficient in case the listing / entry into the Third Market (MTF) shall be on the issue day
- No comments by Vienna Stock Exchange to the final terms
- No separate admission of the single notes issued under the programme
- Listing / entry into the Third Market (MTF) within 2 days after submitting the final terms





Trading in bonds

- Bonds are traded on XETRA trading system
- Trading fees include clearing and settlement costs
- Trading is done in a midday auction once a day – a price only occurs if a bid order and an ask order match
- Open order book
- NO obligation to provide liquidity / to quote, no actual trading legally required





Trading in certificates

- Certificates are traded in the segment „certificates“ on the trading system XETRA
- Trading fees include clearing and settlement costs
- 2 ways of trading (issuer fixes the way of trading)
 - Midday auction once a day: In this case no obligation to quote or to make a price
 - Market model „continuous auction – issuer’s model“ like on Scoach
- Quotation: Possible in EUR per unit, in other currencies per unit or in percentage of the nominal value
- Guarantee certificates and reverse convertible notes: Issuer’s choice to list them in the certificate segment or in the bond segment





Clearing and settlement

- Global certificates have to be deposited with Clearstream, Euroclear, the Austrian central custodian OeKB or other custodians having a clearing link with OeKB
- For trades executed on the Vienna Stock Exchange: The Central Counterpart Austria (CCP.A) acts as central counterpart for all trades (regulated markets + MTF)
- Clearing: t + 3, clearing in EUR (also for bonds and certificates denominated in non-EUR currencies)





Dissemination of exchange prices

Bond and certificate prices are disseminated

- real-time via all major data vendors (Reuters, Bloomberg etc.)
- Via the web site of Vienna Stock Exchange (www.wienerbourse.at)





Listing fee / entry fee for bonds and guarantee certificates (one off fee)

	Bond \leq 5 year tenor	Bond $>$ 5 year tenor
Official Market and Second Regulated Market	<ul style="list-style-type: none"> ▪ 0,005 % (= 0,5 bp) of the principal amount ▪ Floor: 750 EUR ▪ Cap: 2.900 EUR ▪ Placement outside of Austria: 750 EUR (flat fee) 	<ul style="list-style-type: none"> ▪ 0,01 % (= 1 bp) of the principal amount ▪ Floor: 750 EUR ▪ Cap: 2.900 EUR ▪ Placement outside of Austria: 750 EUR (flat fee)
Third Market (MTF)	<ul style="list-style-type: none"> ▪ 0,0025 % (= 0,25 bp) of the principal amount ▪ Floor: 500 EUR ▪ Cap: 2.750 EUR ▪ Placement outside of Austria: 500 EUR (flat fee) 	<ul style="list-style-type: none"> ▪ 0,005 % (= 0,5 bp) of the principal amount ▪ Floor: 500 EUR ▪ Cap: 2.750 EUR ▪ Placement outside of Austria: 500 EUR (flat fee)





Listing fee / entry fee for certificates – valid for all segments

Number of certificates	1 - 350	351 - 700	701 - 1000
Listing fee per certificate *)	145 EUR	140 EUR	120 EUR

*) Guarantee certificates and Reverse Convertible Notes excepted: They fall under the schedule „listing fees for bonds“

Basis of the calculation: Number of all listed certificates on the first listing / entry day of the new certificates; The listing fee / entry fee for the new certificates is calculated according to the schedule above.

Cap per issuer per year for listing- and annual fee: EUR 180.000



Annual fee for bonds

	Fee per bond for each listing year	Cap per year for each issuer for all new listings
Official Market and Second Regulated Market	200 EUR	7.500 EUR (for both regulated markets together)
Third Market (MTF)	100 EUR	no cap

- Calculation / payment of the annual fee
- Payable up front
- Maximally 20 listing years are charged
- Proportionate redemption of the annual fee in case of early redemption of the bond (provided that the issuer did not reach the cap in the year of the first listing of the concrete bond)



Annual fee for certificates valid for all segments

Number of certificates	1 - 350	351 - 700	701 - 1000
Annual fee per certificate *)	58 EUR	50 EUR	40 EUR

*) Guarantee certificates and Reverse Convertible Notes excepted

Basis of the calculation: Number of all listed certificates in the preceding year; for the first 350 certificates: 58 EUR per certificate, and so on according to the fee schedule above.

Cap per issuer per year: Included in the cap of listing fees with 180.000 EUR





Easy listing in Vienna – advantages at a glance

- Quick and no bureaucratic admission for listing / entry
- NO listing agent required for notes issued under a listed debt issuance programme
- Submission of final terms by e-mail – that is sufficient for a listing
- NO advertisement in the official gazette for passported prospectuses and final terms
- Low listing fees (the Second Regulated Market is cheaper than Luxembourg)
- All kinds of denomination possible
- NO paying agent in Austria required
- Clearing systems: Clearstream Luxembourg, Clearstream Frankfurt, Euroclear and others possible
- NO quotation of prices obligatory

