



# Instructions for the reporting of transactions during a buyback programme

These instructions are intended to facilitate the dealing with the form “Declaration of transactions during a buyback programme”. For further information, the Secretariat of the Swiss Takeover Board (**Secretariat**) is available via E-Mail: [counsel@takeover.ch](mailto:counsel@takeover.ch) or telephone: +41 58 399 22 90.

## 1. Submission of the form

[1] “Declaration of transactions during a buyback programme” must be submitted to the Swiss Takeover Board as \*.xls-file via E-Mail to [info@takeover.ch](mailto:info@takeover.ch).

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## 2. The „Bestand“ Sheet

### 2.1 General

[2] “Bestand” must be signed on the occasion of the first reporting as well as on the occasion of a change of the person responsible for the declaration and must be submitted to the Swiss Takeover Board by E-mail (\*.pdf format) fax (+ 41 58 499 22 91) or by mail. In all other cases an electronic submission of the \*.xls-file without signature is sufficient.

### 2.2 Input fields

[3] **Current amount of equity securities bought within the buyback programme:** this field indicates the total amount of shares bought within the buyback programme, including block trades.

[4] *In the case of a buyback programme on the regular trading line:* this field indicates the total amount of equity securities bought within the buyback programme since its launch. The transactions must be reported in the sheets “Equity security 1” to “Equity Security 3”.

[5] *In the case of a buyback programme on a separate trading line:* although the form does not need to be submitted when the buyback programme is executed entirely through a separate trading line (the information relating to such transactions are available on the SIX Swiss Exchange website), the total amount of equity securities bought within the buyback programme on the separate trading line must be indicated in this field when the form is submitted to declare equity securities bought outside the buyback programme (see note 6) or equity securities sold (see note 7) in regard of paragraph 12 of the TOB Circular No. 1. Only the total amount of the buybacks has to be indicated; the transactions do not need to be separately declared in the sheets “Equity security 1” to “Equity Security 3” (see note 11).



[6] **Current amount of equity securities bought outside the buyback programme:** this field indicates the total amount of equity securities which have been bought for another purpose outside the buyback programme since its launch.

[7] **Current amount of equity securities sold:** this field indicates the total amount of equity securities sold since the launch of the buyback programme.

[8] The amounts mentioned in notes 3-7 have to be calculated on the trading day preceding the submission of the form to the Takeover Board.

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### 3. Sheets “Equity security 1” to “Equity Security 3”

#### 3.1 General

[9] **Use of the table:** One sheet must be used for each category of equity securities. The transactions must be listed chronologically. Transactions already reported at an earlier date must not be deleted or altered, but remain listed. Possible revisions due to erroneous entries or mistrades must be discussed with the Secretariat in advance.

[10] **Grouping of several transactions per trading day:** Generally, each transaction must be listed separately. If several transactions which are similar in nature and price are executed on one trading day, these transactions can be grouped in one single line. If several transactions which are similar in nature but different in price are executed on one trading day, these transactions can also be grouped. In this case, the volume weighted average price (**VWAP**; note 18) of the transactions must be indicated. Additionally, the highest price (note 19) and the lowest price (note 20) at which the transactions were executed must be indicated.

[11] **Buybacks on a specific trading line:** Buybacks on a specific trading line do not need to be reported, forasmuch as note 5 of this instruction is respected.

[12] **Transactions in relation with employee share plans:** Transactions relating to employee share plans do not need to be reported.

[13] **Block trades:** If equity securities are purchased via block trades, these block trades must be reported to the Swiss Takeover Board no later than 12 noon on the trading day following the transaction (see TOB Circular No. 1, paragraph 33). If no block trades are executed on a trading day, no report is necessary. If equity securities are sold via block trades, they do not need to be reported separately but can be reported within the regular reporting of transactions (every fifth trading day, see TOB Circular No. 1, paragraph 12 ). The reporting obligation of block trades applies whether the equity securities purchased via block trades are acquired for the purpose of the buyback or for other purposes. However, the nature of the block trades must be specified (see note 16 as follows).

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### 3.2 Table “Transactions”

[14] If no reportable transactions are executed within a reporting period no report needs to be submitted (negative reports are not required).

[15] **“Datum”**: The closing date of the transaction or of the transactions (see note 10) must be indicated. Only one date per entry field must be entered.

[16] **“Art”**: In order to identify the nature of each transaction, the corresponding code according to the table (R/K/BR/BK/V) must be specified. Only one code per input field must be entered.

**R**: Buyback without specific trading line

**K**: Buyback for other purposes than for the purposes of the buyback programme. If the buyback programme is executed via a separate trading line, the securities purchased for other purposes must also be marked with “K”.

**BR**: Buyback for the purpose of the programme via block trade (regarding block trades see also note 13 above).

**BK**: Buyback for other purposes (outside the buyback programme) via block trade (regarding block trades see also note 13 above).

**V**: If offerors sell their own securities on- or off-exchange within or outside the buyback programme, these transactions must be marked with “V”.

[17] **“Anzahl Papiere”**: The quantity of securities which was purchased or sold must be specified, not the quantity of transactions.

[18] **“Preis / VWAP”**: The price at which a equity security was purchased or sold must be specified, without additional costs (e.g. Fees, Charges). If several transactions of equal nature (according to note 16) but of different prices are executed on one trading day, the declaration of each transaction can be replaced by the indication of the VWAP (note 10), the higher price (note 19) and the lowest price (note 20) of these transactions.

[19] **“höchster Preis”**: If the VWAP is used as the price of the transactions, then the highest price at which a transaction was executed must be indicated.

[20] **“tiefster Preis”**: If the VWAP is used as the price of the transactions, then the lowest price at which a transaction was executed must be indicated.

Date: 21 December 2010

Version: 2.0

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