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On the Road to Implementing the Minder Initiative

Reference: CapLaw-2013-14

On 3 March 2013, Swiss voters approved the constitutional initiative against excessive compensation which requires, among other things, shareholder approval of board and executive management compensation (the "Minder Initiative"). Final implementation of the Minder Initiative requires legislative action by the Swiss Parliament; however, in the interim the Swiss Federal Council is required to issue an implementing ordinance. A preliminary draft of this ordinance was published on 14 June 2013.

CapLaw intends on dedicating a full issue to the Minder Initiative ordinance once it is finalized by the Swiss Federal Council and comes into full force and effect. In the meantime, the below summarises some initial considerations based on the preliminary draft ordinance published on 14 June 2013.

CapLaw Editors

1) Introduction

On 14 June 2013, the Swiss Federal Council published the preliminary draft ordinance for the implementation of the constitutional amendments pursuant to the Minder Initiative referendum which occurred on 3 March 2013. The Swiss Federal Council has requested that comments and observations regarding the preliminary draft ordinance be submitted by 28 July 2013. It is anticipated that the Swiss Federal Council will finalize the ordinance by the end of November 2013, in which case, it is likely that the ordinance will come into effect on 1 January 2014.

Once implemented, the ordinance will apply to Swiss corporations whose shares are listed on a stock exchange in Switzerland or abroad.

While the ordinance is currently only in preliminary draft form, the general expectation is that the final ordinance will not deviate substantially from the one circulated by the Swiss Federal Council on 14 June 2013. In light of this, there are several aspects of the preliminary draft ordinance that are worth highlighting at this time as Swiss companies begin to anticipate and plan for the ordinance's implementation.

2) Key Provisions coming into effect on 1 January 2014

a) Prohibited Types of Compensation

From 1 January 2014, the following types of compensation will be considered unlawful:

- severance payments;
- advance compensation;
- incentive fees for the acquisition or transfer of companies or parts thereof; and

– certain other types of compensation and benefits not provided for by a company's articles of association.

While it is important for Swiss corporations falling under the new regime to begin reviewing their compensation schemes and agreements (e.g., employment contracts with executive management) already now to ensure that they comply with the ordinance going forward, existing employment agreements in place prior to 1 January 2014 will need to be brought into compliance by 1 January 2015.

In addition, there has been some discussion on whether the prohibition of "advance compensation" also extends to sign-on bonuses *(Antrittsprämien).* The commentary by the Swiss Federal Council which accompanied the preliminary draft ordinance emphasizes that the decisive element distinguishing prohibited advance payments from certain types of sign-on bonuses is the point in time at which such payment is made. Consequently, sign-on bonuses compensating benefits and other entitlements that executives forfeit from their previous employers continue to be permissible.

b) Criminal Liability

Members of the board of directors, the executive management, and, if applicable, the advisory board can be held criminally liable for intentional violations of the prohibitions provided for under the ordinance. Importantly, criminal liability will extend not only to members of the board of directors, the executive management and, if applicable, the advisory board, but also potentially to outside advisors, such as lawyers, in cases of incitement *(Anstiftung)* and/or aiding and abetting *(Gehilfenschaft).*

Members of the board of directors, the executive management, and, if applicable, the advisory board found liable for intentional violations of the ordinance's provisions face up to three years in prison and a fine of up to six times their annual salary. Indeed, the criminal liability provisions in the ordinance are quite broad and do not provide for any judicial discretion relative to the severity of the offense.

3) Key Considerations for the 2014 Annual General Meeting

a) Board Elections

At the 2014 Annual General Meeting, shareholders will need to elect, individually and annually, for only one-year terms each, the members of the board of directors, the chairman and, where applicable, the vice-chairman. The members of the compensation committee, who can only be selected among the board members, will also need to be elected individually and annually, for one-year terms each.

b) Compensation Report

For the 2014 Annual General Meeting, the board of directors will be required to prepare a compensation report which will replace the corresponding information previously included in the balance sheet notes. The duty to prepare such a report is non-transferable and will be subject to verification by the company's auditors.

c) Independent Proxy

The preliminary draft ordinance prohibits the representation of shareholders by corporate proxies (i.e., officers or other company representatives) as well as by proxies of deposited shares. While shareholders will be required to elect the independent proxy moving forward, including for the 2015 Annual General Meeting (discussed in more detail below), for the 2014 Annual General Meeting, assuming that an independent proxy was not elected at the 2013 Annual General Meeting nor at an interim extraordinary general meeting, the board of directors will appoint the independent proxy. The board of directors shall ensure that shareholders are able to instruct the independent proxy on both (i) agenda items included in the invitation to the annual general meeting and (ii) new motions which were not disclosed in the invitation. The independent proxy is required to exercise the voting rights granted by shareholders only in accordance with shareholder instructions. Of particular significance, the independent proxy is required to abstain from voting where no specific voting instructions have been received.

d) Revision of Articles of Association?

Substantial compulsory and, if applicable, voluntary amendments to the articles of association and governing regulations (e.g., organisational regulations) will need to be made within two years following the ordinance's implementation date, i.e., by 1 January 2016. However, in practice, it may be more cautious to adapt the articles of association to conform with the ordinance, including any additional voluntary provisions, already during the 2014 Annual General Meeting. This would ensure that any rejected or further required amendments could then be addressed during the 2015 Annual General Meeting ahead of the deadline on 1 January 2016.

4) Key Considerations for the 2015 Annual General Meeting

a) "Say-on-Pay"

Beginning at the 2015 Annual General Meeting, shareholders will need to separately approve the fixed and variable aggregate compensation of the board of directors, the executive management and, if applicable, the advisory board. This means from 2015 onwards, shareholders will be asked to vote on (i) the aggregate fixed compensation for the period until the next annual general meeting, i.e., a prospective vote, and (ii) the aggregate variable compensation, if applicable, awarded for the previous financial year, i.e., a retrospective vote.

In the event of a negative shareholder vote in connection with compensation, the preliminary draft ordinance permits the board of directors to submit a new proposal at the same annual general meeting. If the board of directors does not provide a new proposal at the same annual general meeting, or if the new proposal is also rejected, the board of directors is required to convene an extraordinary general meeting of shareholders within three months following the negative vote.

b) Independent Proxy and Electronic Voting

Shareholders will need to elect at the 2014 Annual General Meeting an independent proxy for the 2015 Annual General Meeting. In addition, by the 2015 Annual General Meeting at the latest, the board of directors must ensure that shareholders are able to grant proxies and provide instructions to the independent proxy electronically.

5) From Ordinance to Statute

The hearing period regarding the preliminary draft ordinance ended on 28 July 2013. While certain modifications to the preliminary draft ordinance are expected, one can reasonably anticipate that the final ordinance will not deviate substantially from the preliminary draft. Once finalised, the ordinance will remain in effect until the new legislation fully implementing the Minder Initiative, as enacted by the Swiss Parliament, enters into force.

CapLaw Editors

Switzerland between Bank Secrecy and Automatic Information Exchange—A Change in Paradigm?

Reference: CapLaw-2013-15

In recent years Switzerland has come under increased pressure to loosen its bank secrecy protection and allow foreign governments to obtain information on bank accounts held by its tax payers in Switzerland. After timid first steps initiated in 2009 to grant exchange of information in cases where the information is foreseeably relevant for the enforcement of domestic tax laws, under pressure from the OECD, the EU and the USA, Switzerland seems now to be defining a new strategy for its financial centre which may move away from a strict bank secrecy protection to enhanced transparency and even an automatic information exchange with foreign governments. This article discusses the current initiatives of the Swiss Government in its definition of a new strategy.

By René Bösch

For decades Switzerland is famously—or for certain people and foreign politicians—infamously renowned for its bank secrecy. What started as a well-intended special protection of the personality and integrity of customers of Swiss banks has over time more

and more been used to hide away moneys of dubious origin or to shield moneys from tax authorities. As a consequence of these negative, but still not prevailing practices, Switzerland received quite some biased coverage. Hardly any bestselling crime fiction could do without a numbered account at a Swiss bank. Yet, all this international criticism did not bother Switzerland, its politicians and bankers. Until recently. Since about 5 years, Switzerland is in a move to gradually loosen its bank secrecy and take steps towards increased transparency and better cooperation with foreign governments in respect of tax matters. This development came in waves, and it is not yet clear where it will end.

1) After decades of resistance, in 2009 Switzerland effected a first turnabout—it allowed assistance in tax matters where this could be relevant to enforce domestic tax laws

Since 1934 it has been a crime for a Swiss banker to divulge the identity of a bank customer or any information relating to a Swiss bank account. The limited exceptions to that duty of confidentiality include, *inter alia,* the provision of information in connection with justified requests for assistance in judicial matters or in tax matters or assistance in legal matters where the alleged wrong-doing qualifies as "crime" *(Verbrechen).* Until March 2009, however, Switzerland in effect and boldly speaking upheld the distinction between tax fraud and tax evasion, and only granted assistance in cases of tax fraud or similar cases. That distinction was hardly understood internationally, deviated from the standard applied by the Organisation for Economic Cooperation and Development (OECD) and meant that most requests for international assistance in judicial and tax matters were not honored.

Having been criticized for years, in March 2009 the Federal Council finally decided to conform its practice for exchange of information in tax matters to the prevailing international standards, in particular article 26 of the model agreement of the OECD. Switzerland should not only grant assistance in tax matters in cases of tax fraud, but also in cases where the information is forseeably relevant for the enforcement of local tax laws. As a result, the unique and hardly ever understood distinction between tax fraud and tax evasion was dropped in the international context, allowing foreign governments to obtain information about their taxpayers' Swiss bank accounts also in mere cases of tax evasion. Since then it has negotiated numerous new double-taxation treaties (DTAs) on that basis. Moreover, gradually Switzerland also moved to accept group requests, a standard that is now also embedded in a new Swiss Act on International Assistance in Tax Matters.

2) New Financial Market Strategy announced in February 2013— The White Money Strategy

Whoever thought that the move towards internationally accepted standards for exchange of information in tax matters could do away with the pressure on Switzerland in respect of its financial centre saw himself deceived. Following a series of highly publicized cases of tax evasion and tax fraud, most notably in respect of US, French and German taxpayers, the Swiss Government came under increasing pressure to react and to seek measures that would deter and eventually stop the acceptance and maintenance of undeclared moneys.

Following a first report in December 2012, by the end of February 2013 the Federal Council announced its proposal for the future strategy for the Swiss financial market. While in the press hailed as the "white money strategy", conceptually the proposal consists of a package of several distinct measures that can be categorized as follows:

a) White Money Strategy: As a result of the discussions and disputes about untaxed legacy moneys in Swiss bank accounts, the Federal Council announced a so-called "white money strategy" *(Weissgeldstrategie),* pursuant to which Swiss banks shall ensure that going forward they only accept duly declared moneys. By way of an amendment to the Anti-Money Laundering Statute all financial intermediaries shall be obliged to exercise particular duties of care when accepting a new customer or funds from existing customers with respect to the tax status of such funds. While the proposed legislation favors self-declarations by customers regarding the declared nature of their funds, this is not a strict requirement; financial intermediaries have other means to ascertain that they only accept declared funds. Should the intermediaries have reasoned suspicions or know that funds to be deposited or already deposited with them are not declared, they must not accept such funds or even terminate the client relationship.

b) Implementation of the 2012 recommendations of the FATF: With a second package of proposed legislative measures the Federal Council seeks to implement the revised recommendations of the Financial Action Task Force (FATF) of February 2012. Among the proposed measures are: the increase of transparency on legal entities, in particular such entities that still have bearer shares (bearer shares will not be prohibited, but instead strict reporting requirements will be introduced, the violation of which may be sanctioned severely); the increase of the duties of financial intermediaries in ascertaining the identity of the beneficial owner, in particular in the case of politically exposed persons (PEPs); the extension of the scope of the anti-money laundering laws to the real estate sector and other business activities; and the elevation of severe tax evasion to the status of tax fraud and thereby to a crime, which becomes a base crime in relation to the money laundering statute.

c) Increase of protection of customers in connection with the distribution of financial products: As a third measure the Federal Council announced that it will present a proposal for a new law on financial services (Financial Services Act, or *Finanzdienstleistungsgesetz)* that shall enhance the protection of buyers of financial products. That law shall implement measures similar or equivalent to those provided in the Markets in Financial Instruments Directive (MiFID), as amended, shall give regard to the other standards developed internationally, and shall extend the scope of supervision over financial intermediaries.

While the Federal Council has presented concrete legislation for the first two areas, it has announced that it is expected in the fall 2013 to potentially present a draft proposal for the Financial Services Act.

3) Federal Council redefines Strategy for the Financial Market in June 2013—Automatic Exchange of Information becomes an option

Already by the end of May 2013 the Federal Council announced another step in its redefinition of the financial market strategy: in a report for public consent it also proposed to introduce powers of Swiss national and regional authorities to obtain information about a Swiss taxpayer's bank accounts in Switzerland. If enacted this proposal would result in a further watering down of the distinction between tax evasion and tax fraud, this time in a purely national context.

In mid-June 2013 the Federal Council presented a study commissioned from a group of experts on the regulatory challenges for the cross-border asset management business in Switzerland and the options for that industry. The report analyzes the various options and strategies and arrives at several recommendations, the most striking being that Switzerland should move to and accept the automatic exchange of information as the new global standard. It encourages politicians and the government to work proactively towards the development of such a global standard for the automatic exchange of information and even holds that under certain conditions (*inter alia* the granting of direct access to its markets for Swiss banks) Switzerland should offer the automatic exchange of information to the EU even if that standard were not yet globally accepted.

This report came as a big surprise, marking yet another turning point for the Swiss financial market strategy and for a true change of paradigm. It may be all the more surprising that the report was well received by a large portion of the banking industry, but leading industry leaders have already for some years argued that Switzerland should overcome its banking secrecy legacy, open up and become a truly transparent marketplace. However, admittedly not all industry participants arrived freely at such new insights and positions. Rather, the pressure from the EU to move for equivalency requirements for non-EU financial institutions to do business in the EU and the challenges of MiFID II put so much pressure on the Swiss financial industry to change its strategy,

that Switzerland would offer the automatic exchange of information against the *quid pro quo* that the EU grants Swiss banks the access to its markets.

The Federal Council was not willing to adopt all recommendations of the report. It accepts the move to the automatic exchange of information, but only if and once this has become a global standard and only in respect of such countries that are willing to enter into an agreement with Switzerland regulating the tax legacies of the past. Effectively this means that the Federal Council is not willing to offer the automatic exchange of information swiftly to the EU before that standard has been adopted by the OECD and the G-20.

4) Swiss Financial Market Strategy—Quo Vadis

The steps taken by the Swiss government since 2009 towards a new financial market strategy are striking—in particular in light of Switzerland's refusal for more than 70 years to discuss efforts to loosen its strict banking secrecy laws. However, developments in the last 6 to 12 months do not seem to be fully coordinated within the government and with the industry. Significant issues remain to be solved and significant uncertainty exists as to which of the proposed or discussed measures will eventually make it to law. A group of renowned politicians has already launched a counter-attack against the proposal of the Federal Council, proposing an amendment to the constitution that would anchor the bank secrecy in its traditional form in the constitution. On the other hand, the EU has already signaled its unwillingness to accept discussions about granting market access to Swiss banks under MiFID II as a *quid pro quo* for the automatic exchange of information between Switzerland and the EU.

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The Takeover Board Applies its Practice with Respect to Reorganization Exemptions to Unfriendly Set Ups and, de facto, Rules Out Exemptions from the Offer Duty for Unsolicited Reorganizations

Reference: CapLaw-2013-16

In a recent order the Takeover Board had to rule on whether to grant an unsolicited restructurer a reorganization exemption from the statutory duty to make a purchase offer for all shares of a listed company. The decision is of particular interest because the request for the reorganization exemption was not supported by the board of directors of the potential target company. In the case at hand, the Takeover Board denied the grant of a reorganization exemption applying, amongst others, the principle of subsidiarity which precludes the grant of an exemption as long as the company is in search for an anchor investor and is implementing measures to enhance its financial situation.

By Severin Roelli

1) Facts

a) Schmolz + Bickenbach AG and its Main Shareholders

Schmolz + Bickenbach AG (S+B AG) is a Swiss corporation with its shares listed on the Main Standard of SIX Swiss Exchange. S+B AG is in the business of producing, processing and distributing special steel solutions.

Schmolz + Bickenbach GmbH & Co. KG, Germany (S+B KG) had been the biggest shareholder in S+B AG, holding, through various direct and indirect subsidiaries (S+B Group), 40.46% of the voting rights of S+B AG. A shareholders' agreement between one of the above mentioned subsidiaries and Gebuka AG provided for a de facto veto right of both parties. As a consequence, S+B KG was considered to control only 20.46% of the voting rights in S+B AG.

b) Financial Condition of S+B AG

In early March 2013, S+B AG publicly announced that it had reached an agreement with all lending banks for amendments to its existing credit agreements. The amended credit facilities provided for a total value of around EUR 930 million with fixed durations until March/April 2015. The terms of the credit agreements are based on current market conditions and the expected development of S+B AG's business. In addition to the amendment of the financial covenants and credit margins, measures to strengthen the capital of S+B AG were foreseen at that time. With the goal of strengthening the capital base and improving the balance-sheet structure, the board of S+B AG began evaluating various strategic options. Such options, in particular, included equity measures as well as other suitable measures to permanently reduce the leverage.

On 4 April 2013, S+B AG publicly announced that it intended to expand its shareholder base. As part of that strengthening of the capital structure, S+B AG invited selected investors to submit offers with regard to a capital restructuring involving existing shareholders. S+B AG has communicated that it is in discussions with various national and international investors, with whom confidentiality and standstill agreements have been signed.

On 22 May 2013, S+B AG published its quarterly report and announced that its earnings situation had substantially increased. The order backlog and revenues had improved and the cost-cutting measures had begun to show initial results: adjusted EBITDA in the magnitude of EUR 150 million to EUR 200 million are expected for 2013 earnings. Further, it was communicated that S+B AG was examining the possibility of performing a capital increase in the magnitude of approximately CHF 300 million by the issue of subscription rights.

c) Investment and Shareholders' Agreement

In late April 2013, S+B KG and Venetos Holding AG (Venetos), a company of Mr. Vekselberg's Renova group, entered into an investment and a shareholders' agreement with the aim to reorganize S+B AG. Pursuant to these agreements, Venetos would acquire from S+B KG shares and subscription rights for shares of S+B AG (such shares to be issued in connection with the upcoming capital increase) and eventually become the main shareholder of S+B AG.

Under the investment agreement, Venetos and S+B KG agreed on the terms of a EUR 350 million rights offering by means of a "Harmonica" (*i.e.,* capital reduction immediately followed by a capital increase in the amount the capital was previously reduced). S+B KG agreed to take all necessary actions in order to give raise to such a Harmonica. The shareholders' agreement provided for the terms of the relationship between the parties post-capital increase. It was contemplated that, subsequent to the capital increase, Venetos would hold at least 25.29% and S+B KG would not hold more than 15.17% of the voting rights of S+B AG. Both agreements were subject to various conditions, one of which being that the agreements would only become binding on the parties if the reorganization transaction did not trigger the duty to make a purchase offer for all shares of S+B KG.

2) Request for the Grant of a Reorganisation Exemption

a) Request of Venetos and S+B KG

S+B KG and Venetos filed a request to the Takeover Board (TOB) asking, amongst others, (i) for an exemption from the duty to make a mandatory offer, in case they exceeded the threshold of 33⅓% of the voting rights of S+B AG, individually or collectively as an organized group due to the signing and consummation of the investment and shareholders' agreement and (ii) a confirmation that Venetos has no duty to make a mandatory offer (y) in case of the termination of the shareholders' agreement or (z) in case of Venetos individually exceeded the threshold of 33⅓% of the voting rights of S+B AG following the reorganization.

In their request, Venetos/S+B KG claimed (i) that the capital increase contemplated under the investment agreement would recapitalize S+B AG, (ii) that such a recapitalization is necessary and (iii) that S+B AG itself confirmed the necessity of a recapitalization in its press release of 4 April 2013. The necessity for a recapitalization in the amount of EUR 350 million was determined through an "outside–in" analysis and a detailed analysis of the capital structure and the debt equity ratio of competitors, as of end of 2012, S+B AG had net financial liabilities of 5.9 x EBITDA and an equity ratio of 26% compared to net financial liabilities of 3.0 x EBITDA and an equity ratio of 53% of its European competitors.

b) Statement of S+B AG to the Request of Venetos/S+B KG

In its statement, S+B AG requested that all motions of Venetos/S+B KG be denied. S+B AG argued that it was not in need of fundamental rehabilitation and its existence in the short and medium term was secured from both a financial as well as operational point of view. S+B AG had taken steps to enhance the debt equity ratio. It had approached various potential anchor investors including Renova, the parent company of Venetos. S+B AG had liquidity available to continue its business until April 2015 and S+B AG had mandated a consultant to conduct a strategic review. The notes of S+B AG that are listed on SIX Swiss Exchange had been recently trading at well above 100%, which evidenced the confidence of the financial markets in S+B AG. At the time of their filing, S+B AG expected positive operating results for the first quarter, which showed that the internal measures (i.e., cost cuts, investment savings plan, etc.) were beginning to show results. In addition, the proposed reorganization measures of Venetos/S+B KG were neither necessary nor proportionate. Finally, S+B AG submitted an appraisal of its financial condition issued by Ernst & Young, its auditor. Ernst & Young stated that it currently believed S+B AG could continue to operate as a going concern.

3) Considerations of the TOB

a) Group acting in concert

The TOB confirmed its practice that several restructurers are considered to be acting in concert if they coordinate the voting of their shares in the shareholders' meetings as well as in the restructuring of the target. Venetos and S+B KG qualified as a group acting in concert due to their investment agreement and shareholders' agreement.

b) Confirmation of the Takeover Board's practice in respect of article 31(2)(a) Stock Exchange Act

Second, the TOB confirmed its practice that the reorganization must be of an economic nature to qualify for an exemption from the statutory duty to make a purchase offer for all shares. Accordingly, a measure only qualifies as a reorganization measure if (i) it serves to remedy the economical weaknesses of a distressed company that is seriously threatened in its existence and helps to recover the company's earning power; (ii) the measure is necessary and, in the ordinary course of events, reasonably likely to adequately secure the continued existence of the company; (iii) the restructurer(s) incur(s) new obligations or waive(s) existing rights that improve the financial condition of the distressed company, and do not just satisfy legal obligations incurred before the restructuring; and (iv) the long term success of the measure is not required. Lastly, the reorganization exemption is a means of last resort which shall only be granted in case no investor can be found who is willing to invest in the company without relying on the exemption.

c) The Takeover Board's reasoning

The TOB qualified S+B AG's efforts towards the implementation of capital restructuring measures as evidence of the absence of the need for fundamental rehabilitation in the meaning of the Swiss takeover law. Only the existence of a threatening weakness of the company would require fundamental rehabilitation. According to the TOB S+B AG did not suffer from such a weakness given that its auditor confirmed that S+B AG could, without reasonable doubt, continue to operate as a going concern for the relevant period (until 31 December 2013) and that the auditor's 2012 report did not reveal any qualification in this regard. The assessment of the auditor is supported by the fact that S+B AG could avail itself of liquidity from the financing banks until April 2015. The short and middle term liquidity needs of the company are secured, a pattern that is typically not seen in a company dealing with existence threatened circumstances.

Finally, the TOB held that the principle of subsidiarity would hinder the grant of a reorganization exemption as long as S+B AG is continuing its search for an anchor investor and implementing measures to enhance its financial situation.

As a result, the TOB concluded that it could not grant the requested reorganization exemption and that the passing of the 33⅓% threshold by Venetos following the capital increase would trigger the duty to make a purchase offer for all shares of S+B AG.

TOB Order 535/01 dated 24 May 2013

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Modification TOB Circular No.1: Buyback Programmes

Reference: CapLaw-2013-17

On 27 June 2013, the Swiss Takeover Board has modified the Circular no. 1 from 7 March 2013 about Buyback Programmes. As principal innovation, the modalities of the publication of transactions on the website of the offeror are now defined and the obligation to declare these transactions to the Takeover Board was abrogated (margin no. 27 to 30). Furthermore, the calculation of the daily volume limit of Art. 55b para. 1 let. c SESTO was precised (margin no. 23a) and the regime of the confirmations of the offeror and the bank or securities dealer appointed to conduct the buyback programme was modified (margin no. 20, 24 to 26).

Meyer Burger Technology AG completed a rights offering in the amount of approximately CHF 152 million

Reference: CapLaw-2013-18

On 13 May 2013, Meyer Burger Technology AG, a leading global technology group specializing in innovative systems and processes based on semiconductor technologies, completed a capital increase by way of a rights offering to its shareholders in the amount of approximately CHF 152 million. The net proceeds of the rights offering will, *inter alia,* be used to strengthen Meyer Burger Technology AG's balance sheet and secure its financing needs in the near to mid-term and to increase the group's financial flexibility and to further invest in research and development of photovoltaic systems.

CHF 300 million ABS Notes—BMW Group vehicle lease assets securitization listed on SIX Swiss Exchange

Reference: CapLaw-2013-19

On 15 May 2013, BMW Group successfully closed a cross-border securitization of a portfolio of lease assets originated in Switzerland. The CHF 220.5 million Class A Notes are listed on the SIX Swiss Exchange. The transaction involved the sale by BMW (Schweiz) AG of Swiss car and motorbike lease assets to a newly established Luxembourg special purpose vehicle, which funded the initial purchase of lease assets with the proceeds of the issuance of three classes of notes in the aggregate amount of CHF 300 million. The securitization structure provides for the first Swiss cross-border vehicle lease assets securitization listed on the SIX Swiss Exchange and the first issuance of asset-backed securities by a Luxembourg securitization vehicle listed on the SIX Swiss Exchange.

CHF 218.07 million Exchangeable Bonds issued by Schindler Holding Ltd. exchangeable into registered shares of ALSO Holding AG

Reference: CapLaw-2013-20

On 5 June 2013, Schindler Holding Ltd. successfully closed its issuance of CHF 218.07 million exchangeable bonds due 2017 exchangeable into registered shares of ALSO Holding AG. The transaction was governed by Swiss law and introduced an exchange property structure thus far used in English law governed transactions. The exchangeable bonds are listed on the SIX Swiss Exchange.

Quo Vadis—Financial Market Switzerland? Banks in Economic Turmoils—Restructuring, Execution, Liquidation (Quo Vadis—Finanzplatz Schweiz? Banken in wirtschaftlichen Schwierigkeiten—Sanierung, Abwicklung, Liquidation)

Thursday, 29 August 2013, 8.45–17.30, University of Zurich, Zurich

www.eiz.uzh.ch/weiterbildung/seminare/

16th Zurich Conference on Mergers & Acquisitions (16. Zürcher Konferenz Mergers & Acquisitions)

Tuesday, 3 September 2013, 9.15–17.10, Lake Side Casino Zürichhorn, Zurich

www.eiz.uzh.ch/weiterbildung/seminare/

7th Intensive Seminar on Mergers & Acquisitions (7. Intensivseminar Mergers & Acquisitions)

Tuesday and Wednesday 17th and 18th September, 2013, Hotel Palace, Lucerne

www.irp.unisg.ch/de/Weiterbildung/Tagungen

Forum Financial Market Regulation No. 2, Delivery of Bank Data Abroad (Forum Finanzmarktregulierung Nr. 2, Lieferung von Bankdaten ins Ausland)

Thursday, 19 September 2013, 12.15–13.45, University of Zurich, Zurich

www.finreg.uzh.ch

Money Laundering Act (Geldwäschereigesetz (GwG))

Tuesday, 15 October 2013, Metropol, Fraumünsterstrasse 12, 8001 Zürich

www.eiz.uzh.ch/weiterbildung/seminare/