

Guideline on the Directive on the Disclosure of Management Transac- tions

Guideline DMT
Completely revised version as of 1 February 2024

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List of abbreviations

ADR	American depositary receipts
CC	Swiss Civil Code of 10 December 1907
CO	Federal Act of 30 March 1911 on the Amendment of the Swiss Civil Code (Part Five: Code of Obligations)
DAH	Directive on Ad hoc Publicity
DCG	Directive on Information relating to Corporate Governance
DMT	Directive on the Disclosure of Management Transactions
ETF	Exchange Traded Funds
FinMIA	Federal Act of 19 June 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading
GDR	Global depositary receipts
IC	Issuers Committee
ISIN	International Securities Identification Number
LR	Listing Rules
MT reporting platform	Electronic reporting platform for the disclosure of management transactions
RB	Regulatory Board
RP	Rules of Procedure
SaKo	Sanctions Commission
SER	SIX Exchange Regulation AG
SPAC	Special Purpose Acquisition Companies

Introduction

	Note (N)
<p>This guideline serves to describe the provisions of Art. 56 of the Listing Rules (LR) and the Directive on the Disclosure of Management Transactions (DMT) and is intended to offer a guide to interpretation. The Listing Rules should be interpreted in accordance with the Federal Act of 19 June 2015 on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (Financial Market Infrastructure Act, FinMIA). The DMT should be interpreted in accordance with the FinMIA and the LR.</p> <p>Neither the guideline nor the recommendations of SIX Exchange Regulation AG (SER) contained in the guideline are legally binding.</p>	1
<hr/> <p>Of the three language versions of the guideline (German, French and English), the original German version is authoritative.</p>	2
<hr/> <p>The provisions of the LR and the DMT are referenced by means of the appropriate articles and paragraphs (Art. and para.) and the explications of the guideline by means of notes (N).</p> <p>Suggested reference format: Guideline DMT, N 1</p> <p>References to decisions of the SIX judicial bodies as well as any references to information from the Regulatory Board (RB) and the Issuers Committee (IC) are shown in italics for visual emphasis. The adjudication of the SIX judicial bodies as well as the notices of the RB and the IC are available on the SER website.</p> <hr/>	3

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Art. 56 – Disclosure of management transactions

Article LR	Article text	Information	Note (N)
Listing Rules			
Art. 56 – Disclosure of management transactions			
Art. 56 para. 1	The disclosure of management transactions promotes the provision of information to investors, and contributes to the prevention and prosecution of market abuse.	<p>Purpose</p> <p>The purpose of the disclosure of management transactions is to provide an additional source of information to investors. In addition, the disclosure of management transactions is intended to prevent market abuse (illegal insider trading and price manipulation) and in the event of abuse facilitate prosecution, thereby strengthening the integrity of the market and the confidence of the market participants.</p>	4
Art. 56 para. 2	An issuer whose equity securities have their primary listing on SIX Swiss Exchange AG must ensure that the members of its board of directors and its executive committee report transactions in the issuer's equity securities, or in related financial instruments, to the issuer no later than the second trading day after the reportable transaction has been concluded. Transactions undertaken on a stock exchange must be reported to the issuer no later than	<p>Scope</p> <p>a) Issuers</p> <p>The provisions concerning disclosure of management transactions apply to all issuers whose equity securities have their primary listing on SIX Swiss Exchange Ltd.</p> <p>b) Persons subject to the reporting obligation</p> <p>Usually, in addition to the members of the board of directors and the executive committee, many other persons with management responsibilities have inside information. For reasons of legal security and practicality the reporting obligation applies only to members of the board of directors and the executive committee, which is usually directly subordinate to the board of directors or the CEO. Any persons who perform such functions even on an interim basis are also subject to the reporting obligation.</p>	5
		<p>The members of the board of directors and the executive committee within the meaning of Art. 2 DMT are the same as the members of the board of directors and the executive committee with the meaning of the Directive on Information relating to Corporate Governance (Directive Corporate Governance, DCG) (see in particular the Guideline DCG, annex points 3.1 and 4.1).</p>	6
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Article LR	Article text	Information	Note (N)
	the second trading day after they are executed. Issuers are responsible for instructing persons subject to the reporting obligation regarding their duties and for taking action against them should they fail to fulfil their obligation.	<p>The reporting obligation ends when an individual leaves the board of directors or the executive committee. Former members of the board of directors or the executive committee are not subject to the reporting obligation. Neither are honorary chairmen or honorary members of the board of directors who are not or no longer members of the respective body within the meaning of company law. If the persons subject to the reporting obligation continue to perform part of their former functions beyond the date of departure, they remain subject to the reporting obligation.</p>	8
		<p>Persons designated to the board of directors or executive committee are in principle subject to the reporting obligation as soon as they assume their new function. However, if the designated person is already active in his/her future function, this person is subject to the reporting obligation on assuming the corresponding operational functions.</p>	9
		<p>Instruction on and implementation of the reporting obligation</p> <p>The issuer is obliged to instruct and train the persons subject to the reporting obligation appropriately and effectively and to regularly remind them about the obligation to disclose management transactions.</p>	10
		<p><i>The instruction on the reporting obligation is the decisive basis for allowing the intent and purpose of the disclosure of management transactions to be achieved in the first place (sanction notice of SIX Exchange Regulation of 7 July 2020, SER-MT I/20, margin 84).</i></p>	11
		<p>In this connection it is particularly recommended that for the purpose of implementation of Art. 56 LR, issuers inform persons subject to the reporting obligation of their duties in connection with the disclosure of management transactions by means of internal directives, internal regulations or similar documents.</p>	12

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Art. 56 – Disclosure of management transactions

Article LR	Article text	Information	Note (N)
		<i>Simply handing out a copy of internal regulations is not enough to ensure adequate information and instruction of a person subject to the reporting obligation (see decision of the Committee of the Admission Board of 4 September 2006, ZUL/MT/IV/06, margin 37). In the course of their personal instruction, persons subject to the reporting obligation have to be informed both in writing and by word of mouth about their duties in connection with the disclosure of management transactions (see decision of the Sanctions Commission of 12 March 2009, SaKo/MT/I/08, margin 8 and decision of the Sanctions Commission of 17 March 2016, SaKo 2016 SaKo-2015-KTR-I/15/MT-I-15/MP-1/15, margin 14).</i>	13
		<i>On the contents of the internal regulations, see the decision of the Committee of the Admission Board of 4 September 2006, ZUL/MT/IV/06, margin 23. In this decision, the then Committee of the Admission Board criticised that in the case in question, the internal regulations did not adequately inform the person subject to the reporting obligation about the details of the person's duties in connection with the disclosure of management transactions. In particular, it was not explained which equity securities and financial instruments could be the subject of a reporting obligation. Furthermore, the regulations did not contain any information about the details that had to be included in a report.</i>	14
		<i>Members of the executive committee and members of the board of directors must be repeatedly reminded of their duties in connection with the disclosure of management transactions, in particular the short reporting deadlines (see decision of the Sanction Commission of 12 March 2009, SaKo/MT/I/08, margin 8 and sanction notice of SIX Exchange Regulation of 19 May 2009, SER-MT I/09, margin 40).</i>	15
		<i>The corresponding information can be provided at meetings of the board of directors or the executive committee (see decision of the Sanction Commission of 3 July 2009, SaKo/MT/I/09, margin 9 and decision of the Sanction Commission of 11 September 2009, SaKo/MT/II/09, margin 7).</i>	16
		<i>If an issuer suspects that a person subject to the reporting obligation failed to fulfil the reporting obligation in a specific instance, it must contact this person and direct him or her to make the relevant report.</i>	17
		<i>If a person subject to the reporting obligation breaches his/her reporting obligation, the issuer must take action against the person subject to the reporting obligation.</i>	18

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Article LR	Article text	Information	Note (N)
		As a rule, the manner in which the issuer takes action against any non-compliant person is at its discretion. This could involve several measures ranging from a simple, written reprimand to payment of a sum of money or consequences in relation to the employment agreement or mandate of the person.	19
		Commencement of the reporting obligation	20
		The reporting obligation arises when the corresponding reportable transaction is concluded or, in the case of stock exchange transactions, after execution of the transaction (see Art. 7 DMT or N 142). The person subject to the reporting obligation has to report the transaction to the issuer at the latest on the second trading day after reporting obligation commences (see Art. 56 para. 2 LR).	
		The trading days are calculated according to trading calendar of SIX Swiss Exchange Ltd.	21
		Example:	22
		Thursday, 3 May: Transaction Monday, 7 May: Notification to the issuer	
		To comply with the deadline, it is sufficient for the person subject to the reporting obligation to transmit the information to the issuer before midnight on 7 May.	
		On its website, SER has posted a possible model for a reporting form that the person subject to the reporting obligation can use to make his/her disclosure to the issuer. The use of this form is voluntary.	23

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Article LR	Article text	Information	Note (N)
Art. 56 para. 3	<p>Transactions which have a direct or indirect effect on the assets of a person who is subject to the reporting obligation are subject to the reporting obligation. Transactions whose execution the person subject to the reporting obligation is unable to influence are not subject to the reporting obligation.</p>	<p>Transactions subject to the reporting obligation</p> <p>In accordance with Art. 56 para. 3 LR, a transaction is reportable if it has a direct or indirect effect on the assets of the person subject to the reporting obligation or if it is executed by a related party under the significant influence of a person subject to the reporting obligation. Transactions between persons who are subject to the reporting obligation and related parties are also subject to the reporting obligation (on the concept of related parties see N 36 et seqq.).</p>	24
	<p>Transactions carried out by related parties must be reported if such transactions are carried out under the significant influence of a person who is subject to the reporting obligation. Furthermore, transactions between persons who are subject to the reporting obligation and related parties are also subject to the reporting obligation.</p>	<p>a) Concernment of assets</p> <p>If a transaction affects the assets of a person subject to the reporting obligation, a duty to report exists in principle (see N 32 et seqq.).</p>	25
		<p>The assets of a person subject to the reporting obligation may be indirectly involved if the assets, in particular in connection with concerning joint assets (e.g. communities of heirs, ordinary partnerships).</p>	26
		<p>A transaction may also involve the assets of a person subject to the reporting obligation in the context of matrimonial property law and be subject to the reporting obligation in such circumstances. The following distinctions must be made in connection with matrimonial property law pursuant to the Swiss Civil Code (CC):</p>	27
		<p>The assets of a person subject to the reporting obligation may be indirectly involved in connection with joint ownership of acquired property (Art. 196 et seqq. CC) if the spouse makes a transaction via a safekeeping account that is deemed to belong to the acquired property (Art. 197 CC) of the spouse of the person subject to the reporting obligation. However, if the safekeeping account through which the spouse of a person subject to the reporting obligation makes a transaction is that spouse's own property (Art. 198 et seqq. CC), it can be assumed that the person subject to the reporting obligation does not have to report the transaction.</p>	28
		<p>Community of property (Art. 221 et seqq. CC) combines the assets and income of the spouses into joint property that belongs undivided to both spouses (with the exception of items that are a spouse's own property by law). Hence, a transaction made by the spouse of a person subject to the reporting obligation and involving assets belonging to the joint property is subject to the reporting obligation.</p>	29

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Article LR	Article text	Information	Note (N)
		In the case of separation of property (Art. 247 et seqq. CC), it can be assumed that no reporting obligation arises for transactions made by the spouse of a person subject to the reporting obligation that involve the spouse's assets.	30
		Particularly in connection with joint ownership of acquired property and in cases in which the person subject to the reporting obligation is subject to foreign matrimonial property law, it will not always be easy for issuers to decide which specific cases are subject to the reporting obligation. Notably in cases such as these, issuers must adequately inform the persons subject to reporting obligations and notify them of the possible applicability of the reporting obligation. Ultimately, however, it is the responsibility of the person subject to the reporting obligation to decide whether or not to make a report. It is not the duty of the issuer to establish in individual cases whether a given transaction concerns, for instance, the acquired property or the spouse's own property.	31
		Exception: No possibility of influencing an investment decision: In a transaction involving the property of a person subject to the reporting obligation, an exception to the reporting obligation may be made if there is no possibility for the person subject to the reporting obligation to influence the investment decision.	32
		To prevent possible abuse and evasion, SER holds that this exception should be applied with extreme reticence. That reflects the standing practice of SER since the implementation of the rules on disclosure of management transactions.	33
		By explicitly making asset management mandates subject to the reporting obligation (see N 87 et seqq.), only those transactions in which even the possibility that a person subject to the reporting obligation can influence an investment or disinvestment decision is excluded justifies an exemption from the reporting obligation. Whether or not use is made of this possibility to influence in individual cases does not affect the reporting obligation.	34

Article LR	Article text	Information	Note (N)
		<p>The blind trust, a concept of Anglo-Saxon law, is an example of customary non-applicability of the reporting obligation due to lack of influence of the person subject to the reporting obligation. In the classical structure of blind trust, the settlor – in the case at issue, the person subject to the reporting obligation – usually has no influence on the trustee's investment decisions. Furthermore, he has no right of information in connection with executed investments and the activities of the trustee. The trustee is completely independent of the settlor. If, on the other hand, a person subject to the reporting obligation has the possibility of an influence on the trustee's investment decisions, it has to be assumed that a reporting obligation arises.</p>	35
		<p>b) Transactions of related parties/significant influence</p> <p>Transactions of related parties carried out under the significant influence of a person who is subject to the reporting obligation are also subject to the reporting obligation.</p> <p>The reporting obligation for transactions of related parties ceases to apply when the individual no longer has a relationship with the related party (for instance in case of death).</p>	36
		<p>The concept of «related party» defines the circle of relevant third parties more precisely.</p>	37
		<p>A related party can be either a natural person or a legal entity. The relationship of the related party with the person subject to the reporting obligation has to be closer than that of other third parties. The reasons for this may be family, specific living conditions or the relationship of the person subject to the reporting obligation with a legal entity. Specific examples are provided in Art. 3 para. 2 DMT, N 89 et seqq., with the intention of giving the issuer and the person subject to the reporting obligation a better orientation.</p>	38
		<p>The reporting obligation applies on transactions executed by a related party if the decision on the execution was made under significant influence of the person subject to the reporting obligation. Such transactions are reported in the name of the person subject to the reporting obligation.</p>	39
		<p>In accordance with the wording of Art. 56 LR, it is not sufficient for the person subject to the reporting obligation to exercise subordinate influence on the investment decision; the influence on the related party's transaction decision has to be significant.</p>	40

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		<p>If a transaction of a related party is carried out under significant influence of several persons subject to reporting obligations, the individual persons subject to the reporting obligation have to report the transaction on a pro rata basis. In the publication comments field, it is recommended to mention that the natural person/legal entity is related to several persons subject to the reporting obligation and that the persons subject to the reporting obligation are reporting the transaction on a pro rata basis.</p>	41
		<p>c) Transactions between persons subject to the reporting obligation and related parties</p> <p>Transactions between persons subject to the reporting obligation and related parties are only to be reported by the members of the issuer's board of directors and executive committee (Art. 56 LR in conjunction with Art. 2 DMT).</p> <p>The obligation to report transactions between persons subject to the reporting obligation and their related parties ceases to apply when the individual leaves the board of directors or the executive committee or no longer has a relationship with the related party (for instance in case of death; see N 8).</p>	42
Art. 56 para. 4	<p>The notification to the issuer must contain the following information:</p> <p>1. name and date of birth of the person subject to the reporting obligation;</p>	<p>Content of the disclosure</p> <p>On persons subject to the reporting obligation see N 6 et seqq.</p> <hr/> <p>In accordance with Art. 56 para. 5 (2) LR, the name and date of birth of the person subject to the reporting obligation are not disclosed (seen N 68). However, these details may be disclosed to the appropriate authorities for the purposes of pursuing insider trading and market abuse.</p>	43
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Article LR	Article text	Information	Note (N)
2.	capacity of the person who is subject to the reporting obligation, as an executive member of the board of directors or member of the executive committee, or as a non-executive member of the board of directors;	Persons who carry out operational management tasks within the company are deemed executive members of the board of directors. Usually, a majority of the members of the board of directors do not carry out operational management tasks within the company (= non-executive members) (see also the Guideline DCG, annex point 3.1).	45
3.	in the case of reportable transactions carried out by related parties, information on whether the transaction was concluded by a natural person or a legal entity;	On the concept of related parties, see N 36 et seqq. and 89 et seqq.	46
		The name and date of birth of the related party are not to be disclosed.	47
4.	type of transaction;	The following types of transactions subject to the reporting obligation must be distinguished: <ul style="list-style-type: none"> – Purchase – Sale – Grant/Writing 	48
		On the type of transaction, also see N 114 et seqq.	49
5.	type, total amount and ISIN of the equity securities and financial instruments or, if no ISIN	In accordance with Art. 56 para. 4 point 5 LR, the relevant International Securities Identification Number (ISIN) must be provided for listed equity and financial instruments. In the case of unlisted countries and purchase rights and financial instruments the main conditions associated with the security in question must be disclosed.	50

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Article LR	Article text	Information	Note (N)
	exists, the principal terms of the financial instruments;	Disclosure of ISIN: in the case of notification of conversion and purchase rights and financial instruments, the ISIN required is not the ISIN of the underlying instrument, i.e. the equity security listed on a SIX trading venue, but the ISIN of the conversion or purchase right or of the financial instrument.	51
		On the main conditions, see Art. 4a DMT or N 102.	52
		Details of the ISIN or the main conditions make it possible for market participants to make potential conclusions about possible motives for the conclusion of the transaction.	53

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Article LR	Article text	Information	Note (N)
	6. total value of transaction;	Concerning the total value in general, see Art. 4b DMT or N 103.	54
		Concerning the total value of transactions based on a pre-trading plan, see N 151 et seqq.	55
		Concerning the total value of exercise-and-sell transactions, see N 117 et seqq.	56
		Concerning the total value of a transaction on the exercise of cash settled financial instruments involving a net cash payment, see N 141.	57
	7. date of the transaction that is subject to the reporting obligation or, in the case of stock exchange trades, the date of execution;	The reporting obligation for the person subject to the reporting obligation arises at the time the corresponding binding transaction is concluded (see Art. 7 DMT or N 142 et seqq.).	58
		In the case of stock exchange transactions, the reporting obligation arises at the time the transaction is executed (see Art. 7 DMT or N 148).	59
	8. date of the notification to the issuer from the person who is subject to the reporting obligation.	This information is not published (see Art. 56 para. 5 (2) LR or N 68).	60
Art. 56 para. 5	The issuer must report the information listed under para. 4 to SIX Exchange Regulation within three trading days of receiving the notification itself. With the exception of para. 4 point 1 and point 8, this information will be published.	The issuer must publish the information according to Art. 56 para. 2 LR within three further trading days, calculated from receipt of the notification from the person subject to the reporting obligation, via SER's electronic reporting platform for the disclosure of management transactions (MT reporting platform).	61
		<i>The period starts as soon as the corresponding information is available at the level of the issuer (see decision of the Sanction Commission of 17 March 2016, SaKo 2016 SaKo-2015-KTR-I/15/MT-I-15/MP-1/15, margin 8).</i>	62

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Article LR	Article text	Information	Note (N)
		<i>The decision of the Committee of the Admission Board of 11 May 2006, ZUL-MT I/06, margin 35 et seqq. then states that knowledge is attributed in principle to a legal entity (i.e. the issuer) to the extent that the persons involved in a legal entity must have or have had knowledge of the specific transaction (cf. also in this regard the sanction notice of SIX Exchange Regulation dated 1 November 2011, SER-MT I/11, margin 58 et seqq. and sanction notice of SIX Exchange Regulation of 7 July 2020, SER-MT I/20, margin 94).</i>	63
		Accordingly, issuers must make internal arrangements to ensure that notifications received from persons subject to the reporting obligation are disseminated internally in good time for them to be published on the MT reporting platform within the prescribed deadlines.	64
		<i>Even if the person subject to the reporting obligation had not reported the transaction to the issuer within the deadline, the issuer is still obliged to disclose the notification transmitted to him or her within three trading days (see decision of the Committee of the Admission Board of 11 May 2006, ZUL-MT I/06).</i>	65
		The trading days are calculated according to trading calendar of SIX Swiss Exchange Ltd.	66
		Example:	67
		Thursday, 3 May: Transaction	
		Monday, 7 May: Notification to the issuer	
		Thursday, 10 May: Issuer notifies SER (publication follows immediately, see N 162)	
		To comply with the deadline, it is sufficient for the issuer to disclose the information via the MT reporting platform before midnight on 10 May.	
		The name and date of birth of the person subject to the reporting obligation (Art. 56 para. 4 point 1 LR) and the date of the notification to the issuer (Art. 56 para. 4 point 8 LR) are not published.	68
		<i>The issuer must make the necessary arrangements so that it can at all times comply with the obligation to disclose management transactions. In particular, the short deadlines in connection with the reporting and publication deadlines assume the appropriate arrangements (see decision of the Committee of the Admission Board of 2 July 2006, ZUL-MT III/06, margin 39).</i>	69

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Article LR	Article text	Information	Note (N)
		<i>A single person responsible for reporting is not a sufficient organisation for the purposes of ensuring the timely disclosure of management transactions (see sanction notice of SIX Exchange Regulation of 4 February 2013, SER-MT II/12-AHP I/12-Listing I/12, margin 51).</i>	70
		<i>In the case of absences on account of business, illness or holiday, a substitution has to be organised in order to fulfil the obligations to disclose (see decision of the Committee of the Admission Board of 2 July 2006, ZUL-MT III/06, margin 39; decision of the Sanction Commission of 12 March 2009, SaKo/MT/I/08, margin 8; sanction notice of SIX Exchange Regulation of 24 February 2012, SER-MT I/12, margin 32).</i>	71
		<i>The issuer must set up an appropriate internal reporting system. In addition to (repeated) instructions for the persons subject to the reporting obligation and persons responsible for reporting, an internal system ensuring compliance with the provisions must also be set up. The issuer is obliged to monitor this reporting system on an ongoing basis and, where appropriate, adjust it to reflect the circumstances to make it appropriate (again) (see sanction notice of SIX Exchange Regulation of 7 July 2020, SER-MT I/20, margin 100 seq.). An appropriate reporting system requires, in particular, that the persons subject to the reporting obligation are informed of the obligation to disclose management transactions. This includes, in particular, knowledge of the transactions subject to the reporting obligation and the short reporting deadlines (see sanction notice of SIX Exchange Regulation of 13 May 2015, SER-MT-I/14, margin 47 with further substantiation). In addition, the duties and responsibilities in connection with the internal processes must be clearly defined and allocated (sanction notice of SIX Exchange Regulation of 1 November 2011, SER-MT I/11, margin 47).</i>	72
		<i>The correct handling of the MT reporting platform of SER by the issuer's authorised employees is a prerequisite for a functioning reporting system (see decision of the Sanction Commission of 12 March 2009, SaKo/MT/I/08, margin 8).</i>	73
		<i>The issuer is responsible for adequately training the employees in question and giving them clear instructions (decision of Committee of the Admission Board of 18 December 2006, ZUL-MT VI/06, margin 22, decision of the Committee of the Admission Board of 29 January 2007, ZUL/MT/VII/06, margin 35 and sanction notice of SIX Exchange Regulation of 19 May 2009, SER-MT I/09, margin 42).</i>	74

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Art. 56 – Disclosure of management transactions

Article LR	Article text	Information	Note (N)
Art. 56 para. 6	SIX Exchange Regulation maintains a database of the notifications that it has received. The notifications will be stored for a period of four years. The notifications that are published can be accessed by the public for a period of three years.	On the database, see N 169 et seqq.	75

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Art. 89k - Disclosure of management transactions

Article LR	Article text	Information	Note (N)
Art. 89k - Disclosure of management transactions			
Art. 89k	In addition to the members of the board of directors and the executive committee, sponsors and founding shareholders of the SPAC are also deemed to be persons subject to the reporting requirements of Art. 56 para. 2 LR.	Special Purpose Acquisition Companies (SPACs) within the meaning of Art. 89h et seqq. LR are companies limited by shares according to Swiss law whose exclusive purpose is the direct or indirect acquisition of an acquisition target (or, in the case of simultaneous acquisition, of several acquisition targets) or the merger with one or more operating acquisition targets (De-SPAC) and which are dissolved after a maximum of three years from the first trading day, provided that no De-SPAC has been completed by then.	76
		Art. 89k LR forms part of the conditions for maintaining SPAC listing and sets out further details on the persons subject to the reporting obligation for the disclosure of management transactions at SPACs.	77
		The MT reporting platform has a field specifically for sponsors and founding shareholders of SPACs.	78

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Art. 89p – Disclosure of Management Transactions

Article LR	Article text	Information	Note (N)
Art. 89p – Disclosure of Management Transactions			
Art. 89p	Until one month after the end of the lock-up-period, in addition to the members of the board of directors and the executive committee, sponsors and founding shareholders of the SPAC are also deemed to be persons subject to the reporting requirements of Art. 56 para. 2 LR.	Art. 89p LR forms part of the conditions for maintaining listing after executing a De-SPAC and specifies that, until one month after the end of the lock-up-period, sponsors and founding shareholders are deemed to be persons subject to the reporting requirements of Art. 56 para. 2 LR.	79
		The MT reporting platform has a field specifically for sponsors and founding shareholders of SPACs.	80

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Art. 100 – Management Transactions

Article LR	Article text	Information	Note (N)
Art. 100 – Management Transactions			
Art. 100	Art. 56 and the Directive on the Disclosure of Management Transactions apply to the disclosure of transactions in global depository receipts and in underlying shares by members of the board of directors and the executive committee of the issuer.	Art. 100 LR forms part of the conditions for maintaining listing of global depository receipts (GDR) within the meaning of Art. 90 LR. In addition to transactions in global depository receipts, transactions in underlying shares executed by members of the board of directors and the executive committee of the issuer are also subject to the reporting obligation.	81

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Art. 1 – Scope of applicability

Article DMT	Article text	Information	Note (N)
Directive on the Disclosure of Management Transactions			
I. General provisions			
Art. 1 – Scope of applicability			
Art. 1 para. 1	The duty to disclose management transactions applies to all issuers whose equity securities have their primary listing on SIX Swiss Exchange Ltd.	Art. 1 para. 1 DMT repeats the principle on the scope of application set out in Art. 56 para. 2 LR (see N 5).	82
Art. 1 para. 2	Transactions in listed and unlisted securities of the issuer have to be reported if at least one category of equity securities is listed.	This means that it is immaterial whether only a part of the equity securities (e.g. registered shares) are listed and another part (e.g. bearer shares) are not. Thus, transactions in unlisted securities of the issuer as also have to be reported if at least one category of equity securities is listed.	83

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Art. 2 – Persons subject to reporting obligations

Article DMT	Article text	Information	Note (N)
II. Disclosure to the issuer by persons subject to the reporting obligations			
Art. 2 – Persons subject to reporting obligations			
Art. 2 para. 1	In keeping with Art. 56 LR, the members of the board of directors and of the executive committee of an issuer are obliged to report management transactions.	The provision is based on Art. 56 para. 2 LR (see N 6 et seqq.). Regarding SPACs, see Art. 89k and 89p LR, as well as N 76 et seqq.	84 85
Art. 2 para. 2	(cancelled)		86

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Art. 3 – Principle of the reporting obligation

Article DMT	Article text	Information	Note (N)
Art. 3 – Principle of the reporting obligation			
Art. 3 para. 1	An individual is obliged to report a transaction if it has a direct or indirect effect on his/her assets. Transactions whose execution the person subject to the reporting obligation has no possibility to influence are not subject to the reporting obligation. In particular transactions executed within the framework of an asset management agreement are subject to the reporting obligation.	Transactions executed within the framework of an asset management agreement are in principle subject to the reporting obligation (see also N 34 et seqq.).	87
		The relevant question in connection with the disclosure of management transactions is whether or not the person subject to the reporting obligation has the legal or factual possibility to exert influence on the asset manager. It must be assumed that factually there is always the possibility of exerting influence. If in special cases this possibility is excluded, the reporting obligation does not apply (see in particular the statements on the «blind trust» in N 35). However, under Swiss law such constructs are hardly conceivable.	88
Art. 3 para. 2	Furthermore, transactions executed by related parties (legal entities and natural persons), or partnerships, or institutions acting on a fiduciary basis, must be reported if such transactions are carried out under the significant influence of a person who is subject to the reporting obligation. Furthermore, transactions between persons who are subject to the	Art. 56 para. 3 (3) LR forms the basis for Art. 3 para. 2 DMT (see N 36 et seqq.).	89
		A management position in the sense of art. 3 para. 2 point 3a DMT is a position held by a person who is member of an executive committee of a legal entity (e.g. a member of the board of directors, member of the executive committee, member of the foundation board, CEO, etc.).	90
		A person who can determine the decisions of a company independent of third parties controls the company within the meaning of art. 3 para. 2 point 3b DMT. The applicable criterion in this case is not legal, but actual control. Thus, control of a joint stock company may already be exercised by less than 50% of the voting rights.	91
		Persons who hold a position in relation to a company or organisation (e.g. a trust) that entitles them to claim monetary benefits are defined as beneficiaries of this company or this institution within the meaning of art. 3 para. 2 point 3c DMT.	92

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Art. 3 – Principle of the reporting obligation

Article DMT	Article text	Information	Note (N)
	<p>reporting obligation and related parties are also subject to the reporting obligation. Related parties may include, for example:</p> <ol style="list-style-type: none">1. domestic partners;2. individuals living in the same household as the person subject to the reporting obligation;3. legal entities, partnerships and fiduciary institutions, if the person subject to the reporting obligation:<ol style="list-style-type: none">a. holds a management position within that entity,b. controls the company directly or indirectly,c. is a beneficiary of this company or institution.	<p>Examples:</p> <ul style="list-style-type: none">– Joint stock company A (A Ltd) buys equity securities of a primary-listed issuer. A person working for the issuer who is subject to the reporting obligation holds 60% of A Ltd. The person subject to the reporting obligation must report the transaction executed by A Ltd., since he or she has financial control of A Ltd.– Joint stock company A (A Ltd) buys equity securities of a primary-listed issuer. A person working for the issuer who is subject to the reporting obligation holds 40% of A Ltd. The person subject to the reporting obligation may possibly have to report the transaction of A Ltd. It must be established whether or not he or she factually controls A Ltd.– A person subject to the reporting obligation is a member of the foundation board of the pension fund of an issuer. The investment advisory committee decides to sell shares of the issuer to the value of CHF 1,000,000. If the decision of the investment advisory committee is based on the significant influence of the person subject to the reporting obligation, the person subject to the reporting obligation has to notify the transaction.	93

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Art. 4 – Reportable transactions

Article DMT	Article text	Information	Note (N)
Art. 4 – Reportable transactions			
Art. 4 para. 1	The reporting obligation covers:	For the reporting obligation of transactions involving preferential subscription rights, see N 123 et seqq.	94
	1. equities or similar shares in an issuer;	The reporting obligation applies, for example, also to phantom stocks, American Depositary Receipts (ADR), etc.	95
	2. conversion, purchase or sale rights that provide for or permit actual delivery with rights as per point 1, or with conversion, purchase or sale rights from the issuer;	The reporting obligation for financial instruments applies regardless of whether they provide for or permit cash settlement or actual delivery.	96
	3. financial instruments that provide for or permit a cash settlement and other contracts for difference whose performance depends on rights under points 1 or 2.	Bonds unrelated to shares (e.g. zero bonds or medium-term notes) are not subject to the reporting obligation.	97
		If a person subject to the reporting obligation grants a preemptive right to a third party for shares (or financial instruments pursuant to Art. 4 para. 1 DMT), or if a person subject to the reporting obligation is granted a preemptive right for shares (or financial instruments) by a third party, this need not be reported as a management transaction. However, there is a reporting obligation if the preemptive right is exercised.	98
Art. 4 para. 2	Financial instruments under para. 1 point 3, for which less than one third of performance is dependent upon rights under para. 1 points 1 and 2, are not subject to the reporting obligation.	In principle, the reporting obligation does not apply to fund units, index products or baskets, if the value of these instruments is not materially dependent on the value of equity securities or other rights to purchase or sell equity securities of the issuer. There is no material dependency on performance in this sense if less than one third of performance is dependent upon the performance of rights as per Art. 4 para. 1 points 1 and 2 DMT.	99
		The indicated financial instruments covered by Art. 4 para. 2 DMT include units in collective investment schemes and Exchange Traded Funds (ETF) or basket products.	100

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Art. 4 – Reportable transactions

Article DMT	Article text	Information	Note (N)
Art. 4 para. 3	An issuer's transactions in its own equity securities or related financial instruments are not subject to the reporting obligation.	The issuer is not required to report own transactions, even in cases where one or more persons subject to the reporting obligation made the relevant decision for the issuer.	101

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Art. 4a – Disclosure of main conditions

Article DMT	Article text	Information	Note (N)
Art. 4a – Disclosure of main conditions			
Art. 4a	<p>If the conversion or purchase right or the financial instrument is not listed, the notification must contain the main conditions. In principle, the following details are required:</p> <ol style="list-style-type: none">1. Subscription ratio;2. Strike price;3. Exercise period;4. Exercise type;5. Underlying (if the company has several types of shares);6. Further details or descriptions to illustrate the conversion and share purchase right or financial instruments, if necessary for an understanding of the instrument.	<p>This provision is based on Art. 56 para. 4 point 5 LR and specifies the principal terms to be disclosed if no ISIN exists.</p>	102

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Art. 4b – Total value of transaction

Article DMT	Article text	Information	Note (N)
Art. 4b – Total value of transaction			
Art. 4b para. 1	The total value of the transaction is the price of the single rights multiplied by the amount of purchased, sold or granted rights.	This provision is based on Art. 56 para. 4 point 6 LR and specifies the definition of the total value of a transaction.	103
		Bank fees have no impact on the total value of the transaction.	104
		For example , A sells through the intermediary of his or her bank 10,000 shares of an issuer at a price of CHF 14.50. For the settlement of this transaction, the bank charges fees amounting to CHF 3,000 and credits the account of A for CHF 142,000. The total value of the transaction in this case is CHF 145,000 ($14.50 \times 110,000 = 145,000$).	105
		In the case of acquisition of shares at a reduced price, the actual (i.e. the reduced) price must be indicated. The total value must be greater than 0.	106
		In particular in the context of employee equity participation schemes , it is possible that at the time the reporting obligation arises either only the total amount for the transfer of equities or financial instruments at a later time is known or the number of rights is known, but not the price at which these will be transferred at a later time.	107
Although in the case in which a person subject to the reporting obligation knows only the total amount paid for the equities or financial instruments received, but not the price of the individual rights, the total value of the transaction can be established without any difficulty, it is difficult to establish the total number of rights. In this case, the total number must set as 1 and the method to be used for the calculation in the future must be explained in the notification and in the publication.	108		

Article DMT	Article text	Information	Note (N)
		<p>Example 1:</p> <p>The CFO of an issuer receives a bonus of CHF 800,000; he can choose to receive this bonus either in equities or in cash. On 1 December, the CFO decides in favour of equities. The equities are allotted to him at the price at the close of trading on 1 March of the following year.</p> <p>The notification of 3 December contains the following details:</p> <p>Total value of the transaction: CHF 800,000</p> <p>Total number of equity securities: 1</p> <p>Further transaction details : The total number of equity securities is calculated on the basis of the price at the close of trading on 1 March (CHF 800,000: price at close of trading 1 March)</p>	109
		<p>In the case in which the number of rights, but not their price is known, the total value and the market price at the time the reporting obligation arose must be disclosed. The method of calculation must be disclosed in the notification and in the publication as well as the formula for the future calculation of the actual total value of the transaction.</p>	110
		<p>Example 2:</p> <p>Under an employee equity participation scheme, the CFO of an issuer can choose between 100,000 shares in the company or a cash sum. The shares will be allotted at the price at the close of trading on 1 March or the corresponding cash sum will be paid into the CFO's bank account. On 1 February, the CFO decides in favour of the shares. On 1 February, the share closed at CHF 8.20.</p> <p>The notification of 3 February contains the following details:</p> <p>Total value of the transaction: CHF 820,000</p> <p>Total number of equity securities: 100,000</p> <p>Further transaction details : The calculation of the total value of the transaction is based on the price at the close of trading on 1 February. The equities are deposited in the custody account of the person subject to the reporting obligation on 1 March at the closing price on 1 March (total value = 100,000 × closing price).</p>	111

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Art. 4b - Total value of transaction

Article DMT	Article text	Information	Note (N)
Art. 4b para. 2	The total value of the transaction must be indicated in Swiss francs (CHF).		112
Art. 4b para. 3	The applicable exchange rate for the conversion of foreign currencies into CHF is the exchange rate in effect at the time of the transaction.		113

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Art. 5 – Types of reportable transaction

Article DMT	Article text	Information	Note (N)
Art. 5 – Types of reportable transaction			
Art. 5 para. 1	The reporting obligation covers the acquisition, disposal and grant (writing) of rights in the sense of Art. 4. If a transaction cannot be adequately described using these terms, it must be described.	Art. 5 para. 1 DMT establishes that the reporting obligation applies to both the purchase and the sale of rights in the sense of Art. 4 DMT (see N 94 et seqq.). Furthermore, the reporting obligation applies to the grant of rights in the sense of Art. 4 para. 1 points 2 and 3 DMT.	114
		Concerning the allocation of rights in connection with an employee equity participation scheme, see N 133. Concerning the allocation of preferential subscription rights, see N 124.	115
		The exercise of the rights under Art. 4 para. 1 points 2 and 3 DMT (see N 94 et seqq.) does not in principle have to be reported. However, when rights that were not subject to the obligation to report at the time of purchase or allocation on account of the provision of Art. 6 DMT are exercised, they are subject to the reporting obligation (see N 138).	116
		An exercise & sell transaction (exersale) is the exercise of purchase rights (generally call options) immediately followed by the sale of the equity securities resulting from such exercise. In principle, this are two transactions: an exercise of purchase rights at the strike price and the sale of the shares acquired through the exercise of purchase rights.	117
		As an easing, SER practice does not require exersales to be reported as two separate transactions (acquisition of shares by exercising purchase rights and disposal of shares), but as a sale of equity securities. It is irrelevant whether the exercise of the purchase rights is subject to the reporting obligation or not pursuant to Art. 6 para. 3 DMT (see N 138).	118
		Exersales must be labelled as such. In the «Further transaction details» field, it must be noted that the transaction is an «exersale».	119
		The difference between the strike price of the purchase right and the actual sale price of the equity security is decisive in calculating the total value of an exersale transaction. This difference is then multiplied by the number of rights sold.	120

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Art. 5 – Types of reportable transaction

Article DMT	Article text	Information	Note (N)
		<p>Example:</p> <p>The CEO of a company is allotted 100,000 call options in accordance with his/her employment contract.</p> <p>Strike price of the options: CHF 49.50 apiece.</p> <p>Price of the underlying asset at the time of execution: CHF 50.</p> <p>The CEO exercises the options and at the same time sells the 100,000 shares derived therefrom for CHF 50 apiece.</p> <p>Total value of the transaction: $(CHF 50 - CHF 49.50 = CHF 0.50) \times 100,000 \text{ shares} = CHF 50,000$.</p>	121
		<p>The acquisition of put options must be treated as a purchase of options (and not as a disposal of shares). The legal, not the financial, point of view is relevant. Hence, the acquisition of a put option constitutes the purchase of a right to sell and not already the sale of an underlying asset (e.g. a share). The ISIN, which must be included in the notification, or the principal terms of the option (see N 50 et seqq.) make it clear that the reported acquisition is the purchase of a put option (and not the sale of an underlying).</p>	122
		<p>The purchase and disposal of preferential subscription rights based on corporation law (e.g. preferential subscription rights in connection with capital increases [Art. 652b Swiss Code of Obligations/CO] and preferential subscription rights in connection with the creation of participation capital [Art. 656g CO]) or on a contractual basis are subject to the reporting obligation.</p>	123
		<p>The original allocation of preferential subscription rights as per Art. 652b CO in the amount of the existing participation rate is, however, not the result of a new investment decision and hence is not subject to the reporting obligation.</p>	124
		<p>Similarly, the non-exercise of the allocated preferential subscription rights is not subject to the reporting obligation. By contrast, the sale and the purchase of originally allocated preferential subscription rights are subject to the reporting obligation.</p>	125

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Art. 5 – Types of reportable transaction

Article DMT	Article text	Information	Note (N)
		<p>The exercise of originally allocated preferential subscription rights is an independent investment decision that may send a signal to the market and is subject to the reporting obligation as a purchase of shares. The exercise of purchased preferential subscription rights, however, is not subject to the reporting obligation.</p>	126
		<p>The writer is not required to report the exercise of the rights by the purchaser. Although the exercise of a call option results in the disposal of shares by the writer, this disposal takes place without a conscious decision on the part of the writer.</p>	127
		<p>Example:</p> <p>The person subject to the reporting obligation (CEO of an issuer) writes ten call options. Each call option confers the right to purchase one share of the issuer. These options are acquired by a third party for CHF 1 apiece.</p> <p>The person subject to the reporting obligation must report the transaction as a management transaction within two trading days of the rights being written. The total value of transaction is CHF 10.</p> <p>The third party subsequently exercises the call options. The person subject to the reporting obligation must deliver ten shares of the issuer to the third party.</p> <p>There is no reporting obligation on the part of the person subject to the reporting obligation in connection with the delivery of the ten shares of the issuer.</p>	128
		<p>The information on preferential subscription rights also applies mutatis mutandis to pre-emptive subscription rights pursuant to Art. 653c CO.</p>	129
Art. 5 para. 1 ^{bis}	<p>Transactions between persons subject to the reporting obligation and related parties must be described.</p>	<p>See N 6 for information on the persons subject to reporting obligation.</p> <p>When describing the transaction, it is recommended that the relationship between the person subject to the reporting obligation and the related party be described (in anonymised form) (see Art. 3 para. 2 DMT), for example: Sale of shares to domestic partner; sale of shares to family member; purchase of shares from directly controlled legal entity.</p> <p>In those cases involving the application of Art. 5 para. 3 DMT, it is recommended that the original transaction be described (see example in N 132).</p>	130

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Art. 5 – Types of reportable transaction

Article DMT	Article text	Information	Note (N)
Art. 5 para. 2	Pledges, usufruct, securities lending, inheritances, gifts, disputes involving marital property, legacies (Art. 484 Swiss Civil Code) and endowments for the purpose of establishing foundations under Swiss law are not subject to the reporting obligation.	Such transactions do not send any signals to the market, meaning that they are not subject to the reporting obligation.	131

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Art. 5 – Types of reportable transaction

Article DMT	Article text	Information	Note (N)
Art. 5 para. 3	<p>If a transaction between a person subject to the reporting obligation and a related person is conducted on the basis of an exception pursuant to para. 2, the subsequent transaction of the related person with a third party is subject to the reporting obligation, regardless of whether the assets of the person subject to the reporting obligation are affected or whether or not the transaction is carried out under the significant influence of the person subject to the reporting obligation.</p>	<p>Insofar as a transaction between a person subject to reporting obligation and a related person is conducted on the basis of an exception pursuant to Art. 5 para. 2 DMT (e.g. gifts, inheritance, etc.), the subsequent transaction of the related person with a third party is subject to the reporting obligation, regardless of whether the assets of the person subject to the reporting obligation are affected or whether or not the transaction is carried out under the significant influence of the person subject to the reporting obligation. Responsibility for notifying the issuer lies with the persons subject to the reporting obligation.</p> <p>Example:</p> <p>A member of the board of directors donates shares of the issuer to a natural person who is a related person. Pursuant to Art. 5 para. 2 DMT, this gift to the related party does not trigger a reporting obligation for the member of the board of directors as person subject to the reporting obligation.</p> <p>However, if the related person subsequently sells these shares, then this transaction is subject to the reporting obligation pursuant to Art. 56 para. 3 LR in conjunction with Art. 5 para. 3 DMT (reporting obligation concerning the subsequent transaction). The member of the board of directors, as person subject to the reporting obligation, is responsible for notifying the issuer in a timely manner (no later than the second trading day after the reportable transaction has been concluded or, in cases involving transactions undertaken on a stock exchange, after execution of the transaction by the related person).</p> <p>The reporting obligation concerning the subsequent transaction ceases to apply when the individual leaves the board of directors or the executive committee or no longer has a relationship with the related party (for instance in case of death; see N 8 and 42).</p>	132

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Art. 6 – No reporting obligation for compensatory transactions

Article DMT	Article text	Information	Note (N)
Art. 6 – No reporting obligation for compensatory transactions			
Art. 6 para. 1	No reporting obligation exists if the given transaction takes place on the basis of an employment contract or is part of a compensation scheme and the person subject to the reporting obligation cannot cause such transaction to take place by his/her conscious decision.	<p>In accordance with Art. 6 para. 1 DMT, the following two conditions must be fulfilled for a transaction not to be subject to the reporting obligation:</p> <ul style="list-style-type: none"> – the transaction is based on an employment contract or is part of a compensation scheme; <p>and</p> <ul style="list-style-type: none"> – the person subject to the reporting obligation cannot cause the transaction to take place through his/her conscious decision. 	133
		<p>A transaction is based on an employment contract if the transaction is regulated in the employment contract. Thus, e.g. the annual allocation of a final or determinable number of shares or purchase rights may be defined in the employment contract.</p>	134
		<p>Hence, a transaction is subject to the reporting obligation if the person subject to the reporting obligation can cause this transaction to take place through his/her conscious decision, for example, if the person subject to the reporting obligation is able to choose how the remuneration takes place, for instance:</p> <ul style="list-style-type: none"> – whether in cash or shares; – whether in shares or options; – whether in options of program A or options of program B; – whether in shares/options or no payment at all. 	135
		<p>If the person subject to the reporting obligation can cause the transaction to take place through his/her conscious decision, the day on which the conscious decision is made is the «date of the binding transaction», see also N 142 et seqq. on the time the reporting obligation arises.</p>	136
Art. 6 para. 2	Specifically, this means that the final allocation of rights in accordance with Art. 4 para. 1 is not subject to the reporting obligation.	This provision gives more specific expression to the principle set out in Art. 6 para. 1 DMT (see N 133).	137

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Art. 6 – No reporting obligation for compensatory transactions

Article DMT	Article text	Information	Note (N)
Art. 6 para. 3	The subsequent exercise or sale of such rights is subject to the reporting obligation, however.	The exercise of rights in the sense of Art. 4 para. 1 points 2 and 3 DMT which were acquired on the basis of an employment contract or as part of a compensation scheme and whose acquisition was not the result of a conscious decision on the part of the person subject to the reporting obligation is subject to the reporting obligation.	138
		If, e.g., a call option is exercised and this transaction is subject to the reporting obligation (see N 138), the exercise of the option must be reported as a «purchase of shares». In the «Further transaction details» field, it must be noted that this purchase is the result of exercising a call option. In addition, the ISIN and the main conditions must be provided (see N 50).	139
		Example: On the basis of his or her employment contract, the CEO of an issuer, a person subject to the reporting obligation, has to take 50% of his or her bonus, an amount totalling CHF 1,000,000, in the form of call options of the issuer of CHF 1 apiece. Each option entitles the holder to acquire one share of the issuer. Regarding the other 50% of the bonus, the CEO can choose to take it in call options or cash. He decides to take it in cash. The person subject to the reporting obligation is not required to report the purchase of the 500,000 call options. From these 500,000 call options, whose purchase is not required to be reported as a management transaction by the person subject to the reporting obligation, the person subject to the reporting obligation exercises 200,000 call options six months later and thereby acquires 200,000 shares of the issuer. The person subject to the reporting obligation must report the purchase of these 200,000 shares. Alternative: If the person subject to the reporting obligation were to take the remaining 50% of the bonus in call options as well, this acquisition of 500,000 call options would need to be reported. The exercise of these 500,000 options, whose purchase was required to be reported, is not, on the other hand, required to be reported as a management transaction.	140

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Art. 6 – No reporting obligation for compensatory transactions

Article DMT	Article text	Information	Note (N)
		<p>In the case of an exercise of financial instruments with cash settlement (on the reporting obligation for the exercise of financial instruments, see N 138) the total value of the transaction is, as in the case of exersales (see N 120), the difference between the strike price of the financial instrument and the share price at the time of the exercise. Here, again, it must be stated that the report is being made as a result of the exercise of a financial instrument with cash settlement. In addition, the ISIN and the main conditions of the instrument must also be reported and published.</p> <hr/>	141

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Art. 7 – Commencement of the reporting obligation

Article DMT	Article text	Information	Note (N)
Art. 7 – Commencement of the reporting obligation			
Art. 7 para. 1	The reporting obligation arises when the corresponding reportable transaction is concluded, regardless of whether or not it has conditions attached. In the case of transactions settled via an exchange the reporting obligation arises with the execution of the order (so-called «matching»).	The reporting obligation arises with the conclusion of the contract («binding transaction»), not with its implementation («disposition»). The delivery and the time when the relevant security is credited to the safekeeping account of the person subject to the reporting obligation are irrelevant in this regard.	142
		The reporting obligation for conditional transactions arises not with the fulfilment of the condition, but at the time the contract relating to the conditional transaction is concluded.	143
		Example:	144
		A and B, the two persons subject to the reporting obligation, conclude a contract regarding the purchase/sale of shares of an issuer in the amount of CHF 110,000 on 24 September. The execution of the transaction is subject to the condition that B, who is subject to the reporting obligation, works for the issuer on 31 December in the context of an unterminated employment relationship. The reporting obligation arises on 24 September, regardless of whether the condition is fulfilled or not. No report must be made once the condition has been / not been met, since at the time of the (conditional) binding transaction the signal has already been sent to the market. Whether or not the disposition takes place is irrelevant to the recipient of the information in the context of the disclosure of management transactions. If the person subject to the reporting obligation wishes to emphasise the conditional nature of the transaction, the condition may be explained in the «Further transaction details» field.	
		The reason for the connection with the binding transaction is that the supply of information to investors only makes sense if the market is notified of the transaction at the time of the binding transaction, because the person subject to the reporting obligation takes a decision to invest or divest at this time at the latest. If the reporting obligation were linked to the disposition, the market would not have the opportunity to draw timely conclusions regarding the future development of the price of an equity security on the basis of a transaction carried out by a person subject to the reporting obligation.	145

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Art. 7 – Commencement of the reporting obligation

Article DMT	Article text	Information	Note (N)
		In the case of the allocation of rights (cf. N 124 and 133 et seqq.), the day of the conscious decision of the person subject to the reporting obligation is decisive for the acquisition of corresponding rights. The reporting deadline is calculated from the day on which the senior management member or the member of the board of directors decides to take all or part of his/her bonus in shares or financial instruments (see N 142 above).	146
		If the person subject to the reporting obligation makes his/her decision in favour of rights or cash at a time before the number of allocated rights is determined or determinable (e.g. before the size of the bonus is known), no agreement comes into effect with the decision of the person subject to the reporting obligation. Thus, this date is immaterial for the disclosure deadline. In this case, the transaction date is the earliest possible time at which the number of rights or the total value of the transaction are determinable. Usually, this is when the board of directors makes a decision about the size of the bonus.	147
		In the case transactions settled via an exchange, the reporting obligation arises with the execution of the order, the so-called matching. Reporting cannot be postponed until clearing and settlement (processes used to implement and manage deliveries and transfers in connection with securities transactions) are complete.	148
		It is advisable for a person subject to the reporting obligation to contact his/her bank ahead of time in order to ensure that he or she will be notified in good time of the conclusion of stock market transactions so that a report can be sent to the issuer in a timely manner.	149
		<i>For persons subject to a reporting obligation that issue orders – particularly limited orders – to their bank, it is strongly recommended that they instruct their bank to send the person subject to a reporting obligation a precise statement without delay – i.e. preferably on the date of execution. Otherwise, it is generally likely to very difficult to comply with the short reporting deadlines (see sanction notice of SIX Exchange Regulation of 19 May 2009, SER-MT I/09, margin 51).</i>	150
		Pre-trading plans are programmes in which the person who is subject to the reporting obligation agrees to transactions on dates that have been fixed in advance or during certain periods that have been fixed in advance. Each of the individual, subsequent transactions takes place without the person subject to the reporting obligation being able to exert any further influence on them.	151

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Art. 7 – Commencement of the reporting obligation

Article DMT	Article text	Information	Note (N)
		Transactions provided for under a pre-trading plan may be disclosed using a single report. Alternatively, there is also the option of reporting each individual transaction separately. If the individual transactions are reported separately, the deadline of two trading days pursuant to Art. 56 para. 2 LR shall commence on execution of the transaction (for transactions that are settled via the exchange) or conclusion of the respective reportable transaction.	152
		If all transactions to be executed under a pre-trading plan are indicated in one report, the deadline of two trading days pursuant to Art. 56 para. 2 LR shall commence on conclusion of the pre-trading plan. The individual transactions executed as part of the pre-trading plan are no longer required to be reported as a consequence. In this case, notification includes the total value of all transactions provided for under the plan.	153
		For example, if a sales plan has a minimum price for a sale, the total number of the rights to be sold must be multiplied by this price and the result reported as the total value of the transaction. If in an exceptional case the total value cannot be calculated, it can be reported as CHF 1 (on the calculation of the total value of a transaction, see also N 54 et seqq.). In any case, the key data of the program (e.g. duration, transaction price bands etc.) must be reported and published.	154
		If, after signing the pre-trading plan, the person subject to the reporting obligation nevertheless is able to influence or exercises influence on the following transactions, these transactions must be reported individually (see N 151). In such a case, the pre-trading plan is considered as being cancelled (see N 156).	155
		If, exceptionally, a pre-trading plan is modified or cancelled, the person subject to the reporting obligation must notify this to the company. <ul style="list-style-type: none">– If the terms of a notified pre-trading plan are modified, a new notification with the actual terms must be reached. This notification must refer to the previous published notification of the modified plan.– The notification of the cancellation of a pre-trading plan must indicate the volume of transactions already carried out until the cancellation of the plan, and the statement must explain that the disclosed pre-trading plan reported on [date] for [volume] was cancelled.	156

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Art. 7 – Commencement of the reporting obligation

Article DMT	Article text	Information	Note (N)
		<p>Example:</p> <p>On 2 August, the CEO of a company concludes a pre-trading plan for the sale of 100,000 shares in the next six months. The limit price for selling the shares is CHF 10.</p> <p>The person subject to the reporting obligation reports a sale of equity securities. The reporting deadline runs from 2 August. The total number of equity securities is 100,000; the total value must be reported as CHF 1,000,000 (number of equity securities × minimum selling price). Date of the binding transaction is 2 August. The «Further transaction details» field must note that it is a pre-trading plan over six months starting on 2 August and that the minimum selling price has been set at CHF 10.</p>	157
Art. 7 para. 2	Only one notification is required where several transactions of the same type pursuant to Art. 5 para. 1 and the same nature pursuant to Art. 4 para. 1 are made on the same day. It is not permissible to offset purchases and sales (prohibition of netting).	If more than one transaction is carried out on a single day by a person subject to the reporting obligation, it is permissible to aggregate each the number of purchased, sold or granted rights. Only transactions of the same type as defined in Art. 5 DMT (see N 114) on rights of the same type as defined in Art. 4 para. 1 DMT (see N 94) carried out by the same person subject to the reporting obligation may benefit from this relaxation.	158

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Art. 7 – Commencement of the reporting obligation

Article DMT	Article text	Information	Note (N)
		<p>Examples:</p> <p>On Monday, 24 September, person A, who is subject to the reporting obligation, buys 50 registered shares of an issuer in the total amount of CHF 50,000. On the same day, his wife, B, acting under the significant influence of her husband (see N 36 et seqq. and 90 et seqq.) also buys 50 registered shares in the total amount of CHF 51,000.</p> <p>By Wednesday, 26 September, at the latest, A will notify the issuer of the purchase of 100 registered shares in the total amount of CHF 101,000 on 24 September.</p> <p>On Monday, 24 September, person A, who is subject to the reporting obligation, buys 50 registered shares of the issuer; the transaction is executed on exchange in three trades: ten registered shares in the total amount of CHF 9,998 are purchased at 10:02, nine registered shares in the total amount of CHF 9,120 at 14:34, and finally, 31 registered shares in the total amount of CHF 31,520 at 15:45.</p> <p>By Wednesday, 26 September, at the latest, A must notify the issuer of the purchase of 50 registered shares in the total amount of CHF 50,638 on 24 September.</p>	159

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Art. 7a - Offer in a takeover process

Article DMT	Article text	Information	Note (N)
Art. 7a - Offer in a takeover process			
Art. 7a	If any persons subject to the reporting obligation offer equity securities to the offeror as part of a takeover process, the reporting obligation arises when the grace period expires.	If any persons subject to the reporting obligation offer equity securities to the offeror as part of a takeover process, the reporting obligation occurs on the day the grace period expires. The deadline of two trading days within which to report the transaction to the issuer shall commence running at this time (Art. 56 para. 2 LR).	160

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Art. 8 – Transmission of notifications via the electronic reporting platform

Article DMT	Article text	Information	Note (N)
III. Electronic reporting platform			
Art. 8 – Transmission of notifications via the electronic reporting platform			
Art. 8 para. 1	The issuer passes on the notifications that it receives to SIX Exchange Regulation AG ("SIX Exchange Regulation") using the electronic reporting platform that is provided (Art. 3 para. 9 LR and Directive Electronic Reporting and Publication Platforms (DERP)).	All notifications must be forwarded to SER exclusively via the MT reporting platform.	161
		Publication on the SER website takes place within seconds of the transmission.	162
		If, in exceptional cases, it is not possible to transmit a report to SER for technical reasons, SER must be advised by telephone or e-mail as soon as possible. SER will cooperate with the issuer to find a solution. See contact details at the end of this Guideline.	163
		It cannot be ruled out that certain reports must be deemed to be price-sensitive within the meaning of ad hoc publicity (Art. 53 LR and DAH). In these cases the additional regulations on ad hoc publicity must be complied with.	164
Art. 8 para. 1 ^{bis}	If after transmitting the report to SIX Exchange Regulation, it is discovered that the report is incorrect, upon discovery a corrected report must be filed immediately by the issuer.	If, after transmitting the report to SER, the issuer discovers that it was incorrect, upon discovery, a corrected report must be filed immediately. Reports already transmitted to SER cannot be deleted. They remain publicly accessible on the website.	165
		If the report was submitted in error, the details are to be deleted in the corrected report (or the total value of the transaction set to 0 and the number of rights to 1) and a comment made in the «Further transaction details» field that the original report was submitted in error or ought not to have been submitted.	166
		If published information is to be corrected, then – in addition to the corrections – there is the option of stating, in the «Further transaction details» field of the corrected report, (i) that the report is a corrected report and (ii) what the correction involves (for example «Correction of total value of transaction»).	167
		A corrected report is automatically identified as such.	168

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Art. 8 – Transmission of notifications via the electronic reporting platform

Article DMT	Article text	Information	Note (N)
Art. 8 para. 2	In fulfilling its obligation to report, by submitting a notification the issuer authorises SIX Exchange Regulation to store the information reported in accordance with Art. 56 para. 2 LR in a database for a period of four years, and to make the information indicated in Art. 56 para. 5 LR available to the public by means of a remote access mechanism (SIX Exchange Regulation website) for a period of three years.	All information transmitted to SER via the MT reporting platform, is stored in an internal SER database for a period of four years.	169
		Information published on the SER website is available to the public for a period of three years pursuant to Art. 56 para. 5 LR (see N 61 et seqq.).	170
		In principle, issuers can access their own submitted reports. Persons subject to the reporting obligation may obtain information from the issuer on any reports that concern them.	171
Art. 8 para. 3	SIX Exchange Regulation will handle requests for information searches in the database.	SER is responsible for deciding on third-party requests for information searches in the database. In particular, governmental investigation authorities may present SER with orders to disclose certain data.	172

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Art. 9 – Sanctions

Article DMT	Article text	Information	Note (N)
IV. Sanctions			
Art. 9 – Sanctions			
Art. 9	Violations of the provisions of this Directive may be punished in accordance with Art. 60 LR.	In accordance with Art. 60 LR, SER and the Sanctions Commission, pursuant to Art. 1.2 para. 3, in conjunction with Art. 3.5 Rules of Procedure (RP), can issue the sanctions provided for in Art. 61 LR.	173
		Pursuant to Art. 2.10 RP, SER may end sanction proceedings by agreement (settlement).	174
		<i>Reports involving transactions not subject to a reporting obligation also constitute a breach of the disclosure obligations in the same way as failing to submit reports would (see decision of the Sanctions Commission of 25 January 2010, SaKo 2010-MT-IV/09, margin 3).</i>	175

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Art. 10 – Entry into force

Article DMT	Article text	Information	Note (N)
V. Final provision			
Art. 10 – Entry into force			
Art. 10	This Directive enters into force on 1 April 2013 and replaces the Directive on Disclosure of Management Transactions dated 12 November 2010.		176

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Art. 11 – Revision

Article DMT	Article text	Information	Note (N)
Art. 11 – Revision			
Art. 11 para. 1	The revision of Art. 8 that was decreed by the Issuers Committee in its resolution of 20 March 2018 enters into force on 1 May 2018.		177
Art. 11 para. 2	The revision of Art. 1, 2, 3, 5, 7 and 8 and the enactment of Art. 4a, 4b and 7a that was decreed by the Issuers Committee in its resolution of 28 June 2023 enters into force on 1 February 2024.		178

Commentary MT

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