

Information sheet on “EU Shareholder Rights Directive II (SRD II)”

The European Union’s second Shareholder Rights Directive (SRD II) has been in force since September 2020. SRD II aims to strengthen the direct participation rights of the shareholders of listed companies domiciled in the EU or EEA and to improve the flow of information and cross-border communication between shareholders and companies.

This information sheet informs you as a client about your rights and obligations under SRD II. In particular, the document explains the provision in section 13 (b) of the General Terms and Conditions of Private bank Bellerive Ltd (hereinafter referred to as “PBB”) and complements the information published by the Swiss Bankers Association on the disclosure of client data (see swissbanking.ch).

Who is affected by the directive?

This generally affects all shareholders of issuers whose registered office is in the EU or EEA and whose shares are admitted to trading on a regulated market (hereinafter referred to as “companies”).

Do Swiss banks or Swiss clients also fall within the scope of application?

Yes, although the requirements are based on European law and are primarily aimed at listed companies domiciled in the EU or EEA, the directive also applies generally to all intermediaries (e.g. banks) domiciled in a third country such as Switzerland, provided that they provide investment services for their clients that fall within the scope of the directive. This also affects PBB; the domicile/registered office of the client or shareholder is not decisive.

What are the main rights and obligations?

Identification of shareholders

The directive provides that companies have the right to identify their shareholders. If you hold shares of a company in your securities account, PBB must immediately on request provide the company with information about you as a shareholder.

What data is disclosed?

Information on the identity of the shareholder, including:

- Surname and first name or company name of the shareholder and the address (also email address if available)
- Unique identifier (e.g. passport number for natural persons or legal entity identifier [LEI] for legal entities)
- Type of investment and number of shares
- Date of acquisition
- Where applicable, also details of third parties who may make investment decisions on behalf of the shareholder

Can a shareholder refuse to disclose their client data?

No, PBB is obliged to disclose the identity of the shareholder at the request of the company. Disclosure of the information is done in compliance with the applicable General Terms and Conditions/Safe Custody Regulations of PBB.

As a shareholder, your only option is to invest in other assets that do not fall within the scope of SRD II.

Transmission of information and facilitation of the exercise of shareholder rights

In addition, under SRD II, a company has the right to provide its shareholders with information about what is known as corporate events. This in particular includes invitations to general assemblies, which PBB will send to you. PBB supports you in ordering admission tickets and forwards the registration for the general assembly to the company on your behalf. These services may be subject to a charge.

Can a shareholder dispense with the additional information?

Yes, if you do not wish to receive this additional correspondence you can opt out of receiving invitations for all companies using our “Information on the General Meeting of Shareholders (opting-out)” form. This waiver does not apply to invitations

to general assemblies of companies domiciled and listed in Switzerland.

Based on the contractual provisions, in particular the Safe Custody Regulations, PBB will continue to provide you with information on capital transactions with a choice (e.g. capital increase or share buyback offer of the company). As before, you will be informed of corporate events with no choice (e.g. a dividend payment) with a statement of accounts.

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