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## **Decree of the Ministry of Finance**

### **on the Prospectus Referred to in Chapter 2 of the Securities Markets Act**

Pursuant to the decision of the Ministry of Finance, the following shall be enacted under chapter 2, section 3, subsection 4, section 3 a, subsections 2 and 4 and section 3 d, subsection 2 of the Securities Markets Act of 26 May 1989 (495/1989), as they are amended by Act 448/2005:

#### **Chapter 1**

##### **General provisions**

###### **1 §**

##### **Scope of application**

This Decree shall apply to a prospectus referred to in chapter 2, section 3, subsection 1 of the Securities Markets Act to the extent that it is not governed by European Community Commission Regulation (EC) No 809/2004. A prospectus referred to in chapter 2, section 3 a, subsection 4 of the Securities Markets Act, which does not fall within the scope of application of Directive 2003/71/EC of the European Parliament and the Council (*Directive on Prospectus*) on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, shall be separately provided for.

The provisions of sections 2 - 4 of this Decree on the publication of a prospectus shall also be applied to the publication in Finland of a prospectus approved by an authority of a State belonging to the European Economic Area which corresponds to the Financial Supervision Authority and which has notified it to the Financial Supervision Authority.

#### **Chapter 2**

##### **Publication of the prospectus**

###### **2 §**

##### **Method of publication of a prospectus**

An approved prospectus shall be published with the same contents and in the same form as it was upon approval. A prospectus shall be deemed published when it has been made available to the public:

- 1) free of charge and in printed form at the offices of the party in charge of the public trading to which the admission is sought, at the office of the issuer and at the offices of the agents referred to in the prospectus which, as representatives of the issuer, act as its paying agents in transactions relating to the issue as well as in other possible subscription and trading places;
- 2) in electronic form in the home pages of the issuer's electronic data network and in the homepages of the agents referred to in the prospectus which, as representatives of the issuer, act as its paying agents in transactions relating to the issue as well as in the home pages of other possible subscription and trading places;

- 3) in electronic form in the home pages of the electronic data network of the parties in charge of the trading to which admission is sought; or
- 4) by publishing it in one or several newspapers with nation-wide or extensive circulation published in the States belonging to the European Economic Area where the offer is made or where admission to trading is sought.

A prospectus published in the manner referred to in subsection 1, paragraph 1 or 4 shall always be published also in the manner referred to in subsection 1, paragraph 2 unless the Financial Supervision Authority, in connection with the approval of the prospectus, consents to an exemption from this requirement. A prospectus published in the manner referred to in subsection 1, paragraph 2 or 3 shall, on request, be submitted to an investor in printed form free of charge.

If the prospectus is composed of a separate registration document, a securities note and a summary, these sections may be distributed as separate documents provided that they contain a notification regarding the place where the other sections of the prospectus are available to the public.

If information is included in the prospectus in the manner referred to in section 11 by reference only, also documents referred to in the prospectus shall be made available to the public in the manner referred to in subsections 1 and 2.

The prospectus shall be kept available to the public in the manner referred to in subsections 1 and 2 throughout the offer period.

### **3 §**

#### **Base prospectus**

If other securities than equity securities or such equity securities that entitle to shares or to a payment based on their performance are issued as part of the issue programme, the prospectus may be published in the form of a base prospectus. The base prospectus shall include information on the securities offered to the public or on securities to be admitted to public trading or to trading corresponding thereto in a State belonging to the European Economic Area and their issuer as well as on a possible guarantor.

The base prospectus shall, in connection with each issue belonging to the issue programme or admission to public trading or trading corresponding thereto in a State belonging to the European Economic Area, where necessary, be supplemented with information on the securities to be offered to the public or to be admitted to trading.

The base prospectus shall be in force for 12 months from its publication provided that the information is up-dated, where necessary, in connection with each issue or admission to public trading or trading corresponding thereto in a State belonging to the European Economic Area in accordance with chapter 2, section 3 b, subsection 1 of the Securities Markets Act. Supplementing a base prospectus during the validity of an offer or before the admission of a security to public trading or to trading corresponding thereto in a State belonging to the European Economic Area shall be governed by the provisions of chapter 2, section 3 b.

If the final number or price of the securities subject to the offer cannot be included in the base prospectus upon its publication or up-dating, the prospectus or the supplement regarding the

security to be offered or admitted to trading shall indicate the grounds or terms on which the final number or price will be determined and the maximum price in accordance with the offer. The final number or price shall be published as well as submitted to the Financial Supervision Authority and the party in charge of the trading in question without undue delay after a decision had been made thereon.

#### **4 §**

##### **Date of publication of the prospectus**

The prospectus shall be published at the latest two banking days prior to the commencement of the public offer of the securities. In offering to the public a class of shares or units, which has not before been offered to the public or the admission of which to public trading or to trading corresponding thereto in a State belonging to the European Economic Area has not before been sought, the prospectus shall, however, be published at the latest six banking days prior to the earliest closing of the offer.

If the securities are not offered to the public in connection with their admission to public trading, the prospectus shall be published at the latest two banking days prior to the commencement of trading in the securities referred to in the prospectus.

The prospectus may, with the consent of the Financial Supervision Authority issued in connection with the approval, be published after the deadline referred to in subsections 1 and 2; however, at the latest in connection with the beginning of the offer or the admission to trading.

#### **5 §**

##### **Language of the prospectus**

If securities are offered to the public or sought to be admitted to trading corresponding to public trading in a State belonging to the European Economic Area only in a State belonging to the European Economic Area other than Finland, the prospectus shall be drawn up in the language approved by the competent authority of the receiving Member State or in a language generally used in international financial markets. The summary of the prospectus shall upon demand of the competent authority of the receiving Member State be translated to one or several official languages demanded by it. For inspection by the Financial Supervision Authority, the prospectus shall, however, be drawn up in a language generally used in international financial markets or in another language approved by the Financial Supervision Authority.

If securities are offered to the public or sought to be admitted to public trading in Finland and offered to the public or sought to be admitted to trading corresponding to public trading in a State belonging to the European Economic Area in another State belonging to the European Economic Area, the prospectus shall be made available in the receiving Member States either in the language approved by the competent authority of each receiving Member State or in a language generally used in international financial markets. The summary of the prospectus shall upon demand of the competent authority of the receiving Member State be translated to one or several official languages demanded by it.

If other than equity securities with a nominal value or counter-book value of at least EUR 50,000 are sought to be admitted to public trading or trading corresponding thereto in one or several States belonging to the European Economic Area, the prospectus may be drawn up in a language generally used in international financial markets or in a language approved by the

Financial Supervision Authority and the competent authority of each other receiving Member State. The Financial Supervision Authority may demand that the summary be drawn up in Finnish or Swedish or in both of these languages. The summary of the prospectus shall upon demand of the competent authority of the receiving Member State be translated to one or several official languages demanded by it.

## 6 §

### **Information in the summary**

In addition to the provisions of chapter 2, section 3 a , subsection 2 of the Securities Markets Act, a summary shall indicate that

- 1) the summary should be read as an introduction to the prospectus;
- 2) the investor should base his investment decision on consideration of the prospectus as a whole;
- 3) where a claim relating to the information contained in a prospectus is brought before a court, the plaintiff may, under the national legislation of a Member State belonging to the European Economic Area, have to bear the costs of translating the prospectus before the legal proceedings are initiated;
- 4) civil liability related to those persons who have drafted the summary and applied for its notification, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus.

## **Chapter 3**

### **Exemptions**

## 7 §

### **Exemptions from publishing a prospectus**

The obligation to publish a prospectus shall not apply if the following are offered or sought to be admitted to public trading:

- 1) units in a common fund or in an open UCITS referred to in the Act on Common Funds (48/1999);
- 2) shares of a central bank of a State belonging to the European Economic Area or other interests in their equity;
- 3) securities issued by a statutory or other public-good or non-profit organisation recognised by the State to obtain means for the realisation of its purpose;
- 4) non-equity securities which a credit institution issues in a continuous or repeated manner and which are not stabilised or subject to conversion or exchange or give the right to subscribe to or buy other securities or access to a payment based on the performance of a security or other assets and which are not linked to derivatives and which indicate receipt of deposits and belong to a deposit-guarantee scheme in accordance with Directive 94/19/EC of the European Parliament and of the Council of 30 May 1994 on deposit-guarantee schemes; or
- 5) debt commitments maturing in under 12 months from their issue.

There is no obligation to publish a prospectus either if the securities are offered:

- 1) solely to qualified investors;
- 2) in Finland to under 100 investors who are not qualified investors referred to in chapter 1, section 4, subsection 5 of the Securities Markets Act;

- 3) to be acquired for a consideration of at least EUR 50,000 per investor with regard to an offer or in portions of at least EUR 50,000 in nominal or counter value; or
- 4) so that the total consideration is under EUR 100,000 calculated for a 12-month period.

In situations referred to in subsection 2, the prospectus shall, however, be published if the distribution of the securities to the final investors does not meet the requirements of the exemption provided for in the subsection.

## **8 §**

### **Exemptions from the obligation to publish a prospectus in offering securities**

The Financial Supervision Authority may, on application, grant a partial or complete exemption from the obligation to publish a prospectus relating to the offering of a security if:

- 1) shares or units are offered as a consideration for shares or units of the same class already issued provided that the issue of these new shares or units does not mean a raise of the share capital or co-operative capital or supplementary or investment share capital;
- 2) securities are offered as an exchange offer in connection with a company acquisition and the party making the offer is, due to a public takeover bid referred to in chapter 6, section 1 of the Securities Markets Act, a redemption bid referred to in chapter 6, section 6 of the said Act or to another reason, liable to publish a document containing information corresponding to the information presented in a prospectus, and if the document has been published;
- 3) the securities are offered as consideration in connection with a merger or division or a change of the corporate form referred to in the Limited-Liability Companies Act or the Act on Co-operatives and the party offering the consideration has published a document containing information corresponding to the information presented in a prospectus;
- 4) the shares or units are allotted free of charge to holders of shares or units of the issuer in a bonus issue referred to in the Limited-Liability Companies Act (734/1978) or in a bonus issue referred to in the Act on Co-operatives (1488/2001) or instead of a dividend or interest as shares or units of the same class as the shares or units yielding it provided that the issuer publishes a document which contains information on the number and class of the shares or units to be offered as well as on the grounds for and terms of the offer;
- 5) the employer company or its affiliate undertaking that has issued the security subject to public trading or trading corresponding thereto in a State belonging to the European Economic Area offers the securities to the present or former directors or employees of the employer company provided that the offeror publishes a document which contains information on the number and class of the securities to be offered as well as on the grounds for and terms of the offer; or if
- 6) securities are offered to finance operations for the public good, mainly non-profit operations.

## **9 §**

### **Exemptions from the obligation to publish a prospectus in applying for admission of securities to public trading**

The Financial Supervision Authority may, upon application, grant a partial or complete exemption from the obligation to publish a prospectus if the securities which are sought to be admitted to public trading or to trading corresponding thereto in a State belonging to the European Economic Area are:

- 1) shares or units representing, over a period of 12 months, less than one-tenth of the number of shares or units of the same class admitted to trading maintained by the same party in charge of the trading;
- 2) shares or units issued in substitution for shares or units already admitted to trading maintained by the same party in charge of the trading provided that the issuing of such shares or units does not involve any increase of the share capital or co-operative capital, supplementary share capital or investment share capital of the company;
- 3) securities offered in connection with a company acquisition by means of an exchange offer and the party making the offer has, due to a public takeover bid referred to in chapter 6, section 1 of the Securities Markets Act, a redemption bid referred to in section 6 of the said chapter or if it has, due to another reason, been liable to publish a document containing information corresponding to the information presented in a prospectus, and the document has been published;
- 4) the securities offered as consideration in connection with a merger or division referred to in the Limited-Liability Companies Act or the Act on Co-operatives and the party offering the consideration has published a document containing information corresponding to the information presented in a prospectus;
- 5) shares or units allotted free of charge to the owners of shares or units of an issuer subject to trading maintained by the same party in charge of the trading in a bonus issue referred to in the Limited-Liability Companies Act or in a bonus issue referred to in the Act on Co-operatives or instead of a dividend or interest payable in cash as shares or units of the same class as the shares or units yielding it provided that the party making the offer publishes a document containing information on the number and class of the shares or units applied to be admitted to trading as well as on the grounds and terms of the offer;
- 6) securities which an employer company or an affiliated undertaking offers to the present or former directors or employees of the employer company if the securities of the company have already been admitted to trading maintained by the same party in charge of the trading provided that the party making the offer publishes a document containing information on the number and class of the securities offered as well as on the grounds and terms of the offer;
- 7) shares or units resulting from the conversion of convertible bonds or obtained under option rights or rights relating to warrants or another security if shares or units of the same class have already been admitted to trading maintained by the same party in charge of the trading; or
- 8) securities admitted to trading maintained by another party in charge of trading, provided that:
  - a) the securities or securities of the same class have been subject to the said trading for more than 18 months;
  - b) a prospectus referred to in the Securities Markets Act and in European Community Commission Regulation issued under Directive 2003/71/EC of the European Parliament and of the Council (Directive on Prospectus) on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC has been published on the securities or, prior to the entry into force of the Act, listing particulars referred to in Directive 2001/34/EC of the European Parliament and of the Council on the admission of securities to official stock exchange listing and on information to be published on those securities have been published on the securities or a prospectus has been drawn up thereon in accordance with the requirements set thereon;

- c) the disclosure obligation of the issuer of the securities forming a precondition for the admission to the said trading of the securities has been complied with; and that
- d) the party applying for the admission of securities to trading publishes a summary document referred to in the provisions issued by the European Commission under the Directive on Prospectus and information on where the prospectus that has last been published on the issuer of the security and on the said security and the financial information published by the issuer of the security under the continuous disclosure obligation are available.

## **10 §**

### **Exemptions from the contents of the prospectus**

The Financial Supervision Authority may, for a special reason, decide that certain information referred to in this Decree may be omitted from the prospectus. Such a special reason is, at least, the fact that the information is of minor importance and not likely to have a material effect on the assessment of the assets and liabilities, financial position, result or prospects of the issuer. A special reason is also the fact that disclosure of such information would be contrary to the public interest or seriously detrimental to the issuer. In the latter case, the omission may, however, be only made on condition that it is not likely to mislead the public with regard to facts and circumstances which are of decisive importance with regard to the value of the securities.

The Financial Supervision Authority may decide that, instead of certain information required to be submitted in the prospectus, corresponding information may be presented in the prospectus if the information required to be submitted in the prospectus does not serve a purpose taking into account the operating sector of the issuer, its legal form or the securities referred to in the prospectus.

## **11 §**

### **Presentation of information by references**

The information to be submitted in a prospectus may be included in the prospectus by reference to a document published earlier or to be published simultaneously with the prospectus provided that the document has been approved by the Financial Supervision Authority prior thereto or that it has been submitted to the Financial Supervision Authority in connection with the application for approval of the prospectus.

When making a reference to the information, the prospectus shall contain a list of the information which is included in the prospectus by reference and of the documents referred to. The information referred to shall be the most current information available to the issuer on the issue referred to. The documents referred to shall be drawn up in the same language as the prospectus.

Information may not be presented in the summary of the prospectus only by references.

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This Decree enters into force on 1 July 2005.

A prospectus drawn up prior to the entry into force of this Decree shall further be governed by the provisions in force upon the entry into force of this Decree.

This Decree shall repeal:

- 1) Decision of the Ministry of Finance of 25 March 1999 on the Mutual Recognition of Listing Particulars and Prospectuses Approved in the European Economic Area (389/1999);
- 2) Decree of the Ministry of Finance of 19 June 2002 on Listing Particulars (539/2002) with later amendments; and
- 3) Decree of the Ministry of Finance of 19 June 2002 on the Prospectus (540/2002) with later amendments.