

Interpretive letter regarding permission to draw up prospectuses in English under section 19 (1) sentence 2 of the Securities Prospectus Act (*Wertpapierprospektgesetz – WpPG*) in the case of a public offer or admission to trading on an organised market of securities exclusively in Germany

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As a rule, securities prospectuses for the issue/admission to trading of securities on an organised market exclusively in Germany are to be drawn up in German. Section 19 (1) sentence 2 of the WpPG provides for an exemption. According to this exemption, the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin*) may, at the request of the entity drawing up the prospectus, allow the securities prospectus to be drawn up in a language customary in the sphere of international finance (i.e. in English). This interpretive letter provides an assessment of the specific circumstances required for this.

I.

1. The prospectus contains a German translation of the summary;
2. the prospectus is exclusively for the admission to trading of shares (or certificates representing shares, so-called depository receipts) on an organised market in Germany; and
3. the issuer demonstrably has a strong international connection.

Such an international connection can in particular be as a result of the following circumstances:

- The registered office of the issuer is outside Germany, i.e. Germany is the chosen home state within the meaning of section 2 (13) c) of the WpPG;
- the issuer has significant holdings located outside Germany and the internal and external (financial) reporting is conducted in English; or
- the issuer's shareholders are predominantly international (and/or institutional) and after admission to trading on the organised market the issuer will continue to predominantly target international and institutional investors.

II.

In addition, permission may be granted for a prospectus to be drawn up in English in specific cases if the prospectus is exclusively for the admission to trading of debt securities with a minimum denomination per unit of 100,000 euros on an organised market in Germany.