

Market Profile January 2018 Czech Republic



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1. OVERVIEW

1.1 Geopolitical Data

Time Zone:	GMT + 1	
Daylight Saving Time:	YES	
Currency:	Czech Koruna (CZK)	
Banking Holidays:	link	
EU Membership:	YES	
Schengen Zone:	YES	

1.2 G30 Compliance

Trade comparison by T+1 for direct market participants	YES
Trade comparison for indirect participants	YES
Central securities depository	YES
Trade netting system	NO
Delivery vs. payment	YES
Same day funds	YES
Rolling settlement T+2	YES
Securities lending and borrowing	YES
ISIN	YES

1.3 Country Ratings

Rating Agency	Issuer Default Rating Foreign Currency, LT	Outlook
Fitch	A+	Stable
Moody's	A1	Stable
Standard & Poor's	AA-	Stable

1.4 Political Overview

The political system of the Czech Republic is a democratic and multiparty parliamentary republic with the Prime Minister (PM) serving as the head of government and the President as the head of state. Executive power is exercised by the government and the president. Legislative power is held by the Parliament. The judiciary activity is executed through courts and the Constitutional Court.

The supreme executive body is a government formed by the Prime Minister, the Deputy Prime Minister and the ministers. The government is accountable to the House of Representatives. The government proposes laws including the state budget.

The President is the head of state and represents the country abroad and is responsible for appointing the PM and the ministers. Moreover, he also appoints judges, the Governor of the Czech National Bank including members of the CNB Bank Board in addition to the President and Vice Presidents of the Supreme Audit Office. Among other powers, he has the right to veto laws.

The Czech Parliament has two chambers, the House of Representatives and the Senate. The House of Representatives consists of 200 members elected for four-year terms by a proportional system with a 5% closing clause. In the Senate 81 senators are elected. Any proposal of an act must be approved by the House of Representatives and then is submitted to the Senate which approves it, and advances it to the President for signing.

The Czech Republic is a member of the following organisations: European Union (2004), European Bank for Reconstruction and Development (1990), International Bank for Reconstruction and Development (1945), Bank for International Settlements (1930), International Monetary Fund and World Bank (1944/1990), NATO (1999), OECD (1995), United Nations (1945) and WTO (1948).

1.5 Economic Overview

In 3Q17, real GDP rose by 0.5% qoq and 5.0% yoy. The yoy growth was driven proportionately by all major demand-side components – private consumption (4.4% yoy), government spending (1.1% yoy) and fixed capital formation (7.5% yoy). Net exports added to GDP growth 0.6 p.p. The economic performance comes on the backdrop of record low unemployment, accelerating wage growth and the signs of demand-side inflationary pressures. The excellent condition of the Czech economy is set to extend through 4Q17, translating into the full-2017 GDP dynamic at 4.6%. In 2018, a minor slowdown to 3.5% is projected, with net exports turning in particular less supportive.

2. REGULATION AND SUPERVISION

2.1 Regulatory/Supervisory Bodies

Supervision of financial markets is carried out by the following institutions:

- **National Bank:**
The primary objective of the Czech National Bank (CNB) is to maintain price stability. It is responsible for supervision of the banking sector, payment systems, the capital market, the insurance industry, pension funds, credit unions and electronic money institutions, as well as foreign exchange supervision.
- **Ministry of Finance:**
The Ministry of Finance of the Czech Republic (MFCR) co-operates with CNB, regulates and supervises the Czech capital market. The main role of MFCR is creating and publishing of measures and regulations.

2.2 Key Market Regulations

Below you will find a list of the key market regulations. For a complete list with up to date information on the acts please refer to the GSS Website (<http://gss.unicreditgroup.eu>) or contact your local GSS Relationship Manager.

Regulation	Main Focus
The Capital Market Undertakings Act	Defines basic conditions for the Capital Market Undertakings – investment services and instruments, settlement, protection, supervision, other MiFID issues etc.
The Act on Bonds	Types of bonds, issuance, rights and obligations of issuers, possibilities for yield determination and bond redemption.
The Act on Management Companies and Investment Funds	Regulates the collective investment business area, i.e. activities of management companies and investment funds.
The Civil Code	Represents very complex ad hoc legislative change with significant impact on all parts of civil law, i.e. documentation, particularly contractual, terms & conditions, legal status of securities, corporations, representation etc.
The Act on Commercial Companies and Cooperatives (Business Corporations Act)	Supplements the Civil Code in relation to cooperatives, unlimited partnerships and limited partnerships, limited-liability companies and joint-stock companies. Transposes the relevant legislation of the European Union on the companies' field.
The Capital Market Supervision Act	Competence and activities of the CNB with respect to the capital market supervision.
The Act on Selected Measures against the Legalization of the Proceeds of Crime and Financing of Terrorism	Special legal regulations against the legalization of the proceeds of crime and financing of terrorism.
The Act on Czech National Bank	Provisions of the monetary policy, the oversight of the banking sector, currency control, control over transactions in T-bills.
The Banking Act	Competences and activities of banks.
Act on the Recovery Procedures and the Resolution of the Crisis in the Financial Market	Describes the recovery procedures in case of crisis in the financial sector.

2.3 Self-regulatory Organisations

Association for the Capital Market (AKAT) was established by major brokers, dealers, subsidiaries of foreign banks in the Czech Republic (including UniCredit Bank) and prestigious legal companies, which are experts on securities and capital market. Main goal of AKAT is to contribute to the positive development of the Czech capital market and improve it on the European and global level. The Association is the mediator between all participants and groups which are active on the Czech capital market and state bodies such as the Ministry of Finance and National Bank.

3. TRADING

3.1 Commonly Traded Instruments

EQUITIES		MONEY MARKET INSTRUMENTS	
<input checked="" type="checkbox"/>	ordinary shares	<input type="checkbox"/>	certificate of deposits
<input type="checkbox"/>	preferred shares	<input type="checkbox"/>	Commercial papers
<input type="checkbox"/>	employee shares	<input checked="" type="checkbox"/>	REPO transactions
<input type="checkbox"/>	interest bearing shares		
GOVERNMENT DEBT		CORPORATE DEBT	
<input checked="" type="checkbox"/>	government bonds	<input checked="" type="checkbox"/>	corporate bonds
<input type="checkbox"/>	treasury bonds	<input checked="" type="checkbox"/>	mortgage bonds
<input checked="" type="checkbox"/>	treasury bills	<input type="checkbox"/>	convertible bonds
<input type="checkbox"/>	treasury notes	<input type="checkbox"/>	exchangeable bonds
<input checked="" type="checkbox"/>	municipal bonds		
DERIVATIVES		OTHER INSTRUMENTS	
<input checked="" type="checkbox"/>	Options	<input type="checkbox"/>	exchange traded funds
<input type="checkbox"/>	Futures	<input checked="" type="checkbox"/>	investment funds
<input checked="" type="checkbox"/>	Warrants	<input type="checkbox"/>	eurobonds funds
		<input type="checkbox"/>	depository receipts
		<input checked="" type="checkbox"/>	commodities

3.2 Prague Stock Exchange – PSE

Legal name	Burza cenných papírů Praha, a.s.
Website	https://www.pse.cz
Ownership structure	99.355% CEESEG Aktiengesellschaft 0.645% Others
Trading members	Brokers, foreign person possessing the relevant license if meets all requirements Following types of membership are available: Direct clearing member, non-clearing member and remote membership.
Traded instruments	Czech and foreign shares, shares of investment funds, Corporate sector bonds, Financial sector bonds, Public sector bonds, Coupons of public sector bonds, Investment certificates (leverage and non-leveraged) and warrants leveraged.
Trading method	The trading system consists of single and continuous auctions and continuous trading regimes. XETRA was introduced on 30 November, 2012.
Settlement agent	Central Securities Depository Prague (CDCP)
Clearing agent	Central Securities Depository Prague (CDCP)

Trading hours	Equities, subscription rights, funds	from 08:50 to (i) 16:30 continuous trading (ii) 16:20 single auction
	Debt securities	from 11:00 to 16:20
	Structured products, ETFs	from 09:15 to 16:30
Settlement cycle	T+2	All securities
Indices	PX Price index of blue chip issues, Index PX-TR Total Return Index of blue chip, PX-GLOB Broad-base price index	
Number of listed instruments	131	Bonds
	23	Equities
	9	Investment certificates
	46	Warrants
	32	Shares / units of investment funds
Annual trading turnover	EUR 27,241 million	
Annual number of transactions	N/A	
Domestic market capitalisation	EUR 49,044 million (shares only)	
Main index annual change	PX +19.37 %	

3.3 OTC Trading

The following trades are considered as OTC:

- Trades concluded between two CDCP members – non-members of the PSE;
- Non-trade transfers of custody assets, security loan, repo operation or buy-sell operation between any two CDCP members;
- Technical transfers: Between two different accounts of one owner of securities.

Trades are concluded OTC between counterparties (phone, REUTERS) and reported to PSE. All off-exchange trades concluded between two domestic broker/dealers or institutional investors must be reported to the CNB. Trades concluded between foreign investors or broker/dealers are exempt of this reporting duty. OTC trades are not insured by the CDCP Clearing Fund.

4. CLEARING

4.1 Central Securities Depository Prague – CDCP

Legal name	Centrální depozitář cenných papírů, a.s.
Website	http://www.cdcp.cz
Ownership structure	100% Burza cenných papírů Praha, a.s.
Clearing members	Banks, security traders, electricity traders, MFCR, CNB Following types of membership are available: Direct clearing member
Scope of services	<p>CDCP holds securities accounts and maintains direct link to the Clearing Centre of the Czech National Bank. The settlement procedure is designed to minimise the settlement risk of the counterparty, though true DVP is not yet achieved. Securities are transferred prior to the cash, nevertheless CDCP has full control over the securities and can arrange for a reversal of securities should sufficient cash be unavailable. Securities are blocked in CDCP on the recipient's account and released only upon receiving a green light from the Clearing Centre. Settlement is final when securities are credited to the CDCP securities account of the receiving party and the cash is credited in favour of the bank of the delivering party.</p> <p>PSE remote members, i.e. PSE members who are not CDCP participants have the following options of clearing in the market:</p> <ul style="list-style-type: none"> ● Clearing Agent services: PSE member is also a member of the Clearing fund (Clearing member), but not a member of the CDCP, the clearing services are provided by a CDCP participant in a role of the Clearing Agent. ● GCM services: PSE member is not a CDCP participant, is not a Clearing member, the clearing services are provided by the GCM, who is both the Clearing agent and the CDCP participant. The GCM is liable for trades concluded by the PSE member and contributes to the Clearing fund.
Risk model	The CDCP only operates with clients' securities and cash.

5. SETTLEMENT

5.1 Central Securities Depository Prague – CDCP

Legal name	Centrální depozitář cenných papírů, a.s.
17f-7 eligibility	YES
Website	http://www.cdcp.cz
Ownership structure	100.00% Burza cenných papírů Praha, a.s. (PSE)
Scope of services	<p>A settlement and clearing house for both PSE and OTC trades:</p> <ul style="list-style-type: none"> ● Depository of dematerialised securities except T-Bills; ● Depository of immobilised securities; ● Depository of foreign listings; ● Securities lending products are currently restricted to a lending programme provided by the CDCP; ● CDCP assigns ISIN codes to local securities and provides services to securities issuers. ● Derivatives clearing is available.
Accounts held	Each entity needs to have an account with a member of the CDCP. The client may have an omnibus or segregated securities account with the CDCP.
Eligible instruments	All local book entry securities except T-Bills, immobilised securities (deposited in the vaults of CSOB), foreign listings (listed on PSE).
Level of dematerialisation	Approximately 99% of securities in book-entry form.
Stock Exchange Settlement	<p>All trades concluded on PSE by PSE members are settled via CDCP by members of CDCP. CDCP has securities accounts in their records and a direct link to CNB's Clearing Centre. The settlement procedure is designed to minimise the settlement risk of the counterparty, though the true DVP is not achieved. T+2 settlement cycle applies to all PSE trades.</p> <p>Any buy-in is arranged by CDCP through a designated PSE member. In general, buy-ins are available for CDCP settlements of PSE trades. As foreign clients usually trade OTC, buy-ins are mostly not applicable to them.</p>
OTC Settlement	CDCP accepts the settlement instructions only from its members. True DVP is not yet achieved. The standard period is T+2, can be negotiable up to T+99. There is a system based pre-matching procedure enabling the use of hold and release mechanism. Buy-ins are not applicable to OTC settlement.
Settlement Protection	CDCP members place instruction details into a matching system electronically via protected links.
Investor Protection	Trades concluded between two PSE members are insured by the CDCP Clearing Fund (does not cover OTC trades).
Identified Risk	None

5.2 Short-Term Bond System - SKD

Legal name	System krátkodobých dluhopisů
17f-7 eligibility	YES
Website	http://www.cnb.cz/en/financial_markets/skd/
Ownership structure	Operated by the Czech National Bank
Scope of services	<ul style="list-style-type: none"> ● T-bills settlement (DVP/RVP) ● T-bills central register
Accounts held	<p>SKD recognises clients' or custodians' accounts:</p> <ul style="list-style-type: none"> ● Clients can open a securities account at SKD. SKD has specific requirements for documentation to be submitted for the account opening (certificate of incorporation, certificate of tax residence, additional SKD forms as application for participation in the SKD, application for the opening of a client's/custodian's account in the SKD, contact persons and addresses, custodian's/client's specimen signature); ● Usage of UniCredit Bank Czech Republic and Slovakia, a.s.'s omnibus account opened exclusively for its clients is recommended. Only segregated sub-accounts opening in UCB books is required.
Eligible instruments	T-Bills (bonds with maturity up to one year).
Level of dematerialisation	All T-Bills are dematerialised.
Stock Exchange Settlement	All trades concluded on PSE by PSE members are settled via CDCP by CDCP members. CDCP has securities accounts in their records and a direct link to CNB's Clearing Centre. The settlement procedure is designed to minimise the settlement risk of the counterparty, though the true DVP is not achieved. T+2 settlement cycle applies to all PSE trades.
OTC Settlement	<p>SKD is an agent-based system. Clients may access SKD only through an authorised SKD agent.</p> <p>Securities transfers are settled for the clients and custodians on the basis of the instructions given by their agents. The settlement is executed in conjunction with the CNB's interbank payment system (CERTIS) on the delivery versus payment principle.</p>
Settlement Protection	SKD is a department of the Czech National Bank. CNB takes control of settlement of cash (via its Clearing Centre) and securities (via SKD). Communication with the SKD is secured using the qualified certificates.
Investor Protection	SKD is a department of the Czech National Bank. The CNB's Clearing Centre takes control of settlement of cash.
Identified Risk	None

6. PAYMENT SYSTEM

6.1 General Information

The CERTIS system is the only interbank payment system in the Czech Republic which handles interbank payments in Czech koruna (CZK) between CERTIS participants via accounts maintained by the Czech National Bank.

The CERTIS system is a payment system with settlement finality operated pursuant to the Czech Payment System Act and meets the requirements of the EU Settlement Finality Directive.

The operator of the CERTIS system is the Czech National Bank on the principle of settlement of individual instructions with simultaneous verification of coverage thereof.

CERTIS is operated under bilateral written agreements between the Czech National Bank and CERTIS participants. The agreements lay down uniform standards for all participants, as well as legal and technical conditions for keeping accounts and for the exchange and processing of interbank payment systems data. Direct participants of CERTIS may be:

- banks, credit unions and foreign bank branches;
- foreign banks resident in the Member States of the European Union, other Contracting States of the Agreement on the European Economic Area, or in another state where an international treaty which is binding on the Czech Republic so provides;
- entities which perform the role of a central counterparty, a settlement agent or a clearing institution within a settlement system with settlement finality pursuant to the Czech Capital Market Undertakings Act, or in a foreign settlement system with settlement finality, and which by their participation in CERTIS are responsible for discharging the financial obligations arising from orders received by this system;
- The Czech National Bank is also a direct participant in CERTIS.

The cash clearing in CERTIS is electronic and batch-based. Commercial banks send and receive electronic batches via protected links.

Most interbank transactions are processed within approximately two days.

The CERTIS payment system processes all domestic payments from 17:00 p.m. on day D-1 to 16:00 p.m. on day D. After receiving all outgoing payments from Czech commercial banks, it sorts the items by “bank of beneficiary”, and approximately at 16:00 payments are released to the beneficiary banks. Prior to the release of credit entries at 16:00, the CNB informs the participating clearing banks on their cash positions.

6.2 Limitations, Deadlines, Cut-off times

- | | |
|--|--|
| ● MT103 Singular Customer Credit Transfer | 12:00 local time, same day |
| ● MT200 Financial Institution Transfer for its Own Account | 13:00 local time, same day |
| ● MT202 Intrabank | 15:00 local time, same day |
| ● MT202 Interbank | 13:00 local time, same day |
| ● MT210 Pre-advice of receipt of funds | 13:00 local time, same day |
| ● Non-SWIFT instructions | 8:00 local time, same day |
| ● Cancellations/ Amendments | 16:00 local time, previous day (subsequently on a best effort basis) |

7. SECURITIES LENDING

7.1 Securities Lending

Securities lending products allowing for the coverage of short sale are not developed in the market, and are currently restricted to a lending programme provided by the CDCP. Within this program, only limited amounts of shares are available in the pool. A maximum term of the loan is 30 days. Transactions are collateralised by cash. Cash is held in an omnibus account of CDCP.

There is no legislation dedicated to securities lending in the market. UniCredit Bank Czech Republic and Slovakia, a.s. does not lend securities to its clients at the moment. The market practice is to perform lending and repo transactions abroad and settle as free of payment locally. UniCredit is able to support the settlement of these kinds of transactions.

7.2 Short Selling

Naked short selling is not allowed in the market.

Short selling with a delivery failure would lead to a buy-in. Any buy-in is arranged by CDCP through a designated PSE member. In general, buy-ins are available for CDCP settlements of PSE trades. As foreign clients usually trade OTC, buy-ins are not applicable to them.

EU Short Selling regulation is covered by CNB on the following web link:

http://www.cnb.cz/en/supervision_financial_market/information_on_short_positions

8. CORPORATE ACTIONS

8.1 Common Corporate Action Events

MANDATORY EVENTS	VOLUNTARY EVENTS
<input checked="" type="checkbox"/> dividend, cash	<input type="checkbox"/> exercise of rights
<input checked="" type="checkbox"/> dividend, option	<input type="checkbox"/> issue, priority
<input type="checkbox"/> dividend, stock	<input type="checkbox"/> exchange offer
<input checked="" type="checkbox"/> interest payment	<input checked="" type="checkbox"/> tender offer
<input type="checkbox"/> issue, bonus	<input type="checkbox"/> repurchase offer
<input type="checkbox"/> issue, rights	<input checked="" type="checkbox"/> shareholders meeting
<input checked="" type="checkbox"/> Maturity	
<input checked="" type="checkbox"/> maturity final	
<input type="checkbox"/> Merger	
<input type="checkbox"/> pari-passu	
<input type="checkbox"/> redemption, early	
<input type="checkbox"/> redemption, partial	
<input type="checkbox"/> spin-off	
<input type="checkbox"/> Split	
<input type="checkbox"/> split, reverse	

8.2 Dating Conventions

The current legislation recognizes the so called Regular General Meeting (GM, typically held on an annual basis) and the Substitute General Meeting.

The following sequence of dates is used – Announcement date, record date (usually GM), ex-date, GM date.

- Announcement date is a minimum of 30 days prior to the GM
-
- Record date is seven days prior to the GM
- GM is a maximum of 30 calendar days prior to announcing the results.

Dividends

- The following sequence of dates is used: Ex-date, record date, announcement date (usually GM), payment period start, payment period.
- Ex-date is one day prior to record date.
- Payment period depends on the conditions of the Issuer.

Fixed Income

- The following sequence of dates is used: Record date, ex-date, pay date.
- Record date is one day prior to ex-date.
- There is a maximum 30-day period between record date and pay date.

The GM takes place usually after closure of the accounting year. The peak season for GMs starts in late April and lasts until the beginning of July. It is compulsory for a joint-stock company to hold a GM at least once a year. Announcement has to be published 30 days prior to the GM and its results have to be made available within 15 days after the GM.

8.3 Sources of C/A Information

Requirements for announcing a dividend payment as well as other corporate actions are not forcing the issuing company to release the announcement via specialised media. There is no centralised information source.

8.4 Local C/A Specifics

- There is no centralised information source.
- Entitlement is based on the settled position as of the end of the record date.
- The Czech Republic is a book-entry market. There is no separate registration process in the market. Registration takes place at the same time as the settlement itself.
- Conditions are determined by the issuer.

9. PROXY VOTING

9.1 General Characteristics

- Public companies: An announcement must be published in a business bulletin (most companies still publish in two daily newspapers as well);
- Voting is by attendance in most cases, remote voting via electronic means is possible when set out in the Articles of Association of the company;
- Split voting is possible.

9.2 Announcement

The requirements for announcing a dividend payment, as well as other corporate actions, do not force the issuing company to release the announcement via specialised media. There is no centralised information source.

For securities listed on the PSE, the PSE has to be notified by the company of any corporate actions, which will be published in the official PSE Bulletin.

9.3 Voting Process

Proxy voting is available in the market. Voting rights are pegged to ordinary shares, whilst preferred shares do not usually have any voting rights. Whether equity has voting rights or not is stipulated in the issuing company's by-laws. Annual General Meetings (AGMs) usually take place after closure of the accounting year. The peak season for AGMs starts in late April and lasts until the beginning of July. It is compulsory for a joint-stock company to hold an AGM at least once a year. The announcement has to be published 30 days prior to the AGM and its results have to be available within 15 days after the AGM.

Entitlement is based on the settled position as of the end of the record date.

10. INCOME COLLECTION

10.1 Dividend payments

The settled position as of the end of the record date is decisive for an entitlement.

There is no fixed dividend pay date in the market. Due to the lack of fixed rules, the procedures of dividend payment may be decided individually by the company (GM).

It is possible for a company to specify in their articles of association that the record date for the dividend entitlement will be the record date for the participation in the GM (besides the date when the GM is held), in which the dividend payment will be decided upon.

Announcements Requirements on announcing a dividend payment as well as other corporate actions are not forcing the issuing company to release the announcement via specialised media. There is no centralised information source.

For securities listed on the PSE, the PSE has to be notified by the company of any corporate actions, which will be published in the official PSE Bulletin.

Dating Conventions The following sequence of dates is used: Record date, announcement date (usually GM), payment period start, and payment period end. Ex-date is one day prior to record date. The payment period depends on the decision of the General Meeting.

Payment Execution There is no fixed pay date but a payment period, which may take up to three months. Further details of the paying calendar may be decided upon by the issuing company.

10.2 Interest & Maturity Payments

The settled position as of the end of the record date is decisive for an entitlement.

Ex-date is usually the day following the record date - this is the first day with no entitlement.

Announcements Interest payment announcements have no centralised information source.

Dating Conventions The following sequence of dates is used: Record date, ex-date, pay date. Record date is one day prior to ex-date. The period between record date and pay date depends on the conditions of the Issuer.

For corporate bonds the payment conditions may be adjusted by the issuing company as stipulated in the relevant bond prospectus. Pay date may be shifted to a maximum of 30 days after the record date.

Payment Execution The issuing company hires a paying agent. The paying agent is usually a commercial bank with a sufficient capacity to process the payments to all bondholders entitled as of the end of the record date.

11. TAXATION

11.1 Withholding Tax

Payments to non-residents are generally subject to taxation.

Tax Rates	Type of Income	Tax Rate
	Dividends	35% (15% for EU/EEA/TIEA residents, 15% or lower for DTT residents, upon provision of Certificate of Tax Residency, Beneficial Ownership Declaration)
	Interest income	35% (15% for EU/EEA/TIEA residents, 15% or lower for DTT residents, upon provision of Certificate of Tax Residency, Beneficial Ownership Declaration)

Relief at Source Foreign beneficial owners may qualify for the benefit of reduced WHT rate in accordance with the DTT between the country of its tax residency and the Czech Republic. The maximum WHT rate is defined in the relevant DTT. Residents of EU/EEA countries can benefit from the same tax rate (15%) as local residents. Tax Information Exchange Treaties are also applicable to reduce the tax to 15%.

Unicredit Bank Czech Republic and Slovakia, a.s. offers tax reclamation service to its clients, however we strongly recommend our clients to try to achieve relief at source as the reclamation procedure might take a lengthy period of time in the market.

Tax Reliefs Dividends and interest incomes are not subject to withholding tax if they are paid to an entity upon meeting all the below mentioned conditions:

- Pension funds;
- Set up in an EU member state, Norway, Iceland, Switzerland and Lichtenstein.
- Operated as a fund scheme that has been set up in order to provide pension benefits beyond the obligatory pension system, in accordance with the EU legislation.

Tax exemption is available for EU or EEA or Switzerland if they hold at least a 10% stake for 12 months.

11.2 Capital Gains Tax

Capital gains are subject to income tax. Capital gains realised by foreign investors become subject to capital gains tax only should they sell Czech securities to Czech tax residents. There is a so-called tax test adopted for the private investors granting a capital gains tax exemption for investments longer than six months. Some of the Double Taxation Treaties also stipulate certain conditions under which the capital gains tax can be reduced or fully exempt.

For foreign investors based in a non-EU country, selling Czech securities to Czech or foreign residents, whilst no DTT is available, the following applies: According to the Czech Income Tax Act 586/1992 the company paying the proceeds (buyer) to non-residents is obliged to withhold the so-called "tax collateral". The tax collateral amounts to 1% of the sale proceeds of the respective securities. The seller is not deemed liable for not collecting the tax collateral. The amount withheld during a calendar month is transferred to the respective tax authority responsible for the non-resident. The tax authority is informed about the name, seat of the paying company, amount and nature of the income. The non-resident is obliged to submit an income tax report for the income generated in the Czech Republic.

Tax Rates 19% under certain conditions

Relief at Source NO

Tax Reliefs Not available

11.3 Stamp Duty

No stamp duty is applied.

Tax Rates N/A

Tax Reliefs N/A

11.4 Other Taxes

Custody services are subject to 21% VAT since 1 January 2013. However, according to the VAT Act a so-called reverse charge system may be applied in order to exempt non-residents from VAT. EU based clients need to provide their VAT Identification Number and a declaration that they do not conduct business or have presence in the Czech Republic. The same reverse charge system is applicable for any non-EU foreign entity that does not have its headquarters, conducts business, nor has presence in the EU.

11.5 Tax Reclamation Process

Reclaims are quite rare as withholding tax at source prevails. There are no fixed rules for tax reclaims.

Issuers or their paying agent file the tax reclaims with the Tax Authority and can limit the period for which they provide their assistance to shareholders to 60 days. The conditions depends on the Issuer.

UniCredit Bank Czech Republic and Slovakia, a.s. offers tax reclaim service to its clients, however we strongly recommend our clients to try to achieve relief at source as the reclaim procedure is lengthy. For tax reclaim the recipient entity has to obtain the same documents (certificate of tax residency, beneficial ownership declaration) as for the tax relief at source, except Pension Funds which need to deliver a specific documents.

UniCredit Bank Czech Republic and Slovakia, a.s. sends the request for the tax reclaim (with all the necessary specifications and all required documentation) to the Financial Authority (being the Tax Authority) in the Czech Republic.

In accordance with Act No. 280/2009 Coll. companies with a certain turnover are supervised by specialised tax offices. These specialised tax offices are taking over the agendas of these companies from the current tax offices where the time frame of the takeover is dependent on the capacities of the tax offices. The procedures for tax reclaim applications for income paid by companies under the supervision of the specialized tax offices changed significantly - the companies / issuers have to file an additional withholding tax statement, taking the reclaimed amount into consideration. The companies / issuers will therefore not file the reclaim straight after receiving the requested documentation from a single applicant, but will wait until they gather a larger number of requests from various banks and beneficial owners for the particular year before they file the reclaim with the tax office to avoid submitting the above mentioned amended additional withholding tax statement with each request. This will result in longer tax reclaim periods. We therefore stress the importance of timely delivery of tax documents to meet the relief at source criteria and avoid eventual tax reclaims.

11.6 Double Taxation Treaties

Due to the amount of data, for the most up to date DTTs please refer to our website: <http://qss.unicreditgroup.eu>

DTTs are listed in the /MARKET/DOCUMENTS section.

12. DISCLOSURE REQUIREMENTS

12.1 Obligations for Issuers

A company listed on PSE needs to fulfil certain requirements towards the Czech National Bank (CNB) as the market regulator and the Prague Stock Exchange.

The issuer is above all, required to disclose certain information to the investors. Information is the most important clue for investors and the legislation makes sure that information gets to the investors in a timely manner and sufficiently. The issuers are therefore obliged to fulfil duties stipulated by the Commercial Code, the Act on Undertakings on the Capital Market or the Accounting Act, and the Exchange Rules if the securities of the given issuer are listed at the exchange. These include submitting the economic results of the company, annual and semi-annual reports, information on conclusions of general meetings or information on property participations of the issuer, as well as other information.

The Register of companies requires information about issued securities which are published on the CDCP website.

- There are the following rules based on the Bonds Act (No. 190/2004 Coll.): Bonds in paper form cannot be issued in bearer form
- Individuals are authorised to issue bonds
- The issuer is not obliged to submit the issue conditions to the CNB for approval
- Issuers of bonds in paper form can determine record dates for redemption, payment of proceeds and have to announce the record date for participation in the meeting of holders
- The method of notification of the meeting must be included in the issue conditions.

12.2 Obligations for Investors

Act No. 256/2004 Coll. stipulates the duty to disclose ownership limits on voting rights for listed companies.

The lowest monitored threshold is set to 1% of the total voting rights in listed companies with registered capital higher than CZK 500 million (or equivalent in foreign currency). The calculation of voting rights includes call options embedded into existing securities.

Furthermore, the monitored thresholds for companies with registered capital above CZK 100 million (i.e. roughly EUR 3.6 million) (otherwise 5% is the bottom limit) are as follows: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50% and 75%. Investors have to report a stake and any movement across the above thresholds of total voting rights of the company; they must report to the CNB and the issuing company, and the CNB arranges for publishing of reported facts.

Securities owners are obliged to report any exceeding of the limits upwards or downwards, within four working days.

Obligation Name	Obligation Type	Trigger Threshold	Action	Addressee
Voting rights	Mandatory	1%*,3%** ,5%,10%,15%,20%,25%,30%,40%,50%,75%	Reporting	CNB, Issuer
Tax application	Optional	Not applicable	Beneficial owner disclosure	Tax authority

* valid for companies with registered capital higher than CZK 500 million (or equivalent in foreign currency)

**valid for companies with registered capital above CZK 100 million (i.e. roughly EUR 3.6 million)

12.3 Violation Consequences

Investors are obliged to report a stake and any movement across the above thresholds of total voting rights of the company to the CNB and the issuer. UniCredit Bank provides daily monitoring of client's holdings automatically and in case of reaching/surpassing the respective threshold the client is advised and requested to instruct UniCredit if required to report on behalf of and in the name of the client. The CNB arranges for publishing of reported facts. Violation of the above disclosure obligation will result in the loss of voting rights as well as a fine. According to the current wording of the Capital Market Undertakings Act, the fine for legal entities is up to the higher of CZK 300 million, or 5% of the total annual net revenues, or twice the benefit gained from the violation. For private individuals, the fine is up to CZK 60 million or twice the benefit gained from the violation.

Disclosure for tax purposes is optional – if the client does not disclose the beneficial owner and does not provide required documents, the rate of 35% is applied.

13. ACCOUNT MANAGEMENT

13.1 Common Account Structures

Custodians usually offer the following possibilities for securities account structures:

- One or more omnibus accounts (e.g. in the name of a foreign custodian/global custodian acting as the authorised representative on behalf of its customers) and/or;
- An individual account for each client (segregated securities account in beneficial owner name);
- Or the mixture of the two above.

According to the Capital Market Act “the securities account owner is the owner of all securities deposited in such an account until contrary is proven”. The same refutable assumption is also mentioned in the Civil Code.

In practice, every client has the option to choose between omnibus and segregated accounts on the depository level (CDCP) as well as in UniCredit’s books.

Two types of securities accounts are recognized under the Czech law:

- **Owner’s account**
Securities registered on an owner’s account represent securities owned by the person for whom the account was opened. The Czech law provides for a rebuttable assumption that the person in whose name the owner’s account is opened is deemed to be the legal owner of all securities registered on such account, unless evidence to the contrary is provided.
- **Client account**
Securities registered on a clients’ account do not represent securities owned by the person for which the account was opened. Securities registered on such account are held by the person for whom the account is opened in custody for the benefit of third persons. Czech law explicitly stipulates that the person in whose name the clients’ account is opened is not the legal owner of the securities registered on such account. The person in whose name a clients’ account is opened is obliged to maintain a sub-register linked to the main register. In a sub-register linked to the Central Register, only owner’s accounts can be opened (not clients’ accounts). Only 2-level securities account structure is recognized under the Czech law in respect of the Central Register.

The local legislation differentiates between the “Client Accounts” which are understood to be omnibus accounts holding only client assets and “Owner’s accounts”, which should be viewed as holding the assets legally owned by the account holder who is also the beneficial owner of those assets. However, the local legislation does not define the relation between the account and asset ownership so strictly, in order to make the omnibus account structure possible regardless of the technical limitations.

Segregated Accounts

Segregated accounts in the name of the clients are available in the market. Client or its underlying client account structure (segregated) is possible. The account opening procedure for SKD accounts differs from CDCP, and introduces substantial documentation requirements and is time-consuming; therefore client omnibus account opened in the name of UniCredit is recommended in the SKD.

Nominee/Omnibus Accounts

Omnibus accounts are available on the market. Czech legislation recognizes only two nominee levels.

13.2 KYC/AML Requirements

KYC and AML policies applied at UniCredit Bank Czech Republic and Slovakia, a.s. are in line with local and EU regulations. UniCredit Bank Czech Republic and Slovakia, a.s. established written internal procedures, controls and compliance review functions to test the adequacy of anti-money-laundering policies. UniCredit Bank Czech Republic and Slovakia, a.s. has given appropriate training to each relevant staff member about the avoidance of money laundering and assists them in identifying any suspicious activities.

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