

INSTRUCTION N3-07 APPLICABLE TO THE EUROLIST MARKET

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PROCEDURES FOR ADMISSION TO LISTING

Article 1

This instruction concerns the admission to listing of French financial instruments on the Eurolist market.

Generally, the listing of foreign financial instruments is done directly via an arbitrage procedure on the SUPERCAC trading system.

Orders and responses are transmitted through the Euronext Paris's SHIVA system or by fax.

The publication of the *Avis* announcing the admission is the key event that triggers the procedure.

Trading members may accept firm orders only, margined in conformity with the rules cited in Article 17.

I - FIXED-PRICE OFFERS

Article 2

Euronext Paris shall publish one or several *Avis* to announce the admission to listing through a fixed-price offer. Such *Avis* shall specify:

- the number of securities to be put on the market;
- the price or range of prices at which the securities are offered.

In principle, the listing *Avis* announcing the offer is published at least five market days before initial trading is scheduled to commence.

Once the offer price is fixed within the price range, or if the initially announced offer price is modified (provided the listing *Avis* contains a provision to this effect), the price ultimately fixed must be published in an *Avis* at least two market days prior to the date of initial trading.

Article 3

Buy orders may be submitted by natural persons and legal persons.

Buy orders must be made at the offer price and must conform to the terms specified in the listing *Avis*. They are valid only on the first day of listing.

A fixed-price offer may define separate categories of buy orders, depending on the number of securities requested and the type of investor originating the order.

If a fixed-price offer defines more than one category of buy orders, an investor must submit all buy orders through a single intermediary.

An investor may not submit buy orders for a quantity exceeding 20% of the securities offered.

Article 4

Only trading members, acting through a trader designated specifically for new issues, are authorized to send buy orders to Euronext Paris.

On the first day of listing, trading members send their buy orders to Euronext Paris by fax or through the SHIVA system at the times stipulated in the listing *Avis*.

Trading members must also prepare a detailed statement of orders (including those made under a discretionary account agreement), identifying, in each case, the client and the quantity of securities.

The statement must be signed by the person responsible for new issues.

Article 5

Euronext Paris centralizes the orders and determines the total quantity of securities requested.

- If supply exceeds demand
Unless the listing *Avis* specifically states that the issuer may postpone the listing, buy orders are executed at their full quantities.
- If demand exceeds supply
After consulting the issuer and the trading member acting as the issuer's listing adviser, Euronext Paris decides the extent to which the order will be filled ("the allotment percentage"):
 - if the fixed-price offer does not specify separate buy-order categories, the allotment percentage cannot be less than 1%;

- if the fixed-price offer defines multiple buy-order categories, a preferential allotment-percentage may be applied to one of the categories.

The price quoted is the offer price, and all orders in the same category are filled in the same manner.

If, owing to market conditions, an unreasonably low percentage of demand is met, Euronext Paris may, with the assent of the parties seeking the listing, postpone such listing.

Article 6

On the day of listing,

- for orders placed through SHIVA: Euronext Paris informs each intermediary of the quantities allotted and forwards the corresponding transactions to the settlement/delivery systems;
- for faxed orders: Euronext Paris informs trading members of their allotments by telephone, and sends details of all trades in the financial instrument to the listing advisor/trading member by fax;
- Euronext Paris publishes the results of the offer in an *Avis*.

II - MINIMUM-PRICE OFFER

Article 7

The Euronext Paris *Avis* announcing the admission to listing of a financial instrument through a minimum-price offer procedure specifies:

- the number of instruments to be put on the market by the parties seeking the listing;
- the minimum price at which they are prepared to sell.

The *Avis* is published at least five market days prior to the date of initial trading.

The parties seeking the listing may, with the approval of Euronext Paris, reserve the right to modify the minimum price initially stipulated, provided that the final offer price is published at least two market days prior to the date of initial trading.

Article 8

Buy orders may be submitted by natural persons and legal persons.

Only orders with limit prices at or above the minimum offer price and in multiples of the following ticks are accepted:

- orders specifying a price at or above euro 100 must be in multiples of euro 0.5;
- orders specifying a price below euro 100 must be in multiples of euro 0.10.

They are valid only on the day of listing.

An investor (legal person or natural person) may not submit buy orders for a quantity exceeding 20% of the securities offered.

An investor must submit all buy orders through a single intermediary.

Article 9

Only trading members, acting through a trader designated specifically for new issues, are authorized to send buy orders to Euronext Paris.

Trading members send their buy orders to Euronext Paris through the SHIVA system at the times stated in the listing *Avís*.

Trading members must also prepare a detailed statement of orders (including those made under a discretionary account agreement), identifying, in each case, the client, the limit price(s), and the order quantity at each limit price. The statement must be signed by the person responsible for new issues.

Article 10

After centralizing the buy orders, Euronext Paris compiles the central order book.

- If supply exceeds demand
The price quoted is the minimum offer price set by the issuer. Buy orders are filled at the quantities requested.
- If demand exceeds supply
After consulting the issuer and listing advisor/trading member, Euronext Paris determines the price range within which orders will be fully or partially executed. This price range must encompass a significant proportion, if not the bulk, of the market in the instrument.

Unless market conditions require otherwise:

- the spread between the lower and upper limits of the range must be at least 5%;
- orders encompassed by the price range must account for at least 5% of the total order quantity;
- the price quoted may not exceed the offer price by more than 50%.

Orders included in the price range may be segmented into tranches, each of which is filled at a different allotment percentage (with higher bids filled at a higher allotment percentages).

The listing price quoted is the limit of the last order filled (the lower limit of the price range or, if several tranches are filled, the lower limit of the lowest tranche).

Only orders falling within the price range are filled.

If Euronext Paris determines that the buy orders submitted do not allow the financial instrument to be traded in conditions consistent with this *Instruction* and the listing *Avis* , it shall postpone the listing.

Article 11

On the day of listing, Euronext Paris:

- informs each intermediary, through the SHIVA system, of the quantities allotted, and forwards the corresponding transactions to the settlement/delivery systems;
- publishes the results of the offer in an *Avis*.

III - DIRECT TRADING PROCEDURE

Article 12

The *Avis* announcing the listing is published at least two market days before the initial trading date.

The *Avis* specifies:

- the number of instruments to be put on the market;
- the minimum price that the sellers are prepared to accept;
- the maximum price variation.

Article 13

Buy orders may be submitted by natural persons and legal persons.

Orders must be submitted as limit orders or as at-any-price orders. Unless the order ticket is otherwise marked, an order is deemed to be good-till-cancelled. Barring exceptions, the only sell orders accepted on the day of listing shall be those of the parties seeking the listing.

An investor may not submit buy orders for a quantity exceeding 20% of the securities offered.

An investor must submit all buy orders through a single intermediary.

Orders must be expressed in multiples of the following ticks:

Price (euro)	Tick (euro)
under 50	0.01
above 50 to 100	0.05
above 100 to 500	0.10
above 500	0.50

Article 14

Only trading members are authorized, through a trader designated for new issues, to send buy orders to Euronext Paris.

On the day of listing, trading members transmit their buy orders to Euronext Paris through the SHIVA system at the times stated in the listing *Avis*. Trading members must also prepare a detailed statement of orders (including those made under a discretionary account agreement), identifying, in each case, the client, the limit price(s), and the order quantity at each limit price. The statement must be signed by the person responsible for new issues.

Article 15

After centralizing the buy orders, Euronext Paris compiles the central order book.

- If supply exceeds demand
 - the price quoted is the minimum offer price;
 - buy orders are met in full.

- If offered quantities remain after filling limit orders above the offer price and at-any-price orders, limit orders at the offer price may be partially filled
 - the price quoted is the limit price at which supply and demand are in balance.

- If demand exceeds supply
 - Euronext Paris, the issuer, and the trading member acting as listing adviser jointly determine the price and the allotment percentage;
 - barring exceptional cases, the minimum allotment percentage is 5%;
 - at-any-price orders and orders at limits greater than or equal to the quoted price receive an identical allotment percentage.

If Euronext Paris determines that the buy orders submitted do not allow the financial instrument to be traded in conditions consistent with this *Instruction* and the listing *Avis*, it shall either record an indicative price or postpone the listing.

Article 16

On the day of listing, Euronext Paris:

- informs each intermediary, through the SHIVA system, of the quantities allotted, and forwards the corresponding transactions to the settlement/delivery systems;
- publishes the result of the offer in an *Avis*.

IV - COMMON PROVISIONS

Article 17

Intermediaries with whom buy orders are placed must ascertain, before accepting an order, that the client has sufficient funds in his cash account (cash or euro-denominated money-market UCITS) to settle the order.

Whether acting in a clearing or a trading capacity, an intermediary holding client accounts must ensure that the clients for whom he acts as intermediary meet with margin requirements.

Article 18

Euronext Paris can require that persons placing buy orders must deposit margin with the intermediary with whom their orders have been placed. Euronext Paris fixes the margin percentage and the length of time such funds must be frozen. Euronext Paris may also demand that intermediaries pay such deposits directly to it. In both cases, Euronext Paris fixes the minimum period during which such funds must remain on deposit or frozen.

For the purposes of determining the margin requirement, at-any-price buy orders are valued at the maximum price authorized for the direct trading procedure.

Article 19

Settlement/delivery terms shall be specified in one or several *Avis* relating to the listing.

Unless otherwise specified in the listing *Avis*, settlement and delivery shall occur three market days after the initial trading date.

Article 20

Vis-à-vis Euronext Paris, each trading member must designate a person responsible for new issues, together with an alternate, and one or more specific traders.

Article 21

Exceptionally, Euronext Paris reserves the right to depart from the provisions of this *Instruction* if deemed necessary for an orderly market. Any action taken pursuant to this Article shall be published in an Euronext Paris *Avis*.

V - CONTROLS

V-1 Controls during the listing process

Article 22

Euronext Paris reserves the right to inspect the order statement referred to in Articles 4, 8, and 13. When requested, the intermediary must fax the statement of orders to Euronext Paris immediately.

Euronext Paris also reserves the prerogative, after informing the party transmitting the order, to reduce or cancel unsubstantiated orders or orders that appear excessive.

V-2 Controls subsequent to the listing process

Article 23

Euronext Paris reserves the right to require intermediaries to substantiate the origin of orders and the allocation of quantities.