



**MARKET CONVENTION
ON SHORT-TERM EUROPEAN PAPER
(STEP)**

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MARKET CONVENTION ON SHORT-TERM EUROPEAN PAPER

Introduction.....	2
1. Criteria and requirements for the STEP label	5
1.1. Types of issuers	5
1.2. The Notes	5
1.3. Issuance and settlement	6
1.4. Currency of issue	6
1.5. Minimum issuance amount	6
1.6. Maturity	6
1.7. The STEP information package	6
1.7.1. Content and format	6
1.7.2. Language	7
1.7.3. Signature	7
1.8. Multi-issuer programmes	8
1.9. Multi-jurisdiction programmes	8
1.10. STEP statistics	8
1.10.1. Statistical reporting requirements of issuers	8
1.10.2. Consequences of noncompliance with the statistical reporting requirements	9
1.10.3. Obligations of eligible data providers to provide data to the ECB	9
1.10.4. Transitional period	10
2. Procedure for the granting and withdrawal of the STEP label	10
2.1. Application for the STEP label	10
2.2. Duration of the STEP label	10
2.3. Updates of the STEP information package	11
2.3.1. Regular updates	11
2.3.2. Exceptional updates	11
2.4. Availability of the STEP information package on the STEP Market website	12
2.5. Withdrawal of the STEP label	12
3. Governing law and jurisdiction	12
ANNEX 1 - CODE OF CONDUCT OF THE STEP MARKET COMMITTEE	13
ANNEX 2 - FORM OF APPLICATION FOR THE STEP LABEL AND DECLARATION OF ADHERENCE TO THE STEP MARKET CONVENTION	18
ANNEX 3 - STEP STANDARD INFORMATION MEMORANDUM	21
ANNEX 4 - STATEMENT CONCERNING THE INVOLVEMENT OF THE EUROPEAN CENTRAL BANK	28
ANNEX 5 - STATISTICAL REQUIREMENTS FOR ELIGIBLE DATA PROVIDERS	31
ANNEX 6 - SELECTION OF STEP-COMPLIANT SECURITIES SETTLEMENT SYSTEMS	35

**MARKET CONVENTION
ON
SHORT-TERM EUROPEAN PAPER (STEP)**

Introduction

1. The STEP initiative

The Short-Term European Paper (STEP) initiative aims to foster the integration of the European markets for short-term paper through the convergence of market standards and practices. Integration will enhance market depth and liquidity and increase the diversification opportunities for issuers (both financial and nonfinancial institutions) and investors.

The Financial Markets Association and the European Banking Federation are the main promoters of the STEP initiative. In order to implement this initiative, Euribor ACI (*association internationale sans but lucratif*, with its registered office at 14 boulevard du Berlaimont, 1000 Brussels, registration number 0465.220.809) ("Euribor ACI") and Euribor EBF (*association internationale sans but lucratif*, with its registered office at 10 Rue Montoyer, 1000 Brussels, registration number 0465.075.408) ("Euribor EBF"), two international associations of Belgian law, have amended their respective statutes in order to take on STEP-related responsibilities and functions and to adopt the STEP Market Convention (as amended from time to time, the "STEP Market Convention", the "Convention").

The Convention lays down the criteria and requirements that an issuance programme needs to fulfill in order to be STEP-compliant. A label shall be granted to STEP-compliant programmes (the "STEP label"). The STEP criteria and requirements relate to the disclosure of information, the format for disclosure documentation, settlement, and the provision of data for the production of STEP statistics. A STEP label does not relate to the creditworthiness of issuers or the accuracy of the information provided.

Euribor ACI and Euribor EBF (the "adopting parties") are confident that the adoption of the STEP standards laid down in the STEP Market Convention and the use of the STEP label will contribute to the integration and the development of the short-term paper market in the EU. They invite other market associations to support the STEP Market Convention and to recommend its use by their members. The adopting parties also invite players active in the European short-term paper market to adopt the standards of the STEP Market

Convention. However, the decision to apply for the STEP label and to comply with the requirements of the STEP Market Convention remains the choice of the issuer.

More information on STEP and on the STEP Market Convention is available on the STEP Market website (initially www.stepmarket.org).

2. The STEP institutional framework

As part of the STEP institutional framework, Euribor EBF and Euribor ACI have set up the STEP Market Committee (the “STEP Market Committee”) and the STEP Secretariat (the “STEP Secretariat”), to implement the STEP initiative.

2.1. The STEP Market Committee

The STEP Market Committee monitors market developments and establishes and reviews the market standards on which the STEP label is based. The STEP Market Committee may amend the provisions of the Convention in accordance with the terms of the Code of Conduct of the STEP Market Committee (Annex 1 “Code of Conduct”). The STEP Market Committee also provides guidance on the appropriate and consistent interpretation of the Convention.

The Code of Conduct sets out the rules on the composition and functions of the STEP Market Committee, the appointment of its members and the procedures for amending the STEP Market Convention.

2.2. The STEP Secretariat

Euribor ACI and Euribor EBF have established the STEP Secretariat for the day-to-day management of the STEP label. The functions of the STEP Secretariat are described in Article 4 of the Code of Conduct.

3. The STEP Market Convention

The STEP Market Convention lays down the criteria which short-term paper programmes must fulfill to be STEP-compliant (section 1 of the Convention) and the procedures for granting and withdrawing the STEP label (section 2 of the Convention).

In order to obtain and maintain the STEP label for a short-term paper programme, the issuer, the features of the programme and the notes issued under the programme (the “Notes”) must comply with the requirements of the STEP Market Convention, including its Annexes.

There are six annexes to the STEP Market Convention which form an integral part of the Convention.

Annex 1 is the Code of Conduct.

Annexes 2 and 3 contain guidance on the form of application and declaration of adherence to the Convention, and on the STEP standard information memorandum, which must be provided by an issuer to the STEP Secretariat when applying for the STEP label.

Annex 4 describes the involvement of the European Central Bank (ECB) in STEP.

Annex 5 describes the relevant issues pertaining to statistical requirements for eligible data providers. Statistics relating to the STEP market are produced and published on the ECB's website (<http://www.ecb.europa.eu/>), as per Article 1.10 and the Annex 5 to the STEP Market Convention. This annex provides for (i) an overview of the type of statistical data to be provided to the ECB for the production of the STEP statistics, (ii) the principles for the reporting of these data and (iii) the eligibility criteria for data providers, referred to in Article 1.10 of the Convention.

Annex 6 specifies the user requirements for securities settlement systems (SSSs).

The procedures for amending the STEP Market Convention and its Annexes are contained in the Code of Conduct.

4. Definitions

For the purposes of this Convention:

“Notes” has the meaning defined in part 3 of this Introduction.

“SSS” means a securities settlement system.

“STEP label” has the meaning defined in part 1 of this Introduction; “STEP labelled” shall be construed accordingly.

“STEP compliant” means in compliance with the criteria and requirements laid down in the present STEP Market Convention.

“STEP information package” has the meaning defined in Article 1.7.1 of the Convention.

“STEP Market Committee” has the meaning defined in part 2 of this Introduction.

“STEP Market Convention” has the meaning defined in part 1 of this Introduction.

“STEP Secretariat” has the meaning defined in part 2 of the Introduction.

5. Involvement of the European Central Bank (ECB)

Euribor ACI and Euribor EBF have proposed that the ECB should be involved in the field of STEP statistics. In view of the potential benefits of this initiative to the integration and development of the European financial system, the Governing Council of the ECB has agreed to help the STEP initiative in accordance with the specifications contained in Annex 4 to the Convention. This help consists of the involvement related to producing and publishing statistics relating to the STEP market on the ECB's website (<http://www.ecb.europa.eu>) as set out in Article 1.10 and Annex 5 to the STEP Market Convention.

1. Criteria and requirements for the STEP label

1.1. Types of issuers

The issuer shall be assigned to one of the following categories: non-financial corporation (corporate nonbank), monetary financial institution (for example, a corporate bank), other financial intermediary, insurance corporation or pension fund, general government (for example, central government or local authority), supranational/international organisation. The category "other financial intermediary" shall include special purpose securitisation vehicles which issue asset backed commercial papers (ABCP).

1.2. The Notes

A short-term paper programme shall only be eligible for the STEP label if Notes governed by the laws of a EU Member State or a state participating in General Arrangements to Borrow of the International Monetary Fund (as amended or replaced from time to time) may be issued thereunder. For the avoidance of doubt, the STEP label shall only apply to Notes governed by such laws and adherence to this STEP Market Convention or request for STEP label shall not affect the choice of law governing the Notes or the issuer's obligations to comply with any applicable laws.

The STEP information package shall include a description of the Notes and the rights of the holder of such Notes.

1.3. Issuance and settlement

The Notes shall be issued in a SSS selected as STEP compliant as of the issue date of the Notes. The Notes shall be freely transferable by way of book-entries, settled electronically, and have an ISIN code attributed.

The list of SSSs selected as STEP compliant shall be made available by the STEP Secretariat on the STEP website and shall be regularly updated.

1.4. Currency of issue

The Notes may be issued in any currency which is, at the issue date of the Notes, freely convertible and permitted by the relevant authorities. The issuer shall ensure compliance with all applicable national currency and related rules.

1.5. Minimum issuance amount

The minimum issuance amount shall not be less than EUR 100,000 or equivalent in other currencies, and shall be specified in the information memorandum. For non euro-denominated issues, compliance with this requirement shall be assessed using the euro foreign exchange reference rates published on the website of the ECB on the date of issue.

1.6. Maturity

All Notes issued under a programme shall have a minimum initial maturity of one day and a maximum of one year. In the case of extendible Notes, the total length of all extensions at the issuer's option shall be of at least one day up to a maximum of one year. The original time to maturity including any extension may also *ex post* not exceed one year.

1.7. The STEP information package

1.7.1 Content and format

The issuer shall provide the STEP Secretariat with the following documentation (the "STEP information package"):

- i) a completed information memorandum (including any applicable supplements), the content of which is set out in Annex 3. The information memorandum shall follow the format set out in the templates made available on the date of the information memorandum by the STEP Secretariat on the STEP Market website, initially www.stepmarket.org;

- ii) electronic copies of or active hyperlinks to the last two approved annual reports (if any) and financial accounts (consolidated, if any) or equivalent documents;
- iii) the auditors's opinion on annual accounts (or refer to the above documents if included in one of them);
- iv) a copy of all rating agencies' letters of the programme (if any);
- v) the copy of full text of the guarantee (if any). If the guarantor belongs to the category of general government (e.g. central government or local authority), the text of the guarantee can be substituted, when appropriate, by the text of the relevant rules applicable to the guarantee;
- vi) at the option of the issuer, any other relevant information (including but not limited to : legal opinion, rating letters regarding the issuer).

The STEP information package shall be submitted to the STEP Secretariat electronically, as described in Section 2 of the Convention. The STEP Secretariat may, at its sole discretion, request original copies (or certified copies) of all documents.

In the instance where hyperlinks are provided in the place of specific required documents, the non-availability of such a link (on anything other than a temporary basis) will be viewed as the non-provision of these documents and may jeopardise the status of the STEP label.

1.7.2. Language

Apart from the information memorandum, the STEP information package can be provided to STEP Secretariat in another language than English. However, if the rating letter(s) or the text of the guarantee are not in English, a translation of these documents shall also be submitted to the STEP Secretariat. If documents are provided to STEP Secretariat both in English and another language, the English language version shall prevail for the purposes of the STEP label.

1.7.3. Signature

Signing of the information memorandum shall be optional. For the purpose of the STEP label signature is nevertheless highly recommended.

In case of a physically signed programme, the signed page of the information memorandum shall be scanned and shall form part of the electronic file submitted to the STEP Secretariat.

1.8. Multi-issuer programmes

When the programme has more than one issuer (multi-issuer programmes), each issuer shall provide the information requested and specified by the Convention. The information memorandum must clearly identify each entity entitled to issue Notes under the multi-issuer programme.

1.9. Multi-jurisdiction programmes

Multi-jurisdiction programmes are programmes under which notes may be issued in more than one jurisdiction. In accordance with market practice, “Global programme” terminology will be used for multi-jurisdiction programmes including notes issued under US law. Issuers of notes under multi-jurisdiction programmes can apply for a STEP label for such programmes pursuant to the rules set out in this Convention provided that the STEP label shall only apply to the notes issued thereunder, which fulfil all the criteria and requirements laid down in the Convention. Unless the context requires it otherwise, all references to Notes and programmes in this Convention (with exception of this Article 1.9) shall be deemed to be, in relation to multi-jurisdiction programmes, references to such notes and the relevant parts of the programmes relating to such notes, respectively. Consequently, the STEP statistics will only cover such notes.

1.10. STEP statistics

The statistics on the STEP market are produced by the ECB and made available on the ECB’s website (<http://www.ecb.europa.eu/>). Annex 5 and the ECB’s “Reporting instructions for the electronic transmission of Short-Term European Paper (STEP) statistics” (the “reporting instructions”) contain details of the data requirements, relating in particular to the volumes and prices of individual primary market transactions involving STEP Notes issued under STEP-compliant programmes. The reporting instructions are available on the ECB’s website.

1.10.1. Statistical reporting requirements of issuers

To obtain and maintain the STEP label, the issuer shall make the necessary arrangements with the SSS, the issuing and paying agents (IPAs), the dealers, the arrangers or any other relevant entity for providing the eligible data provider (as defined in Article 1.10.3) with complete and accurate data necessary for the production of statistics by the ECB. In particular, the issuer shall arrange with any such entity that the eligible data provider receives the information to be communicated to the ECB regarding the trades transacted under a programme.

The issuer shall also arrange with any such entity that all relevant data about a programme shall be transmitted to the ECB in the form, frequency and timeliness necessary to compile and publish high quality STEP statistics, as set out in Annex 5 and the reporting instructions. The relevant data include information about issues outstanding at the date of application for the STEP label.

The issuer shall authorise the eligible data provider and the STEP Secretariat to receive, process and transmit to the ECB data concerning the issuer and its programme, including the programme's credit rating and the issues made under the programme.

The issuer shall authorise the ECB to use these data for statistical purposes, in particular to produce and publish aggregated and individual statistical information on volumes and aggregated statistical information on yields¹ while protecting the confidentiality of individual yield or price data.

The issuer also authorises the ECB to internally use the data for non-statistical purposes contributing to the implementation of monetary policy or the analysis of financial stability while the ECB will protect the confidentiality of individual yield or price data. The issuer shall provide these authorisations when applying for the STEP label as indicated in Annex 2. Such authorisations shall remain in force without prejudice to a possible withdrawal of the STEP label in relation to the programme for which the issuer has applied.

1.10.2. Consequences of noncompliance with the statistical reporting requirements

The STEP Secretariat shall take the appropriate measures with respect to a programme in case of noncompliance with the statistical reporting requirements defined in Article 1.10 of the STEP Market Convention. As a last resort, the STEP Secretariat may decide to withdraw the STEP label for the relevant STEP programme(s).

1.10.3. Obligations of eligible data providers to provide data to the ECB

An eligible data provider shall be an SSS, a national central bank or any other entity which complies with the eligibility criteria set out in Annex 5 and with the ECB reporting instructions. Eligible data providers shall be nominated by the ECB and approved by the STEP Market Committee. The list of eligible data providers shall be published on the STEP website. The specific obligations of eligible data providers shall, to the extent deemed

¹ The term "aggregated statistical information" means statistical information that does not allow reporting agents or any other legal person, entity or branch to be identified, either directly from their name, address or from an officially allocated identification code, or indirectly through deduction, thereby disclosing individual information, provided the individual information is of confidential nature.

appropriate by the ECB, be set out in separate agreements between the ECB and each eligible data provider.

1.10.4. Transitional period

For the duration of the transitional period, STEP statistics shall cover all issues made under STEP labelled programmes. However, to allow data providers sufficient time to adapt their systems to provide the relevant data, there shall be a transitional period from the launch date of STEP. During such period, the requirements of Article 1.10 of the STEP Market Convention shall be suspended (except the requirements for authorisations mentioned in Article 1.10.1, third and fourth paragraphs, which shall be required also during the transitional period) and some issues made under STEP-labelled programmes may not be covered by STEP statistics. The rules applicable during the transitional period are detailed in Annex 5.

Eligible data providers wishing to participate in the STEP Programme after the transitional period has elapsed shall benefit from the same exemptions to the STEP Market Convention as those defined for the transitional period, but for an initial and limited period of six months. Rules applicable to the transitional period, in particular under this Article and Article 3.2 of Annex 5, shall also apply to new eligible data providers.

2. Procedure for the granting and withdrawal of the STEP label

2.1. Application for the STEP label

In order to apply for the STEP label for the programme, the issuer shall submit the following documents to the Secretariat:

- (i) an application form and declaration of adherence to the STEP Market Convention, as set out in Annex 2;
- (ii) the STEP information package as described in section 1.7.1.

The information memorandum and the form of application and declaration of adherence to the STEP Market Convention shall be provided in English.

The STEP Secretariat shall inform the relevant issuers or their representatives whether, on the basis of the information provided, the programme qualifies for the STEP label.

2.2. Duration of the STEP label

The STEP label shall be granted for an indefinite period, as long as the programme complies with the Convention.

2.3. Updates of the STEP information package

2.3.1. Regular updates

The issuer shall update the information memorandum at least every three years + 90 days of the date of the last Information Memorandum. A new information memorandum shall be submitted by it to the STEP Secretariat within three years of the date of the last information memorandum.

The issuer shall update the other mandatory documents and submit them to the STEP Secretariat normally annually, and in any case as soon as they are approved, but no later than 90 days of the date of the approval.

The issuer shall urgently contact the STEP Secretariat if any delay is expected in providing the above-mentioned updates.

2.3.2. Exceptional updates

The issuer shall update the information memorandum and submit it to the STEP Secretariat every time there is a significant event which changes the substance of the programme or the nature or quality of the credit risk carried by the Notes issued under the programme.

Specifically and prior to any additional issue made under an amended programme, the issuer shall submit an updated version of the information memorandum to the STEP Secretariat at least in the following circumstances:

- i) any change of the programme's ceiling;
- ii) any change of the programme's guarantee;
- iii) any change of the programme's guarantor;
- iv) any addition or change of IPA, or
- v) any addition to or withdrawal of an issuer of a multi-issuer programme;

In circumstances where only minor changes are to be made e.g. (including but not limited to) a change in programme's ceiling, a supplemental information memorandum can be provided, which acts as an addendum to the original information memorandum. The supplemental information memorandum becomes part of the required disclosure for the programme and will be provided with the original information memorandum on the STEP website.

In the event of any change in one of the programme's ratings, the issuer must inform the STEP Secretariat (by fax or e-mail) immediately after such change is notified to the issuer by the relevant rating agency. Furthermore, the issuer shall provide updated rating agencies' letters to the STEP Secretariat within 21 calendar days of their receipt by the issuer.

2.4. Availability of the STEP information package on the STEP Market website

The issuer shall agree that the information memoranda, and subsequently any supplemental information memoranda, for programmes that have been granted the STEP label shall be made publicly available on the STEP Market website (initially www.stepmarket.org). A list of all the programmes that have been granted a STEP label shall be displayed on the STEP Market website and shall be updated in accordance with the provisions of Article 2.3 of the STEP Market Convention.

2.5. Withdrawal of the STEP label

The STEP Secretariat may withdraw the STEP label, granted to a programme, on its own initiative and discretion.

The STEP Secretariat shall withdraw the STEP label, granted to a programme, at the issuer's request.

In particular, the STEP Secretariat may withdraw the STEP label granted to a programme if the relevant issuer(s), the relevant SSS or the relevant eligible data provider fails to comply with the STEP Market Convention.

If the STEP label for a programme is withdrawn, that programme shall immediately be removed from the list of STEP-labelled programmes.

If the withdrawal of the STEP label is made at the request of an issuer, this shall be specified on the STEP website, and the name of the issuer shall be withdrawn from the list referred to in Article 2.4.

3. Governing law and jurisdiction

The terms of the Market Convention are governed by Belgian law and shall be presented in English language only.

Any matter in dispute in relation to the STEP Market Convention and the Adopting Parties shall be referred to the exclusive jurisdiction of the competent court in Brussels, Belgium.

This is without prejudice to the Agreements taken in application of the STEP Market Convention which might be subject to other governing laws and jurisdiction.

Signed in Brussels, 25 October 2010, in two originals. Each of Euribor EBF and Euribor ACI acknowledge receipt of one original.

For Euribor EBF

Guido Ravoet

Secretary General

For Euribor ACI

Thierry Cazaux

Secretary General

ANNEX 1 - CODE OF CONDUCT OF THE STEP MARKET COMMITTEE

Euribor EBF and Euribor ACI have adopted this Code of Conduct in order to ensure the transparency and efficiency of the work of the STEP Market Committee and of the STEP Secretariat.

ARTICLE 1

STEP Market Committee

1.1. Composition

The STEP Market Committee shall consist of 12 voting members.

The Secretary General of Euribor EBF shall be a member ex-officio and Chairman of the STEP Market Committee. The Chairman shall have the right to designate alternate chair person in case of unavailability.

Six voting members, including the Secretary General of Euribor EBF, shall be appointed by the General Assembly of Euribor EBF and six shall be appointed by the General Assembly of Euribor ACI.

A member who does not attend more than three consecutive meetings shall be replaced.

A representative of the ECB shall be invited to participate in the STEP Market Committee as a nonvoting member.

1.2. Selection criteria for STEP Market Committee members

The voting members of the STEP Market Committee shall be persons of recognised standing and professional experience in the functioning of the European markets for Short-Term securities.

All voting members of the STEP Market Committee shall declare their adherence to the principles set out in the Code of Conduct.

1.3. The representative character of the STEP Market Committee

The composition of the STEP Market Committee shall ensure a fair representative of the major markets.

The Chairman of the STEP Market Committee shall also ensure that the Committee is adequately representative in terms of the diversity of the members' roles in the market.

1.4. Independence

All the voting members of the STEP Market Committee shall be independent and shall not seek or take instructions from public bodies, companies or from any other body.

1.5. Appointment and revocation rules

The voting members of the STEP Market Committee shall be directly appointed or removed independently by the General Assemblies of Euribor EBF and Euribor ACI, under the rules laid down in their respective articles of association. If a member of the STEP Market Committee leaves office before the expiry of a two-year term, a new member shall be nominated by the appropriate Association in order to complete the ongoing two-year mandate.

1.6. Mandate

The Secretary General of Euribor EBF shall be a permanent voting member of the STEP Market Committee under the Euribor EBF quota.

The other voting members of the STEP Market Committee shall have a mandate of two years. This mandate is renewable.

1.7. Voting rules

Each voting member of the STEP Market Committee shall have one vote. Decisions of the Committee shall be taken by a simple majority of the votes of the members present at meetings. If there is a tied vote, the Chairman shall have the casting vote.

Changes to the Convention shall be approved by at least seven votes of the members present at meetings. Proxy voting shall be allowed.

1.8. Observers

When appropriate, the Chairman of the STEP Market Committee may invite observers to attend the meetings of the Committee and contribute to its working.

ARTICLE 2

Functions of the STEP Market Committee

The STEP Market Committee shall monitor market developments.

The STEP Market Committee shall establish and review the standards on which the STEP label is based. The STEP Market Committee may amend the provisions of the STEP Market Convention in accordance with the procedure set out in Article 5 below.

The STEP Market Committee shall provide guidance on the appropriate and consistent interpretation of the STEP Market Convention's provisions.

ARTICLE 3

Procedural rules

The STEP Market Committee shall meet at least twice a year.

The STEP Market Committee may adopt its own internal procedural rules.

ARTICLE 4

Functions of the STEP Secretariat

Under the joint responsibility of Euribor EBF and Euribor ACI, the STEP Secretariat shall be responsible for granting, withholding or withdrawing the STEP label at its own discretion in accordance with the criteria and requirements laid down in the STEP Market Convention.

The STEP Secretariat shall make available the electronic format of the STEP-labelled programmes' information memoranda and related information on the STEP website, administer the STEP Market website, provide certain data to the ECB and the eligible data providers to produce STEP statistics and provide secretarial and administrative assistance to the STEP Market Committee.

The STEP Secretariat is composed of persons meeting high standards of integrity and these persons are not subject to instructions from the issuers or any other parties.

The STEP Secretariat shall be under the direct supervision of the Secretary General of Euribor EBF.

ARTICLE 5

Amendments to the STEP Market Convention

Euribor EBF and Euribor ACI may amend the Convention jointly following the subsequent procedure.

The Secretary General of Euribor EBF, the President of Euribor ACI or any member of the STEP Market Committee may propose to the STEP Market Committee an amendment to the STEP Market Convention. Proposed amendments shall be approved by at least half the voting members of the STEP Market Committee, except for changes in the Code of Conduct, which shall be approved by at least seven votes. Once these amendments are approved by the STEP Market Committee, each Association will adopt the proposed amendments according to its own procedures.

By derogation to the above procedure, when the proposed amendments to the STEP Market Convention concern the criteria and requirements for the STEP label and the procedures for obtaining the STEP label, the Secretary General of Euribor EBF and the President of Euribor ACI shall validate the amendments on behalf of the decision-making bodies of the two associations.

In general, any amendment to the STEP Market Convention which may have an impact on the involvement of the ECB or of the national central banks of the European System of Central Banks shall require the ECB's prior approval. More particularly, Annex 4 to the Convention on the involvement of the ECB may only be amended following the prior approval by the ECB, and any amendments to Article 1.10 or to Annex 5 relating to the involvement of the ECB in STEP statistics shall be approved by the ECB beforehand.

**ANNEX 2 - FORM OF APPLICATION FOR THE STEP LABEL AND
DECLARATION OF ADHERENCE TO THE STEP MARKET CONVENTION**

Issuer's name and address

To Euribor EBF and Euribor ACI

For the attention of the STEP Secretariat

by e-mail : application@stepmarket.org

Date

Dear Sir,

On behalf of [NAME OF ISSUER], I hereby apply for the Short-Term European Paper label (STEP label) in relation to [NAME AND TYPE OF PROGRAMME] programme.

For this purpose, the STEP Secretariat is requested to consider the attached STEP information package which has been compiled according to the requirements contained in the STEP Market Convention and the template available on the STEP Market website (www.stepmarket.org). Terms not otherwise defined herein shall have the same meaning as in the STEP Market Convention.

To the knowledge of the issuer, the information contained in the STEP information package submitted to the STEP Secretariat, does not at the date hereof contain any misrepresentation which would make it misleading.

The most recent validation of the annual accounts of [NAME OF THE ISSUER] took place on [DATE].

The issuer(s) applying for STEP (Short-Term European Paper) label in relation to its/their programme hereby declare(s) that he has/they have been fully informed of the terms and conditions of the STEP Market Convention and undertake(s) to fully comply with its provisions.

The issuer(s), by applying for the STEP label, accept(s) without reservation the obligations and other terms of the STEP Market Convention and agree(s) to operate its programme in accordance with the Convention.

If the STEP label is granted, and without prejudice to the possible withdrawal of STEP label, the eligible data provider, as defined in Article 1.10.3 of the STEP Market Convention, and the STEP Secretariat are expressly authorised to receive, process and transmit to the European Central Bank (**ECB**) the data concerning the issuer and its programme, including the programme's credit rating(s), and the issues made under the programme.

On behalf of the issuer, I also expressly authorise the ECB to use such data for statistical purposes, in particular, to produce and publish aggregated and individual statistical information on volumes and aggregated statistical information on yields² while protecting the confidentiality of the individual price data. The issuer(s) also authorise(s) the ECB to use the data for non-statistical purposes contributing to the implementation of monetary policy or the analysis of financial stability.

The ECB does not assume any liability for the accuracy of this data or for any loss suffered by third parties by their reliance thereon as a guide for making investment decisions. Furthermore, neither the ECB, nor any national central bank belonging to the European System of Central Banks, shall be held liable by the issuer for any liability arising from activities relating to the implementation and application of the STEP Market Convention.

The issuer acknowledges and agrees that the involvement of Euribor ACI, *association internationale sans but lucrative*, with registration number 0465.220.809 (**Euribor ACI**) and Euribor EBF, *association internationale sans but lucrative*, with registration number 0465.0750408 (**Euribor EBF**) and the STEP Secretariat does not imply a view as to the financial soundness or creditworthiness of issuer as to the accuracy of the information provided by it.

The issuer expressly acknowledges and agree that (i) Euribor ACI, (ii) Euribor EBF, (iii) the STEP Market Committee and the STEP Secretariat and (iv) their members, directors, officers, employees, agents, advisors and representatives (the **Relevant Entities**) shall not be liable to the issuer for any act, default, omission or negligence in relation to the implementation, performance or the application of the STEP Market Convention (including,

² The term "aggregated statistical information" means statistical information that does not allow reporting agents or any other legal person, entity or branch to be identified, either directly from their name, address or from an

but not limited to, the procedure for the granting and withdrawal of the STEP Label), except in case of wilful misconduct. The Relevant Entities shall not, in any case, be liable to the issuer for any indirect, consequential loss or damage, for any missed profits or opportunities, for any increased costs or expenses or more onerous conditions incurred in relation to transactions, ventures, investments or projects.

Date, Place of signature, Signature

[Signed, on behalf of the issuer/s, or by a duly authorised person to represent the issuer/s]

ANNEX 3 - STEP STANDARD INFORMATION MEMORANDUM

Issuers wishing to obtain the STEP label must, among other requirements, provide the STEP Secretariat with an information memorandum in accordance with the STEP Market Convention. The information memorandum shall contain, as a minimum when not indicated as optional, the information listed below. The STEP Secretariat is authorised to create binding templates of information memoranda for various types of programmes, based on this STEP standard information memorandum. Such templates will neither impose any additional disclosure obligations on the issuers nor materially modify disclosure requirements set out in this Annex. Such templates will be made available by the STEP Secretariat on the STEP market website.

The STEP Secretariat attaches great significance to the protection of privacy and processes personal data in accordance with the Belgian Data Protection Act of 8 December 1992 and all other applicable European and national regulations. The STEP Secretariat processes personal data only for the purposes of assessing the issuer's application for the STEP label and for assisting the ECB in the provision of the STEP statistics. It is noted that, in case the STEP label is granted to the Programme, the related Information Memorandum is published on the STEP Market website. Individuals referred to in the Information Memorandum have the right to consult and correct their personal data. To exercise these rights, or to obtain further information concerning the STEP Secretariat's privacy policy, please contact the STEP Secretariat at www.stepmarket.org.

CONTENT OF THE STEP INFORMATION MEMORANDUM

<i>Type of Information to be provided</i>	<i>Description</i>
FRONT PAGE	
Name of the Programme	The name of the programme shall be the name/s of the issuer/s and the type of the programme.
Name of the Issuer(s)
Type of Programme	<ul style="list-style-type: none"> - Dom CD/CP (e.g. French <i>Billets de Trésorerie</i>, French <i>Certificats de Dépôt</i>, Belgian <i>Billets de Trésorerie</i>, Belgian <i>Certificats de Dépôt</i>, German CP and Spanish CP) or Euro CP/CD (Euro Commercial Papers, Euro Certificates of Deposit); - Single Issuer or Multi-issuer; - Multi-jurisdiction (if relevant)
Programme size	(unlimited)
Guarantor(s)	If any – <i>if none, precise “None” or do not display this field</i>
Rating(s) of the programme	Indicate “Rated” or ”Not rated”. The rating is optional.
Arranger(s)	If any
IPA(s)
Dealers	If any
Effective date of the Information Memorandum	...
Disclaimer clauses for dealer(s), IPA(s) and arranger(s)	Optional, if any

1	DESCRIPTION OF THE PROGRAMME	
	Name of the programme	The name of the programme shall be the name of the issuer and the type of the programme. (In case of multi-issuers programmes, a generic name can be provided)
	Type of programme	<ul style="list-style-type: none"> - Dom CD/CP (e.g. French Billets de Trésorerie, French Certificats de Dépôt, Belgian Billets de Trésorerie, Belgian Certificats de Dépôt, German CP and Spanish CP) or Euro CP/CD (Euro Commercial Papers, Euro Certificates of Deposit); - Single Issuer or Multi-issuer. - Multi-Jurisdiction (if relevant). In the case of a Multi-jurisdiction Programme as defined in Article 1.19 of the STEP Market Convention, the information on the Notes requested below should be provided for each type of Notes under the Programme.
	Name(s) of the issuer(s)	...
	Type of issuer(s)	An issuer shall be in one of the following categories: nonfinancial corporation (corporate nonbank), monetary financial institution (for example, a corporate bank), other financial intermediary (for example special purpose securitisation vehicle), which issue ABCP, insurance corporation or pension fund, general government (for example, central government or local authority), supranational/ international organisation.
	Purpose of the programme <i>(optional)</i>	...
	Programme size (ceiling)	Currency code and Amount
	Characteristics and form of the Notes	Description of the Notes, including whether they are materialised or dematerialised, in bearer/registered form, etc.
	Yield basis	e.g. Fixed rate, floating rate, interest prepaid, (standard or complex method).
	Currencies of issue of the Notes	...
	Maturity of the Notes	If the notes are extendable/putable, this should be mentioned.
	Minimum Issuance Amount	...
	Minimum denomination of the Notes	In the currencies of issuance.
	Status of the Notes	...
	Governing law that applies to the Notes	...
	Listing	Yes/No; if yes, indicate the place of listing.

	Settlement system	For the issue of the notes, see Annex 6 and the list of STEP eligible SSS.
	Rating(s) of the Programme	Indicate “Rated” or ”Not rated”, and, if applicable, the name/s of the rating agency/ies.
	Guarantor(s) of the Programme	Indicate the name of the Guarantor(s) and the type of guarantee, otherwise indicate “n/a”
	Issuing and paying agent(s)
	Arranger(s)	If any
	Dealer(s)	If any
	Selling restrictions	If any
	Taxation (<i>optional</i>)	...
	Involvement of national authorities (<i>optional</i>)	Indicate if the programme is subject to a regulatory and/or supervisory regime
	Contact details	E-mail and telephone number
	Additional information on the programme	...
	Independent auditors of the issuer, who have audited the accounts of the issuer’s annual report	Name and address.

2	DESCRIPTION OF THE ISSUER(S) AND THE GUARANTOR(S) OF THE PROGRAMME	
	The information requested below needs to be provided for the issuer(s) as well as for the guarantor(s), if the programme is guaranteed. This information can be obtained from the annual reports of the issuer(s) / guarantor(s), the other documents attached as appendices to the information memorandum or any other relevant source. The information to be provided below is to be adjusted according to the legal nature of the issuer and of the guarantor, if any. In particular, if the Guarantor belongs to the category of general government (e.g. central government or a local authority), the information concerning the Guarantor shall be adjusted to the Guarantor's legal and institutional nature.	
	Legal name	...
	Legal form/status	...
	Date of incorporation/establishment	...
	Registered office or equivalent (legal address)	Full address
	Registration number/place of registration	...
	Issuer's mission	...
	Brief description of current activities	...
	Capital or equivalent	Amount and description of capital (or equivalent).
	List of main shareholders (<i>optional</i>)	Holding more than 5% of the capital of the Issuer, when applicable. Otherwise indicate "Not applicable".
	Listing of the shares of the Issuer	Information about the stock exchanges where the issuer's shares are listed. If the issuer's shares are not listed, indicate "Not applicable".
	Composition of governing bodies and supervisory bodies	At the effective date of the Information Memorandum.
	Accounting Method (<i>optional</i>)	...
	Accounting Year (<i>optional</i>)	Starting on [...], ending on [...].
	Fiscal Year (<i>optional</i>)	Starting on [...], ending on [...].
	Other short term programmes of the Issuer (<i>optional</i>)	...
	Rating/s of the Issuer	Indicate "Rated" or "Not rated", and, if applicable, the name/s of the rating agency/ies.
	Additional information on the issuer/guarantor of the programme	...

3	INFORMATION CONCERNING THE ISSUER'S REQUEST OF THE STEP LABEL
<p><i>The following information needs to be provided in the information memorandum. The text in square brackets is to be used in case of multi-jurisdiction programmes as defined in Article 1.9 of the Convention.</i></p>	
<p>An application for a STEP label for this Programme will be made to the STEP Secretariat [in relation to the Notes eligible under the STEP Market Convention]. Information as to whether the STEP label has been granted for this Programme [in relation to such Notes] may be made available on the STEP market website (initially www.stepmarket.org). This website is not sponsored by the issuer and the issuer is not responsible for its content or availability.</p>	
<p>Unless otherwise specified in this Information Memorandum, the expressions “STEP”, “STEP Market Convention”, “STEP label”, “STEP Secretariat”, and “STEP market website” shall have the meaning assigned to them in the Market Convention on Short-Term European Paper dated 25 October 2010 and adopted by the Euribor ACI and Euribor EBF (as amended from time to time).</p>	

4	CERTIFICATION OF INFORMATION <i>Optional</i>	
	Person(s) responsible for the Information Memorandum	Full name(s) and title(s).
	Declaration of the person(s) responsible for the Information Memorandum:	<i>Example of wording:</i> To our knowledge, the information contained in this document is true and accurate and does not contain any misrepresentation which would make it misleading.
	Date, Place of signature(s), Signature(s)	

ANNEX 4 - STATEMENT CONCERNING THE INVOLVEMENT OF THE EUROPEAN CENTRAL BANK

In July 2004, the Governing Council of the European Central Bank (ECB) agreed to support the STEP initiative, and decided that the European System of Central Banks (ESCB) would, under certain conditions, accept the proposal of the ACI-Financial Markets Association (ACI) to be involved in the introduction of the STEP label during the first two years following its launch. In October 2005, the Governing Council agreed that the ECB would produce and publish STEP market statistics.

In April 2006, the Governing Council of the ECB took note of the STEP Market Convention to be adopted by Euribor ACI and Euribor FBE and of the specific and clear commitments from the ACI and the EBF to launch and manage the STEP initiative. In view thereof, the Governing Council of the ECB confirmed its previous decisions to support STEP and approved the ESCB's involvement in the STEP initiative as set out in this Statement.

Moreover, in April 2008 the Governing Council of the ECB gave a favorable answer to a request of the European Banking Federation (EBF) and extended the ESCB's involvement in the STEP labelling process for a further two years until the end of June 2010.

As of 1 July 2010, the STEP initiative has entered into a new phase where the involvement of the ESCB in the STEP labelling process had come to an end. The STEP Market Secretariat took over sole responsibility for this process. Therefore the ECB's involvement in the STEP Market initiative is limited to: (i) the participation of the ECB as a non-voting member in the STEP Market Committee; and (ii) the production and publication by the ECB of STEP Market Statistics.

1. The production and publication of statistics relating to the STEP market

The ECB has agreed to provide STEP market statistics in accordance with the conditions set out in Article 1.10 and Annex 5 of the Convention. The involvement of the ECB is limited to the collection and processing of STEP market data and the publication of statistics on yields and volumes.

The data on the basis of which STEP statistics are to be produced are to be supplied free of charge. The ECB does not assume any liability for the accuracy of this data or for any loss suffered by third parties by their reliance thereon as a guide for making investment decisions.

The ECB reserves the right to suspend, terminate or alter its involvement at any time and without having to give reasons, and without assuming any liability vis-à-vis ACI, Euribor ACI, the EBF, Euribor EBF or any other party.

2. Status as a non-voting member of the STEP Market Committee

A representative of the ECB shall be invited to participate in the STEP Market Committee as a nonvoting member.

3. Amendments to the STEP Market Convention affecting the ECB and/or the ESCB

Any amendment to the STEP Market Convention which may have an impact on the involvement of the ECB or of the national central banks of the ESCB shall require the ECB's prior approval.

In particular, Annex 4 to the STEP Market Convention, on the involvement of the ECB, may only be amended subject to prior approval by the ECB, and any amendments to Article 1.10 or to Annex 5 relating to the involvement of the ECB in STEP statistics shall be approved by the ECB beforehand.

4. Liability of the ECB and the ESCB

The ECB does not participate in the granting, withholding or withdrawing of the STEP label, the responsibility for which rests with the STEP Secretariat.

The ECB's involvement in STEP statistics does not imply a view as to the financial soundness or creditworthiness of issuers or as to the accuracy of the information provided by them.

The ECB reserves the right to suspend, terminate or alter the nature of its involvement at any time, even without having to give reasons, and without assuming any liability vis-à-vis ACI, Euribor ACI, the EBF, Euribor EBF or any other party.

The involvement of the ECB in STEP statistics described in this Annex does not arise from any legal obligation and, in carrying out these activities in support of the STEP initiative, the

ECB neither owes any duties nor assumes any rights or obligations vis-à-vis Euribor ACI or Euribor EBF, or any third parties whatsoever, beyond those expressly agreed in their contractual arrangements.

Neither the ECB, nor any national central bank belonging to the ESCB, shall be held liable by Euribor ACI, Euribor EBF or any other entity for any liability arising from activities relating to the implementation and application of the STEP Market Convention.

In addition, although the ECB makes reasonable efforts to obtain reliable content from eligible data providers, it shall not be liable for any errors, inaccuracies or delays in the content of the statistics it provides, or for any actions taken in reliance thereon, including, without limitation, any investment decision or the results of any investment made by a user of the data. The ECB expressly disclaims all warranties, expressed or implied, as to the accuracy of any of the content provided, or as to the fitness of the content provided for any purpose.

Euribor ACI and Euribor EBF shall indemnify the ECB and the national central banks of the ESCB against any liability which the ECB or any national central bank may incur as a result of producing and publishing STEP market statistics, including any liability or any claims arising from breaches or alleged breaches of confidentiality or which may otherwise arise in connection with these activities and except for any liability arising from its own negligence.

This indemnity shall extend to all claims and actions of every kind, whether or not pursued to their conclusion, and to all costs and expenses incurred, including (without limitation) any legal fees.

ANNEX 5 - STATISTICAL REQUIREMENTS FOR ELIGIBLE DATA PROVIDERS

Statistics on the STEP market are produced by the ECB and made available on the ECB's website (<http://www.ecb.europa.eu>), in accordance with the conditions set out in Article 1.10 of the STEP Market Convention and this Annex.

The ECB's involvement is to collect and process STEP market data and to produce and publish statistics on STEP yields and volumes. The data on the basis of which STEP statistics are to be produced are to be supplied free of charge.

The obligations of issuers in relation to statistical requirements are set out in Article 1.10 of the STEP Market Convention.

The purpose of this Annex is to provide:

- a description of the STEP statistics to be published on the ECB website;
- an overview of the type of statistical data to be provided to the ECB for the purpose of producing STEP statistics, and the principles for the reporting of these data; and
- the eligibility criteria applicable to eligible data providers as set out in Article 1.10 of the STEP Market Convention.

1. The STEP statistics

Only programmes that have received the STEP label shall be covered by the STEP statistics.

STEP statistics include volumes (stocks and flows) and yields (only for euro-denominated issues). Some of these statistics might only become available over time.

Aggregate volume statistics to be published on the ECB website:

- aggregate outstanding amounts
- new issues (aggregate issues settled the previous day)

Broken down by:

- original maturity (and residual maturity for outstanding amounts)
- currency
- programme credit rating level

- issuer sector.

Yield indicators to be published on the ECB website:

Weighted average yields of new euro-denominated issues (issues settled the previous day), broken down by:

- original maturity
- programme credit rating level
- issuer sector.

Individual volume statistics to be published on the ECB website:

- individual outstanding amounts (per issuer or programme, broken down by currency).

Statistics on the STEP market are to be made available on the ECB's website (<http://www.ecb.europa.eu>) (hereinafter the 'ECB's site'). The ECB may provide national central banks of the ESCB with aggregated statistics and individual data on volumes for enabling them to publish statistics for their respective jurisdictions.

The ECB's site is maintained for information purposes only. The content thereof, including quotes, data and other information, is not intended to address any specific purposes (including, without limitation, trading purposes) or to constitute any form of advice (including, without limitation, professional, legal or investment advice) or to make any recommendations regarding particular financial instruments, investments or products.

While making reasonable efforts to obtain reliable content from eligible data providers, the ECB accepts no responsibility or liability for any errors or inaccuracies or delays in the content of the ECB's site. The ECB accepts no responsibility or liability whatsoever with regard to the material on the ECB's site. In particular, without limitation, the ECB does not accept any responsibility or liability for any economic loss or any indirect or consequential loss or damage (including, without limitation, loss of business and loss of profits) as a direct or indirect consequence of, or in connection with, any actions taken in reliance thereon (including, without limitation, any investment decision or the results of any investment made by a user of the ECB's site).

The ECB expressly disclaims all warranties, expressed or implied, as to the accuracy of any of the content provided on the ECB's website and the ECB does not endorse or take

responsibility for the content of any other site(s) of relevance to the contents of the ECB's site and that the ECB's site may be linked to.

2. Reporting instructions

The reporting instructions for the electronic transmission of Short-Term European Paper (STEP) statistics (the “Reporting instructions”) by eligible data providers focus on price and volume-related STEP data which are necessary for producing yield and volume statistics at aggregated level, and volume statistics at individual issuer or programme level. The Reporting instructions are available at: <http://www.ecb.europa.eu>.

The data to be provided for the production of STEP statistics relate, on the one hand, to primary market volumes, prices and outstanding amounts (“dynamic data”) and, on the other hand, to the issuer and the STEP programme (“static data”).

Eligible data providers shall provide the ECB with the dynamic data and some static data according to the specifications contained in the Reporting instructions. When so deemed appropriate by the ECB, separate contractual arrangements are to be made between the ECB and each of the eligible data providers.

The STEP Secretariat shall provide the ECB with the static data derived from the labelling process which is needed for producing STEP statistics. Separate contractual arrangements are to be made between the ECB and Euribor EBF and Euribor ACI for the provision of static data by the STEP Secretariat. With a view to ensure the proper data transmission from the eligible data providers to the ECB regarding the STEP-labelled notes, the STEP Secretariat may also communicate to or reconcile with eligible data providers some information relating to the static data.

3. Eligibility criteria and rules applicable to eligible data providers

3.1. Eligibility criteria

An eligible data provider shall be an SSS, a national central bank or any other entity which complies with the eligibility criteria set out below and with the ECB Reporting instructions.

For a data provider to be eligible, it shall be able to provide data on all Notes (issued under a STEP-labelled programme) that are settled in a given STEP-compliant SSS. The depository location of the securities shall be reflected in the ISIN code.

Data providers shall be deemed eligible to provide statistical data if the ECB assesses them as being able to comply fully with its Reporting instructions. Eligible data providers shall be

nominated by the ECB and approved by the STEP Market Committee. The list of eligible data providers shall be published on the STEP website.

3.2. Rules applicable during the transitional period and the period mentioned in Article 1.10.4

The STEP statistics shall cover all issues made under STEP labelled programmes. To reduce the project risk and to allow data providers sufficient time to adapt their systems to provide the relevant data, there shall be a transitional period from the launch date of STEP. The end of this transitional period will be announced on the STEP website at least 6 months in advance.

During the transitional period, only a limited number of entities shall be considered eligible data providers and be invited to join the STEP reporting framework, subject to meeting the ECB's reporting requirements.

Throughout the transitional period or the six-month period mentioned in the second paragraph of Article 1.10.4, whichever occurs first, a programme shall not be denied the STEP label on the grounds that there is no eligible data provider for that programme.

This means that the relevant requirements of Article 1.10 of the STEP Market Convention shall be suspended during the transitional period or the six-month period mentioned in the second paragraph of Article 1.10.4, so that some STEP-labelled programmes may not form part of the detailed STEP statistics. For the duration of the abovementioned periods, the ECB will be kept informed as to the aggregate outstanding amounts under each programme at month end, broken down by currency. The data shall reach the ECB within three working days after the end of each reference period.

After the end of the transitional period or the six month period mentioned in the second paragraph of Article 1.10.4, whichever occurs first, only programmes for which the relevant data can be made available to the ECB in the required form, frequency and timeliness shall be eligible for the STEP label.

ANNEX 6 - SELECTION OF STEP-COMPLIANT SECURITIES SETTLEMENT SYSTEMS

In order to be STEP-compliant, securities settlement systems (SSSs) shall be established in an EU Member State.

The selection of the STEP-compliant SSSs is based on the adequacy of settlement services provided. The aspects considered for the selection include, inter alia, operating days, cutoff times, procedures in place for the delivery of an ISIN code, existence of links with other European CSD/ICSD, settlement in Delivery-Versus-Payment mode, transparency on fees and operation in central bank money.

Moreover, for an SSS to be STEP-compliant, a single eligible data provider must be able to provide data on all STEP-labelled Notes settled in the SSS. The eligible data provider can be the SSS itself or any other entity referred to in Article 1.10.3 of the Convention.

The STEP Secretariat shall collect the applications of SSSs interested in applying for STEP eligibility. For this purpose, a questionnaire is available on the STEP Market website (initially www.stepmarket.org). Interested SSSs shall fill in the questionnaire and send it to the STEP Secretariat.

Upon recommendation of the STEP Secretariat, the STEP Market Committee shall select the STEP-compliant SSSs. The STEP Secretariat will make available and regularly update the list of STEP eligible SSS on the STEP Market website.