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Eoniaswap Code of Conduct

PREFACE

EONIA SWAP INDEX is the new derivatives market reference rate for the Euro sponsored by EURIBOR EBF. This Code lays down the rules applicable to EONIA SWAP INDEX and the banks that will quote for the establishment of EONIA SWAP INDEX

ARTICLE 1: DEFINITIONS

For the purpose hereof,

"EONIA Swap" is an interest rate swap transaction, where one party agrees to receive/pay a fixed rate to another party, against paying/receiving a floating rate named EONIA.

"EONIA SWAP INDEX" is the average rate at which, at 11:00 Brussels time, a representative panel of prime banks provides daily quotes, rounded to three decimal places, that each Panel Bank believes is the mid market rate of EONIA SWAP quotations between prime banks.

It can be used in the euro-zone and worldwide. It is quoted on an actual / 360 day basis.

ARTICLE 2: CRITERIA TO QUALIFY FOR AND STAY ON THE EONIA SWAP INDEX PANEL

1. Banks can qualify for the panel (hereafter "panel banks") if they are active players in the Euro derivative markets in the euro-zone or worldwide and if they are able to handle good volumes in EONIA Swaps, even in turbulent market conditions.
2. Panel banks must be banks of first class credit standing, high ethical standards and enjoying an excellent reputation.
3. Banks wishing to apply for a seat on the panel must disclose all relevant information.
4. The information mentioned above will be treated by the Steering Committee, as defined in Article 7, on a strictly confidential basis.

ARTICLE 3: NUMBER OF PANEL BANKS

The number of panel banks will be both high enough to reflect faithfully the diversity of the EONIA SWAP market in the euro-zone and worldwide and low enough to ensure an efficient manageable panel consisting of prime banks only.

ARTICLE 4: START-UP PANEL OF BANKS

The start-up panel of banks chosen in conformity with Article 2 is to be found in Annex 1 to this Code of Conduct.

Banks belonging to the same group can only provide a single quote. The Steering Committee will ensure the strict application of this rule.

ARTICLE 5: REVIEW OF THE PANEL

The list of the panel banks will be periodically reviewed by the Steering Committee to ensure that the selected panel always truly reflects EONIA SWAP market activities within the euro zone and worldwide in accordance with the criteria laid down in Article 2. Consideration will also be given to a supportive attitude towards EONIA SWAP INDEX.

ARTICLE 6: OBLIGATIONS OF PANEL BANKS

1. Panel banks must quote EONIA SWAP INDEX:

- for the complete range of maturities as indicated by the Steering Committee;
- on time as indicated by the screen service provider;
- daily except on Saturdays, Sundays and Target holidays;
- accurately with three decimal places.

2. Panel banks must make the necessary organisational arrangements to ensure that delivery of the rates is possible on a permanent basis without interruption due to human or technical failure.

3. Panel banks must take all other measures that may be reasonably required by the Steering Committee or the screen service provider in the future to establish EONIA SWAP INDEX.
4. Panel banks must subject themselves unconditionally to this Code and its Annexes, in their present and future form.
5. Panel banks must promote as much as possible EONIA SWAP INDEX (e.g. use EONIA SWAP INDEX as a reference rate as much as possible) and refrain from any activity damageable to EONIA SWAP INDEX.

ARTICLE 7: STEERING COMMITTEE

EURIBOR EBF and EURIBOR ACI, two international associations under Belgian law, will create a Steering Committee as referred to in this Code.

The Steering Committee, which will meet at least once per year, will consist of 10 members, 6 from the EURIBOR EBF side, and 4 from the EURIBOR ACI side. The members must be experienced market practitioners, i.e. people who are directly involved in the EONIA SWAP market or who bear direct responsibility in their bank for it. The Secretary General of the European Banking Federation will be a permanent member of the Steering Committee under the EURIBOR EBF quota. The other members have a mandate of 2 years. This mandate is renewable.

EURIBOR EBF shall elect 3 non-permanent representatives in the Steering Committee from a list of persons supplied by its national member associations. Three remaining 2 non-permanent representatives under the EURIBOR EBF quota shall be elected, respectively, from among a list of persons supplied by the European organisation that is representative of the savings banks and from a list of persons supplied by the European organisation that is representative of the cooperative banks.

The General Assembly of EURIBOR ACI shall elect 4 non-permanent representatives in the Steering Committee. These should be elected from a list of persons supplied by its EURIBOR ACI Derivatives working group. If ever the EURIBOR ACI Derivatives working group has not the possibility to propose a list of persons, the General Assembly will fulfill this task.

All the members must be independent and not subject to instructions from the companies or organisations to which they belong.

EURIBOR EBF and EURIBOR ACI appoint and revoke their members independently. In case a member is revoked, or stops being a member for any other reason before the expiry of his mandate, he or she may be replaced by another member from the same organization for the remainder of the mandate.

Each member has one vote. Decisions in the Steering Committee will be taken by a simple majority of the votes of the members present at meetings. In case of a tie vote, the Secretary General of the European Banking Federation has a casting vote. A decision to exclude a bank from the panel or admit a new bank to the panel must be taken by a qualified majority of seven votes.

ARTICLE 8: TASKS AND RIGHTS OF THE STEERING COMMITTEE

The Steering Committee may at any time request panel banks to demonstrate and prove that their relevant market activities still qualify them for a seat on the panel.

The Steering Committee also reviews, in accordance with Article 5, new applications for a seat on the panel and may remove a bank from the panel if the criteria laid down in Article 2 are no longer met. The Steering Committee will also periodically review whether, in the light of market developments, a reduction of the number of panel banks is warranted.

The Steering Committee will indicate the maturities for which EONIA SWAP INDEX must be quoted, paying due consideration to the range of maturities quoted for EURIBOR and EONIA as appropriate.

The Steering Committee will also control whether the panel banks fulfill their obligations under this Code.

ARTICLE 9: SANCTIONS

The Steering Committee may take the following sanctions if panel banks do not comply with the obligations under this Code:

- issuance of a warning to remedy the situation quickly;
- if such warning is ignored, exclusion of a panel bank from the panel.

ARTICLE 10: PROCEDURAL RULES

Before the Steering Committee takes a decision, it gives the parties concerned the opportunity to expose their opinion. If the Steering Committee decides to remove a bank from the panel, it will provide a written explanation for such decision to the bank concerned.

ARTICLE 11: AMENDMENTS

EURIBOR EBF may amend this Code, whenever such a request is brought before it by at least one half of the members of the Steering Committee.

Amendments to this Code are not subject to the approval of the panel banks. Panel banks are of course free to leave the panel if they do not wish to abide by the amended Code.

Annex: Original Panel Banks

Guido RAVOET FBE Secretary General [Euribor FBE]

X Bank X

X Bank X

X Bank X

X Bank X [EACB]

X Bank X [ESBG]

Marc PELET BNP Paribas [Euribor ACI]

Hugo NEUHOLD Bank Austria [Euribor ACI]

Fabrizio TALLE Banca Intesa [Euribor ACI]

Achim KRAEMER Deutsche Bank [Euribor ACI]