Delegation Agreements
pursuant to Article 13 KMG 2019

Preamble

(i) Pursuant to Article 13 para. 1 KMG 2019, the Austrian Financial Market Authority (hereafter 'FMA') is the competent authority in Austria in accordance with **Regulation (EU) 2017/1129 (Prospectus Regulation, hereafter 'PR')**. Article 31 (2) PR permits Member States **to delegate duties to third parties in relation to the electronic publication of approved prospectuses and accompanying documents**. The Austrian legislator has made use of this power in Article 13 para. 3 of the Capital Market Act of 2019 (KMG 2019; *Kapitalmarktgesetz 2019*) and has empowered the FMA to delegate these duties to the Oesterreichische Kontrollbank AG (hereafter 'OeKB') in its capacity as notification office pursuant to the KMG 2019 (hereafter 'the notification office'). **Part 1** of this agreement defines the scope and conditions for this delegation of duties. The previous existing delegation agreement drawn up between the parties, dated 03 July 2019, expires upon the entry into force of this delegation agreement.

(ii) As the competent authority in accordance with the PR pursuant to Article 21a (3) PR, the FMA is also the collection body pursuant to Article 2 point 2 of **Regulation (EU) 2023/2859 ('ESAP Regulation')**. The collection body may delegate certain duties that are defined in Article 5 (8) of the ESAP Regulation to a legal person governed by the law of a Member State or to a Union body, office or agency ('delegatee'). Pursuant to Article 13 para. 3a KMG the notification office pursuant to the KMG shall be authorised in addition to the duties listed in Article 13 para. 3 KMG, to take over duties as delegatee within the scope of their legal activity in accordance with the KMG. **Part 2** of this agreement defines the scope and conditions for this delegation of duties in relation to information to be submitted to the European Single Access Point (ESAP) pursuant to the Prospectus Regulation.

Where there is an overlap between the activities in both of the aforementioned delegation relationships, as may be subsumed from the scope of application of both legal bases, or where doubts exist regarding to which of these two legal bases they shall be allocated to, then the rules contained in Part 1 shall take precedence.

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This agreement has been concluded between the

Austrian Financial Market Authority

Otto-Wagner-Platz 5
1090 Vienna

as the delegating authority and collection body

and the

Oesterreichische Kontrollbank AG in its capacity as notification office pursuant to the KMG 2019

Strauchgasse 3
1010 Vienna

as the executing office and delegatee.

Delegation Agreement (Part I)
pursuant to Article 13 para. 3 no. 3 KMG 2019,

§ 1 Definitions

For the purposes of Part I of this Agreement, the following definitions shall apply:

1. **Prospectus Regulation**: Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 ('PR') in its most recently amended version;
2. **Capital Market Act 2019**: Federal act on the public offering of securities and other capital investments ('KMG 2019'; *Kapitalmarktgesetz 2019*) as amended;
3. **General Data Protection Regulation**: Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 ('GDPR') as amended;
4. **Prospectus**: a prospectus pursuant to the PR that has been approved by the FMA;
5. **Final terms**: issuance-specific terms of issuances issued using a base prospectus in accordance with Article 2 point s of the PR ('final terms') and the original version required to be filed with the FMA pursuant to Article 8(5) PR (see also Article 24 para. 1 KMG 2019);
6. **Final offer price and amount of securities**: the information in accordance with Article 17 (1) PR; where not stated in the prospectus, then the original version shall be required to be filed with the FMA (see also Article 24 para. 1 KMG 2019);
7. **Supplement**: a supplement to the prospectus pursuant to Article 23 PR that has been approved by the FMA;
8. **Registration document**: a universal registration document in accordance with Article 9 PR or a registration document in accordance with Article 10 PR, that has been approved by or filed with the FMA;
9. **Outgoing notification**: approval issued by the FMA in its capacity as the approval authority (via "Certificate of Approval") to the competent authority in the host Member State, that the prospectus/supplement/registration document was approved by it in accordance with the PR as well as submission of an electronic copy (outgoing passporting) pursuant to Article 25 PR;
10. **Incoming notification**: approval issued by another approval authority within the EEA (via "Certificate of Approval") to the FMA as the competent authority in the host Member State, that the prospectus/supplement/registration document was approved by it in accordance with the PR as well as submission of an electronic copy (incoming passporting) pursuant to Article 25 PR;
11. **TOM**: Technical and Organisational Measures in accordance with the GDPR;
12. **Document in accordance with Annex IX**: information to be included in the document in accordance with subpara. 1 lits. da and db of Article 1 (4) and in accordance with subpara. 1 lit. ba of Article 1 (5) PR, that shall be filed in its original version with the FMA at the same time as publication.

§ 2 Subject of the Delegation of Duties

(1) **Publications in accordance with Article 21 (5) PR:** The notification office **shall publish** all prospectuses approved by the FMA or prospectuses and supplements notified to the FMA as well as all registration documents approved by the FMA, notified to the FMA, or filed with the FMA as well as amendments to them on its **website** under the navigation item to the online notification office portal including information about the host Member State (incoming and outgoing notifications) provided and to the extent that such documents have been electronically submitted to it beforehand by the FMA.

(2) **Preparation of Data for Publications in the ESMA storage mechanism (Prospectus Register) pursuant to Article 21 (6) and the notification portal pursuant to Article 25 (6) PR:** For the purposes of uploads to the ESMA Notification Portal and publication in the ESMA storage mechanism, the FMA delegates the receipt of the final terms (see also Article 24 para. 1 fifth sentence KMG 2019), the final offer price and amount of securities ('FOPA document'; see also Article 24 para. 1 sixth sentence KMG 2019) as well as the document in accordance with Annex IX to the notification office. The notification office shall **undertake the technical preparation** of prospectuses, supplements, registration documents, their amendments, the final terms the FOPA document, the document in accordance with Annex IX and the relevant accompany data for classification pursuant to the Regulatory Technical Standards of the European Commission in Regulation (EU) 2019/979 for the FMA for the purpose of uploading them in the **ESMA Notification Portal** and publication in the **ESMA Storage Mechanism**. In particular, it shall access the documents and data made available to it during notifications to the New-Issue Calendar and/or by the FMA.

(3) The more detailed IT-based processing for the purposes of para. 2 shall be drawn up in writing by the FMA and the notification office in accordance with the respective requirements as they arise from the data specifications of the ESMA Notification Portal and the ESMA Storage Mechanism on both a regular and ad hoc basis and documented in **Annex 1** to this delegation agreement to reflect their respective current status.

§ 3 Submissions to the Notification Office

The FMA shall submit the documents listed in Article 2 para. 1 to the notification office for the purposes of the fulfilment of the notification office's duties pursuant to this delegation agreement, including the metadata collected during the approval process pursuant to Regulation (EU) 2019/979, along with the respective approval decision being the FMA's official signature, or where applicable a confirmation of notification from the home authority ('Certificate of Approval'). The technical manner and nature of the submission as well as for the metadata to be submitted are defined by both parties in greater detail in Annex 1 to this delegation agreement.

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Delegation Agreement (Part II)
pursuant to Article 13 para. 3 no. 3a KMG 2019,

§ 1 Definitions

For the purposes of Part II of this agreement, the following definitions shall apply:

1. **Prospectus Regulation:** Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 ('PR') in its most recently amended version;
2. **Capital Market Act 2019:** Federal act on the public offering of securities and other capital investments ('KMG 2019'; *Kapitalmarktgesetz 2019*) as amended;
3. **General Data Protection Regulation:** Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 ('GDPR') as amended;
4. **Prospectus:** a prospectus pursuant to the Prospectus Regulation (PR);
5. **Final terms:** issuance-specific terms of issuances issued using a base prospectus in accordance with Article 2 point s of the PR ('final terms') and the original version required to be filed with the FMA pursuant to Article 8(5) PR (see also Article 24 para. 1 KMG 2019);
6. **Final offer price and amount of securities:** the information in accordance with Article 17(1) PR; where not stated in the prospectus, then the original version shall be required to be filed with the FMA (see also Article 24 para. 1 KMG 2019);
7. **Supplement:** a supplement to the prospectus pursuant to Article 23 PR;
8. **Documents replacing prospectuses:** information required to be published by issuers when making use of the exemptions in accordance with points (f) and (g) of Article 1 (4) and points (e) and (f) of subpara. 1 of Article 1 (5) PR, and to be submitted to the FMA in its original version;
9. **Entity:** Issuers, offerors or persons applying for admission to trading on a regulated market that are subject to submission requirements, pursuant to Article 21a (1) PR;
10. **ESAP:** European Single Access Point;
11. **ESAP-R:** Regulation (EU) 2023/2859 of the European Parliament and of the Council of 13 December 2023 as amended;
12. **TOM:** Technical and Organisational Measures in accordance with the GDPR;
13. **Designatee:** the notification office delegated by the FMA as defined in Article 5 (8) PR.

§ 2 Subject of the Delegation of Duties

(1) Collecting of information in accordance with Article 5 (1) (a) ESAP-R

The FMA delegates the receipt of documents replacing prospectuses including ESAP-specific meta data pursuant to Article 21a (1) PR to the notification office.

The notification office shall use its existing notification procedures and infrastructures as applicable within the scope of its activity in accordance with the KMG 2019.

(2) Storing of information in accordance with Article 5 (1) (a) and (g) ESAP-R

The FMA delegates the storing of all information by entities to the notification office due to a delegation in accordance with Article 13 para. 3 KMG 2019 or in accordance with Article 5 (8) ESAP-R in conjunction with Article 21a (1) PR.

Retention periods shall apply for the information listed in para. 3 lits. a and b, following the expiry of which the notification office shall no longer be required to make the information available to the FMA for the purposes of this submission (i.e. ESAP functions) (Retention Periods Table Annex 2).

The notification office shall use its existing notification procedures and infrastructures as applicable within the scope of its activity in accordance with the KMG 2019.

(3) Technical validation of information in accordance with Article 5 (1) (c) ESAP-R

The FMA shall delegate the technically automated validation of the information submitted by entities to the notification office in the extent listed hereafter:

(a) Prospectuses, supplements and registration document submitted by entities, including meta data in accordance with point b of Art 21a (1) lit b PR, submitted to the FMA for approval in PDF format or another data extractable format in accordance with the PR or Commission Implementing Regulation (EU) 2025/1339 of 10 July 2025 and submitted by the FMA to the notification office for validation, shall be checked by the notification office regarding whether the content of documents is in a data extractable format. Where the check concludes that the document is not scanned (and that extractable characters exist) it shall be possible to assume that the text content is editable and the document shall be sent back by the notification office to the FMA with the remark "*formatvalidiert*" (English: 'format validated') (or a similar remark). Where this is not the case, the document shall be returned as not being data extractable with the remark "*fehlerhaft*" (English: 'not processable') (or a similar remark).

(Any) measures to be imposed against the entity pursuant to Article 5 (3) ESAP-R (rejection of submitted information) shall not fall within the range of duties delegated to the notification office.

(b) Final terms in accordance with Article 8 (5) PR, documents replacing prospectuses in accordance with Article 1 (4) lits. f and g and in accordance with Article 1 (5) subpara. 1 lits. e and f PR, documents containing the final offer price and amount of securities in accordance with Article 17 (2) PR, that were submitted by entities to the notification office based on Article 24 KMG and/or a delegation announcement by the FMA, shall be checked by the notification office for data extractability (see lit. a) as well as for the presence of the necessary metadata in accordance with Article 21a (1) lit. b PR.

(c) The notification office shall use its existing notification procedures and infrastructure as applicable for the validations delegated to it, and in the event of information being submitted by entities that is unable to be processed shall stipulate measures pursuant to Article 5 (3) and (4) ESAP-R for submitting corrected information (e.g. By means of notification fields that have been configures accordingly).

Where ESMA standards exist for the provision of data for the notification portal in accordance with Article 21 (6) (Prospectus Register) or for ESAP functionalities (especially PRIII Reporting Instructions, ESMA Business Requirements Document), for the purpose of delegation of duties these shall be communicated by the FMA to the notification office immediately where at all possible, and shall be duly considered where they cover aspects contained in this delegation of duties.

(1) Support services to entities in accordance with Article 5 (1) (a) ESAP-R

The FMA shall delegate the duty to the notification office, provided it is in the scope of its technical competence, and to the extent that it relates to the technical validation in accordance with para. 3 lits. b and c, to provide assistance to the entities submitting information in relation to the submission, rejection and resubmission process.

§ 3 Conditions in accordance with Article 5 (8) ESAP-R

In its function as notification office and delegate, Oesterreichische Kontrollbank consents that

(a) the duties that it fulfils as delegatee pursuant to this delegation agreement shall not be permitted to create any conflict of interest with its other business activities and that potential future conflicts of interest shall be avoided where possible, or shall be otherwise be disclosed immediately and would constitute a reason for the extraordinary dissolution of this delegation agreement;
(b) information obtained exclusively as a result of this delegation agreement shall not be permitted to be used in an inappropriate manner or anti-competitive manner or for another purpose than that named in the delegation agreement;
(c) it shall ensure a adequate amount of authenticity, availability, integrity and non-repudiation of the information make accessible to the FMA for the purposes of the ESAP, and shall ensure an appropriate level of protection for personal data (cybersecurity);
(d) it shall inform the FMA as collection body regularly about its overall performance in conducting the duties conferred upon, as well as informing the FMA without delay about any breach in the performance of a delegated duty.

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On behalf of the Oesterreichische Kontrollbank AG (notification office pursuant to the KMG 2019)	
Angelika Sommer-Hemetsberger	**[signature redacted]**
Maria Kucera	**[signature redacted]**

On behalf of the Austrian Financial Market Authority (FMA)	
Mariana Kühnel	**[signature redacted]**
Helmut Ettl	**[signature redacted]**

Annexes:

Provisioning of data for publications in the ESMA Notification Portal - Version 5 including Annex (./1)

Retention periods table (./2)

Sample delegation agreement (re point iii of the Preamble) (./3)

OeKB Technical and Organisational Measures (, TOM*) (./4)