

Clearstream

Eurobonds – Reg S & 144A Issuance within Unitary ISIN

Product information

Driving flexibility and efficiencies in security issuance

Key benefits

Maximise global distribution

- Enhanced global investor distribution
- Direct access to a wide range of global intermediaries

Boosting liquidity

- Increased liquidity by moving away from the two ISIN structure to a single ISIN

Facilitating efficient funding

- Best placed to support issuance of Reg S and Rule 144A securities
- AA-rated infrastructure and proven track record to support the issuance of Reg S and Rule 144A securities

Efficiency gains

- No need for conversion processing between Reg S and Rule 144A ISINs
- Arbitrage and mispricing between two distinct ISINs no longer exists
- Tap issues become easier to execute and to administrate

The unique Unitary ISIN structure offers issuers high flexibility and greatly reduced complexity when issuing securities under the Regulation S and Rule 144A legislation. Rather than having to allocate two distinct ISIN codes. The Unitary ISIN represents a single global security in registered form which is deposited at an ICSD Common Depository.



Efficient funding

Clearstream's proven global infrastructure continues to support the issuance of Regulation S (Reg S) and Rule 144A securities and ensures direct access to a wide range of global intermediaries while enhancing the scope of post trade connectivity, securities lending and collateral management.

Clearstream will continue to support the bifurcated issuance of Reg S and Rule 144A securities where

a single tranche is represented by two global notes with two distinct ISINs in registered form deposited directly with an ICSD Common Depository.

Progressive Unitary structure

The Unitary ISIN structure relieves issuers from complexity that occurs when issuing two sets of ISINs under the Regulation S and Rule 144A legislation.

Issuing under the Unitary ISIN structure

Historically, two distinct ISIN codes had to be allocated to identify the two global forms: One form had to evidence the Reg S portion which is deposited with a Common Depository for Clearstream and Euroclear as ICSDs, and a second form had to evidence the Rule 144A portion deposited either with a Common Depository or with the US based Depository Trust & Clearing Corporation.

Unitary ISIN structure

The Unitary ISIN represents a single global security in registered form which is deposited with a Common Depository and held through

Clearstream and Euroclear as ICSDs. This single global note evidences both the Reg S and the Rule 144A portions.

The single global security is registered in the nominee name of the Common Depository. Importantly, the restrictions on who is eligible to purchase under either Reg S or Rule 144A still apply, but one ISIN represents the whole offering.

Advantages at-a-glance

Issuers can experience a series of advantages through issuing under the Unitary ISIN structure:

- The single ISIN representing the security requires minimal administration and allows for smoother investor distribution
- Liquidity is maximised and combines into a single ISIN
- No need for investors to convert between Reg S and Rule 144A ISINs which eliminates an arduous conversion process

Note: The ISIN guidelines maintained by the Association of National Numbering Agencies on behalf of their members already have the Unitary ISIN in scope.

Technical features

Issuers should find below an overview of technical details in regards to the Unitary ISIN:

- The global security is registered in the nominee name of the Common Depository
- Reg S and Rule 144A restrictions apply to the entire offering
- There are no differing features to be considered on delivery, closing and/or in relation to payments and redemption
- The Unitary ISIN does not support the issuers knowledge of Reg S/Rule 144A splits between its investor base.



Contact information

For further information, please contact your Relationship Manager or the Eurobonds Business Team.

www.clearstream.com