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*CSD.Austria*

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*General Terms and Conditions*

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*Annexes*

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*Valid from 01.09.2011*

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## Annex A

### *Business hours of CSD.Austria (pursuant to section 16)*

1. CSD.Austria's opening hours for Securities Account Holders are from Monday to Friday from 8:00 a.m. to 5:30 p.m. for settlement activities (Section 7 to Section 9 GTC of CSD.Austria) and from Monday to Friday from 8:00 a.m. to 5 p.m. for custody transactions (Section 10 to Section 14 GTC of CSD Austria) . Exceptions see under 3) below (holidays).

The securities desk is open on bank working days from 8:00 a.m. to 11:00 a.m.

2. Business transactions of the Securities Account Holders that require the use of the payment system of Oesterreichische Nationalbank can only be carried out on days on which this system is open for business.
3. On the following public holidays the securities services of CSD.Austria are not available:

Holiday	Date
New Year's Day	01 January
Good Friday	Variable
Easter Monday	Variable
State Holiday	01 May
Christmas Day	25 December
St. Stephen's Day	26 December

Annex B  
List of Custodians

CSD.Austria-GTC	Account provider/Custodian incl. CSD.Austria's Securities Account no. denominated OeKB <sup>1</sup>	Country	Types of orders		Currency	Matching requirements	Preadvice possible	Means of Communication		"Cut Off" Order Placement <sup>2</sup>		Starting time of order processing, forwarding	Time of result of processing (depending on transaction volume)	Period of validity of order excl. S	Lump sum Interest in arrears
			DF/RF	DVP/RVP				Order placement	Status and execution information						
Section 8 para 6 subparas a and e	CSD.Austria	Austria	yes	yes	EUR, CHF, GBP, USD	DVP/RVP (DF/RF optional)	yes	DS.A-Online, SWIFT	DS.A-Online, SWIFT	<i>Batch Euro</i>				20 business days after the instructed settlement date or the entry date of the instruction (the later of the two dates is used)	0,015% of value of transaction
										Online	SWIFT				
										07:00 p.m. (S-1)	06:00 a.m.	07:00 a.m.	07:45 a.m.		
										09:00 a.m.	08:50 a.m.	09:00 a.m.	09:30 a.m.		
										11:15 a.m.	11:05 a.m.	11:15 a.m.	11:40 a.m.		
										12:15 p.m.	12:05 p.m.	12:15 p.m.	12:40 p.m.		
										01:30 p.m.	01:20 p.m.	01:30 p.m.	01:45 p.m.		
										03:15 p.m.	03:05 p.m.	03:15 p.m.	03:40 p.m.		
										04:00 p.m.	03:50 p.m.	04:00 p.m.	04:30 p.m.		
										06:00 p.m.*	05:50 p.m.*	06:00 p.m.*	06:20 p.m.*		
										*only free of payment					
										<i>Realtime Euro</i>					
										against payment till: 03:50 p.m.		continuously between batches			
										free of payment till: 05:50 p.m.					
										<i>Batch non-Euro</i>					
										Online	SWIFT				
										09:30 a.m.	09:20 a.m.	09:30 a.m.	09:50 a.m.		
11:30 a.m.	11:20 a.m.	11:30 a.m.	11:50 a.m.												
12:30 p.m.	12:20 p.m.	12:30 p.m.	12:50 p.m.												
02:45 p.m.	02:35 p.m.	02:45 p.m.	03:00 p.m.												
<i>Realtime non-Euro</i>															
from 09:30 a.m. to 02:45 p.m.		continuously between batches													
Section 8 para 6 subparas b and e	Euroclear Bank sec. acc. no: 99769	Belgium	yes	yes	EUR, CHF, GBP, USD	yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	Euro and non-Euro (S) 03:30 p.m.	continuously	365 days			
	Euroclear Belgium sec. acc. no: 619	Belgium	yes	yes	EUR	yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 03:30 p.m.	continuously	10 days			
	Clearstream Banking Frankfurt sec. acc. no: 7217	Germany	yes	yes	EUR	DVP/RVP	yes	DS.A-Online SWIFT	DS.A-Online SWIFT	(S) 05:30 p.m. (DF/RF) (S) 12:30 p.m. (DVP/RVP)	continuously	Collective Clearing Custody (GS): 40 days			
	Euroclear France sec. acc. no: 618	France	yes	yes	EUR	yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 03:30 p.m.	continuously	10 days			
	Monte Titoli sec. acc. no: 81451	Italy	yes	no		yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 04:00 p.m.	continuously	1 day			

Annex B  
List of Custodians

CSD.Austria-GTC	Account provider/Custodian incl. CSD.Austria's Securities Account no. denominated OeKB <sup>1</sup>	Country	Types of orders		Currency	Matching requirements	Preadvice possible	Means of Communication		"Cut Off" Order Placement <sup>2</sup>	Starting time of order processing, forwarding	Time of result of processing (depending on transaction volume)	Period of validity of order excl. S	Lump sum Interest in arrears
			DF/RF	DVP/RVP				Order placement	Status and execution information					
Section 8, para 6 subparagraphs b and e	Zagrebacka Banka sec. acc. no: 999195-6486568-999	Croatia	yes	no		yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S-1) 02:00 p.m.	continuously	2 days		
	Clearstream Banking Luxembourg sec. acc. no: 67242	Luxembourg	yes	yes	EUR, CHF, GBP, USD	yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	Euro and non-Euro (S) 03:30 p.m. <sup>5</sup>	continuously	45 days		
	Euroclear Nederland sec. acc. no: 619	Netherlands	yes	yes	EUR	yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 03:30 p.m.	continuously	10 days		
	ING Bank sec. acc. no: K40042310007/4231001	Russia	yes	no		yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S-3) 02:00 p.m.	continuously			
	SIX SIS sec. acc. no: AT100042	Switzerland	yes	no		yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 04:30 p.m.	continuously	30 days		
	Ceskoslovenská Obchodna Banka sec. acc. no: 56439	Slovak Republic	yes	no		yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 10:00 a.m.	continuously	30 days		
	Ceskoslovenská Obchodní Banka sec. acc. no: 56439	Czech Republic	yes	no		yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 01:00 p.m.	continuously	3 months		
	Brown Brothers Harriman sec. acc. no: 6438626	U.S.A.	yes	yes	EUR	yes	no	DS.A-Online (only DF/RF), SWIFT	DS.A-Online (only DF/RF), SWIFT	(S) 04:00 p.m. (DF/RF) (S) 02:00 p.m. (DVP/RVP)	continuously	Receipt: 3 months Delivery: on settle- ment day		
	KELER sec. acc. no: 0470	Hungary	yes	yes	HUF	yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	(S) 04:30 p.m. (DF/RF) (S) 03:00 p.m. (DVP/RVP)	continuously	5 days		
	UniCredit Bank Austria <sup>4</sup>	Austria	depending on the market			yes	no	DS.A-Online, SWIFT	DS.A-Online, SWIFT	depending on the market				
Marfin Popular Bank <sup>4</sup>	Cyprus	physical			no	no	Fax	Fax	-	-	-	-		

<sup>1</sup> Furthermore Meindl Bank AG and Erste Group Bank AG are registered as custodians for the underlying positions of Austrian Depository Certificates exclusively.

<sup>2</sup> The cut-off time refers to the input time on the online client / time of arrival of the SWIFT message at the OeKB-SWIFT gateway.

<sup>3</sup> Only withdrawals are possible.

<sup>4</sup> Depending on the issue date and/or the security; info upon request

<sup>5</sup> The Cut Off time is only valid for transactions with CBL and Euroclear counterparties, others upon request.

## *Annex C*

### *Physical Delivery and Withdrawal of Securities*

## 1 Delivery

### 1.1 Conditions for accepting Securities in Collective Clearing Custody

The Securities must be eligible for Collective Clearing Custody. This means inter alia that any individual certificate numbers are irrelevant (fungibility).

Securities represented by individual certificates must comply with the conditions of Wiener Börse AG for good delivery.

At the time of initial physical delivery, evidence must be provided of compliance with the guidelines of the Wiener Börse AG for the new print of Securities in the form of a confirmation issued by Wiener Börse AG or any other adequate form.

These provisions shall also apply to Securities that are not traded on any stock exchange.

Global Certificates and Temporary Global Certificates must have the legal structure of the specimens provided by CSD.Austria (see website: [www.oekb.at/tresor](http://www.oekb.at/tresor)).

Securities Conditions are part of the Securities certificate.

Provided the terms of Global Certificates and Temporary Global Certificates already held in custody by CSD.Austria permit, delivery may be effected by issuing instructions to CSD.Austria to increase the nominal amount or the quantity of the Securities held on account.

Entries into the Federal Register of Debts (Bundesschuldbuch) in favour of CSD.Austria are deemed to be the equivalent of a delivery of Temporary Global Certificates.

### 1.2 Form of Physical Delivery of the actual Securities

1.2.1 The Securities must be delivered in bundles by category and special type (such as by group to be drawn by lots/series as of allotment); certificates and coupon sheets (with current coupons) separated by denomination and within the denomination in numerical order where applicable); each bundle having a maximum of 100 sheets. The nominal value, or, if the Securities do not have a nominal value, the number of units shall be written on the band used to tie the bundles.

1.2.2 The physical delivery slips of CSD.Austria are to be used for the delivery.

### **1.3 Confirmation of receipt and credit advice**

- 1.3.1 At the time of physical delivery of the Securities, the deliverer shall receive from CSD.Austria a copy of the notice of physical delivery signed by both parties, which serves as confirmation of receipt. This shall be valid as a temporary receipt conditional on the subsequent examination of the Securities delivered.
- 1.3.2 CSD.Austria shall examine the Securities delivered as to completeness, correctness and whether they meet the requirements of physical delivery.
- 1.3.3 The actual acceptance and entry into the Global Custody Account and the crediting of the Securities Account maintained with CSD.Austria named by the deliverer shall be done after all examinations have been completed.

### **1.4 Notice of defects of quality**

- 1.4.1 Any defects of quality in the Securities delivered shall be notified by CSD.Austria in writing immediately after their discovery. Openly visible defects of quality may only be notified by CSD.Austria within a period of 10 working days after delivery.
- 1.4.2 The calculation of the period shall start as of the date the notification was mailed pursuant to 1.4.1.

### **1.5 Electronic delivery**

Physical delivery in the meaning of item 1.2.2 may also be effected through other means of communication pursuant to Annex B Column: Means of Communication.

## **2 Physical withdrawal**

### **2.1 Physical withdrawal slip**

- 2.1.1 The physical withdrawal of Securities from the global custody account of CSD.Austria may be requested using the physical withdrawal slip issued by CSD.Austria. Only one category of Security may be used per physical withdrawal slip for the withdrawal.

- 2.1.2 The physical withdrawal slip could be drawn in the name of the bearer and will be redeemed with the return of the coupon issued at the time of presentation. The redemption by CSD.Austria shall have the effect of a release from obligation.  
The physical Securities certificates shall be handed over together with a simple list of the Securities' numbers.
- 2.1.3 The date of booking on the Securities Account shall correspond to the date of withdrawal from the global custody account.
- 2.1.4 If the terms of Global Certificates and Temporary Global Certificates already held in custody by CSD.Austria permit it, these may be withdrawn by issuing instructions to CSD.Austria to decrease the nominal amount or the number of units of the Security held on account.

## **2.2 Electronic instructions**

Instructions in the meaning of item 2.1.1 may also be issued by the other means of communication pursuant to Annex B Column: Means of Communication.

## **2.3 Sending valuables**

The risk of sending Securities shall be borne by the account owner. Unless there are instructions to the contrary, CSD.Austria shall decide on how the Securities are to be sent and shall purchase insurance at the expense of the account owner.

## **2.4 Notice of defects of quality**

- 2.4.1 Any defects of quality in the Securities withdrawn shall be notified in writing immediately after their discovery. Unless obvious defects of quality are notified within a period of ten banking business days and hidden defects up to six months after withdrawal, claims on the grounds of such defects can no longer be made.
- 2.4.2 The periods of notice shall be deemed to have been observed pursuant to 2.4.1 if the notice was sent by registered mail within the periods stated.

## *Annex D*

### *Custody Notification (CUNO)*

Advance information on administrative measures relating to a Securities Account is available in the system CUNO (Custody Notifications) via SWIFT or online client. The CUNO User Manual can be downloaded from the OeKB website [www.oekb.at/en/capital-market/csd/custody](http://www.oekb.at/en/capital-market/csd/custody).

The Service Center Custody is at your service for answering business related questions (phone +43-1-531 27-2010, fax +43-1-531 27-5010, e-mail [custody@oekb.at](mailto:custody@oekb.at)).

## *Annex E*

### *Procedures for issuing instructions pursuant to*

- Section 11 para 2 not to pay income/redemption for securities falling due, which are held in custody with CSD.Austria\*
- Section 11 para 3 to credit income to another EURO account differing from the account maintained by OeKB\*\*
- Section 11 para 4 to receive the amounts paid by the paying agent or Custodian in the currency transferred by the latter\*\*\*
- Section 11 para 5 for the notification of tax privileged securities
- Section 12 para 3 for exercise of subscription rights
- Section 12 para 3 to accept of offers for takeover, exchange or tender
- Section 12 para 3 to reinvest dividends in shares (stock dividend)
- Section 13 para 2 for proxy voting instructions
- Section 14 para 5 to exercise warrants/ to convert convertible bonds
- Section 14 para 6 and 7 to buy and sell securities
- Section 15 to issue a confirmation of holdings
- Section 15 to issue a depository receipt

The corresponding forms, or alternatively, if supported by SWIFT ISO 15022, MT565 are to be used for issuing instructions. You may find these forms online under:  
[www.oekb.at/en/capital-market/csd/custody/pages/fax-form.aspx](http://www.oekb.at/en/capital-market/csd/custody/pages/fax-form.aspx)

\* Such orders have to be submitted till 10 am the day (Business Day) before the Ex-Date.

\*\* Orders have to be submitted on pay date -1 (Business Day) at the earliest.

\*\*\* CSD.Austria reserves the right to reject new standing orders (or cancel existing ones) for the receipt of income in certain original currencies. The latest cut-off-time for submitting such orders is payment date – 4 (Business Days)

## Annex F

### Time of credits/debits arising from income and corporate actions

1. Time of credit of income to the giro cash accounts of Securities Account Holders with OeKB

	<b>Securities held in safekeeping by CSD.Austria itself:</b>	<b>Securities held in safekeeping by CSD.Austria with a Custodian:</b>
	<b>Income amount available on the OeKB cash account of the paying agent on value date by</b>	<b>Receipt of Custodian's notice of credit at OeKB on value date by</b>
<b>Credit to the OeKB cash account of the Securities Account Holder in the currency of the income on value date (same day)</b>	2:30 p.m.	2:30 p.m.
<b>Credit to the OeKB cash account of the Securities Account Holder in Euro for income in other currencies on 2<sup>nd</sup> business day after value date</b>	12:30 p.m.	12:30 p.m.

2. Credits and debits of securities to/from CSD.Austria Securities Accounts resulting from corporate actions are effected same-day provided the corresponding notice of credit/debit from the Custodian is received by CSD.Austria by 03:00 p.m. on the value date.

## *Annex G*

### *Means of Communication for statements*

<b>Statement</b>	<b>Means of Communication</b>
<b>Section 11 para 5: Corporate action confirmation relating to income on securities</b>	By e-mail, fax or SWIFT MT566
<b>Section 12 para 4: Corporate action confirmation relating to corporate actions</b>	By e-mail, fax or SWIFT MT566
<b>Section 14 para 5: Corporate action confirmation relating to the exercise of warrants</b>	By e-mail, fax or SWIFT MT566
<b>Section 14 para 6: Corporate action confirmation relating to buy or sell of subscription rights</b>	By e-mail, fax or SWIFT MT566

*Annex H*  
*Information and Confirmations on Balances on Securities*  
*Accounts, Depository Receipt and Account Movements*

	<b>Means of Communication</b>	<b>Request</b>
<b>Balance on Securities Account (statement of holdings)</b>	SWIFT MT535, by mail, CSD-Online	Definition at securities account opening
<b>Confirmation of holding according to section 10a company law (AktG) for own holdings of the CSD.Austria account holder (Declaration of beneficial owner)</b>	By mail, fax	Via form, download on the internet <a href="http://www.oekb.at/en/capital-market/csd/custody/pages/fax-form">www.oekb.at/en/capital-market/csd/custody/pages/fax-form</a>
<b>Depository receipt according section 112 para 2 company law (AktG) for single positions</b>	By mail, fax	Via form, only depositors based abroad, download on the internet <a href="http://www.oekb.at/en/capital-market/csd/custody/pages/fax-form">www.oekb.at/en/capital-market/csd/custody/pages/fax-form</a>
<b>Securities Account transactions</b>	SWIFT MT536, CSD-Online	Definition at securities account opening

## *Annex I*

### *Direct Settlement Advanced (DS.A)*

The DS.A User Manual and the DS.A SWIFT Manual can be downloaded from the OeKB website [www.oekb.at/en/capital-market/csd/settlement](http://www.oekb.at/en/capital-market/csd/settlement).

The Service Center Settlement (phone +43-1-531 27-2020, fax +43-1-531 27-4020, e-mail [settlement@oekb.at](mailto:settlement@oekb.at)) is available to answer business specific queries.

Instructions not supported by DS.A should be submitted to CSD.Austria in writing via fax to fax number +43-1-531 27-4020.

## *Annex J*

### *Fees*

The fees applicable for CSD.Austria services are listed in the latest version of the price list.

The price list can be requested from CSD.Austria (phone +43 1 531 27-2100, e-mail [csd.austria@oekb.at](mailto:csd.austria@oekb.at)) and can be downloaded from our website [www.oekb.at/en/capital-market/csd](http://www.oekb.at/en/capital-market/csd).

## *Annex K*

### *Coupon payments and final redemption of securities by CSD.Austria for securities held by CSD.Austria itself*

1. CSD.Austria instructs the responsible issuer or paying agent via letter of collection (*Inkassobrief*) to make available the cash counter-value (including commission and processing fee) of the matured securities on the relevant giro currency account held by the issuer or its paying agent at OeKB by 10:30 a.m. on the value date.
2. The issuer or its paying agent ensures that the cash counter-value (including commission and processing fee) for the categories of securities, for which redemption/payment is to be effected, is available on the relevant giro currency account held by the paying agent at OeKB by 10:30 a.m. on the value date.
3.
  - a. By 10 a.m. of the value date at the latest, the issuer or its paying agent informs CSD.Austria in writing by fax (ServiceCenter Custody/Collection (*Inkasso*) – fax 43-1-531 27-5271) of those categories of securities for which redemption/payment should not be effected or should be deferred.
  - b. For those categories of securities for which payment has been deferred as per a) above, the issuer or its paying agent can at any time instruct CSD.Austria in writing by fax (contact: ServiceCenter Custody/Collection (*Inkasso*) – Fax 43 1 531 27-5271) to effect the payment. The payment will be transferred to the securities account holder on the same day provided that payment has been instructed by 2 p.m. at the latest.
4. The cash amounts for all categories of matured securities not made known to CSD.Austria as described in item 3. above will be debited by OeKB from the giro account of the issuer or its paying agent after 10:30 a.m. on the value date to the extent that they are available on the cash account. Should the total cash amount available on the giro account of the issuer or its paying agent not be sufficient for payment in all categories of securities and should the paying agent, contrary to the arrangements described under item 3.a., not have informed CSD.Austria in writing of those categories of securities for which payment should not be effected, CSD.Austria will not use the available cash amount to effect redemption/payment of categories of securities for which redemption/payment is due.

5. The matured securities shall
  - a. where a collection agreement (*Inkassovereinbarung*) between CSD.Austria and the issuer or its paying agent exists - be destroyed by CSD.Austria and a memorandum of destruction (simultaneously with the letter of collection if required) forwarded to the issuer or its paying agent
  - b. otherwise be invalidated by CSD.Austria and handed over to the issuer or its paying agent.

## Annex L

### Liability clauses with regard to CSD.Austria and other custodians

Custodian	Further information	Liability clause General Terms/custody agreement
CSD.Austria	<a href="http://www.oekb.at/de/kapitalmarkt/csd">www.oekb.at/de/kapitalmarkt/csd</a>	Section 18 GTC of CSD.Austria
CBF	<a href="http://www.clearstream.com">www.clearstream.com</a>	GTC of CB, Point V
CBL	<a href="http://www.clearstream.com">www.clearstream.com</a>	GTCCBL, Art. 48
Euroclear Belgium	<a href="http://www.euroclear.com/site/public">www.euroclear.com/site/public</a>	ESES, T&C (Art. 13)/Book II
Euroclear France	<a href="http://www.euroclear.com/site/public">www.euroclear.com/site/public</a>	ESES, T&C (Art. 13)/Book II
Euroclear Nederland	<a href="http://www.euroclear.com/site/public">www.euroclear.com/site/public</a>	ESES, T&C (Art. 13)/Book II
Euroclear Bank	<a href="http://www.euroclear.com/site/published">www.euroclear.com/site/published</a>	TCEB Art. 12
Monte Titoli	<a href="http://www.montetitoli.it">www.montetitoli.it</a>	Agreement/Legislative Decree No. 58 of 24th February 1998
SIX SIS	upon request	AGB SIX SIS Point 47
KELER	<a href="http://www.keler.hu/keler">www.keler.hu/keler</a>	GBR, Sect XII, Art. 12.4
CSOB, Praha	upon request	Agreement /Art.5
CSOB, Bratislava	upon request	Agreement/Art.5
Zagrebacka Banka	upon request	Agreement/Art.6
BBH	upon request	Agreement/Point 9
Marfin Popular Bank	upon request	Agreement/Art.5
ING Bank	upon request	Agreement/Point 15

## *Annex M*

### *Forwarding of Confirmations of holdings*

Confirmations of holdings according to Para 10a company law (AktG) in connection with Para 111 company law (AktG) have to arrive at CSD.Austria by 12 a.m. at the latest on the date set on the calling of the shareholders meeting according to Para 111 para.2 company law (AktG) if the company allows electronic transmission.

Otherwise confirmations of holdings have to be transferred to CSD.Austria in such a timely way that CSD.Austria can forward them by mail so that they will arrive at the company at the above mentioned date.

Confirmations of holdings, which are to be sent to the company, have to be addressed to

Via fax

Oesterreichische Kontrollbank AG  
Service Center Custody  
Fax: +43 1 53127 5010

Via mail

Oesterreichische Kontrollbank AG  
CSD.Austria/Service Center Custody  
Strauchgasse 3  
1011 Vienna  
Austria

## *Annex N*

### *Application for opening a Securities Account*

The form for opening a Securities Account can be requested from CSD.Austria (phone +43-1-531 27-2100, e-mail: [csd.austria@oekb.at](mailto:csd.austria@oekb.at)) and can be downloaded from OeKB's website [www.oekb.at/en/capital-market/csd](http://www.oekb.at/en/capital-market/csd).

The completed form has to be sent to:

Oesterreichische Kontrollbank AG  
CSD.Austria  
Strauchgasse 3  
1011 Wien  
Vienna

## *Annex O*

### *Proxy Voting*

Detailed information about proxy voting is contained in the proxy voting guideline. In the guideline are also mentioned all documents, which have to be sent to OeKB, if OeKB has been authorized as proxy.

The guideline can be downloaded from OeKB´s website  
[www.oekb.at/en/capital-market/csd/custody](http://www.oekb.at/en/capital-market/csd/custody)



Oesterreichische Kontrollbank AG

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Fax +43 1 531 27-4010  
[csd.austria@oekb.at](mailto:csd.austria@oekb.at)  
[www.oekb.at](http://www.oekb.at)