



FEDERATION BANCAIRE DE L'UNION EUROPEENNE
BANKING FEDERATION OF THE EUROPEAN UNION
BANKENVEREINIGUNG DER EUROPÄISCHEN UNION

in co-operation with



EUROPEAN SAVINGS BANKS GROUP
GROUPEMENT EUROPEEN DES CAISSES D'EPARGNE
EUROPÄISCHE SPARKASSENVEREINIGUNG



EUROPEAN ASSOCIATION OF COOPERATIVE BANKS
GROUPEMENT EUROPEEN DES BANQUES COOPERATIVES
EUROPÄISCHE VEREINIGUNG DER GENOSSENSCHAFTSBANKEN

MASTER AGREEMENT FOR FINANCIAL TRANSACTIONS

dated as of _____

between

_____ and _____
("Party A") ("Party B")

SPECIAL PROVISIONS

1. Nature of Agreement

This contractual arrangement (the "Special Provisions"), together with the General Provisions (the "General Provisions") and any annex (each an "Annex") referred to below, constitutes a master agreement (the "Master Agreement") under which the parties may enter into financial transactions.

2. Incorporation of Documents

The following documents, all in the _____ language, published by the Banking Federation of the European Union are hereby incorporated into and shall accordingly form part of the Master Agreement:

- (a) the General Provisions, Edition January 2001

(b) the following Annex[es]¹:

| |
|--|
| Product Annex[es] for : Repurchase Transactions, Edition January 2001 Securities Loans, Edition January 2001 [... Transactions, Edition ...,] |
| Margin Maintenance Annex for Repurchase Transactions and Securities Loans, Edition January 2001 |
| Other Annexes (give details) |

3. Addresses for notices (Section 8(1) of the General Provisions)

The addresses for notices and other communications between the parties are: ...

4. Governing law, Jurisdiction (Section 11(1) and (2) of the General Provisions)

The law governing the Agreement is _____ law.

The court(s) referred to in Section 11(2) is/are _____ .

5. Other provisions

_____ ²

(Name of Party A)

(Name of Party B)

By:

By:

Name(s):
Title(s):

Name(s):
Title(s):

¹ Delete and/or complete the references in this paragraph (b) as appropriate

² Insert amendments (which may be provisions from the attached Appendix) or state "None"

**Appendix (Checklist)
Elections and Amendments³**

I. General Provisions

(1) Section 3(4) (Payment Netting)

The principle set forth in Section 3(4), first sentence, of the General Provisions is hereby extended so as to apply also to :

- mutual payments in the same currency in respect of [the following types of Transactions: ...][all types of Transactions] and
- mutual deliveries of assets that are fungible with each other and are due in respect of [the same Transaction] [the following types of Transactions] [all types of Transactions].

(2) Section 3(5) (Late Payment)

The interest surcharge referred to in Section 3(5) shall be ... per cent. per annum.

(3) Section 3(8) (Market Value)

The price source for determining the Market Value of Securities shall be ...

(4) Section 5(2) (Guarantor/Guarantee)

Guarantor means

in relation to Party A: ... (whose jurisdiction of organisation/incorporation is ...)
in relation to Party B: ... (whose jurisdiction of organisation/incorporation is ...).

Guarantee means

in relation to Party A: ...
in relation to Party B: ...

(5) Section 6(1)(a)(v) (Default under Specified Transactions)

Section 6(1)(a)(v) will apply to [Party A][Party B][both parties] and "Specified Transactions" are (e.g.: derivatives and other trading transactions (to be specified) with the other party to the Agreement and/or with any third party).

(6) Section 6(1)(a)(vi) (Cross Default)

Section 6(1)(a)(vi) shall not apply/apply only to Party [A] [B] and not to the other party/apply with the following modifications: ...

³ These provisions refer to clauses of the Master Agreement contemplating possible choices or modifications to be made in the Special Provisions. When any such provision is not inserted, the relevant fall back provision specified in the Master Agreement will apply. Parties may insert these provisions (or any other clause amending the terms of the Master Agreement) in paragraph no 5 of the Special Provisions.

The Default Threshold is :

in relation to Party A: ...
in relation to Party B: ...

(7) Section 6(1)(a)(viii) (Insolvency Events)

The following shall, in addition to each party's country of organisation, incorporation, principal office or residence, be a Specified Jurisdiction:

in relation to Party A: ...
in relation to Party B: ...

Sub-paragraph (viii) (5) (B) shall not apply/shall apply with a period of ... days instead of thirty days/shall apply only to Party [A] [B].

(8) Section 6(1)(b) (Automatic Termination)

Section 6(1)(b), second sentence, shall not apply/shall apply only in relation to Party [A][B].

(9) Section 6(2)(a) (Change of Circumstances)

Section 6(2)(a)(ii) shall extend to an Impossibility Event.

(10) Section 7(1)(b) (Conversion)

"Base Currency" means ...

(11) Section 8(1) (Manner of Giving Notices)

The electronic messaging system(s) for purposes of Section 8(1) is/are: ...

(12) Section 9(1) (Booking Offices)

Booking Offices may be

- | | |
|-------------------------|---|
| in relation to Party A: | - for Repurchase Transactions: ... |
| | - for Securities Loans: ... |
| | - for [specify other] Transactions: ... |
| in relation to Party B: | - for Repurchase Transactions: ... |
| | - for Securities Loans: ... |
| | - for [specify other] Transactions: ... |

(13) Section 10(4) (Documents)

The following documents shall be delivered by Party A and Party B, respectively, by the dates specified below:

| | Type of document | To be delivered by (date) |
|----------|------------------|---------------------------|
| Party A: | | |
| Party B: | | |

(14) Section 10(9) (Previous Transactions)

[Specify relevant transactions (if any) and further details (e.g. effect/cessation of effect of contractual terms governing previous transactions)]

(15) Section 11(3) (Service of Process)

The Process Agent (Section 11(3)) is

in relation to Party A: ...
in relation to Party B: ...

II. Margin Maintenance Annex for Repurchase Transactions and Securities Loans(1) Transactions and groups of Transactions covered

Net Exposure shall be calculated, and Margin transferred, in respect of the following Booking Offices and types of Transactions:

- (i) [all Booking Offices in the aggregate]
[each Booking Office of Party A/B]⁴
[each pair of Booking Offices of Party A and Party B]⁵
[other arrangement]
- (ii) [the aggregate of all Repurchase Transactions and Securities Loans]
[the aggregate of all Repurchase Transactions and, separately, of all Securities Loans]
[the aggregate of all Transactions relating to fixed income Securities and, separately, of all Transactions relating to equity Securities]
[each Transaction separately]
[other arrangement]

(2) Eligible Margin

Cash Margin : eligible currencies (other than the Base Currency):

| Currency | Valuation Percentage | Transferring party | |
|----------|----------------------|--------------------|-----------|
| | | [Party A] | [Party B] |
| [] | []% | | |

Interest payable on Cash Margin: ...

Margin Securities:

| | Eligible Securities | Valuation Percentage | Transferring party | |
|-------|--|----------------------|--------------------|-----------|
| (i) | Negotiable debt obligations issued by the Government of [] having an original maturity at issuance of not more than [one year] | []% | [Party A] | [Party B] |
| (ii) | Negotiable debt obligations issued by the Government of [] having an original maturity at issuance of more than [one year] but not more than 10 years | []% | [Party A] | [Party B] |
| (iii) | Other: | | [Party A] | [Party B] |

(3) "Calculation Agent" means: ...

⁴ If one Party acts through more than one office

⁵ If both parties act through more than one office

(4) Valuation Procedure

- (a) "Valuation Date" means each [Business Day/Monday...]
- (b) "Exposure Threshold" means
 - in relation to the Net Exposure of Party B to Party A: ...
 - in relation to the Net Exposure of Party A to Party B: ...
- (c) "Minimum Transfer Amount" means : ...

(5) Margin Transfer Deadline

The date by which transfers of Margin have to be effected pursuant to Section 2(2) of the Margin Maintenance Annex for Repurchase Transactions and Securities Loans shall be ...

III. Other Annexes

Sections 2(7)(v) of the Repurchase Annex and 2(6)(v) of the Securities Lending Annex shall apply.