

# **THE GLOBAL EQUITY** **INVESTMENT GUIDE**

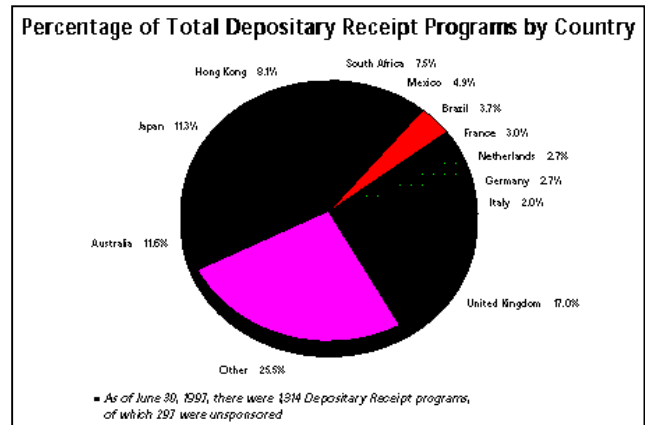
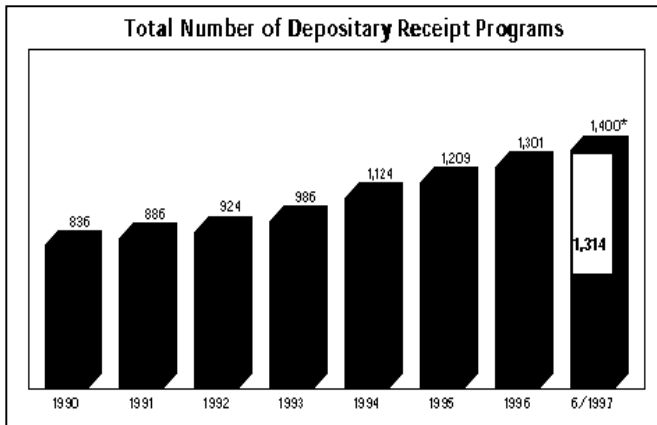
*The Case for Investing In  
Depository Receipts*

# **THE GLOBAL EQUITY INVESTMENT GUIDE**

## ***The Case For Investing In Depositary Receipts***

### **DEMAND FOR DEPOSITARY RECEIPTS**

Investor demand for Depositary Receipts is growing between 30 to 40 percent annually. This demand is driven by the increasing desire of individual and institutional investors to diversify their portfolios globally, reduce risk and invest globally in the most efficient manner. Many of these investors typically do not, or cannot for various reasons, invest outside of the U.S. or in non-U.S. dollar denominated securities. As a result, Depositary Receipts are utilized as a means of global diversification within an investor's portfolio. Even investors who do have the capabilities to invest outside the U.S. prefer to utilize Depositary Receipts because of their cost effectiveness, simplicity, convenience, liquidity and lower operational risk compared to purchasing and safekeeping ordinary shares outside the U.S. Additionally, investing in Depositary Receipts can save even a large, sophisticated, global investor substantially compared to trading and holding the ordinary shares in a custodian outside the U.S. This is especially true after considering not only the direct and measurable costs associated with investing outside the U.S., but also the indirect costs such as the inefficiencies associated with investing outside the U.S. and, depending on the non-U.S. market involved, the reduced pricing transparency and execution.



### ***Depositary Receipts Offer The Broadest Investor Appeal***

Many U.S. based investors are restricted from purchasing non-U.S. shares and holding securities outside the U.S. In fact, in some cases, physical possession of the certificates is necessary. Depositary Receipts, registered under the 1933 Securities Act, are legal U.S. securities. As a result, few, if any, U.S. investors are restricted from owning Depositary Receipts. Simply, the same investors that purchase and trade U.S. securities can invest in Depositary Receipts.

Depository Receipts can also be used in commission recapture programs and in “soft dollar” arrangements. Most agency brokers who specialize in these types of arrangements do not have the capabilities to trade outside the U.S. As a result, to the investor’s detriment, they do not offer these types of services on non-U.S. shares.

## **DEPOSITARY RECEIPTS DEFINED**

Depository Receipts, in American (ADR) or Global (GDR) form, are negotiable certificates that usually represent a non-U.S. company's publicly traded equity or debt. Depository Receipts are legal, U.S. securities that trade freely on a major exchange or in the over-the-counter (OTC) market in U.S. dollars, pay dividends or interest in dollars and settle, clear and transfer according to standard U.S. practices. The Depository Receipt evidences the home market security which trades in a foreign country and is custodized with a local bank, called the custodian. Depository Receipts may also trade in non-US markets, e.g. UK, Luxembourg, or the Euromarket where they are either listed on a stock exchange or trade over-the-counter (OTC) among dealers and institutions.

Depository Receipts are commonly used in global equity offerings to U.S. and non-U.S. investors. Depository Receipts facilitate cross-border trading and settlement, minimize transaction costs and may broaden a non-U.S. company's potential investor base, particularly among institutional investors.

### ***ADRs and GDRs***

ADRs and GDRs are identical from a legal, operational, technical and administrative standpoint. Simply, the word "Global," rather than "American," is used when it is preferred for marketing reasons.

### ***New York Shares***

New York shares, instead of Depository Receipts, may be used by non-U.S. companies from certain markets to list on an exchange in the U.S. New York Shares offer many of the same benefits that Depository Receipts offer and operate similarly to Depository Receipts but are not as efficient due to the extra steps involved in cross-border settlement and registration processes. Also, New York Shares offer the company involved less flexibility to “Americanize” their shares as compared to Depository Receipts. Additionally, New York shares are not registered under the 1933 Securities Act and as a result may not be considered U.S. securities by some investors, limiting their appeal. Nonetheless, for certain non-U.S. companies, New York shares are a viable alternative to Depository Receipts and offer significant benefits as compared to directly purchasing ordinary shares in markets outside the U.S.

## **TYPES OF DEPOSITARY RECEIPT FACILITIES**

There are five types of Depositary Receipt facilities:

### ***Unsponsored***

Unsponsored Depositary Receipts are issued by one or more depositaries in response to market demand, but without a formal agreement with the company. Today, unsponsored Depositary Receipts are considered obsolete and, under most circumstances, are no longer established due to lack of control of the facility and their hidden costs.

### ***Sponsored***

Sponsored Depositary Receipts are issued by one depositary appointed by the company under what is known as a Deposit Agreement or service contract. Sponsored Depositary Receipts give control of the facility to the company, with the added flexibility to list on a national exchange in the U.S. and the ability to raise capital.

### ***Sponsored Level I***

A sponsored Level I Depositary Receipt program is the simplest method for companies to access the U.S. and non-U.S. capital markets. Level I Depositary Receipts are traded in the U.S. over-the-counter ("OTC") market and on some exchanges outside the United States. The company does not have to comply with U.S. Generally Accepted Accounting Principles ("GAAP") or full Securities and Exchange Commission ("SEC") disclosure. A Sponsored Level I Depositary Receipt program allows a company to create a program to facilitate investment without changing its current reporting process.

The Sponsored Level I Depositary Receipt market is the fastest growing segment of the Depositary Receipt market. Of the more than 1,800 Depositary Receipt programs currently trading, the vast majority of the sponsored programs are Level I facilities. In addition, because of the benefits investors receive by investing in Depositary Receipts, it is not unusual for a company with a Level I program to obtain 5% to 15% of its shareholder base in Depositary Receipt form.

### ***Sponsored Level II And III Depositary Receipts***

Companies that wish either to list their Depositary Receipts on a stock exchange (NASDAQ, American or New York) in the US, raise capital or make an acquisition using shares, use sponsored Level II or III Depositary Receipts respectively. Level II and III Depositary Receipt programs require SEC registration and must adhere to U.S. GAAP. These types of Depositary Receipts can also be listed on some exchanges outside the United States. Level II Depositary Receipts are exchange listed securities but do not involve raising of new capital. Level III typically generate the most U.S. investor interest because capital is being raised. Generally, companies that choose either a Level II or Level III program will attract a significant number of U.S. investors.

### ***Private Placement (144A) Depositary Receipts***

In addition to the three levels of sponsored Depositary Receipt programs that trade publicly, a company can also access the U.S. and other markets outside the U.S. through a private placement of sponsored Depositary Receipts. Rule 144A Depositary Receipts are capital raising issues in which securities are privately placed to qualified institutional buyers (QIBs). As a result, these Depositary Receipt programs do not require compliance with U.S. GAAP. Through a private placement of Depositary Receipts, a company can raise capital by placing Depositary Receipts with large institutional investors in the United States, avoiding SEC registration, and to non-U.S. investors in reliance on the Regulation S structured facility. Depending on the circumstances, a Level I Depositary Receipt program may be established alongside a 144A program.

## **HOW DEPOSITARY RECEIPTS TRADE**

### ***Issuance***

Depositary Receipts are issued or created when investors decide to invest in a non-US company and contact their broker to initiate a purchase of Depositary Receipts. The broker involved, through their own international offices or through a local broker affiliate in the company's home market, purchases the actual ordinary shares that represent the Depositary Receipt and requests that the shares be delivered to the depositary bank's custodian in that country. The investor typically will not be involved in the cross-border trade and will receive a firm price for the Depositary Receipts regardless of how the broker settles the trade. The broker who initiated the transaction will receive U.S. dollars from the investor on the U.S. settlement date (T+3) and pay for the ordinary shares in local currency. The executing broker assumes responsibility for the foreign currency risk associated with purchasing the ordinary shares. On the same day that the shares are delivered to the custodian bank, the custodian notifies the depositary bank. Upon receipt of such notification, Depositary Receipts are issued by the depositary bank and delivered to the initiating broker, who then delivers the Depositary Receipts to the investor, in accordance with U.S. settlement practices. In some cases, rather than purchasing the ordinary shares in the local market, a broker may already maintain an existing position of the ordinary shares and could deposit those shares for conversion into the Depositary Receipts. The decision to purchase the ordinary shares outside the U.S. and convert them into Depositary Receipts rather than purchasing existing Depositary Receipts in the U.S. is usually made by the trading area of the brokerage firm executing the order.

### ***Transfer (Intra-Market Trading)***

Once issued, Depositary Receipts are free to trade in the U.S. the same way U.S. common equities trade. When a Depositary Receipt is sold to another U.S. investor, the existing Depositary Receipt is simply transferred from one Depositary Receipt holder (seller) to another Depositary Receipt holder (buyer) according to U.S. clearance and settlement rules. Depositary Receipt to Depositary Receipt trading is known as intra-market trading.

An intra-market transaction is settled in the same manner as any other U.S. security transaction: in U.S. dollars on the third business day after the trade date and typically

through Depository Trust Company (DTC). For those investors who require a physical certificate, Depository Receipts can be issued in physical form just like any other U.S. common share. Intra-market trading accounts for approximately 95% of all Depository Receipt trading in the market today. U.S. investors who own Depository Receipts typically receive the same type and range of services that investors would receive if they owned a U.S. common share. Essentially, the Depository Receipt has “Americanized” a non-U.S. share to accommodate the U.S. market. Accordingly, the most important role of a depository bank is that of Stock Transfer Agent and Registrar.

### ***Cancellation***

When investors want to sell their Depository Receipts, they again notify their broker. The broker can either sell the Depository Receipts in the U.S. market through an intra-market transaction (Depository Receipt to Depository Receipt) as previously described, or sell the shares representing the Depository Receipts outside of the U.S., typically into the home market, through a cross-border transaction. Usually, the investor is not involved in the cross-border trade and will receive a firm price for the Depository Receipt regardless of how the broker settles the trade. The decision to sell the ordinary shares outside the U.S., rather than sell the Depository Receipt in the U.S. market, is made by the trading area of the brokerage firm executing the order. In cross-border transactions, brokers, either through their own international offices or through a local broker affiliate in the company's home market, will sell the shares back into the home market. In order to settle the trade, the U.S. broker will surrender or “cancel” the Depository Receipt to the depository bank with instructions to deliver the underlying shares to the buyer in the home market. The depository bank will cancel the Depository Receipt and instruct the custodian to release the underlying ordinary shares and deliver them to the local broker who purchased the shares.

### ***Trading of Depository Receipts***

Once Depository Receipts are issued and there are an adequate number of Depository Receipts outstanding in the market, (usually 4% to 8% of the company's shares in Depository Receipt form), a true intra-market trading environment emerges. Until this market develops, the majority of Depository Receipt purchases result in cross-border transactions where Depository Receipts are issued versus the deposit of the underlying ordinary shares.

When executing a Depository Receipt trade, brokers seek to obtain the best possible price by comparing the Depository Receipt price to the dollar equivalent price of the ordinary shares in the home market. Brokers will buy or sell in the market that offers them the most cost effective execution. They can do so in three ways: by *issuing* a new Depository Receipt, *transferring* an existing Depository Receipt or *canceling* a Depository Receipt.

For example, if the dollar price of the ordinary shares in the home market is equivalent to \$12.28 per share (1 Depository Receipt = 1 ordinary share), and the Depository Receipt is selling on a U.S. exchange for \$12.30, the broker, either for its own account or based on an investor's order, will buy the ordinary shares and sell the Depository Receipts (by issuing them through the depository bank) until the price of the ordinary shares increases

to \$12.30 or, the price of the Depositary Receipts decreases to \$12.28. Usually the price meets in the middle, at which time the broker will simply buy or sell existing Depositary Receipts outstanding in the market. When there is no price differential, the markets are in equilibrium. If the broker is acting on behalf of an investor that placed a Depositary Receipt order, the broker will execute the trade at the best market price available in the U.S. If the order is of sufficient size the broker could work the order and take advantage of the best price available in either the US or local market. He will then settle the trade by delivering or receiving the Depositary Receipt to the investor in the standard T + 3 settlement period. The broker will only arbitrage between the Depositary Receipt and ordinary shares if the price difference is greater than the transaction costs involved or if there is insufficient liquidity in the Depositary Receipt market. The arbitrage (cross-border) trading that takes place is usually invisible to the Depositary Receipt investor. In most cases, the investor receives a firm price when placing the order.

The broker may also hold an inventory of ordinary shares or Depositary Receipts. In this case, the local trading price serves as a pricing benchmark. True arbitrage will not take place since the broker may decide to sell from an existing position (purchased previously) to satisfy the order.

In many regions of the world, the Depositary Receipt market is open while the home market for the ordinary share is closed. In this case, the opening price of the Depositary Receipt is based off of the last price traded in the home market. Likewise, the closing price of the Depositary Receipt will also impact the opening price of the ordinary share when the home market opens. When the home market is closed, the Depositary Receipt price will fluctuate based on the normal forces of supply and demand and the flow of available information.

The continuous buying and selling of Depositary Receipts, in either market, ensures that no significant deviations are likely to persist between the prices of Depositary Receipts and the ordinary shares they represent. As a result, about 95% of Depositary Receipt trading occurs in the intra-market and does not involve the issuance or cancellation of a Depositary Receipt.

### *Liquidity*

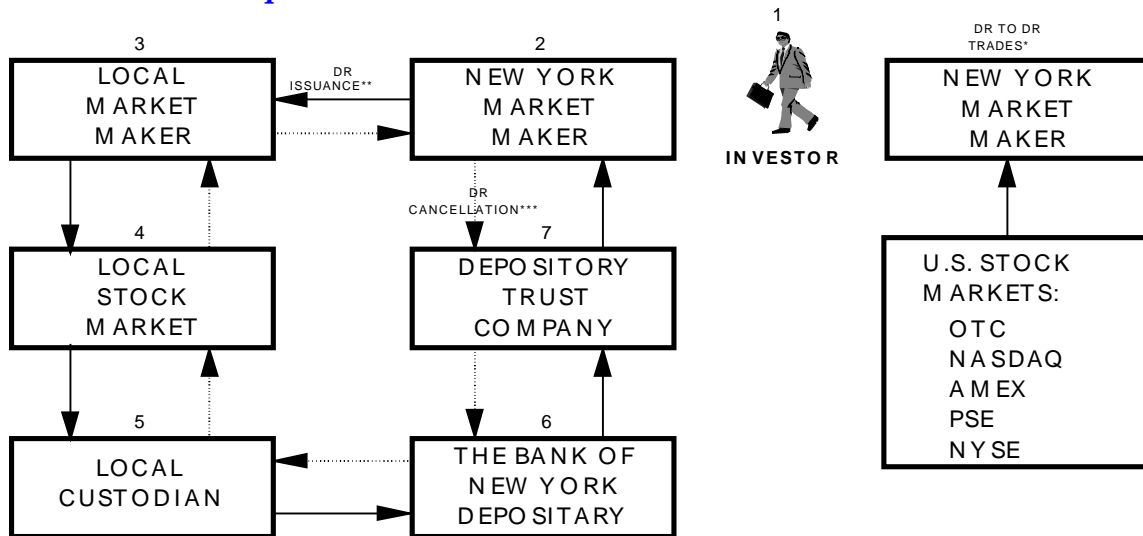
Liquidity of Depositary Receipts is equal to or greater than the liquidity of the ordinary shares in the home market. This is due to the fact that the Depositary Receipts are fungible with the ordinary shares and can be issued or canceled upon investor demand. Depositary Receipts also trade during U.S. trading hours and are subject to standard U.S. settlement practices and regulations. When the home market is closed, brokers are still willing to make a market in the Depositary Receipt in order to satisfy an investor's order or take advantage of changes in markets. The broker will either buy or sell existing Depositary Receipts, trade against its own position, or wait until the home market opens to cover any open positions it creates. In any case, once a price has been agreed upon between the broker and investor, the order is considered firm.

For certain securities, the U.S. market becomes the predominant trading market. In this case, the U.S. market and trading price becomes the main market and price for the



company. Many major securities firms either maintain dedicated Depository Receipt trading desks specializing in making markets in Depository Receipts, or utilize their domestic trading desks for order execution. In addition most major brokerage firms produce dedicated US style research for companies that maintain Depository Receipt programs.

### Illustrated Example



## 3 Business Days (New York)

### \*DR to DR Trades (Transfers)

Buy - Investor contacts NY broker to purchase DRs; broker purchases DRs on U.S. stock market  
 Sell - Investor contacts NY broker to sell DRs; broker sells DRs on U.S. stock market  
 - DR to DR trading represents over 90% of all DR transactions -

### \*\*Depository Receipt Issuance

- (1) Investor contacts NY broker to purchase DRs (like any other stock).
- (2) NY broker contacts local broker to purchase equivalent number of shares.
- (3) Local broker purchases the shares in the local exchange.
- (4) Shares are then deposited with depository bank's custodian in that country.
- (5) Custodian credits the depository's account and notifies it of the deposit.
- (6) Depository issues DRs and delivers them to NY broker through DTC.
- (7) DTC credits DRs to the broker's account to make U.S. settlement.

### \*\*\*Depository Receipt Cancellation

- (1) Investor contacts NY broker to sell DRs (like any other stock).
- (2) NY broker contacts local broker to sell equivalent number of shares; local broker sells the shares in the local exchange.
- (7) NY broker delivers the DRs to the depository bank through DTC.
- (6) DTC credits the DRs to the depository bank's account.
- (5) Depository bank cancels the DR and instructs custodian to release and deliver equivalent number of shares.
- (4) Custodian releases shares and delivers to local broker for local settlement.
- (3) Local market-maker remits sales proceeds to NY market maker.



## *Equity Offerings*

When a non-U.S. company completes an offering of new shares, part of which will be sold as Depositary Receipts in the U.S. or international market, the company will deliver the shares to the depositary bank's local custodian at the time of the closing. The depositary bank then will issue the corresponding Depositary Receipts and deliver them to the members of the underwriting syndicate. With this pool of Depositary Receipts, a regular trading market commences where Depositary Receipts can then be issued, transferred or canceled.

## **HOW ARE DEPOSITARY RECEIPTS PRICED?**

*Depositary Receipt Price = Ordinary Share Price \* Ratio \* FX + or - Transaction Costs*

*The market price of a Depositary Receipt is equivalent to the ordinary share price times the Depositary Receipt ratio multiplied by the applicable foreign exchange rate plus (or minus) any transaction costs.*

This formula represents the **theoretical** pricing relationship between a Depositary Receipt trading in the U.S. and the underlying share trading in the local market. In some instances, the Depositary Receipt's price relative to the underlying security's price will not adhere to the formula above because investor demand may be greater in one market than the other. This will cause the Depositary Receipt to trade at a modest discount or premium. In these cases, an arbitrage or cross-border trade opportunity exists. Arbitrage opportunities, if they occur at all, are a result of very modest spreads between two securities and last for minutes or even seconds at a time before they return to their normal price parity relationship. When arbitrage opportunities exist, international brokers and investors will buy the less expensive of the two securities and sell the more expensive, netting the profit on what is called a riskless, cross-border arbitrage. This arbitrage opportunity causes the security trading at a discount to increase in value because of increased buying demand, while the security trading at a premium decreases in value due to an increase in selling pressure. Eventually, because of this continuous arbitrage process and the fact that 95% of all Depositary Receipt trading is done intra market (DR to DR with no cross border trading), the Depositary Receipt price will reach "parity" with the ordinary share price in the marketplace and the spread between the two securities will close.

## **COSTS ASSOCIATED WITH DEPOSITARY RECEIPT INVESTING**

The following is a list of the applicable fees and related expenses typically involved with buying and holding listed (NYSE, AMEX, NASDAQ) Depositary Receipts:

- **Depositary Receipt Conversion (Issue/Cancel) Fee:** This fee is charged by the depositary bank for the issuance and/or cancellation of Depositary Receipts. Conversion fees associated with the issuance and cancellation of Depositary Receipts are usually not borne by the investor. It is typically the broker who absorbs the

issuance and cancellation fees from the arbitrage profits of the cross border trade. It should be emphasized that issuance and cancellation fees only apply to approximately three to five percent of the total trading volume of a mature Depositary Receipt program. The remaining trades (DR to DR with no cross-border execution) are performed **free** of charge. As a result, issuance and cancellation fees do not affect the price of the Depositary Receipt. The Bank of New York's standard issuance and cancellation fee schedule is as follows:

**Issuance Fee Schedule**

Depositary Receipt Price	Depositary Receipt Issuance Fee
\$.01 to \$.99	\$.01 Per DR
\$1.00 to \$2.99	\$.02 Per DR
\$3.00 to \$4.99	\$.03 Per DR
\$5.00 to \$9.99	\$.04 Per DR
\$10.00 or more	\$.05 Per DR

**Cancellation Fee Schedule**

Depositary Receipt Price	Depositary Receipt Cancellation Fee
\$.01 to \$4.99	\$3.00 Per 100 DRs (\$.03/DR)
\$5.00 to \$9.99	\$4.00 Per 100 DRs (\$.04/DR)
\$10.00 or more	\$5.00 Per 100 DRs (\$.05/DR)

- **Depositary Receipt Custodian Safekeeping Fee:** For institutional investors who utilize a custodian, the custodian bank charges a monthly fee to the investor for safekeeping of the Depositary Receipts. Typically, this is a flat fee charged by issue, referred to as a line charge. Sometimes, however, a basis point fee is charged to the investor. The basis point fee is calculated by multiplying the market value of the security and the basis point charge. These basis point charges differ from custodian to custodian. Retail investors who hold their Depositary Receipts with their broker or in certificate form, typically do not pay any holding or custody fees. Custodians charge the same fees regardless of whether an investor owns US common shares or Depositary Receipts.
- **DTC Holding Fee:** The Depository Trust Company (DTC) charges an annual fee per issue for the registry of shares held in a DTC account. In most cases, this expense is included in the fees charged by the custodian. DTC charges for Depositary Receipts are the same as those for U.S. common shares.
- **Brokerage Commissions:** The same brokerage commissions apply for Depositary Receipts as for U.S. common shares.

## **COSTS ASSOCIATED WITH ORDINARY SHARE INVESTING**

The following is a list of the applicable fees and related expenses typically involved with buying and holding ordinary shares:

- **Custodian Safekeeping Fee:** A global custodian typically charges a monthly basis point fee to the investor for the safekeeping or custodizing of the ordinary shares held in their registry. This fee is calculated by multiplying the market value of the security by the basis point charge. Basis point fees differ from country to country and from custodian to custodian.
- **Custodian Settlement Fee:** This fee is charged by overseas custodians for executing the transaction. The fee is charged on both sides of the delivery transaction (purchase and sale).
- **FX Conversion Fee:** The FX trader who executes the currency transaction associated with buying or selling the ordinary shares charges a fee or mark-up for the services rendered.
- **Miscellaneous Service Charges:** Reflects the non-standard fees associated with holding shares overseas. These fees include, but are not limited to, SWIFT messages, tax reclamation, etc.
- **Indirect Expenses:** In addition to the many direct expenses associated with international investing, there are also indirect expenses. These indirect expenses can be material and, in some cases, may exceed the direct expenses. These include failed trade costs and investment opportunity costs such as the lost interest income from idle funds not returned on a timely basis, delays in receiving payments for securities sold and the additional interest expense associated with overdrafts.

## **COST BENEFITS OF DEPOSITARY RECEIPTS COMPARED TO ORDINARY SHARES**

While most investors, both institutional and retail, recognize the benefits of international diversification, they also understand the obstacles of investing in ordinary shares directly. These obstacles can include undependable settlements, costly currency conversions, unreliable custody services, poor information flow, unfamiliar market practices, confusing tax conventions, as well as an internal investment policy which may discourage institutions and private investors from venturing outside the U.S. market.

Depository Receipts overcome most, if not all, of the operational and custodial hurdles that are inherent with international investing. In addition, substantial cost benefits can be obtained when investing internationally using Depository Receipts rather than ordinary shares in a non-U.S. market.

## ***Illustrated Example - Company XYZ***

<b><i>Dollar Value of Position Held:</i></b>	<b><i>\$50,000,000</i></b>
<b><i>Price Per DR (\$U.S.):</i></b>	<b><i>\$58.50</i></b>
<b><i>Price Per Ordinary Share(\$U.S.):</i></b>	<b><i>\$58.50</i></b>
<b><i>Ratio:</i></b>	<b><i>1 DR = 1 Ordinary Share</i></b>
<b><i>Number of DRs Held: (or)</i></b>	<b><i>854,701</i></b>
<b><i>Equivalent Number of Ordinary Shares Held:</i></b>	<b><i>854,701</i></b>
<b><i>Expected Rate of Return on Security:</i></b>	<b><i>20%</i></b>
<b><i>Local Market</i></b>	<b><i>France</i></b>

### **Assumptions:**

***The following case study assumes that the DR purchase cannot be made in the US. Therefore, the ordinary shares would have to be purchased in the local market and the DR created.***

***However, most DRs have the liquidity and trading volume necessary to execute either a buy or sell order in the U.S. on a major exchange (NYSE, NASDAQ, AMEX). In this case, it is ALWAYS more economical to buy and hold the DR relative to its underlying ordinary share.***

### **DR Holding Costs**

DR Conversion (Issuance) Fee:	\$0.05 per DR	\$42,735.05
DTC Holding Fee (per year per issue):		\$ 10.00
DR Custodian Safekeeping Fee (line charge):	\$2.00 per month	\$ 24.00
FX Conversion Fee (on principal)	n/a	n/a
<b>Total DR Holding Costs Year One:</b>		<b>\$42,769.05*</b>

### **Ordinary Share Holding Costs**

Custodian Safekeeping Fee:	7 bp	\$35,000.00
Custodian Settlement Fee:	75.00	\$ 150.00
FX Conversion Fee:	6 bp	\$30,000.00
Cash Investment Opportunity:**	1.05 bp	\$ 5,250.00
Miscellaneous Service Charges:		\$ 15.00
<b>Total Ordinary Holding Share Costs Year One:</b>		<b>\$84,708.33</b>

***\*DR savings begin in the fourth month. Savings of \$41,939.28 are realized by the end of the first year and will continue to increase and accumulate the longer the position is held.***

***\*\*Cash investment opportunity represents the lost interest income from idle funds not returned on a timely basis due to foreign settlement inefficiencies.***

## *Depository Receipt To Ordinary Share Cost Comparison*

### *Total Cumulative Costs:*

	<u>Ordinary Share</u>	<u>DR Form</u>	<u>Amount Saved With DRs</u>
<b>Cost In Year 1</b>	\$84,708.33	\$42,769.05	<b>\$41,939.28</b>
<b>Cost In Year 2</b>	\$142,015.34	\$42,803.05	<b>\$99,212.29</b>
<b>Cost In Year 3</b>	\$210,739.91	\$42,837.05	<b>\$167,902.86</b>
<b>Cost In Year 4</b>	\$293,366.94	\$42,871.05	<b>\$250,515.89</b>

### ***DR CONVERTER<sup>™</sup>***

To demonstrate quantitatively to those global investors who have the ability to invest directly in non-U.S. securities that buying and holding Depository Receipts is the most beneficial global investment option, The Bank of New York has developed a proprietary cost analysis model called *DR Converter<sup>™</sup>*.

*DR Converter<sup>™</sup>* is a comprehensive, Windows based software program that analyzes the costs associated with investing in international equities - in either DR form or direct investing in ordinary shares. Through user inputs, the model calculates the costs of holding Depository Receipts and holding ordinary shares. Based on the holding period, *DR Converter<sup>™</sup>* compares both costs and determines the most effective custody alternative. Furthermore, this model can be used to compare the cost of owning a single non-U.S. equity investment or will allow a user to analyze the costs associated with an entire portfolio of international securities.

The Bank of New York's *DR Converter<sup>™</sup>* is simple in design, thorough in its assumptions and flexible enough to allow the investor to input their unique portfolio custody costs and related expenses. We invite you to test *DR Converter* at your earliest convenience and see for yourself the benefits of investing in international equities through Depository Receipts.

## ***Conclusion***

The inherent benefit of Depositary Receipts is that they “Americanize” non-U.S. shares to accommodate the U.S. market. Investors who own Depositary Receipts generally receive the same type and range of services and can utilize their Depositary Receipts in the same manner as they do U.S. common shares. Benefits include:

- *Depositary Receipts are U.S. securities*
- *Depositary Receipts are liquid, trade during U.S. market hours according to U.S. settlement standards*
- *All settlements and dividend payments are made in dollars*
- *FX execution costs eliminated. No currency transactions or associated expenses incurred for purchases and sales.*
- *Depositary Receipts are continually priced and quoted in U.S. dollars*
- *Better trade execution*
- *Lower trade execution costs (i.e. lower commissions)*
- *Lower global custodian safekeeping charges*
- *Lower custody transaction fees*
- *Depositary Receipts are DTC eligible*
- *Brokerage commissions are generally lower in the U.S. than in non-U.S. markets*
- *The commission rates for Depositary Receipts are the same as U.S. common shares*
- *Lower claims as a result of fewer settlement “Fails” and “DKs”*
- *Depositary Receipts can be issued in physical certificate form*
- *Typically, better disclosure in the U.S. markets compared to non-U.S. markets*
- *Voting and information distribution process is improved*
- *Global BuyDirect and dividend reinvestment programs are available*
- *Simplified tax reclaim process*

The substantial cost benefits and conveniences associated with Depositary Receipt investing provide a mechanism for international investors to achieve the benefits of international diversification, without the added expense and complexities of ordinary share investing.

## **WORLD LEADER IN DEPOSITARY RECEIPTS**

The Bank of New York is the leading depositary bank managing substantially more sponsored Depositary Receipt programs than any other depositary bank. We currently issue Depositary Receipts for 1,000 programs for companies in more than 60 countries, including the majority of the actively traded sponsored Depositary Receipts. Our leadership in the Depositary Receipt industry is exemplified by our appointment as depositary bank for approximately 60% of all new public programs over the last eight years. Our overall success is based upon our unique, value-added services; technologically advanced securities processing operating capabilities; specialized approach to each market we service; personalized administrative support and overall commitment to securities processing.