



Centrálny depozitár cenných papierov SR, a. s.

**STATUTES OF THE USER COMMITTEE OF CENTRÁLNY
DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.**

01.07.2017

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Definition of terms for the purpose of statute

Committee, User Committee – the User Committee of Centrálny depozitár cenných papierov SR, a.s.

Delegated Act - COMMISSION DELEGATED REGULATION (EU) 2017/392 supplementing Regulation (EU) No 909/2014 of the European Parliament and of the Council with regard to regulatory technical standards on authorisation, supervisory and operational requirements for central securities depositories

Issuer – a legal entity or an individual that has issued, issues or has decided to issue a security to whom CDCP as SSS operator has established and keeps a register of issuer of book-entry securities in compliance with §107 of Act No. 566/2001 Coll. on Securities and Investment Services as amended.

Member of the Committee – participant of CDCP, issuer in securities settlement system or other entity appointed as a member of the Committee under Article V of these Statutes

Participant of CDCP – the participant of Centrálny depozitár cenných papierov SR, a.s. means a legal entity under Article 2(1)(19) of the Regulation and §99 (13) of Act No. 566/2001 Coll. on Securities and Investment Services as amended with granted access to securities settlement system of CDCP in accordance with the Rules of Operation of CDCP

Regulation - REGULATION (EU) No 909/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012

Rules of Operation of CDCP – the Rules of Operation of Centrálny depozitár cenných papierov SR, a.s.

Scale of Fees of CDCP – Scale of Fees of Centrálny depozitár cenných papierov SR, a.s.

Statutes, Statutes of Committee – Statutes of the User Committee of Centrálny depozitár cenných papierov SR, a.s.

Abbreviations used

BCPB – Burza cenných papierov v Bratislave, a.s.

CDCP – Centrálny depozitár cenných papierov SR, a.s.

NBS – National Bank of Slovakia

SSS – securities settlement system means a system under Article 2(1) (10) of the Regulation

Article I

Introductory Provisions

1. The Board of CDCP establishes the User Committee in compliance with the Regulation. The Committee is an advisory body of the Board of Directors of CDCP in the area of services provided by CDCP within the securities settlement system operated by CDCP.
2. CDCP establishes a single joint committee for issuers and participants in the securities settlement system operated by CDCP. The activities of the Committee shall be governed by these Statutes.
3. These Statutes have been drawn up in line with Article 28 of the Regulation and in compliance with the Delegated Act. These Statutes are drafted by CDCP and approved by the Board of Directors of CDCP after having been discussed by the Committee. Any member of the Committee or CDCP may propose changes to the Statutes. The changes to the Statutes are approved by the Board of Directors of CDCP after having been discussed by the Committee. The activities of the Committee and their scope, manner of appointment and removal of Chairman and Secretary, and nomination of members of the Committee are regulated herein.
4. These Statutes may be changed and amended only in the form of written amendments pursuant to Article I (3).

Article II

Mandate of the User Committee

1. The Committee may discuss issues relating to provision of services in relation to CDCP and participants of CDCP as well as issuers, and seek for optimal solutions.
2. The Committee may submit its opinions to the Board of Directors of CDCP in the form of written advice.
3. The Committee shall discuss in particular:
 - a) proposals of members of the Committee to introduce new services of CDCP,
 - b) proposals of changes and improvement of level of services provided by CDCP, mainly of their functionality and availability,
 - c) proposals to carry out other activities of CDCP relating to provision of services,
 - d) proposals of changes of the Scale of Fees of CDCP and of the Rules of Operation of CDCP,
 - e) criteria for accepting the issuers and participants to SSS operated by CDCP,
 - f) other key arrangements of CDCP having impact on members of the Committee,
 - g) findings of the audit conducted in CDCP.
4. CDCP shall share audit findings with the Committee Article II (3) (g) in the following cases:

- a) where the findings relate to the criteria for accepting issuers or users to securities settlement systems operated by CDCP;
 - b) where the findings relate to any other aspect of the User Committee's mandate;
 - c) where the findings may impact the level of provision of CDCP services, including ensuring business continuity.
5. Members of the Committee shall not be provided with information that might give those members competitive advantage.

Article III

Governance and Administration System of the Committee

1. The Chairman of the Committee represents members of the Committee and convenes and chairs the Committee, approves the agenda and minutes of the meetings. The Committee shall submit the minutes of its meetings to the Board of Directors of CDCP.
2. The Chairman of the Committee, or if the Chairman of the Committee is absent, a member of the Committee authorised by the Chairman, may determine that if any of the voting members of the Committee has a conflict of interest in relation to discussed matter, that member is not allowed to vote on that matter. Should the concerned member of the Committee disagree that it has the conflict of interest in relation to the discussed matter determined by the Chairman of the Committee, the Committee may vote on determination of conflict of interest of the respective member. Should the member concerned after voting of the Committee on his/her conflict of interest further disagree, he/she may refer to the Board of Directors of CDCP or to the supervisory authority – NBS for determination of conflict of interest. A member of the Committee shall inform the Chairman of the Committee about any such conflict of interests prior to voting.

Article IV

Powers and Duties of the Board of Directors of CDCP in Relation to the Committee

1. The Board of Directors of CDCP shall discuss the advice of the Committee.
2. The Board of Directors of CDCP shall not be bound by written advice of the Committee in its decision-making process.
3. If the Board of Directors of CDCP does not follow the written advice of the Committee, it shall notify NBS as the authority supervising CDCP as well as the Committee of this fact in writing without undue delay, stating the reasons. CDCP/Secretary of the Committee shall arrange that each member of the Committee is informed about this fact without undue delay.

Article V
Admission Criteria and Election Mechanisms
for the Committee Members

1. The Committee is composed of representatives of participants of CDCP and representatives of issuers who meet the criteria of participation in the Committee and of members of the Committee proposed by the Board of Directors of CDCP from among employees of CDCP or of representatives of expert public, as well as a representative of BCPB.
2. Number of members of the Committee is not limited. The representatives of participants of CDCP and representatives of issuers shall be the voting members of the Committee. Each voting member of the Committee shall have one vote also if the participant of CDCP holds in parallel the status of the issuer.
3. Participation of issuer in the Committee requires the issuer's written request. The request shall be discussed by the Committee and following the opinion of the Committee, the Board of Directors of CDCP shall decide on accepting/non-accepting of the issuer. Any notice of decision shall contain the reasons. When deciding on accepting/non-accepting of the issuer as the member of the Committee, the Board of Directors of CDCP shall take into consideration for example volume of securities issues, number of performed services, and significance of the issuer in the capital market.
4. The Chairman of the Committee shall be appointed and recalled upon proposal of the Committee by the Board of Directors of CDCP. The Committee shall elect the Chairman of the Committee based on voting of the absolute majority of all members of the Committee having the voting rights. In case that the Committee does not constitute quorum under Article IX (2) hereof for election of the Chairman of the Committee, per rollam voting may be applied.
5. The members of the Committee from among employees of CDCP and representatives of expert public shall be appointed and recalled by the Board of Directors of CDCP. The members of the Committee from BCPB shall be appointed and recalled by the Board of Directors of CDCP upon proposal of the Board of Directors of BCPB.
6. Membership in the Committee shall cease:
 - a) upon termination of participation of a participant of CDCP in CDCP,
 - b) when the issuer ceases to exist, or when the issuer no longer meets the criteria on the basis of which the issuer has been accepted as a member of the Committee,
 - c) upon resignation from the membership in the Committee.
7. The authorisation of the participant's representative and persons nominated by CDCP and BCPB to the User Committee shall cease:
 - a) upon expiry of the period for which the person is designated as a representative of participant in the Committee,

- b) by cancellation of the written authorisation or revocation of the power of attorney of a representative of participant in the Committee,
 - c) by waiver of representation of participant in the Committee,
 - d) upon death,
 - e) when the membership of participant in the Committee ceases.
8. Once the membership in the Committee under Clause 6 of this Article ceases, the membership in the Committee shall be terminated, unless otherwise stipulated, on the date when CDCP is notified of this fact in writing, except for termination of membership under (a) and (b) of Clause 6 of this Article hereof.
 9. The members of the Committee shall be bound by confidentiality in relation to issues discussed by the Committee as well as to documents discussed by the Committee under Article II(3). The members of the Committee shall discharge all duties of a member of the Committee arising from these Statutes.
 10. Any expenses incurred by the member of the Committee in connection with participation in meetings of the Committee shall be borne by that member of the Committee.

Article VI

Secretary of the Committee

1. The Board of Directors of CDCP shall appoint and remove the Secretary of the Committee from among the employees of CDCP.
2. The duties of the Secretary of the Committee:
 - to provide for organisation of meetings of the Committee,
 - to assist the Chairman of the Committee in preparation of the meetings of the Committee,
 - to draw up the minutes of the meetings of the Committee and to submit them to the Chairman of the Committee for approval,
 - to distribute the approved minutes in electronic form to members of the Committee, Board of Directors of CDCP, and to other persons who were present at the meeting and to provide for publication of minutes on CDCP website,
 - to inform the Board of Directors of CDCP in writing about advice of the Committee passed by the Committee under Article IX (11) hereof,
 - to inform management of CDCP and respective employees of CDCP about important facts discussed at meetings of the Committee,
 - to arrange that the documents that were discussed electronically are discussed also in the Committee.
3. In case of an excused absence of the Secretary at the meeting of the Committee the duties of the Secretary shall be performed by an employee of CDCP designated by the Secretary to whom the provisions hereof apply, save for this Clause.

Article VII

Convening of the Committee

1. Meetings of the Committee shall be convened by the Chairman of the Committee through a written invitation sent by email, fax, or mail at least 5 business days before the meeting of the Committee takes place. The invitation shall contain venue, date and time, and agenda of the meeting.
2. In organisational and technical terms, the meetings of the Committee shall be arranged by the Secretary of the Committee.
3. The Committee shall meet on a regular basis, usually once a quarter.
4. Following the request of at least 20% of all members of the Committee, the Chairman of the Committee may convene an extraordinary meeting of the Committee in exceptional cases. If this is the case, the Committee shall meet no later than within 10 business days of delivery of the request. CDCP may also request the Chairman of the Committee to convene the extraordinary meeting of the Committee.

Article VIII

Participation in Meetings

1. Each participant of CDCP and issuer meeting the criteria of membership in the Committee shall be represented in the Committee by a representative - the individual on the basis of a written authorisation/power of attorney (hereinafter only the “authorised proxy”).
2. A member of the Committee may be represented in the Committee by another member of the Committee on the basis of a written authorisation/power of attorney.
3. The authorised proxy shall notify the Secretary of the Committee of his/her contact data (telephone, fax, email) and any change thereof.
4. The member of the Committee may deliver to CDCP a list of persons it has authorised to represent the member in the Committee, and the member may also determine the order in which these persons are authorised to participate and vote at the meetings of the Committee.
5. Members of the Committee shall inform the Secretary of the Committee about any and each change with respect to the authorised proxy without undue delay.
6. In addition to members of the Committee, also members of the Board of Directors of CDCP, employees of CDCP and other persons with legitimate interests invited by the Chairman of the Committee may participate in the meetings of the Committee.

Article IX

Procedures of the Meetings

1. Meetings of the Committee shall be chaired by the Chairman of the Committee and if the Chairperson of the Committee is not present, by a member of the Committee authorised by the Chairman (hereinafter only the “chairperson”).
2. The Committee constitutes quorum if at least 1/3 of all members with voting rights is present.
3. In case that the Committee does not constitute the quorum, the chairperson may cancel the meeting of the Committee and determine the date of the next meeting of the Committee, or the documents submitted for the respective meeting of the Committee shall be approved *per rollam*, if allowed by their nature.
4. The agenda is approved at the beginning of the meeting by voting of the members of the Committee being present.
5. In urgent cases the Committee may, with consent of the chairperson, deliberate and decide also on the basis of documents submitted at the meeting of the Committee, or on the basis of a verbal proposal of the member of the Committee. If deciding on this matter requires voting, the decision shall be taken by the absolute majority of votes of the members having voting rights.
6. The Committee shall deliberate and decide on the basis of documents submitted by members of the Committee, or other persons.
7. The person submitting the documents shall deliver the notice requesting the Chairman of the Committee to include the documents for discussion by the Committee.
8. The language of meetings of the Committee shall be Slovak. The written proposals may be submitted in Slovak or English.
9. During the opening part of the meeting the chairperson:
 - a) shall state, on the basis of an attendance list, whether or not the Committee constitutes the quorum if the agenda involves also making decisions through voting, the chairperson
 - b) submits proposal for approval of agenda of the meeting and minutes verifier,
 - c) comments *per rollam* voting since the last meeting of the Committee.
10. Each member of the Committee and invited persons have the right to comment on the documents submitted for discussion and recommend their adoption, amendment, recast or returning and have also the right to have their comments included in the minutes of the meeting of the Committee.
11. The Committee may submit to the Board of Directors of CDCP the written advice on the issues falling within its mandate pursuant to Article II hereof, and the reservations regarding the pricing structures shall contain detailed reasons.

12. The Committee shall submit its advice to the Board of Directors of CDCP through the Secretary of the Committee who shall submit it at the next meeting of the Board of Directors of CDCP. If the Committee determines that its written advice has not been followed by the Board of Directors of CDCP, the Committee may inform NBS as the authority supervising CDCP.

Article X

Voting

1. The Committee shall adopt decisions through voting:
 - a) at the meetings of the Committee,
 - b) *per rollam*.
2. Decisions of the Committee shall be adopted by the absolute majority of members of the Committee being present, unless otherwise stated in the Statutes.
3. In case of parity of votes, the chairperson shall have a casting vote.
4. In urgent cases or in case of discussion regarding the documents on the issues as set out in Article II of the Statutes the Chairman of the Committee may request the members to take decision outside the meeting of the Committee – through *per rollam procedure*.
5. In such a case the Secretary of the Committee shall provide for delivery of the documents to all members of the Committee in electronic form.
6. The members of the Committee shall submit their opinion on the proposal sent *per rollam* in writing within 5 business days of the date of delivery or may request that it is discussed at regular or extraordinary meeting of the Committee.
7. In case that a decision is taken *per rollam* the approval of the decision requires the consent of the absolute majority of all members of the Committee with voting rights. In case of discussion regarding the documents in the matters defined in Article II hereof the *per rollam* procedure may be applied provided that no member of the Committee requests that it is discussed under Clause 6 of this Article at regular or extraordinary meeting of the Committee.

Article XI

Minutes of the Meeting

1. The Secretary of the Committee shall draw up the minutes regarding results of a meeting of the Committee.
2. The minutes shall contain all essential deliberations of the meeting, in particular:
 - a) an attendance list,
 - b) venue and time of the meeting,
 - c) name of chairperson, minutes taker, and verifier of the minutes,

- d) items of the agenda discussed and a summary thereof,
 - e) exact wording of all parts of resolution including the recommendations adopted.
3. The minutes shall be deemed to be approved once they are approved/signed by the minutes taker, verifier of the minutes, and the Chairman of the Committee.
 4. The Secretary of the Committee shall send the minutes by electronic mail to all members of the Committee, members of the Board of Directors of CDCP, and all invited participants within 10 business days of the date of meeting of the Committee.
 5. The minutes shall be also published on CDCP website in the section designated to CDCP members and to issuers.
 6. The minutes shall be drawn up in the Slovak language. If requested at least by one member of the Committee, the Secretary shall publish the minutes in the English language as well.

Article XII

Final Provisions

1. On the effective date of these Statutes, the Statutes of the User Committee of Centrálny depozitár cenných papierov SR, a.s. of 23 November 2016 shall be cancelled and replaced by these Statutes.
2. The Services Committee members nominated under the Statutes of the Services Committee of Centrálny depozitár cenných papierov SR, a.s., which were effective until 5 February 2017, shall nominate their representatives to the Committee in accordance with the Statutes of Committee until 31 August 2017. The issuers and participants of CDCP being also issuers are entitled, from the date of creation of the Committee, to apply for membership in the Committee in line with conditions of the Statutes of the Committee. The Board of Directors of CDCP and the Board of Directors of BCPB shall appoint the members of the Committee under Article V (5) hereof, in particular the Secretary of the Committee, until 31 August 2017.
3. These Statutes were approved by the Board of Directors of CDCP on 28 June 2017 and come into effect on 1 July 2017.

In Bratislava on 28 June 2017

Ing. Martin Wiedermann
Chairman of the Board

Ing. Ľudmila Boboková
Vice-Chairperson of the Board