

# **THE RULES OF OPERATION**

**CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.**

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PART I  
INTRODUCTORY PROVISIONS

**Article 1**  
**The object of set-out of the Rules of Operation**

- 1.1 The Rules of Operation are issued by Centrálny depozitár cenných papierov SR, a.s. in compliance with §103 of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as the ‘Act’)
- 1.2 The list of activities which are included in Centrálny depozitár cenných papierov SR, a.s. licence to establish and operate the Central Securities Depository:
- a) registration of book-entry securities and immobilised securities in the issuer’s registries;
  - b) registration of the owners of book-entry securities in the owner’s accounts, and information on securities in the client accounts of members, in the extent stipulated by the Act;
  - c) registration of changes in the owner’s accounts, in the extent stipulated by the Act, and in the client accounts of members;
  - d) registration of data related to book-entry securities and immobilised securities, in the extent stipulated by the Act;
  - e) assignment, change and cancellation of ISINs;
  - f) provision of services to members of Centrálny depozitár cenných papierov SR, a.s., the issuers of securities, the Bratislava Stock Exchange, a foreign Stock Exchange associated with the activities pursuant to Sections a) through e), and pursuant to §99 Section 4 Subsections a) and f) of the Act;
  - g) provision and operation of a system for technical processing of registration data pursuant to Sections a) through d) and pursuant to §104 Section 2 Subsections a) through c) of the Act;
  - h) provision of clearing and settlement of stock exchange transactions in financial instruments as well as clearing and settlement of transactions in financial instruments upon the request of a client, or a multilateral trading facility operator; provision of clearing and settlement of transactions means organising and operating a system of clearing and settlement of transactions in financial instruments for at least three participants in the settlement system;
  - i) administration of a list of shareholders for registered shares in paper form;
  - j) opening and administration of the holder’s accounts;

- k) registration of changes in the holder's accounts;
- l) providing for redemption of nominal value of securities, and paying out the yields from securities after expiration of their maturity period as well as other associated activities upon the issuer's request;
- m) opening and administration of an owner's account for the Central Depository and provision of related services;
- n) opening of account with foreign legal entity with similar subject of operation as a Central Securities Depository, with a foreign bank or a foreign broker/dealer and provision of related services; these accounts are administered according to legislation under which the foreign legal entity was established, the foreign bank or the foreign broker/dealer, that opened the account for the Central Securities Depository, and administration of data on securities owner is governed by legislation of the Slovak Republic,
- o) registration of foreign book-entry securities issued, or being issued by the European Central Bank, or by the European Central Bank in cooperation with the National Bank of Slovakia as well as provision of related activities and services of Centrálny depozitár cenných papierov SR, a.s. while administration of the register is regulated by the Act, special regulations (e.g. Article 3, item 3.1 first indent; Article 9, item 9.2; Article 12, item 12.1; Article 34, item 34.1 of the Protocol on the Statute of the European System of Central Banks and of the European Central Bank (OJEU C115, 9 May 2008)), this Rules of Operation of Centrálny depozitár cenných papierov SR, a.s., and the agreement concluded between Centrálny depozitár cenných papierov SR, a.s. and the European Central Bank, or between Centrálny depozitár cenných papierov SR, a.s. and the National Bank of Slovakia,
- p) to execute administration of financial instruments on client's account in relation to foreign transferable securities,
- q) administration of other data, if so stipulated by the Act, or a special law;
- r) other activities related to Centrálny depozitár cenných papierov SR, a.s. activity pursuant to the Act.

## **Article 1a**

### **The definitions and abbreviations used in all parts of the Rules of Operation**

- 1a.1 In case following terms are used in other provisions of all parts of the Rules of Operation, these terms have the meanings set out below:
- a) "CDCP" – Centrálny depozitár cenných papierov SR, a.s.,
  - b) "Foreign CSD" - a foreign central depository,
  - c) "Sec." - a security/securities,
  - d) "member" - a member of CDCP,

- e) “authorised member” – member of CDCP who is, on the basis of the contractual relationship with CDCP, eligible at that time to place requests for services specified in the agreement and related services provided by CDCP related to owner’s account and holder’s account; authorised member may place only such requests for CDCP services, for which it was authorised by an owner, or holder of an account in CDCP,
- f) „non-member“ – holder who is not a member,
- g) “holder” – a person for whom a holder’s account has been opened pursuant to §105a) the Act,
- h) “broker/dealer” – an organization that trades in securities,
- i) “Foreign broker/dealer” – a foreign organization that trades in securities,
- j) “SDR” – Suspension of Disposal Rights
- k) „BSSE“ - Bratislava Stock Exchange,
- l) “Foreign SE” - foreign Stock Exchange,
- m) “APV” – application software systems for technical data processing of registration pursuant to §99 Section 3 Subsection g) of the Act and for ensuring the clearing and settlement pursuant to §99 Section 3 Subsection h) of the Act,
- n) “technical specification to the APV” – a description of how CDCP services work and how they should be properly used so that they are performed in the systems for technical data processing of registry administration pursuant to §99 Section 3 Subsection g) of the Act and to ensure clearing and settlement of transactions pursuant to §99 Section 3 Subsection h) of the Act – Executory Decree No 2 of the Rules of Operation,
- o) „Eurosysteem” – is created by the European Central Bank and the national central banks of the member states of the European Union that have adopted the euro. The legal ground is The Treaty establishing the European Community with its appendix The Statute of the European System of Central Banks and of the European Central Bank,
- p) “NBS” – the National Bank of Slovakia,
- q) “ECB” - The European Central Bank,
- r) „NCB“ - a national central bank creating part of the Eurosysteem,
- s) „EIB“ - the European Investment Bank,
- t) “debt security” – security covered by the Act on Bonds, bond of the National Property Fund of SR and treasury bills,
- u) “the clearing and settlement system” – system which provides clearing and settlement of stock exchange transactions in financial instruments and clearing, and settlement of transactions in financial instruments at the request of the client or administrator of the multilateral trading system, providing clearing and settlement means the organization and operation of clearing and settlement system of trades with financial instruments for at least three participants of the settlement system,
- v) “foreign securities” – the book-entry foreign security/book-entry foreign securities

is/are securities issued abroad, with which are associated rights under the laws of the particular state, especially the right to require certain property performance or perform certain rights to designated persons or to acquire security,

- w) "Foreign BRN" – foreign birth registration number,
- x) "Foreign CRN" – foreign company registration number,
- y) "excerpt from CR " – excerpt from the Commercial Register,
- z) "Scale of Fees" – Scale of Fees of Centrálny depozitár cenných papierov SR, a.s.
- aa) "SWIFT" - communication system for transferring of data between banks and other financial or non-financial institutions. For more information refer to [www.swift.com](http://www.swift.com).
- bb) "SWIFT message"- SWIFT is transferring data through messages which have their own structure depending on type of message. Each message type has own name and code with following structure: MTXXX, where XXX is three digit number.
- cc) "BIC code" – each bank participating in SWIFT has own unique code for identification – BIC code. This code is assigned by SWIFT itself.
- dd) "SCD Klient" – application for communication with the database of CDCP in U2A mode.
- ee) "API" – module for communication with the database of CDCP in A2A mode.
- ff) "Services of CDCP" – services executed over the database of book-entry securities that are specified in interfaces of SCD Klient and API application.
- gg) "DR" – Disposal Right.
- hh) "ECP" – Securities Registry.

## **Article 2**

### **Approval of Rules of Operation and their changes**

- 2.1 In compliance with §103 Section 3 of the Act, the Rules of Operation and their changes are approved by NBS based on a proposal of the CDCP Executive Board. CDCP will consult the Rules of Operation or its Amendmend with the Committee for Services before it is submitted to NBS, whereas details of the procedure are set in the Statutes of the Committee for Services of Centrálny depozitár cenných papierov SR, a.s.
- 2.2 The Rules of Operation and their amendments shall come into effect no sooner than on the day of coming into effect of the NBS's decision on their approval. If the NBS does not decide within 30 days from the date of delivery of the draft of Rules of Operation or its changes, the Rules of Operation or their changes shall be deemed as approved.

## **Article 3**

### **Division of Rules of Operation**

- 3.1 The division of the Rules of Operation reflects the needs of the members, the issuers, CDCP and other entities of the capital market. The Rules of Operation are divided as follows:

- a) Introductory provisions;
- b) The Rules for Membership;
- c) The Rules for Registration of Issues;
- d) The Rules of Work with the Registry;
- e) The Rules of Work with the Registry of Foreign Securities;
- f) The Rules of Work with the Special Registry of CDCP for Foreign Securities issued by the European Central Bank;
- g) The special rules for transfer of securities pursuant to §18b of the Act, even if the securities are not specified in the Decition on inheritance;
- h) The Rules of Clearing and Settlement;
- i) The Rules for a dual display and conversion of SKK currency to euro in the Registry of the CDCP;
- j) Special and final provisions.

#### **Article 4**

##### **Binding force of Rules of Operation**

- 4.1 The Rules of Operation/its changes/Executory Decrees of the Rules of Operation are binding upon CDCP, the CDCP members, a broker/dealer or foreign broker/dealer that keeps a registry pursuant to §71h) Section 2, a broker/dealer or foreign broker/dealer for whom CDCP opened a holder's account pursuant to §105a), legal entities and the natural persons for whom CDCP opened the owner's accounts pursuant to §105, and §164, the issuers whose securities are registered in the central depository, the issuers for whom the central depository keeps a list of shareholders, the Bratislava Stock Exchange, the legal entities and natural persons placing an instruction to register the creation/change/termination of pledge, the legal entities other and natural persons requesting for a pledge, the legal entities and natural persons requesting for services or placing an instruction for services related to the registry of foreign securities, the legal entities and natural persons requesting for a statement of the Pledge Registry, and for all legal entities and natural persons that request for other services or place instructions for other services pursuant to these Rules of Operation.

#### **Article 5**

##### **Publication of Rules of Operation**

- 5.1 CDCP shall make available the Rules of Operation including its changes, as well as the Executory Decrees of the Rules of Operation, to the public without delay at the CDCP's registered office, on its website and at the members' registered offices in written form or

in other appropriate form, and shall publish an announcement to that effect in the nationwide press publishing stock exchange news.

## **Article 6**

### **Authorised persons**

- 6.1 Unless otherwise stated in the Rules of Operation, persons authorised vis-à-vis CDCP ('authorised persons' hereinafter) are primarily:
- a) the persons authorised under the Act, or a separate regulation;
  - b) the persons to which CDCP provides its services.
- 6.2 The relations between CDCP and the authorised persons to whom CDCP provides its services are governed by these Rules of Operation, the provisions of the Act, the provisions of the Commercial Code, and the provisions of other generally binding legal regulations.

## **Article 7**

### **Registration of identification data and assignment of identifiers**

- 7.1 Unless otherwise stated in the Rules of Operation, a precondition for the use of CDCP services is that an authorised person is registered in the registry of CDCP/ a member.
- 7.2 The registry of authorised persons using CDCP services comprises the entry of required identification data of an authorised person into the CDCP's/ member's registry, and assignment of a relevant numerical identification, or registration number. The identification data of the authorised person shall mean:
- a) Birth Registration Number for a domestic natural person, or a foreign birth registration number for a foreign natural person, including the name, surname and address of permanent residence, or
  - b) Company registration number (IČO) of a domestic legal entity, or a substitute foreign company registration number of a foreign legal entity, including the commercial name or name and registered office/venue of business provision.
- 7.3 An authorised person applies with CDCP/a member for registration / change of registration /cancellation of registration, unless the registration has been made together with a request for service (e.g. by signing an agreement with the issuer, by requesting the opening of an owner's account etc.), or it has been made by CDCP as its own initiative.
- 7.4 The following are not subject to registration of identification data of authorised persons:
- a) authorised persons that use publicly available information provided by CDCP (information gained when fulfilling reporting duties, statistical information);
  - b) other persons authorised to act on an authorised person's behalf (attorney, a



representative on the basis of the power of attorney and the like) and demonstrate such authorisation when submitting requests for CDCP/member services in the manner stipulated by these Rules of Operation;

- c) Competent authorities and state authorities, if they require information from the CDCP's/ member's registry based on a written request.

7.5 Upon registration, CDCP assigns a registration number to an authorised person. The registration number represents certain rights of the authorised person in the CDCP registry. A registration number is assigned to the following:

- a) a member;
- b) an issuer;
- c) a securities dealer/a foreign securities dealer;
- d) the Bratislava Stock Exchange, a foreign Stock Exchange, a multilateral trading facility operator;
- e) a pledgee (registration of state authority – for the purpose of pledge registration);
- f) other authorised persons (e.g. distrainer, trustee, tax office, government body, authority);
- g) the National Property Fund and government bodies acting on behalf of the Slovak Republic.

7.6 Other identifiers assigned by CDCP include:

- a) numerical identification of an owner's account – a number assigned upon opening of an account of securities owner pursuant to §105 or §164a) of the Act in the CDCP registry (automatic assignment upon performance of the service);
- b) numerical identification of an owner's account – a number assigned upon opening of an account of securities owner pursuant to §105 Section 3 of the Act in a member's registry, whereby such owner's account must be linked to a client account of a member (automatic assignment upon performance of the service);
- c) numerical identification of a client account – a number assigned upon opening of a client account of a member pursuant to §106 of the Act (automatic assignment upon performance of the service);
- d) registration number of 'A' type – a number assigned to an account owner pursuant to §105 Sections 2 and 3 of the Act, which substitutes the account owner's identification data in the system for technical data processing due to protection of personal data (automatic assignment upon performance of the service);
- e) number of the pledge agreement – a number assigned to a pledge agreement upon registration of a contractual pledge in the Pledge Registry; it is an unambiguous and unique identifier of pledge within the securities registry (if a pledge agreement in written form has its own numerical identification, such code is not identical with the number of the pledge agreement defined herein);

- f) number of transfer as collateral – a number assigned to a transfer as collateral upon registration of the transfer as collateral in the special registry of transfers as collateral; it is an unambiguous and unique identifier of transfer as collateral within the registration;
  - g) identification of the disposal right suspension – a number assigned to a disposal right suspension upon registration of the disposal right suspension. It is an unambiguous and unique identifier of the disposal right suspension within the registration. Identification of the disposal right suspension can be changed, e.g. in the case of change of an ISIN to another ISIN (merger of securities issues), or in case of transition of securities. Changed identification is again unambiguous and unique;
  - h) identification of the disposal right – a number assigned to a disposal right (the right for disposal = disposal right) upon registration of disposal right; it is an unambiguous and unique identifier of the disposal right within the registration.
- 7.7 The conditions for identification of authorised persons in the provision of services in electronic form pursuant to the Act are met by stating the identifier of the person and its birth registration number/foreign birth registration number or IČO/substitute foreign identification number, or by using a combination of the registration number of “A” type and another identifier of the person. In case of services pursuant to §108, the numerical identification of an owner’s account is sufficient to identify an authorised person. In case of request for service via SWIFT message, the authorised person must:
- a) be granted a membership or must have concluded an agreement with CDCP on using SWIFT messages and, at the same time, opened at least one owner’s account in the CDCP’s registry.
  - b) be assigned a BIC code
  - c) have confirmation on successful passing of a test. Test scenario is published on the web page of CDCP.
- 7.8 If the authorised person has several different identifiers in the CDCP’s/ member’s registry, each of them can only be used for the purpose for which it has been assigned.
- 7.9 The identifier, assigned by a securities dealer/foreign securities dealer pursuant to §73 Section 4 of the Act, or by an issuer that the authorised person wishes to use it in relation to CDCP services, may only be a 12-figure unambiguous identification number.

## **Article 8**

### **Assignment of substitute identification numbers**

- 8.1 If a legal entity does not have an IČO assigned in the Slovak Republic pursuant to the legal regulations in force, or if it is an issuer of foreign securities, the legal entity will be assigned a FIN, or a substitute identification number, based on a member’s/issuer’s request or on own initiative. This number can be only used when using the CDCP services..
- 8.2 The CDCP assigns the following types of substitute identification numbers:

a) Based on a member's request:

A substitute foreign identification number (hereinafter referred to as 'FIN') for a foreign legal entity/natural person-entrepreneur with a registered office located outside the territory of the Slovak Republic;

A substitute identification number for a foreign natural person if it is requesting for the CDCP services (e.g. a pledgee – pledge if the pledgee is a person specified in §53a Section 1 Subsection f) of the Act); this does not apply in the case specified under Section 8.4 of this Article;

b) Based on a request of an issuer of units of the unit trust – a substitute identification number for unit trusts, created by an asset-management company;

c) Without application:

i) alternate identification number e.g. for particular national authorities (e.g. courts, tax authorities, customs office etc.), for natural person – distrainer or insolvency administrator in case that applies for services of CDCP,

ii) FIN for an issuer of foreign securities with the seat out of the Slovak Republic, which are registered in CDCP in compliance with these Rules of Operation. In case the issuer of foreign securities with the seat out of the Slovak Republic issued foreign securities pursuant to multiple jurisdictions, it would be assigned, for purposes of CDCP register, one FIN for each foreign securities issue separately.

Substitute identification number for an issuer of foreign securities with the seat in the Slovak Republic, which are registered in CDCP pursuant to these Rules of Operation. In case the issuer of foreign securities with the seat in the Slovak Republic issued foreign securities pursuant to multiple jurisdictions, it would be assigned, for purposes of CDCP register, one FIN for each foreign securities issue separately.

iii) Alternate identification number for foreign natural person, in case the natural person is requiring CDCP services as a pledger or pledgee and subject of the pledge right are paper-form securities, or as a pledgee in case the subject of the pledge right are book-entry securities

8.3 A request for the assignment of FIN shall be submitted by members in writing on a specified form, in one of the following ways:

a) in person,

b) by post to the CDCP's address;

c) by fax or email (in this case the member is obliged to send the request for FIN assignment also by post, within 3 working days).

8.4 If a natural person applies with member for opening an owner's account and the natural person has not been assigned a birth registration number in the Slovak Republic according

to the legal regulations in force, it shall be assigned a FBRN by the **Registry of Residents of the Slovak Republic** (hereinafter referred to as '**RRSR**').

- 8.5 The responsibility for the correctness of information stated in the request for the assignment of substitute identification numbers, for archiving the request and its accompanying documents as well as for possible damage due to inclusion of false information shall be borne by the member/issuer who has submitted the request for the assignment of a substitute number.

## **PROVISION OF SERVICES BY THE CENTRAL DEPOSITORY**

### **Article 9**

#### **Services of CDCP**

- 9.1 In the use of the CDCP services through SCD Klient or API, the fundamental condition is to enter the basic input data for a specific service as follows:
- a) the registration number according to Article 7 of Part I – Introductory Provisions of these Rules of Operation;
  - b) the identification number of an authorised person (e.g. IČO, birth registration number, FIN), or registration number of type 'A';
  - c) the code of required service;
  - d) other obligatory input parameters of the service (pursuant to the Rules of Operation and technical specification to the APV).
- 9.2 In case the conditions stipulated by the Act or by the Rules of Operation or by the Executory Decrees of the Rules of Operation are not met, CDCP is entitled to decline a request for service. The entity submitting the request for service shall be informed of this fact. In such case, the responsibility for damage shall not be borne by CDCP.
- 9.3 Depending on the quantity of documents submitted with a request for service and on the complexity of their content, CDCP is entitled to postpone the execution, or the notice of non-execution, by a time required for a proper review of the documents, but not more than for a period of 15 working days.
- 9.4 CDCP performs services solely on the basis of an application or instruction of an authorised person (hereinafter referred to as 'a request for service'), submitted in compliance with the Act, other separate regulations, these Rules of Operation and Executory Decrees of the Rules of Operation. It is possible to submit selected requests for service also through SWIFT via respective SWIFT message, if the authorised person meets terms specified in the Article 7.7.
- 9.5 Actual description of SWIFT messages, which is possible to use when submitting CDCP's services, is available on the web site of CDCP in section dedicated to

members/issuers/BSSE and in Annex 1 of the Executory Decree No. 6 – “Using of SWIFT messages”.

- 9.6 The member is allowed to use, but only based on specific and mutually agreed conditions, also other fields that are in compliance with the pattern and structure of respective SWIFT message but are not specified in the Executory Decree No.6 – “Using of SWIFT messages”.
- 9.7 CDCP reserves the right to amend the functionality of provided services. In such case, CDCP shall be obliged to inform the members beforehand - in time and within an adequate period that cannot be shorter than 15 days - of a possible change in the functionality of provided services. The term “adequate period” shall mean time necessarily required for adjusting a member’s services to its clients as well as the member’s registration, without endangering the status quo in the member’s registration and the quality of services provided by the member.
- 9.8 CDCP shall be entitled to amend the scope of services provided to the members for legislative and operational reasons; such amendments must not endanger the fulfilment of obligations resulting to the members from the Act or from the Rules of Operation. CDCP shall inform the members of this fact without undue delay.
- 9.9 If update of used SWIFT messages will be required due to amendment pursuant to the Articles 9.7 and 9.8, CDCP shall inform members and BSSE on availability of new description of SWIFT messages via e-mail to dedicated e-mail addresses, whereas description of such SWIFT messages is usually sent as an attachment of the e-mail.
- 9.10 CDCP shall not be liable for damages that have resulted from a malfunction of technical equipment beyond control of CDCP, an electricity supply failure, a natural disaster, a strike, a force majeure or other reason, or from an event partially or entirely limiting the functioning of the APV.
- 9.11 Persons to whom the APV have been made available by CDCP are obliged to maintain secrecy towards third parties on technical data obtained while using APV, unless these persons are released from secrecy by person whose rights would be affected by committing a breach of an obligation to maintain secrecy.
- 9.12 Persons to whom the APV have been made available by CDCP are responsible for the damage caused to CDCP by unauthorized disclosure of any part of APV, including user interface and APV output to the third party. Unauthorized disclosure of any part of APV, including user interface and APV output by person defined in the first sentence to the third party shall be deemed a material breach of the Rules of Operation.
- 9.13 CDCP allows the use of services in operating days of payment system TARGET2-SK. If the operating day of the payment system TARGET2-SK is not a working day according to the Slovak legislation, authorized persons may use the services of CDCP solely under the Article 11, paragraph 11.2 item. a) of this section of the Rules of Operation.

- 9.14 CDCP has right to make necessary changes in its registry due to operational and legislative reasons, however, rights and legally protected interest of persons to which CDCP provides its services can't be violated by doing so.

## **Article 10**

### **Sequence of placement of requests for services**

- 10.1 CDCP accepts the requests for services in the sequence they have been submitted by authorised persons.
- 10.2 A requesting entity whose request for service has been declined due to deficiencies in the content or legal form shall not take precedence over the other entities requesting for services, and its request shall be deemed as a new one.
- 10.3 CDCP is entitled to process the requests for services preferentially in well-founded cases (e.g. an instruction to suspend the right to dispose of securities).

## **Article 11**

### **Form and method of submission of requests for CDCP services**

- 11.1 Authorised persons submit their requests for the CDCP services in the manner specified in individual parts of the Rules of Operation; the manner of submission of requests for services can be also arranged in an agreement concluded between an authorised person and CDCP.
- 11.2 The requests for the CDCP services can be usually submitted in the following ways:
- a) in electronic form via SCD Klient or API (in compliance with the conditions of technical specification to the APV and Executory Decree No 1 – ‘The Conditions of Data Processing in CDCP’);
  - b) in electronic form via SWIFT messages (in compliance with the Executory Decree No.6 – “Using of SWIFT messages” and the Article 7.7).
  - c) In writing, or on a specific application form issued by CDCP:
    - i) in person at the CDCP’s operating office;
    - ii) in person at the CDCP’s mail room;
    - iii) by post to the address of the CDCP’s registered office.
- 11.3 The form templates, including codes and codebooks used, are available at the CDCP’s registered office and on its website.
- 11.4 If the form for submission of a request for service is not obligatory, or if a request for service is submitted in person at the CDCP’s mail room/sent by post, it must contain all information specified in the form.
- 11.5 CDCP reserves the right to provide services to authorised persons and to conclude agreements and their annexes at a specified workplace at the CDCP’s registered office. In cases specified in the Rules of Operation, CDCP may provide services by post.

- 11.6 An account owner – natural person is obliged to deliver the orders/requests for CDCP services related to the owner's account, as well as to the securities registered in it, by post or to the CDCP's mailroom in written form. This does not apply, if the account owner submits an order to register creation/change/termination of pledge or transfer as collateral.
- 11.7 CDCP sends the results of services, processed on the basis of a request/order pursuant to Section 11.6 of this Article, by post. If an account owner has placed an order to register creation/change/termination of a contractual pledge or transfer as collateral, the account owner shall be given the results of services by CDCP in person at the CDCP's registered office.
- 11.8 Instructions and requests for CDCP's services received via SWIFT communication channel in form of SWIFT messages shall be responded by CDCP also through SWIFT communication channel in form of SWIFT messages.
- 11.9 The member is allowed to send requests for CDCP services in form of SWIFT messages only for those accounts, which are accessible for the member through standard Securities Register services.

## **Article 12**

### **Entity submitting request for CDCP services**

- 12.1 A natural person acting on own behalf or on behalf of an entity requesting for services – a legal entity/natural person (hereinafter referred to as 'the requesting person) must be of lawful age and eligible for legal acts.
- 12.2 The requesting person's identity is proven by a valid ID card or document that serves as a substitute of the ID card in compliance with the relevant legal regulation (for example, a driver's licence or advocate's licence shall not be deemed as a certificate of identity).
- 12.3 If the person placing a request acts on behalf of an entity requesting for services, the former is obliged to prove his/her identity with a power of attorney or authorisation, including an officially verified signature of the mandator or the person who has issued the authorisation as well as the extent of the authorisation to act on behalf of said entity. In case the power of attorney has been granted by a statutory representative (representatives) of a legal entity, a person submitting the power of attorney must prove that the statutory representative was, at the moment of service execution, authorized to grant such power of attorney on behalf of requesting entity; it must be proved in compliance with the section 12.4 b) – with valid and current extract from the Commercial Register or with a document proving establishment and creation of a legal entity that is not older than three (3) months on the day when a service application was submitted in case of domestic legal entity, or no older than six (6) months in case of foreign legal entity / foreign natural person – entrepreneur, in compliance with section 12.4 c); whereas the persons that granted the power of attorney must be stated in the extract from the Commercial Register, or document proving establishment and creation of a legal entity. When assessing these

powers of attorney, CDCP shall take into account date of establishment and cessation of function of statutory body of a legal entity in terms of the extract from the Commercial Register. If a confidential clerk has granted the power of attorney, CDCP deems that the confidential clerk is empowered to further authorise other persons. CDCP is not liable for damages that might arise through an unauthorised power of attorney granted by the confidential clerk. Documents ensuring the implementation of Eurosystem's monetary policy operations through NBS including cross-border use of collateral do not have to hold officially verified signatures, if these documents were issued by NCB, ECB or EIB. Signatures do not have to be officially verified also on documents issued by the Government Office of the Slovak Republic, the Ministry of SR, NBS, the State Treasury, or by the Debt and Liquidity Management Agency, provided that the document has been signed by the Prime Minister, Minister, the Governor of NBS, the Director of the State Treasury or the Director of the Debt and Liquidity Management Agency. However, if these persons are granting full powers, their signature must be officially verified.

- 12.4 The person/entity requesting for the CDCP services is obliged to submit its authorisation to receive services. Such authorisation shall be submitted as follows:
- a) a natural person: with a valid ID card or a document that serves as a substitute of the ID card in compliance with the relevant legal regulation;
  - b) a domestic legal entity: with a valid and current excerpt from the **Commercial Register** not more than 3 months old, or a document evidencing the founding and creation of the legal entity;
  - c) a foreign legal entity/ foreign natural person – entrepreneur: with similar documents as those specified in Subsection b) of this Section, not more than 6 months old;
  - d) other authorised person – a person authorised to act under the law, or based on a resolution of a state authority, or based on the power of attorney or an agreement: with documents evidencing its authorisation as well as documents pursuant to Section 2 Subsection a) or also Section 2 Subsection b) of this Article.
- 12.5 If the authorised person's signature on the submitted documents is older than the document evidencing the person's eligibility to sign the document, the entity requesting for service must provide documents that will evidence the authorised person's eligibility to sign the submitted document (e.g. a signature on a security agreement). In well-founded cases, CDCP may decide to exempt a foreign legal entity from the condition stated in the previous sentence.
- 12.6 CDCP is entitled to decline a request for services, if the identification data about a legal entity and its statutory representatives in a power of attorney are not identical with the data in the ID card, or in the excerpt from the Commercial Register.
- 12.7 Method and procedure of delivery of revocation of powers of attorney (hereinafter only "revocation") that authorise an attorney to act against CDCP are as follows:



- a) a revocation must be in written form, whereas provisions of section 14.7 of the Article 14 of this part of the Rules of Operation apply on signing procedure but signatures of authorised persons do not have to be officially verified,
- b) persons acting on behalf of a legal entity must be identified in the revocation if a legal entity is revoking a power,
- c) it must be clear from the text that it concerns revocation of a power,
- d) if it is not stated in the revocation which power of attorney is being revoked, CDCP deems that all powers of attorney granted before submission of the revocation are cancelled,
- e) delivery of the revocation must be in compliance with provisions of section 11.2, subsection b) of the Article 11 of this part of the Rules of Operation,
- f) for CDCP to act in compliance with the revocation, the date of acceptance of the revocation at the CDCP's operation office or by CDCP's mail room is decisive,
- g) CDCP is not liable for damages caused by incomplete, or inaccurate, or other way incorrect revocation of powers.

### **Article 13**

#### **Written submission of request for CDCP services**

- 13.1 The requesting person must fill in the forms/instructions for services readably, without overwriting and crossing out, and submit them as follows:
- a) If the request for service is being submitted in person at the CDCP's operating workplace:
    - i) in two copies/twice, where the original is used for processing the request for service at CDCP and the copy is proof of submission of the request for service;
    - ii) the form/instruction for service must be personally signed in front of a CDCP employee;
  - b) If the request for service is being submitted in person at the CDCP's mail room or sent by post:
    - i) in one copy;
    - ii) the signature must be officially verified (the obligation to have the signature officially verified shall not apply to:
      - A. persons specified in §110 Section (1) of the Act;
      - B. persons to whom in accordance with special acts, CDCP is obliged to provide protected data according to the Act;
      - C. request for assignment of FIN and request for assignment/change/cancellation of ISIN.
- 13.2 The requesting person is liable for correctness of the form as to its content and formality.

## Article 14

### Documents enclosed with request for service

- 14.1 CDCP has the right to be provided with any documents necessary for performance of its activity; otherwise it is entitled to decline the provision of a service. Failure to provide such documents, or their delayed or incomplete provision, or provision in a form other than the required form shall be borne by the person/entity obliged to provide them.
- 14.2 Mainly the documents stipulated by the Act, by other generally binding legal regulations and by the relevant provisions of these Rules of Operation must be enclosed with the request for service, unless otherwise stated.
- 14.3 The enclosed documents that are being submitted must be original or officially verified copies, or in the form of certified copy from the Central Register of Notarial Documents. The previous sentence does not apply to court resolution in the case of trustees. After taking-over the documents by CDCP's employee or upon delivery of the documents to the seat of CDCP these become the property of CDCP. In case CDCP withheld provision of service based on submitted documents, CDCP has right to decide, based on the written request from the person who placed the request for service, whether the documents will be returned or not.
- 14.4 Certificates issued or verified abroad in a language other than the Slovak language or certificates issued in other than the Slovak language, must be translated in writing into the Slovak language with an attached translator's clause, issued pursuant to the relevant law. Documents without an official translation shall not be accepted by CDCP. An exception to this rule constitute certificates in the Czech language while CDCP reserves the right to request written translation into the Slovak language with an attached translator's clause, issued pursuant to the relevant law also in case of certificates in the Czech language, except certificates issued by authorities in the Czech Republic. An exception for certificates in the Czech language does not apply to translation of foreign language certificates into the Czech language.
- 14.5 The authentication of signatures and verification of documents performed abroad must have a higher-level legalisation (i.e. super legalisation), unless a treaty on legal assistance, concluded by the Slovak Republic and the relevant country stipulates otherwise or, respectively, unless the country of origin of the documentation is included on the list of countries that have signed the Convention on Cancellation of Requirement of Higher Verification of Foreign Public Documents dated 5 October 1961 (hereinafter referred to as '**the Convention**').
- 14.6 A list of all enclosed documents shall be included in the relevant section of the form, on which the request for service is being submitted or in the attachment to the agreement with CDCP, if other contractual party shall ask for that. If the list of documents is not an annex of the contract, it is deposited into respective file in the CDCP records.
- 14.7 In the case of submission of a power of attorney, the principals' signatures must be officially verified and, if the authorised representative is:

a) natural person, who proves his identity by identity card or by passport, the power of attorney has to contain the following data about the proxy:

i) Name and Surname,

ii) Birth Registration Number or Date of birth and Permanent address;

if the proxy is legitimizing oneself by showing a passport and has been assigned a Birth Registration Number, the Birth Registration Number must be stated in the text of the power of attorney, if the proxy is legitimizing oneself by showing an ID card, it is sufficient to state Date of birth in the text of the power of attorney.

b) legal entity, the power of attorney has to contain the following data about the proxy:

i) commercial name/name;

ii) registered office;

iii) IČO code,

whereby such information is stated in an extract of the Commercial Register, not more than 3 months old, or in a document evidencing the founding and constitution of the legal entity.

The official verification of signatures referred to in this Section shall not apply to the power of attorney, submitted by persons specified in §110 Section 1 of the Act or submitted by persons to whom CDCP is obliged to provide protected information in accordance with special legal regulation.

Obligation that signature must be officially verified similarly does not apply to Power of Attorney granted by a donor of power – a natural person to the authorised person – the member/CDCP at the office of the member/CDCP based on valid identity card or valid passport, whereas the fact is indicated next to the signature of the donor of power. Verification must be legible and must comprise of name, surname and signature of the member's/CDCP's employee who executed verification of the donor of power and type and number of valid identity card or valid passport.

In case the Power of Attorney granted by the donor of power – a natural person to the authorized person – the member/CDCP does not include officially verified signature, it is deemed that the verification of identity was performed by the employee of the member/CDCP, as well in case the verification by the employee of the member/CDCP is not indicated in the Power of Attorney. Missing verification of signature of the donor of power (official, by the employee of the member/CDC) or verification based on document other than valid identity card or valid passport is considered to be a material breach of the Rules of Operation. CDCP is not liable for damages due to enforcement of exception for official verification of the signature of the donor of power by the member.

14.8 CDCP reserves the right to require the official verification of the signatures on submitted documents in cases other than those specified in these Rules of Operation. The failure to provide documents with officially verified signatures, their delayed/incomplete provision

or provision in a form other than required shall be borne by the person/entity obliged to provide them.

- 14.9 In case of the request for information services such as a statement of the owner's account or information services resulting from §107 of the Act, it is sufficient for a domestic legal entity requesting the service to submit an excerpt from the CR not more than 1 year old, and for a foreign legal entity to submit documents not more than 2 years old.
- 14.10 The responsibility for loss, destruction of, or damage to the documents enclosed with the request for service shall be borne by the CDCP/member, depending on where the documents are stored.
- 14.11 After registration of a transfer/transition/movement of securities on which a disposal right suspension or a pledge pursuant to §53a) of the Act or a transfer as collateral pursuant to §53c) of the Act is registered, the CDCP/member in whose registry the securities were registered in accounts before the registration of the transfer/transition/movement are obliged, upon a written request of the CDCP/member in whose registry the securities are registered in accounts after the registration of the transfer/transition/movement, to submit the officially verified copies of the documents based on which the disposal right suspension or the creation/change of pledge pursuant to §53a) of the Act or the creation/change of transfer as collateral pursuant §53c) of the Act has been registered. The statement of the owner's account, in which the corresponding disposal right suspension or pledge pursuant to §53a) of the Act, or a transfer as collateral pursuant to §53c) of the Act is registered must be enclosed to the request.
- 14.12 CDCP shall accept the request for the service if the original or a copy of excerpt from the Commercial Register that does not comply with further requirements specified in the Article 14 of this Rules of Operation is attached to the request when providing information services for the purpose of action in court, subject matter of which is termination of registration of the legal person without successor in title in the Company Register, and the person placing the request must state the fact in the request for the service. In case the output of information service includes data on securities or on securities owners, CDCP shall hand over the output of information service to the person who placed the request for service only after repeated submission of excerpt from the Commercial Register which will comply with all the requirements specified in the Article 14 of this Rules of Operations. Provisions of this subsection do not apply to request submitted by persons listed in §110, item 1 of the Act, or by persons to which CDCP is obliged to provide protected information according to the special legislation.
- 14.13 In case CDCP is sending the output from the information service to the person who placed the request to the permanent address or to the address of the company seat registered in the registration of CDCP via cash on delivery or 1<sup>st</sup> class letter with adavit of service, verified signature of the person requesting the information service is not required on the request for the information service.

- 14.14 In case the natural person is acting based on authorisation, and validity of the authorisation expires on the day of employment termination, the person who issued the authorisation is obliged to inform, in written form, on employment termination of the authorised person in due advance. In other case CDCP is not liable for damage which occurs due to breach of obligation according to this provision.
- 14.15 If person requesting the service already submitted to CDCP documents which are, according to the Rules of Operation, acceptable also for placing other request for CDCP service, CDCP shall accept the documents and it is not necessary to submit them again.

## **Article 15**

### **Extraordinary technological break**

- 15.1 If needed – due to emergency situations, CDCP shall be entitled to announce an extraordinary technological break for a temporary period, throughout duration of the emergency situation, and in an appropriate extent.
- 15.2 CDCP shall inform a member on a technological break pursuant to item 15.1 of this Article without undue delay after occurrence of the emergency situation.
- 15.3 CDCP is not liable for losses, which arise in consequence of extraordinary technological break.

## **Article 16**

### **Prices of CDCP services**

- 16.1 CDCP shall provide its services at the prices stipulated by the Scale of Fees, unless the Act or a separate legal regulation stipulate otherwise.
- 16.2 The Supervisory Board of CDCP shall approve the Scale of Fees.
- 16.3 The Scale of Fees is available for reading at the CDCP's registered office, and is also published on CDCP's website.
- 16.4 CDCP is entitled to make the provision of any service for an entity requesting for services conditional upon the payment of an amount stated in a due invoice if:
- a) issuance of the invoice has resulted from the provision of another CDCP service, based on a request for service submitted by the same entity, and
  - b) the entity requesting the service – the client has been delayed with the fulfilment of even a part of its financial obligation continuously for a period longer than 14 calendar days, but only if it results from an agreement concluded between the Central Depository and its client.

If the amount pursuant to the preceding sentence is not settled, CDCP is entitled to decline and not perform the request for service; however, only if it results from the agreement concluded between CDCP and the entity requesting the services.

- 16.5 CDCP is entitled to suspend a member's membership, pursuant to §104 Section 9 of the Act, in the event that the member has been delayed with the payment of any invoice for a period longer than 90 days. CDCP shall not be liable for damages resulting to the owners of securities from the suspension of membership for the reason stated in the previous sentence.

## **Article 17**

### **Selected information duties of CDCP**

- 17.1 When fulfilling the information duty pursuant to §107a) Sections 7 and 8 of the Act, CDCP shall send the relevant information, without undue delay after obtaining such information, to the participants in the clearing and settlement system via electronic mail to the e-mail addresses they have announced to CDCP in compliance with the Rules of Operation.
- 17.2 CDCP undertakes to provide information according to §111 Section 2 of the Act to the members and the BSSE on a daily basis, regularly on Mondays through Fridays in electronic form in the 'xml' format or, respectively, in the 'txt' format on CDCP's website. In the event of the website's outage, CDCP shall provide the files with relevant information to the members and the BSSE, immediately after processing such information, via e-mail in the 'xml' format or, respectively, the 'txt' format or the 'DBF' format. If even the aforementioned e-mail connection is interrupted, CDCP is obliged to provide for another form of delivery of information to the members and the BSSE. The provided information shall contain summarized data from individual days in a relevant calendar week.

## **RESOLUTION OF COMPLAINTS OF ENTITIES TO WHICH THE CENTRAL DEPOSITORY PROVIDES SERVICES**

## **Article 18**

### **Submission, manner of dealing with and notification of resolution of complaints**

- 18.1 The entities to which CDCP provides services are entitled to submit a complaint concerning the services performed by CDCP.
- 18.2 A complaint must be submitted in writing, and on the form specified by CDCP:
- a) in person at CDCP's registered office;
  - b) by post to the address of CDCP's registered office.

- 18.3 The copy of a document evidencing the payment of the complaint fee pursuant to CDCP's Scale of Fees must be enclosed with the complaint. In the event that the complaint is found to be legitimate, the entity shall be refunded the complaint fee in full amount.
- 18.4 Complaint proceedings are not considered to be the proceedings on the basis of an objection pursuant to §108 of the Act.
- 18.5 The form for submission of complaints is available at CDCP's registered office and on its website.
- 18.6 CDCP is obliged to resolve a complaint within 30 days from its admission. If necessary, the period for complaint resolution can be extended to 60 days. The entity submitting the complaint shall be informed of the extension in writing.
- 18.7 CDCP shall register the admission of every complaint in the 'Book of Complaints'. This registration is kept independently and separately from registration of other documents.
- 18.8 CDCP shall examine a submitted complaint without undue delay and, if it finds the complaint to be legitimate, CDCP shall propose a manner to resolve the complaint.
- 18.9 The entity submitting a complaint shall be notified, in writing, of the result of findings and of the manner of resolution of the complaint.
- 18.10 If a complaint is found to be legitimate and is being resolved, the notification shall be sent to all entities/persons concerned by the manner of its resolution.

## **PART II**

# **THE RULES OF MEMBERSHIP**

CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.



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## **Article 1**

### **Introductory provisions**

- 1.1 The Rules of Operation – Part ‘The Rules of Membership’ is issued by Centrálny depozitár cenných papierov SR, a.s. (hereinafter referred to as ‘the Central Depository’ or ‘CDCP’) in compliance with §103 Section 2 Subsections f) and h) of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as ‘the Act’), and it primarily stipulates the conditions for granting/suspension/termination of membership in CDCP, the rights and obligations of the CDCP members, the rules for evaluation of professional qualification of persons through which a CDCP member performs its activity and the rules for imposing sanctions on the CDCP members for their failure to comply with the Rules of Operation of CDCP (hereinafter referred to as ‘the Rules of Operation’).

## **Article 2**

### **Membership conditions**

- 2.1 A legal entity pursuant to §104 Section 1 of the Act can perform the activities of a member on the condition that:
- a) it meets the membership conditions of these Rules of Operation;
  - b) it was founded and has been operating at least for a period of one calendar year prior to submission of the application for membership; CDCP may grant exemption if the company’s credibility and financial stability are ensured;
  - c) it employs at least two natural persons with a valid certificate, issued by CDCP, on professional qualification pursuant to these Rules;
  - d) it meets the technical requirements specified in the Executory Decree No 1 (‘the Conditions of data processing in CDCP’) of these Rules of Operation;
  - e) its economic situation and financial results do not imperil other participants in the financial market;
  - f) it has applied for CDCP membership in compliance with Article 4 of these Rules of Operation and has been granted membership by CDCP.
- 2.2 A member must meet the membership conditions over the entire period of its membership in CDCP.

### **Article 3**

#### **Professional qualifications of persons through which a member performs its member activities**

- 3.1 The professional qualifications of persons through which a member performs its member activities shall mean a completed secondary education, at least a one-year experience in the area of financial market and producing the document evidencing the passing of a professional examination.
- 3.2 Professional examinations are organised by the CDCP, which can invite experts from the capital/financial market if required. The professional examinations are organised depending on the interest in CDCP membership among the authorised persons; the examination dates are published on the CDCP's website. CDCP issues a certificate of passing of the professional examination.
- 3.3 The professional examination pursuant to Section 3.2 of this Article encompasses a test of the CDCP's system for technical data processing through which the CDCP provides services to authorised persons under the conditions stipulated by the Act.
- 3.4 When submitting an application for CDCP membership, the applicant is obliged to submit also the documents evidencing the fulfilment of conditions specified in Section 3.1 of this Article.

### **Article 4**

#### **Application for membership**

- 4.1 The application for membership shall be submitted by an entity applying for membership (hereinafter referred to as 'the applicant') in written form. The applicant shall include the following information in the application:
  - a) commercial name, identification number, registered office;
  - b) interest in transfer of another member's registration, administered pursuant to §104 of the Act, specifying such member's commercial name, identification number and registered office;
  - c) statement of the statutory body of the applicant saying that the information stated in the application for membership and its enclosures are complete, truthful and correct.
- 4.2 The application for membership must be signed by the statutory body of the applicant.
- 4.3 The application and its annexes or all documents issued or verified abroad in a language other than the Slovak language, must have written translation into the Slovak language with an attached translator's clause, issued pursuant to the relevant law. CDCP shall not accept documents without an official translation. An exception to this rule constitute certificates in the Czech language while CDCP reserves the right to request written

translation into the Slovak language with an attached translator's clause, issued pursuant to the relevant law also in case of certificates in the Czech language, except certificates issued by authorities in the Czech Republic. An exception for certificates in the Czech language does not apply to translation of foreign language certificates into the Czech language.

- 4.4 The following documents (either originals or officially verified copies) must be enclosed with the application for membership submitted by a securities dealer:
- a) a licence to operate as a bank, issued by the National Bank of Slovakia - provided that the applicant is a bank;
  - b) a licence to provide investment services, issued according to the Act, unless the Act or a separate regulation stipulates otherwise;
  - c) the NBS's decision granting prior consent to the performance of member activities pursuant to §70 Section 1 Subsection g) of the Act, unless the Act or a separate regulation stipulates otherwise;
  - d) the applicant's Articles of Association effective on the day of submission of the application;
  - e) An extract from the Commercial Register not more than 3 months old, which expresses the applicant's current state as of the day of submission of the application;
  - f) information on rectification measures or, respectively, sanctions imposed on the applicant by a relevant supervisory body, or information about measures taken against the applicant by professional associations in the area of financial market of which the applicant is a member, for the last three years prior to submission of the application for membership;
  - g) documents evidencing material, personal and organisational preconditions of the applicant to perform member activities;
  - h) the applicant's statement that it meets the technical requirements, stipulated by CDCP, for the performance of member activities (Executory Decree No. 1 – 'Conditions of data processing in CDCP' of these Rules of Operation);
  - i) documents evidencing competence pursuant to Article 3 of this Part of the Rules of Operation;
  - j) certificate of registration of a payer of the value-added tax, if it is issued at the time of submission of the application;
  - k) resolution on assignment of a tax identification number (taxpayer identification number - hereinafter referred to as 'TIN'), if it is issued at the time of submission of the application;
  - l) information on the applicant's bank account, through which the financial settlement of transactions in financial instruments will be provided;

- m) annual reports for the last three years, taking into account the date of founding of the applicant for membership;
- n) power of attorney, a template of which is in the Annex No. 1 to this part of the Rules of Operation.

4.5 The following documents (either originals or officially verified copies) must be enclosed with the application for membership submitted by a foreign securities dealer:

- a) a licence to establish a branch of a foreign bank and to perform banking activities, issued by the National Bank of Slovakia - provided that the applicant is a foreign bank with a branch on the territory of the Slovak Republic;
- b) a licence, issued by a relevant body of the country where the foreign legal entity has its registered office, to provide services in the area of securities, or a licence to provide investment services, issued according to the Act;
- c) the NBS's decision granting prior consent to the performance of member activities pursuant to §70 Section 1 Subsection g) of the Act;
- d) an excerpt from the Commercial Register not more than 3 months old, which expresses the applicant's current state as of the day of submission of the application;
- e) information on rectification measures or, respectively, sanctions imposed on the applicant by a relevant supervisory body, or information about measures taken against the applicant by professional associations in the area of financial market of which the applicant is a member, for the last three years prior to submission of the application for membership;
- f) documents evidencing material, personal and organisational preconditions of the applicant to perform member activities;
- g) the applicant's statement that it meets the technical requirements, stipulated by CDCP, for the performance of member activities (Executory Decree No. 1 – 'Conditions of data processing in CDCP' of these Rules of Operation);
- h) documents evidencing competence pursuant to Article 3 of this Part of the Rules of Operation;
- i) certificate of registration of a payer of the value-added tax, if it is issued at the time of submission of the application;
- j) resolution on assignment of Taxpayer Identification Number, if it is issued at the time of submission of the application;
- k) information on the applicant's bank account, through which the financial settlement of transactions in financial instruments will be provided;
- l) the annual reports for the last three years taking into account the date of establishment of the applicant for membership;
- m) power of attorney, a template of which is in the Annex No. 1 to this part of the Rules

of Operation.

- 4.6 The following documents (either originals or officially verified copies) must be enclosed with the application for membership submitted by a Foreign CSD from outside the EU:
- a) a licence, issued by a relevant body of the country where the foreign legal entity has its registered office, to provide services in the area of securities;
  - b) documents evidencing the founding of the company and acting on the company's behalf;
  - c) information on rectification measures or, respectively, sanctions imposed on the applicant by a relevant supervisory body, or information about measures taken against the applicant by professional associations in the area of financial market of which the applicant is a member within the country of residence of another central depository, for the last three years prior to submission of the application for membership;
  - d) documents evidencing material, personal and organisational preconditions of the applicant to perform member activities;
  - e) the applicant's statement that it meets the technical requirements, stipulated by CDCP, for the performance of member activities (Executory Decree No. 1 – 'Conditions of data processing in CDCP' of these Rules of Operation);
  - f) documents evidencing competence pursuant to Article 3 of this Part of the Rules of Operation;
  - g) information on the applicant's bank account, through which the financial settlement of transactions in financial instruments will be provided;
  - h) the annual reports for the last three years taking into account the date of establishment of the applicant for membership;
  - i) power of attorney, a template of which is in the Annex No. 1 to this part of the Rules of Operation.
- 4.7 The following documents (either originals or officially verified copies) must be enclosed with the application for membership submitted by the National Bank of Slovakia:
- a) confirmation of assignment of an identification number, issued by the Statistical Office of the Slovak Republic;
  - b) a copy of the Decree of Appointment of the NBS Governor, issued by the President of the Slovak Republic (verification is not required);
  - c) documents evidencing material, personal and organisational preconditions of the applicant to perform member activities;
  - d) the applicant's statement that it meets the technical requirements, stipulated by CDCP, for the performance of member activities (Executory Decree No. 1 – 'Conditions of data processing in CDCP' of these Rules of Operation);
  - e) documents evidencing competence pursuant to Article 3 of this Part of the Rules of

Operation;

- f) information on the applicant's bank account, through which the financial settlement of transactions in financial instruments will be provided;
- g) power of attorney, a template of which is in the Annex No. 1 to this part of the Rules of Operation.

4.8 The following documents must be enclosed with the application for membership submitted by an FCD from an EU country:

- a) a licence, issued by a relevant body of the country where the applicant has its registered office, to provide services in the area of securities, or a Memorandum of Association or founder's deed, and
- b) documents evidencing the founding of the company and acting on the company's behalf;
- c) power of attorney, a template of which is in the Annex No. 1 to this part of the Rules of Operation

in which process the provisions of Section 2.1 Subsection c) of Article 2, Section 4.6 of this Article and Section 3.4 of Article 3 of this Part of the Rules of Operation shall not be applied. In case the applicant for membership is interested to submit requests for services via APV, it is subsequently obliged to specify at least two natural persons with valid CDCP certificate on professional qualification pursuant to the Article 3 of this Part of the Rules of Operation. Upon CDCP's request, the applicant is also obliged to provide other documents related to the assessment of economic development and technical/material/personal/organisational preconditions for the performance of member activities.

4.9 If the applicant for membership did not attach to the application for membership a certificate of registration of a payer of the value-added tax because it was not issued at the time of submission of the application or the applicant did not attach resolution on assignment of a Taxpayer Identification Number (taxpayer identification number - hereinafter referred to as 'TIN') because it was not issued at the time of submission of the application, the applicant is obliged to submit these documents within 3 working days after the entry of the membership into force .

4.10 Upon the CDCP's request, the applicant for CDCP membership is obliged to provide other documents and information evidencing the facts documented by the application enclosures.

4.11 The documents evidencing the material, personal and organisational preconditions for the performance of member activities demonstrate the following:

- a) material preconditions: the applicant for membership shall confirm, in writing, that it has computer hardware and software pursuant to Executory Decree No 1 – 'Conditions of data processing in CDCP' of these Rules of Operation, as well as office space for the provision of services;

- b) personal and organisational preconditions – the applicant shall confirm, in writing, that it has at least two professionally qualified persons, pursuant to Article 3 of this Part of the Rules of Operation, who will be in charge of the performance of member activities.
- 4.12 Provisions of this Article apply appropriately also to an application for membership submitted by a foreign bank or other entity eligible to apply for membership.

## **Article 5**

### **CDCP's decision on application**

- 5.1 Within 60 days from submission of the application at the latest, CDCP shall decide to grant or, respectively, decline the membership.
- 5.2 CDCP is entitled to request, in writing, that the applicant removes deficiencies or supplements the application for membership including its enclosures. In such request, CDCP shall stipulate a time limit for removal of deficiencies or, respectively, supplementing of the application and its enclosures.
- 5.3 When deciding on an application, CDCP is entitled to invite a representative specified by the applicant or request that the representative supplements the application.
- 5.4 CDCP shall notify the applicant of its decision on the application in writing; reasons must be stated in case of rejection of the application.
- 5.5 If the applicant for membership is an entity that was a member in the past and its membership terminated due to membership withdrawal, such entity cannot apply for membership earlier than after 12 months from termination of membership.
- 5.6 CDCP can only grant membership to an entity that meets the membership criteria according to the Act and these Rules of Operation.

## **Article 6**

### **Effectiveness of decision to grant the membership**

- 6.1 A condition for the entry of the membership of applicant into force is payment of fees in terms of the Scale of Fees. This does not apply if the applicant for membership is a legal successor of a member and applies for transfer of registration of the member; membership of the applicant shall enter into force on the first working day following the granting of the membership, unless CDCP decides otherwise.
- 6.2 A member, according to item 6.1 second sentence of this Article, is obliged to pay relevant fees in terms of the Scale of Fees no later than the due date stated on the invoice from CDCP, otherwise CDCP is entitled to suspend the membership with the consequences stated in Article 10 of this part of the Rules of Operation until the settlement of the invoice.



- 6.3 In case CDCP shall decide to grant a membership to the membership applicant, the membership shall take effect the next working day after the fulfilment of condition for membership to enter into effect, unless CDCP decides otherwise, it shall not apply to the second sentence of section 6.1 of this Article.
- 6.4 A member's rights and obligations resulting from membership are in place from the day of membership's entry into effect.
- 6.5 If a member that has been granted the membership fails to meet the membership effectiveness condition within a period stipulated by CDCP, CDCP is entitled to cancel decision on granting the membership.

## **Article 7**

### **Rights of member**

- 7.1 All members have equal rights.
- 7.2 All members have equal rights for information concerning facts that are important for the provision of activities pursuant to the Act.
- 7.3 In its official documents and advertising/promotional/other materials, a member is entitled to use the 'Member of the Central Depository' title.
- 7.4 Immediately after membership comes into effect, the member is entitled to be provided, free of charge and in compliance with the third party rights, the APV by CDCP which shall provide for the APV's connection to and technical communication with the member's internal software. The member is also entitled to be provided, free of charge, any information concerning the APV that is needed for its technical connection to the member's software.
- 7.5 The member is entitled to receive a free training course concerning the use of services provided by CDCP, in the extent of 10 hours for 10 employees of the member.
- 7.6 In the event of any breakdown, fault or malfunction of the system for technical data processing, the member is entitled to deliver any instructions and requests concerning CDCP services to CDCP in written form. The original of a written order must be signed and delivered by the member's authorised employee. The member shall submit to CDCP either the original or an officially verified copy of the general Power of Attorney for placement of instructions to CDCP, issued to the authorised employees of the member, bearing officially verified signatures of persons authorised to act on the member's behalf. When placing the instruction/s, the member's authorised employee shall submit an ID card. The member pledges to and, at the same time, declares that for every instruction submitted this way, the member has obtained all documents required by the Act and the Rules of Operation, that it has reviewed the documents, that the instruction and the

documents have all particulars required by the Act and the Rules of Operation and that all particulars of the instruction are filled out in compliance with and according to the submitted documents.

- 7.7 In the event of interruption of the communication connection, the member can, in addition to the procedure according to Section 7.6 of this Article, submit requests for CDCP services in an alternative manner i.e. by means of a technical data carrier in the 'xml' format, in a structure required by CDCP and in compliance with technical specification to the APV, at a specialised office at CDCP's seat – otherwise CDCP shall be entitled to refuse to receive such requests for services for processing. CDCP shall ensure that the member is delivered and can use, free of charge, the software for creation of files in the 'xml' format without undue delay after the membership comes into effect, in compliance with the third party rights. This software serves to independently create files in the 'xml' format, without a connection to operated APV. The software specified in the previous sentence is subject to the provisions of Article 8, Sections 8.10 and 8.11 of this part of the Rules of Operation. The obligation and responsibility of the member specified in the last sentence of Article 7 Section 7.6 of this part of the Rules of Operation shall apply also to the submission of instructions via a technical data carrier.
- 7.8 During the time of operation of the APV, i.e. every working day from 8:00AM to 6:00PM, CDCP shall provide the members with methodological support in operatively resolving the problems connected with the operation and functioning of the APV, primarily in the form of instructions, assistance and directions provided by telephone or by e-mail.
- 7.9 The member is entitled to opening a client account within one working day after submission of the request pursuant to Article 2 of Part IV – The Rules of Work with the Registration.
- 7.10 In addition, a member has primarily the following rights:
  - a) to use the software of CDCP;
  - b) to obtain, upon request, one free copy of the following documents:
    - currently effective wording of the Rules of Operation in the Slovak language;
    - monthly and annual statistics of CDCP;
  - c) to have representatives in CDCP committees.
- 7.11 The member is entitled to send requests for CDCP's services through the SWIFT system in form of SWIFT messages to handle those accounts which are accessible to the member through standard services of the Securities Register after meeting the terms according to the Article 7.7 part I – Introductory Provisions of the Rules of Operations. It is possible to send the requests from any logical terminal which is used by the member in the system SWIFT (CDCP will use SWIFT shortened 8 digits BIC code to identify the member, and

will not distinguish, which logical terminal was used by the member for sending the message.).

- 7.12 The member is entitled to execute testing of SWIFT messages functionality in testing mode.
- 7.13 The member is entitled to cancel the SWIFT transfer instruction before the settlement date, as long as it is not matched.
- 7.14 Entity, which concluded an agreement on using SWIFT messages with CDCP, has the same rights as are specified in the sections 7.11 to 7.13.
- 7.15 A member has further rights that result from the Act and these Rules of Operation.

## **Article 8**

### **Obligations of member**

- 8.1 All members have equal obligations.
- 8.2 A member is obliged to abide by the generally binding legal regulations, the Rules of Operation and Executory Decrees of the Rules of Operation.
- 8.3 In compliance with Article 11 Section 11.6 of Part IV – The Rules of Work with the Registration of the Rules of Operation, Article 15 Section 15.6 of Part IV – The Rules of Work with the Registration of the Rules of Operation and Part V – The Rules of Clearing and Settlement of the Rules of Operation, a member is obliged to issue and submit a Power of Attorney to CDCP for performance of technical realisation of the entry of the member's orders, or the orders of the member's clients, to register a transfer, movement and transition of securities and for the entry of irrevocability of the instruction to register a transfer at a moment stipulated by the Rules of Operation. The specimen of the Power of Attorney is in Annex 1 of this part of the Rules of Operation. CDCP must make entries pursuant to the preceding sentence only in the extent of the granted Power of Attorney. If the member withdraws the Power of Attorney within the period of duration of membership, the member must simultaneously issue and deliver to CDCP new Power of Attorney with the required contents. For technical realisation of the entry of orders pursuant to the first sentence of this Section, CDCP shall not be entitled to any remuneration or compensation of costs related to this activity; however, this shall not apply to submission and realisation of the member's instructions or the instructions of the member's clients to register a transfer/movement/transition of securities, for which the member is obliged to pay fees according to the valid price list. As technical realisation of the entry of the member's instructions or the instructions of the member's clients to register a transfer/movement/transition of securities shall be deemed the technical provision of making the relevant accounting entry to credit or to debit a securities owner's account, in the registry administered by CDCP and by its members, at the same point in

time. As technical realisation of the entry of irrevocability of the instruction to register a transfer shall be deemed the technical fulfilment of conditions stipulated in §107a) of the Act.

- 8.4 A member is obliged, when providing services to owners of securities, to use services defined in the technical specification to the APV. A member undertakes to use the full transfer instructions only if the member's client (transferor or transferee of security/-ies) submits an instruction for transfer or transition of security/-ies to the member, while security owner's account of the transferor and the transferee's security owner's account, open pursuant to §105 Section 3 of the Act, are kept in the member's registry, while these transfers must be executed without financial settlement and without using the services of the clearing and settlement system provided by CDCP.
- 8.5 A member is obliged to fulfil the information duty pursuant to §28 Section 8 of the Act, if it keeps the transferee's account of the securities owner in its registry.
- 8.6 If the client states in a transfer instruction that a valid decision on granting prior consent is required for the order for transfer pursuant to §23 Section 2 of the Act, the member must fill in in the transfer instruction one of the values of the code list "Identification of possession of prior consent pursuant to §70 Section 1 Subsection a) of the Act, pursuant to §102 Section 1 Subsection a) of the Act, or pursuant to a separate law". In case the consent is required for transfer and the liable party does not possess such consent, the member must inform the relevant body whose decision should have been enclosed with the transferee's order, after registering the transfer.
- 8.7 A member must not cancel a securities owner's account that the member keeps in its registry, if the member has placed an instruction for acquisition of securities in that owner's account.
- 8.8 If a member is an authorised member pursuant to the Rules of Operation, the member is entitled to place requests only for those services, provided by CDCP, for which it is authorised by owner of securities account or a holder.
- 8.9 In order to perform the member's activities pursuant to §104 of the Act, a member is obliged to access its registry within the APV only on working days between 08:00AM and 06:00PM. A member is obliged to use the services of the APV which are necessary for the fulfilment of its information duties, including obtaining statements, only on working days between 07:00AM and 08:00PM. On a temporary basis and in an extraordinary cases (e.g. in the case of consolidation or merger of members which comes into effect on a public holiday or rest day), CDCP is entitled to specify a time schedule for a member's access to the APV different from that mentioned in the first sentence. CDCP shall inform the member of this fact at least 3 working days before the change of the time schedule for the member's access to the APV. CDCP must provide the member with the conditions of the time schedule of access that are identical to those CDCP has provided to any other member. In extraordinary cases, based on a member's written

request, CDCP is obliged to resolve the member's special requirements for the provision of services outside of the time period specified in this Section.

- 8.10 A member is obliged to maintain secrecy towards third parties concerning technical information that the member learns while using the APV, unless the member is released from the obligation of secrecy by the party whose rights might be aggrieved by the breach of such obligation of secrecy.
- 8.11 A member shall be liable to CDCP for damage the member has caused by making available to a third party, without authorisation, any part of the APV including the user interface and the APV outputs. Should a member make accessible to a third party, without authorisation, any part of the APV including the user interface and the APV outputs, such action shall be deemed as substantial violation of the Rules of Operation
- 8.12 In addition, a member is obliged:
- a) to maintain integrity and fair business policy principles, especially:
    - not to enter into transactions damaging third parties;
    - not to prefer a transaction on own account to a transaction on the client's account;
    - not to prefer a transaction on the client's account at the expense of another client;
    - not to perform transactions not approved by the client;
    - not to provide incomplete, inaccurate, misleading or untrue information to a client;
    - not to recommend or perform actions that are apparently unsuitable or disadvantageous for a client;
    - not to misuse own professional knowledge and experience to the detriment of a client;
    - not to provide incomplete, inaccurate, misleading or untrue information to CDCP;
    - not to abuse, misuse and provide information to unauthorised persons pursuant to §132 of the Act etc.;
  - b) to place requests for services to CDCP solely on the basis of documents that authorise the member to such requests for services;
  - c) to abide by the rules of the manner of clearing and settlement of transactions in compliance with these Rules of Operation;
  - d) to collaborate with CDCP in the performance of inspection of a member;
  - e) to settle the fees in compliance with the Scale of Fees;
  - f) to submit the audited annual financial statements before 30 June of the calendar year;
  - g) to fulfil the information duty towards CDCP pursuant to the Act and these Rules of Operation;
  - h) to provide CDCP, upon request, with documents that authorise the member to place and execute requests for services via the Central Depository;
  - i) to archive all documents according to Subsection h) of this Section for a minimum period of 10 years;

- j) to submit the required documents to CDCP not later than 1 working day after delivery of the request, unless CDCP decides otherwise.
- 8.13 A member is obliged to inform CDCP without delay (hereinafter referred to as ‘the information duty’) primarily of any changes in the facts concerning:
- a) the licence to provide investment services, issued by the NBS or by the supervisory authority of which the NBS is a legal successor;
  - b) the licence to operate as a bank, issued by the NBS;
  - c) information entered into the Commercial Register, which the member will subsequently confirm by submitting an excerpt from the Commercial Register;
  - d) fulfilment of technical requirements specified by CDCP;
  - e) the start of any proceedings or, respectively, any other action taken against the member, if such action could result or, respectively, has resulted in the imperilment of its position as a member;
  - f) the declaration of bankruptcy on its property, permitting to restructure, imposition of receivership or fact that the company is in crisis;
  - g) a worsening in the member’s financial situation, which could result in its inability to fulfil the liabilities towards CDCP, as well as about other facts that might lead to similar consequences;
  - h) rectification measures or, respectively, sanctions imposed by the NBS or by the supervisory authority of which the NBS is a legal successor;
  - i) the start of prosecution for a property-related criminal offence or other deliberate criminal offence of a member of the statutory body or, respectively, the head of branch office or person through which the member performs its activity.
- 8.14 The member is not allowed to send a request for CDCP’s services through SWIFT in form of SWIFT message to handle other accounts than those which are accessible to the member through standard services of Securities Register.
- 8.15 In case the SWIFT is used, the member or other subject, which concluded an agreement on using SWIFT messages with CDCP,
- a) must use an identifier in the field SEME which is unique and unrepeatable in the future, in order to identify each SWIFT message;
  - b) must always enter legal reason of the transfer in the transfer message in the field 70E::SPRO in the part “Optional Repetitive Sequence B Trade Details”. The form and way of creation and entering of trade number is up to the transferor and transferee;
  - c) must always identify transferred volume in the transfer messages only by number of units of the security;
  - d) must always enter number identifier of the trade into the field 20C::COMM in the part “Optional Repetitive Subsequence A1 Linkages” of the transfer message;

- e) is allowed to enter account number of the counterparty into field 97A::SAFE of the block E1, the sub block BUYR ( message MT542), or SELL (message MT540) of the transfer message;
- f) must enter BIC code of the counterparty into the field DEAG (message MT540), or REAG (message MT542) in the block E1, in case an account number is not stated in the message. (If the counterparty is not a SWIFT member, it must have so called “non-SWIFT” BIC code; such code is assigned by SWIFT free of charge.)
- g) in case a SWIFT message MT540 or MT542 is being sent, must:
  - i. fill in the field GENL/LINK/COMM
  - ii. ensure compliance with first 8 digits of the BIC code of the sender stated in a SWIFT message header, in case the field FIAC/ACOW is filled in;
  - iii. ensure compliance with first 8 digits of a BIC code of CDCP in case the field FIAC/SAFE/NCSD is filled in;
  - iv. ensure compliance with first 8 digits of a BIC code of CDCP in case the field SETPRTY/PSET is filled in;
  - v. enter, into the field FIAC/SAFE, number of an owner’s account, to which a member/subject has right;
  - vi. fill in the field TRADDET/ISIN.

Messages MT540 or MT542 will be converted to relevant services D158B or D158A only after fulfilling of these essentials and will be processed in standard manner.

SWIFT message MT599 is sent to the member or to a subject that concluded agreement on using of SWIFT messages with CDCP if non-compliance is detected. List of error codes, which are delivered via this message, is published on the web page of CDCP.

- h) Must, in case of cancellation of sent SWIFT message:
  - i. fill in the field GENL/LINK/PREV in accordance with SEME value in the field GENL/LINK/PREV from already received message MT540 or MT542.
  - ii. accomplish the same terms as in items ii) – vi) of section 8.15, subsection e)

SWIFT message MT599 is sent to the member or to a subject that concluded agreement on using of SWIFT messages with CDCP if non-compliance is detected. List of error codes, which are delivered via this message, is published on the web page of CDCP.

- 8.16 When SWIFT messages MT549 are sent, the member or other subject that concluded an agreement on using SWIFT messages with CDCP must,
  - a) must fill in the field GENL/REQU. Allowed values are 535 and 548.
  - b) In case value 535 was entered:
    - i. ensure compliance with first 8 digits of a BIC code of a sender from the SWIFT message header, if the item ACOW is filled in

- ii. fill in, into the field SAFE, a number of an owner's account to which a member/subject has right and from which an account statement is required.
- c) In case value 548 was entered:
  - i. fill in the field REF/PREV in accordance with SEME value in the field GENL/LINK/PREV from already received message MT540 or MT542;
  - ii. fill in the field GENL/SAFE which has to contain the same account number as was entered into the message MT540 or MT542 searched out by SEME (see item above).

SWIFT message MT599 is sent to the member or to a subject that concluded agreement on using of SWIFT messages with CDCP, if non-compliance is detected. List of error codes, which are delivered via this message, is published on the web page of CDCP.

- 8.17 Only securities without registered pledge, suspension of disposal right or pledge, and securities from the securities issue without limited negotiability may be transferred via SWIFT.
- 8.18 List of all SWIFT messages with their structure, which will be used in SWIFT communication, is in Annex 1 of the Executory Decree No.6 – “Using of SWIFT messages”. ISO15022 standard is applied to all messages.

## **Article 9**

### **Transfer of member's registration**

- 9.1 Membership granted by CDCP is not transferable.
- 9.2 Under the conditions stated in this Article, a member can transfer the registry administered pursuant to §104 of the Act only to another member, provided the member, that is to acquire the registry, has agreed with it.
- 9.3 The registry administered by a member pursuant to §104 of the Act can be transferred:
  - a) due to termination of the member as a legal entity whose legal successor is CDCP member at the time of termination of the legal predecessor, or
  - b) by decision of CDCP, following the member's request.
- 9.4 A member can request for transfer of the registry administered pursuant to §104 of the Act only if:
  - a) CDCP's sanction pursuant to Section 10.2 c) of Article 10 of this Part of the Rules of Operation (suspension of membership) has not been imposed on the member to whom the registry, administered according to §104 of the Act, is to be transferred;
  - b) the member whose registry is to be transferred informs CDCP, in writing and sufficiently in advance, of its preliminary interest to terminate the membership/to cease to exist as a legal entity with a legal successor pursuant to Section 9.3 Subsection a) of



this Article and its interest to transfer the registry to another member;

- c) the member seeking to transfer the registry administered pursuant to §104 of the Act and the member who is to acquire the registry administered pursuant to §104 of the Act conclude a trilateral agreement with CDCP on transfer of registry administered pursuant to §104 of the Act/the member who is to become a legal successor pursuant to Section 9.3 Subsection a) of this Article concludes an agreement with CDCP on transfer of registry administered pursuant to §104 of the Act;
- d) the member seeking to transfer the registry administered pursuant to §104 of the Act and the applicant for membership who is to acquire the registry administered pursuant to §104 of the Act shall conclude a tri-party agreement with CDCP on transfer of registry administered pursuant to §104 of the Act; this agreement shall come into effect on the day of granting the membership to the applicant
- e) the member seeking to transfer the registry administered pursuant to §104 of the Act and the member who is to acquire the registry administered pursuant to §104 of the Act shall conclude a tri-party agreement with CDCP on transfer of registry administered pursuant to §104 of the Act and the agreement shall come into effect on the day specified in the agreement.

9.5 The agreement according to Section 9.4 Subsection c) of this Article shall stipulate the manner and conditions of transfer of the registry from the transferring member to the acquiring member/from ceased member to the member – legal successor pursuant to Section 9.3 Subsection a) of this Article.

9.6 The provisions of these Rules of Operation shall apply to termination of membership of the transferring member.

## **Article 10**

### **Measures and sanctions**

10.1 CDCP primarily inspects whether:

- a) CDCP members meet the membership conditions according to these Rules of Operation during the entire period of their membership;
- b) the persons through which a member performs its member activities fulfil the duties related to their CDCP membership in a proper and timely manner, in compliance with these Rules of Operation;
- c) the persons through whom a member performs its member activities abide the rights and obligations resulting from the generally binding legal regulations and the Rules of Operation.

10.2 If CDCP finds out a member's violation of the Rules of Operation, depending on the type and gravity of such violation, CDCP is entitled to take/impose the following measures/sanctions against/on the member:

- a) warning about the violation of the Rules of Operation;
  - b) application of a measure to remove and remedy the deficiencies found (including the stipulation of a time limit);
  - c) suspension of membership;
  - d) withdrawal of membership.
- 10.3 CDCP shall suspend the membership or, respectively, withdraw it without delay after finding out that a member is not licensed anymore to provide investment services pursuant to the Act or that a member does not meet the membership criteria pursuant to these Rules of Operation anymore. CDCP shall suspend the membership without delay after a member withdraws the Power of Attorney that the member has issued pursuant to Section 8.3 of this Part of the Rules of Operation and does not concurrently issue a new Power of Attorney with the required content; the provision of Section 10.6 of this Article shall not apply to the suspension of membership for this reason.
- 10.4 If CDCP suspends the membership pursuant to the preceding Section, it shall at the same time specify a period for membership suspension or a condition for membership suspension to be cancelled.
- 10.5 CDCP is obliged to cancel the membership suspension within 5 working days after finding out that:
- a) the reasons for which the member's membership is suspended have expired, or
  - b) the member has resumed meeting the membership conditions pursuant to these Rules of Operation, or
  - c) the member has fulfilled a condition for termination of membership suspension.
- 10.6 CDCP can suspend a member's membership for a maximum period of one year.
- 10.7 CDCP is entitled to take/impose several measures/sanctions towards/on a member at the same time.
- 10.8 If a member has been suspended a membership (pursuant to Section 10.2 Subsection c) of this Article) based on fact other than that specified in the last sentence of Section 10.3 of Article 10, CDCP shall receive and execute the following instructions:
- a) the instruction for transfer of securities, but only if identification of the same securities owner is on the transferee's part i.e. CDCP will allow the execution of a securities transfer to the account of the same owner in another member's registry, or if it is a transfer between securities owners that have their owner's accounts administered by a member on whom sanctions have been imposed pursuant to Section 2 Subsection c) of this Article;
  - b) A transfer without consideration through donation, on condition that the receiver has an owner's account open with another member, or that it is a transfer between securities owners who have their owner's accounts administered by a member on whom sanctions

have been imposed pursuant to Section 2 Subsection c) of this Article;

- c) transition of securities, on condition that the transferee has an owner's account open with another member or in such member's registry;
- d) the instruction to register the establishment/change/termination of pledge in the Pledge Registry;
- e) the instruction to register the establishment/change/termination of transfer as collateral in a separate register.

10.9 In the event that sanctions pursuant to Section 10.2 Subsection c) of this Article have been imposed on a member based on the fact specified in the last sentence of Section 10.3 of Article 10, the member is obliged to receive and execute or, respectively, pass onto CDCP the following instructions pursuant to the Act and these Rules of Operation:

- a) an instruction for movement of securities, but only if identification of the same securities owner is on the transferee's part, i.e. CDCP will allow the execution of a securities movement to the account of the same owner in this member's registry;
- b) an instruction for a transfer of securities between the owner's accounts that are kept in this member's registry;
- c) a transfer without consideration through donation, on condition that both the donor and the beneficiary have owner's accounts open with this member;
- d) an instruction for transition of securities, on condition that both the securities owner and the transferee have owner's accounts open with this member;
- e) an instruction to register the establishment/change/termination of pledge in the Pledge Registry and subsequent indication of this fact in the owner's account that the member keeps in its registry;
- f) an instruction to register the establishment/change/termination of transfer as collateral in a separate register;
- g) an instruction to register the establishment/change/termination of pledge, pursuant to §53a) of the Act, in the owner's account that the member keeps in its registry;
- h) an instruction to register/change and cancel the disposal right suspension.

10.10 The member on whom sanctions have been imposed, pursuant to Section 10.2 Subsection c) of this Article, is required to fulfil its information duties according to the Act until the last owner's account is closed in the registry of this member.

10.11 In the event that sanctions have been imposed on a member pursuant to Section 10.2 Subsection d) of this Article, CDCP shall receive and execute the following instructions:

- a) an instruction for transfer of securities, but only if identification of the same securities owner is on the transferee's part i.e. CDCP will allow the execution of a securities transfer to the account of the same owner in another member's registry;
- b) a transfer without consideration through donation, on condition that the receiver has an

- owner's account open with another member;
  - c) transition of securities, on condition that the transferee has an owner's account open with another member;
  - d) the instruction to register the establishment/change/termination of pledge in the Pledge Registry;
  - e) the instruction to register the establishment/change/termination of transfer as collateral in a separate register.
- 10.12 In the event that sanctions have been imposed on a member pursuant to Section 10.2 Subsection d) of this Article, the members is obliged to receive and execute the following instructions:
- a) the instruction to record the pledge over securities in the account, which the member keeps in its registry;
  - b) the instruction to register/change and cancel the disposal right suspension;
  - c) the instruction for transfer and transition of securities:
    - i. only if identification of the same securities owner is on the transferee's part i.e. CDCP will allow the execution of a securities transfer to the account of the same owner in another member's registry;
    - ii. a transfer without consideration through donation, on condition that the receiver has an owner's account open with another member;
    - iii. transition of securities, on condition that the transferee has an owner's account open with another member.
- 10.13 The member on whom sanctions have been imposed, pursuant to Section 10.2 Subsection d) of this Article, is required to fulfil its information duties according to the Act until the last owner's account is closed in registration of this member.
- 10.14 If an owner's account is open pursuant to §105 Section 2 of the Act upon a member's request, and sanctions pursuant to Section 10.2 Subsection c) of this Article have been imposed on the authorised member, the authorised member must not place the requests for services concerning the said owner's account for the period of suspension of membership. Upon the account owner's request, the authorised member is obliged to end a contractual relation with the owner of such account. Before termination of contractual relation with the account owner, the authorised member is obliged to place an instruction to terminate the disposal right suspensions in compliance with §28 Section Subsection b) that have been registered over the securities registered on this account of the owner, or to take other measures that have been imposed on the member in connection with the sanction. The authorised member and the owner of this account shall be liable for possible damages resulting from a failure to comply with these obligations.
- 10.15 If an owner's account is open pursuant to §105 Section 2 of the Act upon a member's request, and sanctions pursuant to Section 10.2 Subsection d) of this Article have been

imposed on the authorised member, the authorised member and the owner of this account are obliged to end the contractual relation to this account. Before terminating the contractual relation with the account owner, the authorised member is obliged to place an instruction to terminate the disposal right suspensions in compliance with §28 Section Subsection b) that have been registered over the securities registered on this account of the owner, or to take other measures that have been imposed on the member in connection with the sanction. The authorised member and the owner of this account shall be liable for possible damages resulting from a failure to comply with these obligations. From the day of imposition of a sanction on the authorised member pursuant to Section 2 Subsection d) of this Article to the end of the contractual relation with the account owner, the authorised member must not place any requests for CDCP services which relate to this account, except for the obligations resulting to the authorised member from this Article.

- 10.16 The sanctions pursuant to the provisions of this Article shall only apply to an FCD if it has a client account open pursuant to §106 of the Act.

## **Article 11**

### **Termination of membership**

- 11.1 Termination of a member's membership shall be effected/is only possible in case that:

- a) the member has applied for membership termination and CDCP has withdrawn the granted membership in writing, whereas CDCP shall only terminate this member's membership if:
  - i. the member does not keep in its registry any account of an owner of securities;
  - ii. CDCP does not keep in its registry a client account of this member and an owner's account of this member;
  - iii. CDCP does not keep a holder's account;
- b) the member has been permanently withdrawn the NBS licence to provide investment services pursuant to §156 of the Act and the member hands over by means of protocol to CDCP the documents to services executed on the basis of the agreement on accessing the part CDCP's registry in accordance with point 2.10 of the Article 2 part IV. The Rules of work with the registry of the Rules of Operation in force he declares that he has not entered CDCP's register whereas the signatures of statutory representatives of member, in accordance with excerpt from the Commercial Register, on this statement have to be officially verified and he is obliged to do so within 30 days from the day of withdrawal of NBS's permission for provision of investment services in accordance with § 156 of the Act;
- c) the member has ceased to exist as a legal entity: before submission of the application for deletion from the Commercial Register, the member is obliged to terminate administration of the owner's accounts in its registry, administration of the client account and the owner's account of the member and hands over by means of protocol

to CDCP the documents to services executed on the basis of the agreement on accessing the part CDCP's register in accordance with point 2.10 of the Article 2 part IV. The Rules of work with registration of the Rules of Operation in force or he declares that he has not entered CDCP's register whereas the signatures of statutory representatives of member in accordance with extract from the Commercial Register on this statement have to be officially verified. The previous sentence shall not apply in case a legal entity, which is a legal successor of the member ceasing to exist, is at the time of termination of the legal predecessor already a member that agrees with transfer of the registry administered by the member ceasing to exist pursuant to §104 of the Act this member has to take over documents to services executed by legal predecessor of member on the basis of agreement on accessing the part CDCP's register in accordance with point 2.10 of the Article 2 part IV. The Rules of work with the registry of the Rules of Operation in force;

- d) the licence pursuant to §60 of the Act has ceased to exist and the member hands over by means of protocol to CDCP documentation to services executed on the basis of agreement on accessing the part CDCP's register in accordance with point 2.10 of the Article 2 part IV. The Rules of work with registry of the Rules of Operation in force or he declares that he has not entered CDCP's register whereas the signatures of statutory representatives of member, in accordance with excerpt from the Commercial Register, on this statement have to be officially verified and he is obliged to do so within 30 days from the day of extinction of permission in accordance with § 60 of the Act;
  - e) the member has been withdrawn the membership pursuant to Article 10 of this Part of the Rules of Operation and the member hands over by means of protocol to CDCP the documents to services executed on the basis of agreement on accessing the part CDCP's register in accordance with point 2.10 of the Article 2 part "IV. The Rules of work with registry" in force or he declares that he has not entered CDCP's register whereas the signatures of statutory representatives of member, in accordance with excerpt from the Commercial Register, on this statement have to be officially verified and he is obliged to do so within 30 days from the day of entry into force of withdrawal of membership in accordance with the Article 10 of this part of the Rules of Operation.
- 11.2 In case CDCP withdraws membership permanently, the membership termination shall come into effect on the next day after CDCP's decision, unless CDCP decides otherwise.
  - 11.3 Termination of membership does not affect a member's obligation to fulfil all liabilities resulting from CDCP membership. By extinction of Membership, all contractual relations, which existence was conditioned by membership in CDCP, shall cease to exist; this is without the prejudice to provisions of the Rules of Operation, which set the rights and obligations of member after extinction of membership.
  - 11.4 From the moment of occurrence of the legal facts stated in Section 11.1 Subsections b), d) and e) of this Article to the moment of the written termination of membership by the

Central Depository pursuant to Section 11.1 Subsections b), d) and e) of this Article, the member must fulfil the obligations pursuant to Section 10.12, Section 10.13 and Section 10.15 of Article 10; this shall not affect the provision of Section 10.16 of Article 10 of this Part of the Rules of Operation.

- 11.5 In the event of termination of a member's membership, CDCP shall inform all members and the BSSE of this fact, and shall announce/publish this fact on its website.

## **Article 12**

### **Delivery, technical conditions of communication, manner and procedure of reporting and resolution of malfunctions of the APV**

- 12.1 Unless otherwise stated in the Rules of Operation, any announcements or other documents mutually delivered between CDCP and a member must be in written form, and can be delivered:
- a) in person to the members' or CDCP's mail room;
  - b) as registered mail to the addresses specified in the Commercial Register of the relevant Court;
  - c) via electronic communication media (fax, e-mail).
- 12.2 Unless otherwise stated in the Rules of Operation, every document shall be deemed as properly delivered if it is delivered in the manner pursuant to Section 12.2 Subsections a) or b) of this Article.
- 12.3 Where the Rules of Operation stipulate delivery in the manner pursuant to Section 12.1 Subsection c) of this Article, CDCP and the member are obliged to ensure that the messages sent in this manner are properly registered and archived on a light resistant medium. The date and time of receipt of a message, sent via electronic mail, shall be decisive for calculation of time periods.
- 12.4 Electronic addresses are monitored on working days between 08:00AM and 06:00PM.
- 12.5 CDCP and the member are obliged to set, and to inform each other in writing of e-mail addresses and (where applicable) telephone numbers and fax numbers of the contact persons authorised to perform the following activities:
- a) for fulfilment of CDCP's information duty pursuant to §111 Section 2 and §107a) of the Act (member – e-mail);
  - b) for the APV maintenance (CDCP/member – e-mail);
  - c) for announcement of the change of form of book-entry securities into paper-form securities (CDCP/member – e-mail);
  - d) for reporting the establishment/change/termination of pledge and the establishment/change/termination of transfer as collateral to the Pledge Registry and to

- the special registry of transfers as collateral of securities (CDCP - e-mail);
- e) for reporting malfunctions, defects and non-functioning of the supplied APV and other immediate problems linked with provision of services according to the Rules of Operation (CDCP/member – e-mail, telephone number, fax number).
- 12.6 If CDCP or the member changes their commercial name/ registered office/ telephone numbers/ BIC code in the SWIFT system/ electronic addresses for delivery of an announcement or document, they are obliged to inform the other party of this fact in the aforementioned manner without delay.
- 12.7 When using electronic mail, a member must use a certificate compatible with the certificate used by CDCP.
- 12.8 CDCP and the member are obliged to ensure mutual interoperability in elimination of an error reported by the member or a malfunction/non-functioning of the APV.
- 12.9 The technical conditions of communication, the manner and procedure of reporting and resolution of malfunctions of the APV are provided for in the Executory Decree No 4 - Technical conditions of communication, the manner and procedure of reporting and resolution of malfunctions of the APV.

### **Article 13**

#### **Transitional provisions**

- 13.1 In the event of termination of effectiveness of the agreement on granting CDCP membership by CDCP, the concerned member and CDCP are subject to the rights and obligations provided for in these Rules of Operation and Executory Decrees, whereby the status of the member remains unchanged.



## ANNEX 1

Template

**POWER OF ATTORNEY**

Mandator:

Represented by:

(hereinafter referred to as the “Mandator”)

authorizes Centrálny depozitár cenných papierov SR, a.s., registered office at Ul. 29. Augusta 1/A, 814 80 Bratislava, IČO code 31 338 976, registered at the Commercial Register of County Court Bratislava I, Section Sa, Entry No 493/B (hereinafter referred to as the “Mandatory”) to perform the technical realization of entries of the Mandator’s instructions, or of the Mandator clients’ instructions, to register a transfer/movement/transition of book-entry securities and to record the irrevocability of an instruction to register a transfer of book-entry securities at the time stipulated by the Rules of Operation in registration of the Mandatory kept pursuant to §99 Section 3 letter a) to d) of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws, as amended by later legislation (hereinafter referred to as the “the Act”) and pursuant to §104 Section 2 letter a) to d) of the Act through the system for the technical processing of data from the date of effectiveness of the membership of the Mandatory. The Mandatory can perform the technical realization of entries of the Mandator’s orders, or of the Mandator clients’ orders, to register a transfer/movement/transition of book-entry securities and record the irrevocability of an order to register a transfer of book-entry securities solely according to, and in compliance with, the Mandator’s orders or the orders of the Mandator’s clients to register a transfer/movement/transition of book-entry securities. This Power of Attorney applies to book-entry securities the data of which are registered in the owner’s accounts in registry of the Mandatory.

In .....Date.....

.....

A signature in compliance with the proceedings specified in an excerpt from the Commercial Register.

# **PART III**

## **THE RULES OF REGISTRATION OF ISSUES**

CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.

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## **Article 1**

### **Introductory provisions**

- 1.1 The Rules of Operation – Part ‘the Rules for Registration of Issues’ is issued by Centrálny depozitár cenných papierov SR, a.s. (hereinafter referred to as ‘the Central Depository’ or ‘CDCP’) in compliance with §103 of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as ‘the Act’), and it primarily stipulates the manner and procedure of assignment/change/cancellation of ISIN, the rules of establishment/cancellation of an issuer’s register, the manner and procedure of issuance/change of particulars of securities and termination of securities, the manner and procedure of change of securities form, the manner and procedure of administration of the list of shareholders for paper-form registered shares, the manner and procedure of redemption of nominal value of securities and payment of yields from securities after expiration of their maturity period, as well as other associated activities upon the issuer’s request.
- 1.2 If the below-mentioned terms are used in further provisions of these Rules, they shall have the following meaning:
  - a) ‘technological state’ – the state of an issue during which no services can be performed with the given issue, except for those resulting from an agreement between the issuer and CDCP;
  - b) ‘ČEM’ – auxiliary identification of an issue of paper-form registered shares, used for the purpose of administration of the list of shareholders for paper-form registered shares of CDCP

## **ASSIGNMENT, CHANGE AND CANCELLATION OF ISIN**

### **Article 2**

#### **Assignment, change and cancellation of ISIN**

- 2.1 CDCP performs the assignment, changes and cancellations of the international securities identification number (ISIN) in compliance with the Act, the ISO Standard 6166 and its obligations as a member of the Association of the National Numbering Agencies (hereinafter referred to as ‘ANNA’).

- 2.2 An ISIN is assigned as one of the particulars for all book-entry securities in compliance with the Act. An ISIN can be also assigned to a paper-form security - provided that the Act allows issuing the security in this form, as well as to other financial instruments on the basis of an application submitted by a legal entity/natural person that is issuing such security or financial instrument.
- 2.3 When assigning the ISIN, CDCP proceeds in compliance with the Act and these Rules of Operation, while taking into account the recommendations of international organisations assembling the national numbering agencies, of which it is a member.
- 2.4 The issuer shall submit an application for ISIN assignment/change/cancellation in writing, on a form specified by CDCP and together with enclosures:
  - a) in person at CDCP's registered office, or
  - b) in writing to the address of CDCP's registered office.
- 2.5 With the application for ISIN assignment must be enclosed documents confirming the applicant's existence and course of action in compliance with legal regulations in effect, as well as documents confirming the identity and eligibility of the person (representing, acting on behalf) of the applicant. All enclosed documents must be either originals or officially verified copies.
- 2.6 The forms for submission of application for ISIN assignment/change/cancellation are available at CDCP's registered office and on its website.

### **Article 3**

#### **ISIN assignment**

- 3.1 Upon the issuer's request, CDCP shall assign an ISIN to a securities issue within 5 days after all conditions for ISIN assignment are met. In case of paper-form debt securities, a signature of the issuer in the application must be officially verified if the issuer in the application concurrently gives consent to publish the issuance conditions in the website of CDCP.
- 3.2 The application pursuant to section 3.1 is submitted by the issuer in written, on specified form:
  - a) in person to mail room of CDCP
  - b) by post to the address of CDCP seat
  - c) in case of debt securities via e-mail to the dedicated e-mail address, published in the website of CDCP (in such case, the issuer is obliged to send also printed application via post or deliver it in person by three working days). Scanned copy of the printed application form and respective attachments must be enclosed to the e-mail message

## **Article 4**

### **Change of ISIN identification data**

- 4.1 In the event of such circumstances that might result in a change of particulars of securities, the issuer is obliged to request for the registration of changes in identification data of ISIN.
- 4.2 A change in ISIN identification data shall mean primarily the change of:
- a) the issuer's commercial name or name if it is a legal entity; the issuer's name or surname if he/she is a natural person;
  - b) the issuer's registered office if it is a legal entity; the issuer's permanent residence if he/she is a natural person;
  - c) the form of issued securities (bearer/registered);
  - d) the type of issued securities (book-entry/paper);
  - e) the nominal value or currency;
  - f) the number of securities in the given issue.
- 4.3 After receiving the request, CDCP shall perform the requested change without delay.
- 4.4 After submitting the request for change in ISIN identification data, an issuer of book-entry securities registered in the issuer's register administered by CDCP is obliged to request the conclusion of:
- a) an annex to the agreement on registration of the issue of book-entry securities, the ISIN of which has the 'SK' prefix;
  - b) an agreement with the issuer on registration of change of book-entry securities, the ISIN of which has the 'CS' prefix.
- 4.5 The issuer of book-entry securities is not obliged to act pursuant to section 4.4. of this article in case the application for change in the identification code ISIN is part of an application for registration of change in CDCP registry according to provision of article 7, section 7.2, letter c) of this part of the Rules of Operation
- 4.6 When changing the ISIN of a book-entry security (e.g. from 'CS' to 'SK'), the information services for the period until the day of registration of the new ISIN are processed to the original ISIN, and from the day of registration of the new ISIN are processed to the new ISIN.

## **Article 5**

### **ISIN cancellation**

- 5.1 CDCP shall cancel an ISIN based on the issuer's request or based on decision of the authorised person upon termination of securities pursuant to the Act or pursuant to a separate regulation.
- 5.2 In case a securities issue is being cancelled, the issuer of book-entry securities that are registered in the issuer's register in CDCP, is obliged to submit an application for cancellation of ISIN code concurrently with an agreement on cancellation of registration of book-entry securities issue is to be signed.
- 5.3 In case of change of form of securities, the issuer is obliged to submit an application for assignment of new ISIN code concurrently with applying for cancellation of the ISIN code, and to apply for conclusion of:
  - a) an annex to the agreement on registration of change in the issue of book-entry securities that are identified with ISIN with prefix *SK*,
  - b) an agreement with an issuer on registration of change in the issue of book-entry securities that are identified with ISIN with prefix *CS*.

## **ISSUER'S REGISTER**

### **Article 6**

#### **Establishment of issuer's register**

- 6.1 CDCP shall establish an issuer's register upon the issuer's request and in compliance with the agreement between the issuer and CDCP. The establishment of the issuer's register shall be performed by CDCP concurrently with registration of the first issue of the issuer's book-entry securities, including assignment of a registration number to the issuer pursuant to Article 7 of Part 'Introductory Provisions' of the Rules of Operation.
- 6.2 CDCP only keeps one issuer's register for an issuer, where it registers information according to the Act.
- 6.3 In compliance with the Act No 600/1992 (Coll.) on Securities as amended by later legislation, CDCP registers data on issuers and issues in the issuer's registers administered in Stredisko cenných papierov SR, a.s. (hereinafter referred to as '**the Centre**') in the extent necessary for establishment of an issuer's register according to the Act.



## **Article 7**

### **Change of data in issuer's register**

- 7.1 In the event of change of data concerning an issuer's entity, such issuer is obliged to apply with CDCP for change of data in the issuer's register immediately after the change comes into effect.
- 7.2 CDCP shall change data in an issuer's register based on:
- a) an annex to the agreement on registration of an issue of book-entry securities, with the 'SK' prefix of ISIN;
  - b) an agreement with the issuer on registration of change of book-entry securities, with the 'CS' prefix of ISIN.
  - c) of specified form published on website of CDCP in case of application for registration of change into issuer's register in the CDCP registry, concerning change in registered name or seat of the issuer, change in the nominal value of security or change in the type of shares if form of share is not changed at the same time. Signatures of authorised persons in the form must be officially verified
- 7.3 In the event of change of data concerning an issuer's entity in the issuer's register, the issuer is obliged to request CDCP to change the registration of all issues of book-entry securities in CDCP's registry (change in securities' particulars) of all issues, and to proceed pursuant to Section 7.2 of this Article.
- 7.4 Before concluding an agreement/annex to the agreement pursuant to the preceding Section of this Article, the issuer is also obliged to apply for change of identification data of ISIN.
- 7.5 The issuer is obliged to apply for change of data in the issuer's registry in compliance with provision of section 7.1 and provision of section 7.2 of this article with undue delay after change occurred or came into effect. If the change concerns the data on the owner's account/client account opened for the issuer, concurrently with the signing of the agreement/annex to the agreement the issuer must apply for change of the data on its owner's account/client account.
- 7.6 If an issuer ceases to exist with the legal successor and such issuer has issued an issue of debt securities which is not fully redeemed at the day of termination of the issuer, the issue remains registered in the issuer's registry of the legal predecessor, i.e. it is not transferred to the registry of the legal successor whereas the issuer's registry of the legal predecessor cannot be renamed to the legal successor.

## **Article 8**

### **Cancellation of issuer's register**

- 8.1 CDCP shall cancel an issuer's register concurrently with cancellation of the last issue of book-entry securities that the issuer has registered at CDCP's registry, based on an agreement on cancellation of this issue of book-entry securities. The cancellation of the issuer's register shall cancel the registration of all identification data of the issuer.
- 8.2 If an issuer has ceased to exist without a legal successor, CDCP can cancel the issuer's register, after termination of the issues of book-entry securities issued by the issuer, also based on a legal fact other than the agreement with the issuer on termination of the issue of book-entry securities.

## **Article 9**

### **Statement of and provision of information from issuer's register**

- 9.1 CDCP shall submit to an issuer a statement of the issuer's register pursuant to §107 of the Act.
- 9.2 CDCP shall only hand over information from an issuer's register to a person other than the issuer on the basis of a request, when fulfilling CDCP's information duties stipulated by the Act.
- 9.3 The application for statement of/provision of information from issuer's register shall be submitted in writing or on a form as follows:
  - a) in person at CDCP's registered office;
  - b) by post to the address of CDCP's registered office.
- 9.4 The form for submission of the application for statement of/provision of information from the issuer's register is available at CDCP's registered office and on its website.
- 9.5 Based upon a request of the issuer/authorised person, CDCP shall issue a statement of/provide information from the issuer's register in written form, and shall hand it over to the issuer/authorised person in person or send it by post without delay.
- 9.6 CDCP only provides information from an issuer's register as of the current date at the time of issue (of information).
- 9.7 A statement of an issuer's register shall contain information according to the Act.

## **Article 10**

### **List of shareholders and excerpt from the list of shareholders for book-entry registered securities**

- 10.1 In case of an issuer of book-entry registered shares, the administration of the list of shareholders is performed by CDCP based upon the issuer's application.
- 10.2 In compliance with s §107 Section 8 of the Act, when fulfilling the information duty pursuant to §107 Section 11 of the Act, CDCP is entitled to retrieve – by means of software - the necessary information directly from the owner's accounts administered by member.
- 10.3 CDCP shall issue a list of shareholders/a statement of the list of shareholders (according to the Act) based upon the issuer's/authorised person's application submitted:
  - a) in writing or on a form:
    - i. in person at CDCP's registered office;
    - ii. by post to the address of CDCP's registered office;
  - b) in electronic form (in compliance with technical specification to the APV) if it results from an agreement.
- 10.4 CDCP shall issue a list of shareholders/statement of the list of shareholders for every issue of securities separately.
- 10.5 For book-entry securities, a list of shareholders shall be sent/handed over by CDCP to:
  - a) the issuer preferably in electronic form (in compliance with the APV specification ):
    - i. in an encrypted format, in the event that the issuer holds the certificate (in compliance with the APV specification);
    - ii. in an open, that is non-encrypted, format in the event that the issuer does not hold the certificate;
  - b) the person authorised under the Act in electronic form in an open, i.e. non-encrypted format.
- 10.6 Based upon a request of the issuer/authorised person, CDCP shall issue a list of shareholders also in written/paper form, and shall hand it over to the issuer/authorised person in person or send it by post without delay.
- 10.7 In the application for provision of the list of shareholders, the applicant must clearly specify the form (written/electronic) and the required manner of delivery (in person /by post) of the statement/information from the issuer's register.
- 10.8 A statement of the list of shareholders shall be delivered by CDCP always in paper form.

10.9 Data in the list of shareholders shall be automatically updated from the registry administered by CDCP and from the members' registries. The list of shareholders contains primarily the following information:

- a) commercial name/name, registered office and identification number of the issuer for legal entity, or name, surname, permanent residence and birth registration number for natural person;
- b) ISIN, nominal value of securities and the number of securities in the given issue;
- c) commercial name/name, registered office and identification number of a shareholder for legal entities or name, surname, permanent residence and birth registration number for natural persons;
- d) the number of units of securities of the given issue owned by the shareholder.

10.10 CDCP can, based on request of an issuer:

- a) of book-entry bonds, keep the list of bondholders pursuant to §4 Section 2 of the Act No 530/1990 (Coll.) on Bonds as amended by later legislation;
- b) of book-entry registered units of an open-end unit trust, keep the list of owners of registered units pursuant to §8 Section 10 of the Act No 203/2011 (Coll.) on Collective Investment as amended by later legislation.

10.11 The provisions of this Article shall appropriately apply to the administration of the lists pursuant to the previous Section.

### **Article 10a**

#### **List of securities owners and excerpt from the list of securities owners for book-entry securities**

10a.1 CDCP issues a list of securities owners / a statement from the list of securities owners (according to the Act) based upon the issuer's/authorized person's application submitted:

- a) in writing or on a form:
  - i. in person at CDCP's registered office;
  - ii. by post to the address of CDCP's registered office;
- b) in electronic form (in compliance with technical specification to the APV) if it results from an agreement concluded between the issuer/entitled person and CDCP.

10a2. CDCP issues a list of securities owners /a statement from the list of securities owners for every securities issue separately.

- 10a3. CDCP is entitled, in compliance with §107 Section 8 of the Act, when fulfilling the information duty pursuant to §107 Section 11 of the Act, to retrieve by means of APV the necessary information directly from the owner's accounts administered by member.
- 10a4. As for book-entry securities, CDCP sends/hands over a list of securities owners:
- a) to the issuer preferably in electronic form (in compliance with the APV specification):
    - iii. in encrypted format, in case the issuer holds the certificate (in terms of the APV specification);
    - iv. in an open, i.e. non-encrypted, format in case the issuer does not hold the certificate;
  - b) to the person authorised under the Act in electronic form in an open, i.e. non-encrypted, format.
- 10a5. Based upon a request of the issuer/authorised person, CDCP issues a list of securities owners also in written/paper form, and shall hand it over to the issuer/authorised person in person or send it by post without delay.
- 10a6. In the application for provision of the list of securities owners, the applicant must clearly specify the form (written/electronic) and the required mode of delivery (in person /by post) of a list of securities owners.
- 10a7. CDCP always delivers an abstract from the list of securities owners in paper form.

## **ISSUANCE OF SECURITIES, CHANGES IN REGISTRATION OF SECURITIES ISSUE, TERMINATION AND CHANGE OF FORM OF SECURITIES**

### **Article 11**

#### **Issuance of book-entry securities**

- 11.1 When issuing a book-entry security, CDCP shall record the security's data in the owner's account (and also in the client account, if the owner's account is kept in a member's registry/holder's account administered by the Central Depository).
- 11.2 It is only possible to record the data on individual securities in the owner's account/client account/holder's account after the issue of book-entry securities is registered.
- 11.3 CDCP shall register an issue of book-entry securities in the issuer's register based on the issuer's application and based on a subsequently concluded agreement between the issuer and CDCP. With the application, the issuer must include enclosures and documents evidencing the eligibility for registration of an issue of book-entry securities. Conditions for further administration of the issuer's registry and provision of associated services to the issuer are supplemented to the agreement.

- 11.4 Registration of an issue of book-entry security shall mean the entry of data on this issue into the issuer's register, which includes primarily:
- a) ISIN;
  - b) abbreviated name of issue;
  - c) form (book-entry/paper), type and form (bearer/registered) of security;
  - d) possible restriction of transferability or exclusion of transferability;
  - e) nominal value of security, if it has a nominal value;
  - f) total number of securities in issue;
  - g) IČO/substitute identification number or birth registration number of the issuer;
  - h) commercial name, registered office or name/surname, venue of business provision of the issuer;
  - i) further particulars stipulated by the Act or a separate regulation.
- 11.5 CDCP shall record the data on a book-entry security in the owner's account/client account/holder's account based on the issuer's request (hereinafter referred to as 'the instruction to issue securities').
- 11.6 The instruction to issue securities shall be submitted by the issuer by means stipulated in an agreement concluded between CDCP and the issuer (e.g. through an annex to the agreement on registration of an issue of book-entry securities in written form, or an annex to the supplement of this agreement or a technical data medium etc.).
- 11.7 The issuer's instruction to issue securities shall contain mainly:
- a) ISIN;
  - b) identification of a member of CDCP which administers the owner's account;
  - c) identifier pursuant to Article 7 of Part 'Introductory Provisions' of the Rules of Operation;
  - d) identification number of the account owner, or registration number of type 'A';
  - e) the number of units of securities that are to be credited to the account;
  - f) other essentials in compliance with generally binding legal regulation.
- 11.8 CDCP shall record the data on book-entry securities in the owner's accounts kept in CDCP's registry/in the members' registries, in client accounts and in holder's accounts.
- 11.9 The persons, for whom the accounts have been opened, shall be informed by CDCP/member of the issuance of securities by a transaction account statement, unless they agree otherwise.
- 11.10 Based on an agreement with the issuer, CDCP is entitled to set an issue of book-entry securities to technological state for a period necessary for the execution of actions

resulting from the agreement on securities issuance, concluded between CDCP and the issuer.

### **Article 11a**

#### **Issue conditions of bonds and investment certificates**

- 11a.1 The issuer is obliged to deliver to CDCP the original, or its verified copy, of the issue conditions in written form, in 15 days from the day when the first bond was credited. The issue conditions must be signed by persons authorized to act on behalf of the issuer, or on behalf of the person specified in par. 6, item 2 of the Act No. 530/1990 Coll. on Bonds as amended by later legislation, whereas signatures do not have to be verified. CDCP is not responsible for completeness, trueness and compliance of the content of the issue conditions and their execution.
- 11a.2 When change in the issue conditions has been made, the issuer is obliged to deliver to CDCP all changes in the issue conditions and their complete version without undue delay. Provisions in the item 11a.1 of this Article of the Rules of Operation shall apply adequately when change in the issue conditions is submitted.
- 11a.3 When signing an agreement on registration of the securities issue, the issuer of bonds can grant CDCP a consent to publish the issue conditions on the web site of CDCP. The issuer has right to revoke this consent without notice, in written form and without giving a reason.
- 11a.4 In case the issuer replaced the issue conditions of bonds by parts of a security prospectus, the issuer is obliged to submit CDCP relevant parts of the prospectus, including all its changes with their full wording, whereas provisions of section 11a.1 and section 11a.2 of this article of the Rules of Operation are applied adequately.
- 11a.5 Provisions of sections 11a.1 through 11a.4 of this article apply adequately to submission of the issue conditions of investment certificates, including their changes. The issue conditions of investment certificate must include declaration that the data stated in the conditions are complete, true and are in compliance with requirements for investment certificate pursuant to the Act. The issue conditions and the declaration pursuant previous sentence must be signed by persons authorised to act on behalf of the issuer, whereas signatures do not have to be verified.
- 11a.6 CDCP shall make accessible the issue conditions to the owner of the bond or investment certificate for inspection and will make copy of the conditions based on a written application.

### **Article 12**

#### **Changes in registration of a securities issue**

- 12.1 A change in registration of an issue shall mean a change of data on issue of book-entry securities (e.g. change of the number of units of securities within a single issue of

fungible securities, change of ISIN, change of nominal value), which (the data) is entered in the issuer's register.

12.2 CDCP shall change the registered data on issue of book-entry securities based on:

- a) the annex to the agreement on registration of the issue of book-entry securities, with the 'SK' prefix of ISIN;
- b) the agreement with the issuer on registration of a change of book-entry securities, with the 'CS' prefix of ISIN,
- c) specified form published on website of CDCP in case of application for registration of change into issuer's register in the CDCP registry, concerning change in registered name or seat of the issuer, change in the nominal value of security or change in the type of shares if form of share is not changed at the same time. Signatures of authorised persons in the form must be officially verified.

12.3 The issuer is obliged to apply for change of data in the issuer's registry in compliance with provision of section 12.1 and provision of section 12.2 of this article with undue delay after change occurred or became effective. With the application, the issuer must include enclosures and documents evidencing the eligibility for change in registration of an issue of book-entry securities.

12.4 Before concluding an agreement/annex to the agreement pursuant to Section 12.2 of this Article, the issuer is also obliged to apply for change of identification data of ISIN.

12.5 If a change applies also to data in the owner's account/client account/holder's account open for the issuer, concurrently with signing the agreement/annex to the agreement the issuer must apply for a change of data in its owner's account/client account/holder's account.

12.6 CDCP shall record the relevant changes of data on an issue of book-entry securities in the owner's accounts kept in CDCP's registry, in the members' registries, in client accounts and in holder's accounts; a change can be only recorded after registration of the change of an issue of book-entry securities is performed.

12.7 In case of registration of change in a securities issue, based on procedure defined in section 12.2, CDCP is entitled to set a securities issue to technological state for a period necessary for the execution of procedures resulting from respective change in a securities issue.



### **Article 13**

#### **Termination of securities and cancellation of a securities issue**

- 13.1 Upon termination of a book-entry security, CDCP shall delete the security from the registry.
- 13.2 A security can be deleted from the registry in the following ways:
  - a) cancellation of the entire issue (i.e. debiting securities from the owner's accounts; if the owner's account is kept in the member's registry, the securities will be also debited from the client account/holder's account and the issue deleted from the issuer's register),
  - b) deletion of a certain number of securities of the given issue (i.e. debiting this number of securities from the owner's accounts; if an owner's account is kept in the member's registry, securities will be also debited from the client account/holder's account).
- 13.3 CDCP shall cancel the registration of an issue of book-entry securities in the issuer's register based on the issuer's request and based on a subsequently concluded agreement between the issuer and CDCP. The issuer is obliged to request for/to conclude an agreement on cancellation of issue without delay after the emergence of a legal fact that gives reason for deletion of a book-entry security from the registry according to the Act. With the request, the issuer must include enclosures and documents evidencing the eligibility of cancellation of registration of an issue of book-entry securities.
- 13.4 The cancellation of a securities issue in the event that the issuer does not cease to exist is governed by the provisions of the relevant legal regulations.
- 13.5 When the issuer is concluding an agreement on cancellation of registration of book-entry securities, the issuer is obliged to apply for cancellation of the ISIN code concurrently.
- 13.6 CDCP shall delete a book-entry security from an owner's account/client account/holder's account based on the issuer's instruction (hereinafter referred to as 'the instruction for securities deletion').
- 13.7 The instruction for securities deletion is submitted by the issuer by means of the agreement on cancellation of registration of an issue of book-entry securities; this instruction must include ISIN.
- 13.8 The entities for which accounts have been opened shall be informed by CDCP/member of the securities deletion through a transaction statement of the account, unless otherwise agreed.
- 13.9 If, due to repeated deletion of a certain number of securities of a given issue, all securities of this issue are debited from the owner's accounts kept in CDCP's registry and members' registries/from client accounts/from holder's accounts, the issuer must conclude an agreement with CDCP on cancellation of registration of the issue without

undue delay, which will result in the cancellation of registration of the issue in the issuer's register.

13.10 If the issuer acquires all securities of an issue:

- a) of bonds which it has acquired before the maturity date and on which it has decided to terminate via acquisition on the account of the owner-issuer, the issuer is obliged to conclude an agreement with CDCP on cancellation of registration of the issue without undue delay, which will result in the cancellation of registration of the issue in the issuer's register;
- b) of bonds which are owned by the issuer and the rights and obligations associated with the bonds will expire on the bond maturity date, the issuer is obliged to conclude an agreement with CDCP on cancellation of issue registration within 5 working days from the bond maturity date, which will result in cancellation of registration of the issue in the issuer's register;
- c) of co-operative units, the issuer is obliged to conclude an agreement with CDCP on cancellation of issue registration without undue delay, which will result in the cancellation of registration of the issue in the issuer's register.

13.11 Based on an agreement with the issuer, CDCP is entitled to set a securities issue to technological state for a period necessary for execution of actions resulting from the agreement on cancellation of a securities issue.

## **Article 14**

### **Change of form of securities**

- 14.1 CDCP shall perform a change of form of securities (book-entry/paper) based on the issuer's request and based on a consequently concluded agreement on the provision of services during change of form of securities, but only in case that such change applies to the entire issue of securities.
- 14.2 CDCP shall notify the member of the identification of the book-entry securities issue which the change of form refers to; this information shall be sent by electronic mail to the e-mail address the member has announced to CDCP.
- 14.3 During a change of form of securities, CDCP shall proceed in compliance with the relevant provisions of the Act (§15, §16, §17 and §104 Section 5 of the Act); the information duties pursuant to §17 Section 5 of the Act shall be fulfilled by CDCP by post.
- 14.4 When fulfilling the information duty pursuant to §17 Section 1 of the Act, CDCP is entitled to retrieve – by means of software - the necessary information directly from the owner's accounts administered by a member.

- 14.5 Based on an agreement with the issuer, CDCP is entitled to set an issue of book-entry securities to technological state for a period necessary for the execution of actions resulting from the agreement on change of form of a securities issue.

## **LIST OF SHAREHOLDERS FOR REGISTERED SHARES IN PAPER FORM**

### **Article 15**

#### **Administration of the list of shareholders**

- 15.1 In case of an issuer of registered shares in paper form, CDCP keeps the list of shareholders based on the issuer's request and based on a subsequently concluded agreement on administration of the list of shareholders between the issuer and CDCP. The issuer is obliged to conclude the agreement with CDCP without undue delay after issuing registered shares in paper form, and to enclose all required documents with the request.
- 15.2 After conclusion of the agreement and settlement of a fee pursuant to the Scale of Fees, CDCP shall register the list of shareholders submitted by the issuer in its registry.

### **Article 16**

#### **Entry of changes into the list of shareholders**

- 16.1 CDCP shall register changes in the list of shareholders based on the issuer's instruction, in compliance with the agreement on administration of the list of shareholders or agreement on submission of instructions on technical data media. The issuer is obliged to submit the instruction in person at CDCP's operating workplace.
- 16.2 CDCP is entitled to perform the necessary inspection and, if provided data are found to be incomplete or incorrect, request the issuer to correct or supplement the data. If the issuer does not inform CDCP of the correction or supplementing the data within three working days from delivery of CDCP's request at the latest, CDCP is entitled to enter the changes of shareholders based also on the issuer's original information delivered to CDCP, or to postpone the date of entry of change of shareholders. In the latter case, the responsibility for possible damage shall be borne by the issuer in full extent.
- 16.3 An issuer is obliged to notify CDCP of any changes related to the list of shareholders immediately after learning of such changes. In the opposite case, the issuer shall be liable for damage resulting from failure to meet this obligation.

## **Article 17**

### **Change of shareholder's data**

- 17.1 CDCP shall register changes in data on shareholder in the list of shareholders based on the issuer's instruction, in compliance with the agreement on administration of the list of shareholders. The issuer shall submit an instruction:
- a) in person at CDCP's registered office;
  - b) by post to the address of CDCP's registered office.
- 17.2 The issuer is obliged to inform CDCP of changes related to a shareholder's data (e.g. change of name, residence etc.) without delay after learning of such change. In the opposite case, the issuer shall be liable for damage resulting from failure to meet this obligation.

## **Article 18**

### **Change of issuer's identification data**

- 18.1 For the purpose of administration of the list of shareholders of registered shares in paper form, CDCP shall register changes in an issuer's identification data as follows:
- a) based on the issuer's application and a subsequently signed annex to the agreement on administration of the list of shareholders of registered shares in paper form, in the event that the issuer signed an agreement on administration of the list of shareholders with Stredisko cenných papierov SR, a.s. before 31 March 2000;
  - b) based on the issuer's instruction, in the event that the issuer has signed an agreement on administration of the list of shareholders with Stredisko cenných papierov SR, a.s. after 1 April 2000.
- 18.2 The application/instruction shall be submitted by the issuer:
- a) in person at CDCP's registered office;
  - b) by post to the address of CDCP's registered office.
- 18.3 An issuer is obliged to inform CDCP of changes in the issuer's identification (e.g. change of commercial name, registered office etc.) without delay after such change comes into effect. In the opposite case, the issuer shall be liable for damage resulting from failure to meet this obligation.

## **Article 19**

### **Increase and decrease of registered capital, change of the nominal value and number of units**

- 19.1 For the purposes of administration of the list of shareholders of registered shares in paper form, CDCP shall register an increase of registered capital as follows:

- a) based on the issuer's application and a subsequently signed agreement or amendment to the agreement, on supplementing the list of shareholders, in the event that the issuer has increased registered capital by issuing new securities;
  - b) based on the issuer's request and a subsequently signed amendment to the agreement on administration of the list of shareholders which (the amendment) covers a change of data in CDCP's registry, in the event that the issuer has increased registered capital by increasing the nominal value of securities.
- 19.2 For the purposes of administration of the list of shareholders of registered shares in paper form, CDCP shall register a decrease of registered capital as follows:
- a) in case of decrease of registered capital through a decrease of nominal value: based on the issuer's request and a subsequently signed amendment to the agreement on administration of the list of shareholders of registered shares in paper form which (the amendment) covers the change of data in CDCP's registry;
  - b) in case of decrease of registered capital through withdrawal of shares from circulation:
    - i. if the issuer signed an agreement on administration of the list of shareholders with Stredisko cenných papierov SR, a.s. before 31 March 2000: based on the issuer's application and a subsequently signed amendment to the agreement on administration of the list of shareholders of registered shares in paper form and on change of data in CDCP's registry;
    - ii. if the issuer has signed an agreement on administration of the list of shareholders with Stredisko cenných papierov SR, a.s. after 1 April 2000: based on the issuer's instruction to enter a change in number of shares owned by the shareholder.
- 19.3 The application/instruction shall be submitted by the issuer:
- a) in person at CDCP's registered office;
  - b) by post to the address of CDCP's registered office.
- 19.4 An issuer is obliged to apply with CDCP for registration of an increase/decrease of registered capital without delay after such increase/decrease of registered capital enters into effect. In the opposite case, the issuer shall be liable for damage resulting from failure to meet this obligation.
- 19.5 In case the issuer is requesting change of the nominal value and concurrently change in the number of units of securities in such way, that the total amount of registered capital (the sum of products of the number of units of securities and the nominal value) in scope of one delivered list of shareholders of registered paper-form securities, which are identified by one ČEM, remains unchanged, the change is processed as termination of administration of list of shareholders and taking over of new list of shareholders.

## **Article 20**

List of shareholders and statement of the list of shareholders for registered shares in paper form

- 20.1 CDCP shall issue a list of shareholders/statement of the list of shareholders (according to the Act) based on application of the issuer/authorised person, submitted in writing or on a form:
- a) in person at CDCP's registered office;
  - b) by post to CDCP's address.
- 20.2 CDCP shall issue a list of shareholders separately for every securities issue identified by a ČEM code.
- 20.3 CDCP shall make a statement of the list of shareholders for all securities issues of one issuer together.
- 20.4 For securities in paper form, CDCP shall hand over/send a list of shareholders:
- a) to the issuer in paper form, unless an agreement with the issuer states otherwise;
  - b) to the person authorised under the Act in paper form.
- 20.5 CDCP shall always hand over a statement of the list of shareholders in paper form.
- 20.6 For registered shares in paper form, a list of shareholders shall contain adequate information in the extent of the list of shareholders of registered shares in paper form (Section 10.9 of Article 10 of this Part of the Rules of Operation).

## **IMMOBILISED SECURITIES**

### **Article 21**

#### **Method and procedure of securities immobilisation**

- 21.1 CDCP shall provide for immobilisation of securities based on an agreement between the issuer and CDCP, but only in the case of a securities issue that does not bear information about the owner.
- 21.2 An issuer who has decided to immobilise a securities issue is obliged:
- a) to conclude an agreement with CDCP in compliance with §44 Section 1 of the Act pursuant to §39 Section 3 of the Act;
  - b) to hand over the securities in paper form to CDCP;
  - c) to conclude an agreement with CDCP on administration of the issuer's registry and registration of an issue of immobilised securities in the registry of book-entry securities.

- 21.3 If an owner requests the issuer to hand over an immobilised security pursuant to §44 Section 3 of the Act, the issuer is obliged:
- a) to inform CDCP of this fact without delay;
  - b) to sign with CDCP an amendment to the agreement on administration of the register of issuer of immobilised securities. Once the amendment is signed, CDCP shall hand over to the issuer corresponding number of paper-form securities from collective safekeeping of paper-form securities;
  - c) to sign with CDCP an amendment to the agreement on collective safekeeping, which it has concluded with CDCP according to §39;
  - d) to record data on the owner, who has requested their hand-over, on paper-form securities immediately after taking them over from CDCP.
- 21.4 When CDCP provides its services, the provisions governing the provision of services for book-entry securities shall appropriately apply to immobilised securities.
- 21.5 The issuer shall be responsible for damage resulting from violation of the obligations stated in this Article.

## **REDEMPTION OF THE NOMINAL VALUE OF SECURITIES AND PAYMENT OF YIELDS FROM SECURITIES**

### **Article 22**

#### **Application for conclusion of agreement**

- 22.1 CDCP provides services related to redemption of nominal value of securities/payment of yields from securities on the basis of an agreement, concluded with the issuer.
- 22.2 The application for conclusion of the agreement pursuant to the preceding Section shall be submitted to CDCP by the issuer in written form, including an annex, which will become an annex to the agreement if the agreement is signed.
- 22.3 The annex contains a list of authorised persons, which comprises primarily the following information:
- a) commercial name, registered office and identification number of a legal entity or name, surname, permanent residence and birth registration number of a natural person; the registered office/permanent residence of a legal entity/natural person includes the name of the country;
  - b) person's registration number for book-entry securities;
  - c) number of securities of the given issue with the authorised person;
  - d) amount of yields from securities of the given issue with the authorised person, if the

payment of yields from securities is being provided for;

- e) amount of nominal value of all securities of the given issue with the authorised person, in the event of redemption of nominal value of securities by the Central Depository;
  - f) number of current account or personal account of authorised person, if known to the issuer, with the name of financial institution that administers this account; if the account is administered outside the Slovak Republic, this information must include the SWIFT code of the foreign financial institution;
  - g) if the authorised person does not submit the number of a current or personal account administered in a foreign financial institution, CDCP shall provide for the payment of the yields from securities via a postal order.
- 22.4 The issuer is obliged to submit all documents required by CDCP for conclusion of the agreement pursuant to Section 1 of this Article.
- 22.5 After the agreement pursuant to Section 1 of this Article has been concluded, the issuer is obliged to credit the financial means necessary for redemption of the nominal value of securities/payment of yields from securities to CDCP's account at least 3 days before the start of the period required for payment of nominal value of yields to authorised persons, and must do so in compliance with the provisions of concluded agreement.

## **Article 23**

### **Procedure for redemption of nominal value and payment of yields from securities**

- 23.1 On the next working day following the day of signing of the agreement with the issuer, CDCP shall publish the below-mentioned information on its website:
- a) IČO and commercial name of the issuer with whom it has concluded the agreement on the provision of services related to the redemption of nominal value/yields from securities;
  - b) issuer's registered office;
  - c) ISIN - if it has been assigned to the issue;
  - d) date to which the payment of yields/redemption of the nominal value refers;
  - e) the method of how CDCP will provide for the payment of yields/redemption of the nominal value.
- 23.2 CDCP shall compute and deduct the income tax from the yields from securities, and shall transfer the withheld tax to the tax administrator pursuant to the Act No 595/2003 (Coll.) on Income Tax as amended by later legislation and pursuant to other legal regulations effective at the time of conclusion of the agreement.



- 23.3 Within the term for redemption of the nominal value/payment of yields specified in the agreement with the issuer, CDCP shall place an instruction to pay the net yield to the authorised persons based on the information stated in the agreement with the issuer.
- 23.4 Within 30 days from the last day of the term for redemption of the principal/yields, CDCP shall send to the issuer information in the following minimum structure:
- a) authorised person;
  - b) the amount of redeemed principal (for debt securities);
  - c) the amount of net yield paid out;
  - d) the amount of income tax deducted and paid from the yields from securities.
- 23.5 If it is not possible to redeem the principal and yields from securities, CDCP shall send the undelivered or returned financial means back to the issuer without delay, and shall inform the issuer of the cause of inability to pay out the principal and yields.

#### **SPECIAL REGISTRY OF SECURITIES WITH A CLAIM CONNECTED WITH AN OBLIGATION OF SUBORDINATION**

##### **Article 24**

##### **Keeping of special registry of securities with a claim connected with an obligation of subordination**

- 24.1 CDCP does keep a security issue with a claim connected with an obligation of subordination in an issuer's registry open according to article 107 of the Act.
- 24.2 CDCP shall assign to the securities issue with a claim connected with an obligation of subordination a separate code within the frame of a code list CIS\_SecurityType, which shall unambiguously identify a security with a claim connected with an obligation of subordination.
- 24.3 The fact, that a security issue with a claim connected with an obligation of subordination should be issued, must be stated in an agreement concluded with CDCP in compliance with this part of the Rules of Operation.

#### **ISSUING AGENT**

##### **Article 25**

##### **Issuing Agent**

- 25.1 Activities of the issuing agent pursuant to § 107c of the Act is allowed to perform, based on agreement with an issuer:
- a) a member of the central depository,

- b) securities broker,
- c) foreign securities broker,
- d) the Debt and Liquidity Management Agency.

- 25.2 When acting on behalf of the issuer, the Issuing Agent has rights and obligations pursuant to these Rules of Operation of the same extent as the issuer.
- 25.3 Provisions of Article 14 section 14.7, Article 12 section 12.7 of the First part „Introductory Provisions“, apply to submission of the agreement with the issuer based on which the issuing agent is eligible to act on behalf of the issuer in the face of the central depository and its members, method and procedure for delivery of documents approving termination of such agreement.

**PART IV**

**THE RULES OF WORK WITH THE  
REGISTRY**

CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.

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## **Article 1**

### **Introductory provisions**

- 1.1 The Rules of Operation – Part ‘the Rules of Work with the Registry’ is issued by Centrálny depozitár cenných papierov SR, a.s. (hereinafter referred to as ‘the Central Depository’ or ‘CDCP’) in compliance with §103 of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as ‘the Act’), and it primarily stipulates the rules for opening and closing of the owner’s accounts administered by CDCP, client accounts of the members, holder’s accounts, the method and procedure for placement of instructions to register suspension of exercise of the disposal right to book-entry securities pursuant to §28 of the Act, the method and procedure of placement of instructions for transfer and transition of securities, the method and procedure of the registration of securities transfers as collateral (§53 of the Act), the method and procedure of registration of pledge over securities, the method and procedure of provision of information from the Pledge Registry and the method and procedure of making corrections and supplements to registries pursuant to §108 Sections 1 through 3 of the Act.
- 1.2 If the below-mentioned terms are used in further provisions of these Rules, they shall have the following meaning:
  - a) “the Act on Collective Investment” – the Act No 203/2011 (Coll.) on Collective Investment in the wording of later legislation,
  - b) „holder’s register“ – the register of securities a data on owners of securities, kept by holder on accounts in register pursuant to § 71 paragraph 2 letter h) of the Act or in similar register in accordance with the law, under which the holder was established or in register established in accordance with the law under which was established the foreign legal entity, for whom the holder’s account was opened.
- 1.3 The Rules of Work with Registry apply to an operator of multilateral trading facility in the same extent as they do to the BSSE.
- 1.4 In relation to the holder’s registry, the holder is not subject to provisions of the Rules of Operation that specify the use of CDCP services in more detail, provisions of the Rules of Operation governing the creation/change/termination of pledge pursuant to §53a) of the Act and creation/change/termination of transfer as collateral pursuant to §53c) of the Act, and the provisions of Executory Decrees No 1, 2, 3 and 4 of the Rules of Operation.
- 1.5 In case of declaration of bankruptcy on the property of person submitting the request for service, from the day (including) the person submitting the request for service has been declared bankrupt, in compliance with the regulation ruling the bankruptcy, the proxy

assigned by statutory bodies of such entity is not authorised to request execution of services pursuant to this section of the Rules of Operation. Proxy shall not be accepted by CDCP and no service shall be provided to the proxy, or to the submitting person.

## **THE RULES FOR OPENING AND CLOSING OF ACCOUNTS ADMINISTERED BY THE CENTRAL DEPOSITORY**

### **Article 2**

#### **Types of accounts, account opening**

- 2.1 CDCP keeps the registry of data on securities for the following types of accounts:
- a) the owner's account pursuant to §105 of the Act;
  - b) the client account of a member pursuant to §106 of the Act;
  - c) the holder's account pursuant to §105(a) of the Act.
- 2.2 CDCP shall open an owner's account:
- a) to a member;
  - b) to the central depository, to a state authority acting on behalf of the Slovak Republic and to the National Property Fund of the Slovak Republic;
  - c) to legal person;
  - d) to natural person or legal person based on a request of a stock broker, of a branch of foreign stock broker, of a foreign stock broker, of an issuer or of a stock exchange.
- 2.3 CDCP shall open the owner's account based on request and subsequently concluded agreement on opening and administration of the account of owner of book-entry securities. Concluding of the agreement is not required when opening an owner's account for CDCP or person pursuant to section 2.2, letter (a) and (b) of this Article. With the application for account opening, the person/entity applying for opening of the owner's account pursuant to Section 2.2, letter (c) and (d) is obliged to enclose a filled-out and signed draft agreement on opening and administration of an account of the owner of book-entry securities, which (the draft) is part of the form for submission of the application for opening of the owner's account. The form is available at CDCP's registered office and on its website.
- 2.4 CDCP shall open the holder's account to a person specified in §105a) Section 3 of the Act based on request and, subsequently, after concluding an agreement on opening and administration of holder's account. Concluding of the agreement is not required when opening a holder's account for CDCP.
- 2.5 CDCP shall open the client account of member based on written application.



- 2.6 The written application for account opening pursuant to Sections 2.3, 2.4 and 2.5 of this Article must be submitted in person at CDCP's registered office and shall contain:
- a) the commercial name or name, identification number and registered office of the applicant, as well as the account type in case of a legal person;
  - b) name, surname, birth identification number of the applicant, and the account type in case of a natural person.
- 2.7 The application for account opening pursuant to Section 2.3, 2.4 and 2.5 of this Article must be accompanied by the documents evidencing the requesting entity's existence and course of action pursuant to effective legal regulations, as well as the documents proving the personal identity and eligibility of the requesting entity. All submitted documents must be either originals or officially verified copies.
- 2.8 The account owner or non-member can entitle one member (the authorized member) to handle the owner's account or holder's account and to submit requests for CDCP services related to this account, while the authorized member is liable for correctness and completeness of all documents that authorise him to exercise such activity, as well as for possible damage that could be caused to CDCP due to the placement of an unauthorised instruction. The account owner/non-member can authorize only one member (the authorized member). The authorized member can register on the owner's account or holder's account after the conclusion of a separate agreement between CDCP and the authorized member. The authorised member is obliged to register itself for the owner's account or holder's account prior to submitting the first instruction on the account owner's or non-member's behalf. Failure to comply with this obligation is deemed as a serious violation of the Rules of Operation. CDCP shall register the authorised member for an indefinite period. After account owner respectively non-member terminates the authorization of the authorized member, the authorized member is obliged to place, without undue delay, an instruction to cancel its registration as the authorised member in the owner's account or holder's account. Failure to comply with this obligation is deemed as a serious violation of the Rules of Operation. CDCP is not liable for damage that may arise due to a violation of the member's obligations pursuant to this Section. The authorized member must not perform administration of Foreign security, neither in case the authorised member was authorised by the account owner to perform such activity.
- 2.9 The accounts pursuant to Section 2.1 of this Article opened by CDCP shall contain data according to the Act and data assigned by CDCP allowing for clear identification of the accounts, such as the account number. The opening of an account shall mean the assignment of an identifier pursuant to Article 7 of Part 'Introductory Provisions' of the Rules of Operation and the entry of basic data on the entity, for which the account has been opened, to the registry administered by CDCP or by a member.

- 2.10 A pledge, a transfer as collateral and suspension of disposal right, except for suspension of disposal right pursuant to §28 Section 3 Subsections e) and f) of the Act, cannot be registered on holder's account over the securities whose data are registered in a holder's account.
- 2.11 The provisions of these Rules of Operation shall appropriately apply to an owner's account opened for CDCP.
- 2.12 Based on an agreement, CDCP may allow a member to handle securities that are in the CDCP's registry, via the APV or SWIFT. Such activity of the member is not subject to the obligation of registration pursuant to Section 2.8 of this Article. If an authorised member is registered in the owner's account, no other member can submit requests for services via the APV or SWIFT according to this Section. The provision of this point applies accordingly to holder's account open for non-member of CDCP.

## **Article 2a**

### **Separate provisions on holder and holder's account**

- 2a.1 In the case of differences between the data pursuant to §105a) Section 2 Subsections c) and d) of the Act registered in a holder's account in CDCP's registry and the data in a holder's registry, the data registered in the holder's account shall prevail.
- 2a.2 A holder is obliged to continuously execute, in the holder's registry, all changes related to the data on securities registered in the holder's account, e.g. a change of ISIN, nominal value etc.
- 2a.3 A transfer/transition/movement of securities to a holder's account is only possible in the case that no disposal right suspension or pledge has been registered over these securities. Except that, if SWIFT message is used, transferred securities must be from the issue without limited negotiability.
- 2a.4 A transfer/transition/movement of securities from a holder's account is only possible on condition that no disposal right suspension or pledge is registered over these securities in the holder's registration. Except that, if SWIFT message is used, transferred securities must be from the issue without limited negotiability.
- 2a.5 In case that a disposal right suspension applying to the entire issue of securities is registered over securities in a holder's account, the holder must not register a transfer/movement of securities in the holder's registry. If CDCP sets the issue to a technological state pursuant to Part III – The Rules for Issues Registration of the Rules of Operation, the holder must not register a disposal right suspension/lien/transfer as collateral over the securities of the given issue, or perform a transfer/transition/movement of securities in the holder's registration. Once the issue of

securities is no more set to a technological state, the holder must subsequently perform the activities pursuant to Section 2a.2 of this Article.

- 2a.6 If a transferee of securities, the data on which is registered in a holder's registry, is acquiring securities on the grounds of transfer or transition, and a disposal right suspension/lien or a transfer as collateral pursuant to Article 19 of this Part of the Rules of Operation is registered over these securities, the transferee must open an account in that particular holder's registry.
- 2a.7 In case measures and sanctions pursuant to the Rules of Operation were adopted against the holder who is a member, provisions of the Article 10 of part II of the Rules of Membership of the Rules of Operation shall be used accordingly.
- 2a.8 In case of holder's request to transfer the register of securities kept on holder's account of other holder, provisions of the Article 9 of part II of the Rules of Membership of the Rules of Operation shall be used accordingly.
- 2a.9 To holder, who is not a member, provisions of the Articles 9 and 10 of part II of the Rules of Membership of the Rules of Operation shall apply accordingly.
- 2a.10 In case the holder-member becomes a holder non-member or vice-versa, the holder is obliged to close a new agreement in relation to holder's account within deadline set by CDCP in written appeal. CDCP is not liable for possible damages, which arise from breach of obligation of holder stipulated by this item.
- 2a.11 In case the holder-member becomes a holder non-member or vice-versa, CDCP by the time of conclusion of agreement in accordance with point 2a.10 of this Article and submission of instruction for transmission of securities to newly open holder's account, shall not provide, in relation to the holder's account, any services or access by means of APV, which are otherwise provided to a holder – member or a holder – non-member.
- 2a.12 CDCP is not liable for damages caused by breach of provisions set in the Article 2a by the holder.
- 2a.13 CDCP is liable towards the holder for damages caused by wilful act or negligence by processing holder's instruction incorrectly, incompletely or with delay.

### **Article 3**

#### **Change of data registered in an account administered by CDCP**

- 3.1 Data on an entity, for which an account pursuant to Section 2.1 of Article 2 of this Part of the Rules of Operation has been opened, can only be changed on the basis of a request. Aforementioned does not apply to the owner's account opened for natural person. In case of owner's account opened for natural person the change may be executed also based on §108 of the Act.

- 3.2 The provisions of Sections 2.6, 2.7 and 2.8 of Article 2 of this Part of the Rules of Operation shall appropriately apply to the request for change of data in the account pursuant to Section 2.1 of Article 2 of this Part of the Rules of Operation. Documents declaring required change in data pursuant to Article 14 of the Part I of the Rules of Operation must be attached to the application for change in data registered in an account pursuant to section 2.1 of Article 2 of this Part of the Rules of Operation. In case the account owner will not demonstrate required change in data sufficiently and unequivocally, CDCP will not execute the required change.
- 3.3 Along with request for change in an owner's account/client account/holder's account, the account owner/member or holder is obliged to request simultaneously for relevant changes to be made in the other accounts that CDCP has opened for relevant entity, as well as in all CDCP registers in which the member or holder has been registered.
- 3.4 An account owner/member/holder is obliged to request for a change to be made immediately after such change comes into effect.

#### **Article 4**

##### **Closing the account opened by CDCP**

- 4.1 An account opened and administered by CDCP can only be closed on the basis of a request, and on the condition that no data on book-entry securities is registered in the account. In case of a client account, no owner's accounts pursuant to § 105 Section 3 of the Act can be linked to this account. In case of a holder's account, the holder is obliged to enclose with the request a statement that the holder does not register any data on securities in its registry.
- 4.2 The provisions of Sections 2.6, 2.7 and 2.8 of Article 2 of this Part of the Rules of Operation shall appropriately apply to the request for cancellation of an account opened by CDCP (for example CDCP accepts valid Power of Attorney and will not require extract from the Commercial Register not older than 3 months and for foreign legal entities and foreign natural persons – entrepreneurs will not require documents according to Section 12.4 letter c) of part I Introductory Provisions of the Rules of Operation not older than 6 months etc.).
- 4.3 CDCP shall close an account pursuant to Section 2.1 of Article 2 of this Part of the Rules of Operation within the time specified in the request, however, no sooner than one working day following delivery of the request or to expiration of validity of agreement in accordance with item 2.3 and 2.4 of the Article 2 of this part of the Rules of Operation.
- 4.4 Without the request, CDCP can close:
  - a) an owner's account kept in CDCP's registry, except for the owner's account of a member, if there is no data on any security registered in the owner's account for a

period of one year or if stipulated by the Act;

- b) a client account, if there is no data on any book-entry security registered in the client account for a period of one year and no owner's account pursuant to §105 Section 3 of the Act is linked to the relevant client account.
- 4.5 The owner's account of the benefactor open and kept in CDCP, on which no data on book-entry securities are registered, can be cancelled also based on request of an inheritor who will declare its legacy by valid decision on inheritance.

## **Article 5**

### **Statement of account opened by CDCP and the method of its handing-over**

- 5.1 To the entity for which an account pursuant to Section 2.1 of Article 2 of this Part of the Rules of Operation has been opened, CDCP shall provide a statement of owner's account/client account/holder's account in paper form or in electronic form (if so stated in an agreement):
- a) after making an accounting entry to the credit or to the debit of said account, unless it is agreed otherwise or unless the Act stipulates otherwise – for example §105 Section 7 of the Act (transaction statement);
  - b) based on request of the account owner/member/person for whom the holder's account has been opened (account statement, back-dated statement of account);
  - c) at the request of the National Property Fund of the Slovak Republic pursuant to §105 par. 7 of the Act;
  - d) based on SWIFT message MT549 – request for an account statement.
- 5.2 CDCP shall prefer to send the statement of an account, opened for a member, in electronic form. Based on a member's request, which can be submitted to CDCP in electronic form, CDCP shall also issue account statement in paper form and shall send it by post without delay. In case of the account statement of owner's account that CDCP is providing pursuant to Section 5.1, subsection c) of this Article, CDCP is entitled to authorise the member to prepare the account statement in the paper form and to its delivery to the owner of account via post. In case an account statement is issued based on request received through the SWIFT system, it will be sent to the applicant also via the SWIFT system in form of a SWIFT message MT535.
- 5.3 The request for statement of an account opened in CDCP, if in written form, must be delivered:
- a) in person to CDCP's registered office;

- b) by post to the address of CDCP's registered office.
- 5.4 The request for account statement pursuant to Section 5.3 of this Article must contain:
- a) data on person for which the account was opened (commercial name, registered office and identification number in case of the legal entity or name, , permanent residence and birth registration number in case of the natural person);
  - b) the date as of which the statement should be made;
  - c) if there is no date specified, the statement shall be made as of the date of provision of the service (current statement).
- 5.5 CDCP is entitled, pursuant to §105 par.7 of the Act, to authorise the member to prepare, process or hand-over the statement of the owner's account opened pursuant to Section 2.2 letter c) and d) of the Article 2 of this part of the Rules of Operation. Authorisation pursuant to previous sentence of this Section has to be the subject of the agreement concluded between CDCP and the member or subject of amendment to the agreement on access to the part of the registry of CDCP.

## **Article 6**

### **Provision of information on securities**

- 6.1 Information on an owner's account/client account/holder's account and information on securities, the data of which is registered in such accounts, shall be provided by the CDCP/a member to an entity other than the account owner, or to the holder for whom the holder's account has been opened, or to the member for whom the client account has been opened only upon request, and:
- a) when fulfilling the information duties that CDCP/member has to fulfil in compliance with the Act;
  - b) based on a previous registration of the authorisation pursuant to §105 Section 1 Subsections d) and e) of the Act, performed in the owner's account in the CDCP's/member's registration, in extent of such authorisation;
  - c) based on SWIFT message MT549 – request for an account statement sent by authorised person that has right to the account statement.
- 6.2 In case of an owner's account kept for an asset-management company or for a unit trusts administered by such company, the request can be submitted by the asset-management company or by the asset-management company's depository. The original or an officially verified copy of a valid agreement on performance of the depository's activity shall be attached to the request.

- 6.3 Information on a holder's account and information on securities, the data of which is registered in such account, shall be provided by CDCP to an entity other than the one for whom the account has been opened based on a request, and only when fulfilling the information duties CDCP/member has to fulfil according to the Act.
- 6.4 The request for provision of information pursuant to this Article must contain the following particulars:
- a) numeric identification of the owner's account/client account/holder's account;
  - b) identification number of the account owner/member/holder or its BIC code;
  - c) identification of the entity to which the service is being provided, specifying its identification number; if it is a securities dealer/a foreign securities dealer, its registration number assigned by CDCP shall be included. In case the request is received via the SWIFT system, identification of the person is performed automatically based on indicated BIC code;
  - d) the extent of the authorisation to obtain information from the account/client account/holder's account.
- 6.5 A change and cancellation of registration of persons authorised to obtain information on securities in the owner's account shall be performed by CDCP/ member based on request of the account owner or the person registered pursuant to Section 6.1 Subsection b) of this Article; the provisions of Section 6.4 of this Article shall appropriately apply to the content of the request for cancellation of registration.
- 6.6 In case that the information on the owner's account/client account/holder's account and on securities, the data of which is registered on such accounts, includes information on 'the series of issue', the entity requesting for services is not entitled to use this information in the orders or requests for CDCP services. The series of issue is a technological aid of CDCP.
- 6.7 In case of requests for information on securities, submitted by entities specified in §110 of the Act or submitted by persons, to whom CDCP is obliged to provide protected information in accordance with specific legal regulations, the provisions of this Article shall appropriately apply to the request.

## **Article 7**

### **Authorised persons pursuant to §105 Section 1 Subsections d) and e)**

- 7.1 The registration of a person entitled to require information on securities, or a person entitled to dispose of securities in an owner's account pursuant to §105 Section 1 Subsections d) and e) of the Act shall be performed by CDCP/ member upon the request of the account owner, or a person authorised by the account owner.

- 7.2 The requests/instructions for registration according to this Article shall be submitted by authorised persons:
- a) to CDCP (if data on a book-entry security and its owner is registered in the owner's account in CDCP's registry):
    - i. in writing or on a form, in person at CDCP's registered office;
    - ii. via an authorised member, if such member's authorisation results from an agreement;
  - b) to a member (if data on owner is registered in an owner's account in member's registry).
- 7.3 The instruction for registration of authorised person pursuant to §105 Section 1 Subsections d) and e) must contain:
- a) the particulars pursuant to §105 Section 1 Subsection b) of the Act;
  - b) the period for which the person's authorisation is being registered, unless registration of this authorisation for an indefinite period is being requested;
  - c) numerical identification of the account owner;
  - d) ISIN;
  - e) identification of person that submits the instruction for registration of authorisation to CDCP/member (i.e. commercial name, registered office and identification number for legal entity or, respectively, name, surname, permanent residence and birth registration number for natural person, together with his/her registration number assigned by CDCP/member);
  - f) the scope of authorisation;
  - g) in the event of submission of instruction in electronic form, other data stipulated by CDCP in compliance with technical specification to the APV or SWIFT.
- 7.4 The disposal right can be registered only over those securities that are in an owner's account at the moment of placement of the instruction.
- 7.5 After exercising the disposal right, the person authorised to dispose is obliged to place an instruction to cancel this disposal right.



## **METHOD AND PROCEDURE FOR PLACEMENT OF INSTRUCTIONS TO SUSPEND THE DISPOSAL RIGHT**

### **Article 8**

#### **Persons authorised to place the instruction to register suspension of the disposal right/to cancel the registration of the disposal right suspension**

- 8.1 The instruction to register suspension of the disposal right can be submitted to CDCP/member/holder by authorised persons pursuant to provisions of par.28, sec.3 of the Act..
- 8.2 If the data on a book-entry security and its owner is registered in an owner's account administered by CDCP, CDCP shall register the disposal right suspension/ cancellation of the disposal right suspension (i.e. make the relevant entry in CDCP's registry).
- 8.3 If the data on a book-entry security and its owner is registered in an owner's account administered by a member, the member shall register the disposal right suspension/ cancellation of the disposal right suspension (i.e. make the relevant entry in the member's registry). After the disposal right suspension has been registered in the member's registry, the disposal right suspension shall be concurrently registered in the client account of member, for the same number of securities of the given ISIN.
- 8.4 CDCP and the member can place the instruction to register the disposal right suspension in cases where they perform corrections or supplementation in their registries pursuant to §108 Sections 1 through 3 of the Act, or in the case that they are placing an instruction to register the disposal right suspension pursuant to §28 Section 3 Subsection k) of the Act.
- 8.5 If the instruction to register the disposal right suspension/cancellation of the disposal right suspension refers to an entire issue of securities, the authorised person shall place the instruction to register the disposal right suspension /cancellation of the disposal right suspension to CDCP. CDCP shall register the disposal right suspension over the entire issue also in the registration administered by members (i.e. CDCP shall make the relevant entry in a member's registry as well as in the client account of the member).
- 8.6 In case of registration of the disposal right suspension referring to an entire issue of securities, CDCP shall register the disposal right suspension on the working day following the day of delivery of the request (the authorised person must deliver the request no later than on the working day preceding the day when the disposal right suspension is to be registered). If, on the day of placement of the instruction to register the disposal right suspension referring to an entire issue of securities, only a single security of this issue is the object of irrevocability of the instruction to register a transfer, CDCP shall register the disposal right suspension on the working day following the day of delivery of the request.

- 8.7 The disposal right suspension shall be established and terminated (either partially or entirely) upon the entry in CDCP's/member's registry and in the holder's registry. During the period of registration of the disposal right suspension, neither CDCP nor the member shall register the transfer of a book-entry security over which the disposal right suspension is registered.
- 8.8 The disposal rights suspension can be terminated in the following manner:
- a) expiration of the period for which the suspension has been registered, in the case of a disposal right suspension registered based on instruction of an authorised person according to provisions of §28, section 3, letter h) and i) of the Act in compliance with Section 9.1 of Article 9 of this Part of the Rules of Operation, CDCD/member shall register a termination of the disposal right suspension after submitting the documents evidential of the termination of the disposal right suspension;
  - b) based on the instruction of a securities dealer, if it sells securities pursuant to §51 of the Act over which (the securities) a pledge has been established and cancels the disposal right suspension registered pursuant to §28 Section (3) Subsections a) through d) of the Act;
  - c) based on the instruction of a legal entity or natural person that shows to CDCP or to the member/holder the authorisation to cancel the instruction for the disposal right suspension;
  - d) based on the instruction of CDCP or the member or the holder, if CDCP or the member is cancelling an instruction to register the disposal right suspension of an entity that has ceased to exist without a legal successor, or of a securities dealer/foreign securities dealer that has stopped providing investment services according to this Act;
  - e) based on the instruction of CDCP or the member, if they are placing an instruction pursuant to §28 Section 3 Subsection k) of the Act.
- 8.9 The number of securities for which the disposal right suspension is registered can be increased only via the placement of a new instruction to register the disposal right suspension. The number of securities for which the disposal right suspension is registered can be decreased only via the placement of an instruction to cancel the registration of the disposal right suspension, specifying the relevant number of securities units which are the object of cancellation of the disposal right suspension.
- 8.10 Unless stated otherwise in the Rules of Operation or unless something different results from an agreement between the authorised person and CDCP, the instruction to register the disposal right suspension /cancel the registration of disposal right suspension shall be submitted to CDCP by:
- a) entities that have owner's accounts open in CDCP, members and issuers:
    - i. by post or in person at CDCP's registered office, in writing or on a form;

- ii. in an electronic form (in compliance with technical specification to the APV), if it results from the agreement with CDCP;
  - b) a member, with the exception pursuant to Section 8.11 of this Article, usually in electronic form;
  - c) the Stock Exchange, usually in electronic form (in compliance with technical specification to the APV);
  - d) other authorised persons in writing or on a form, in person at CDCP's registered office or by post to the address of CDCP; the authorised persons pursuant to §28 Section 3 Subsections a), b), and d) of the Act are allowed to place the instruction via a member.
- 8.11 A securities dealer/foreign securities dealer shall place the instruction to cancel the disposal right suspension (except for the disposal right suspension that has been registered based on its instruction pursuant to §28 Section 3 Subsection b) of the Act) in person at CDCP's registered office.
- 8.12 The form for the placement of instructions to register the disposal right suspension /to cancel the registration of the disposal right suspension is available at CDCP's registered office and on its website.
- 8.13 The instruction to register the disposal right suspension /to cancel the registration of the disposal right suspension is submitted to a member by the Stock Exchange via the CDCP's system for technical data processing (in compliance with technical specification to the APV); other authorised persons shall use the manner specified by the member.

## **Article 9**

### **The instruction to register/to cancel registration of the disposal right suspension**

- 9.1 The instruction to register/to cancel registration of the disposal right suspension must contain all particulars according to the Act and information specified by CDCP in compliance with technical specification to the APV, or on a relevant form. If the instruction to register a disposal right suspension for a definite period is being submitted by authorised persons pursuant to provisions of §28, section 3, letter h) and i) of the Act, the definite period need not be specified as a date in the instruction, if the Act or separate legal regulations allow it. CDCP/member shall register such instruction for an indefinite period. If the instruction to register a disposal right suspension does not include a period for which the disposal right is to be suspended, it is deemed that, in compliance with §28 Section 4 of the Act, the registration for a definite period is being ordered.
- 9.2 The issuer can place the instruction to register the disposal right suspension due to change or termination of securities only after the issuer and CDCP have concluded:

- a) an annex to the agreement on registration of issue of book-entry securities, the ISIN of which has the 'SK' prefix;
  - b) an agreement on registration of change of book-entry securities, the ISIN of which has the 'CS' prefix;
  - c) an agreement on cancellation of an issue of book-entry securities.
- 9.3 The issuer that has received the notification pursuant to §115 Section 1 or pursuant to §118i) Section 3 of the Act must not place the instruction to register the disposal right suspension on an entire issue of securities until the clearing and settlement of the public offer to take over/buy out is finished. In this case, CDCP is entitled to decline to register the disposal right suspension.
- 9.4 The instruction to register the disposal right suspension can be also placed as a compound service, along with an instruction to register a transfer (provisions on transfers of this Part of the Rules of Operation). Such order can be placed by:
- a) the Stock Exchange;
  - b) a securities dealer/ foreign securities dealer, if authorised by an agreement with a client or a power of attorney granted by the client.

## **Article 10**

### **Notification pursuant to §28 of the Act**

- 10.1 CDCP shall fulfil the information duty pursuant to §28 Section 8 of the Act by delivery of notification, in written form, that contains:
- a) commercial name, registered office and identification number or, respectively, name, surname, permanent residence and birth registration number of the entity/person in whose account the disposal right suspension has been registered;
  - b) ISIN and the number of units of securities, on which the disposal right suspension has been registered;
  - c) the number of units of securities that have been the object of a transaction;
  - d) commercial name, registered office and identification number of the issuer;
  - e) date of registration of the disposal right suspension;
  - f) date of expiration of registration of suspension of disposal right;
  - g) date of execution of transition;
  - h) original numerical identification of the disposal right suspension and a new identification assigned by CDCP due to registration of securities transition.

- 10.2 CDCP shall fulfil the information duty pursuant to §28 Section 10 of the Act by delivery of notification, in written form, that contains:
- a) commercial name, registered office and identification number or, respectively, name, surname, permanent residence and birth registration number of the entity/person in whose account the disposal right suspension has been registered;
  - b) the number of units of securities, on which the disposal right suspension has been cancelled;
  - c) ISIN and the number of units of securities, on which the disposal right suspension has been registered;
  - d) commercial name, registered office and identification number of the issuer;
  - e) date of registration of the disposal right suspension;
  - f) date of expiration of registration of suspension of disposal right;
  - g) date of cancellation of the disposal right suspension.
- 10.3 CDCP shall fulfil the information duty pursuant to §28 Section 12 of the Act in the manner agreed upon in an agreement between CDCP and the Stock Exchange.
- 10.4 The provisions of this Article shall not apply to a foreign central depository in relation to the holder's account.
- 10.5 The information duty specified in §28 Section 10 of the Act does not apply to CDCP, if CDCP is cancelling an instruction to register the disposal right suspension of an entity that has ceased to exist without a legal successor, or of a securities dealer/foreign securities dealer that has stopped providing investment services pursuant to this Act.

## **METHOD AND PROCEDURE FOR PLACEMENT OF INSTRUCTIONS TO TRANSFER BOOK-ENTRY SECURITIES**

### **Article 11**

#### **Authorised persons and the method of placement of the instruction to register the transfer of a book-entry security**

- 11.1 The instruction to register a transfer can be submitted to CDCP/member/holder by the following authorised persons:
- a) the transferor or transferee who has owner's accounts/data on the owner of securities kept in CDCP's/member's registry pursuant to the Act;
  - b) a member/another member;
  - c) a securities dealer/foreign securities dealer in the event that it provides for the sale or

- purchase of book-entry securities for owners of accounts administered by CDCP/a member or kept in a holder's account opened pursuant to §105a);
  - d) the Stock Exchange or a multilateral trading facility operator;
  - e) CDCP.
- 11.2 Unless stated otherwise in the Rules of Operation or unless something different results from an agreement between the authorised person and CDCP, the instruction to register a transfer shall be submitted to CDCP by an authorised person, in compliance with the Act, as follows:
  - a) for transfers for consideration: usually in electronic form (in compliance with technical specification to the APV or SWIFT);
  - b) for transfers without consideration: usually on a form.
- 11.3 The form for instruction to register a transfer is available at CDCP's registered office and on its website.
- 11.4 The Stock Exchange or a multilateral trading facility operator shall place the instruction to register a transfer to a member via CDCP's system for technical data processing (in compliance with specification to the APV); other authorised persons shall use the method specified by the member.
- 11.5 A transfer in the registry of book-entry securities in the owner's accounts administered by a member shall be realised by the member, based on an instruction of the authorised person.
- 11.6 The technical realisation of the activity specified in Section 11.4 of this Article shall be performed, on the member's behalf and based on a power of attorney granted to CDCP (i.e. CDCP shall provide for the credit/debit of securities to/from the owner's account also in the registry administered by the member).
- 11.7 A confirmation from a member who is a participant in the clearing and settlement system, specified in Section 8.5 of Article 8 and Section 10.7 of Article 10 of Part 'The Rules of Clearing and Settlement' of the Rules of Operation shall be deemed as this member's instruction and consent with technical realisation of a given transfer in the member's registry.

## **Article 12**

### **The instruction to register the transfer of a book-entry security**

- 12.1 The instruction to register a transfer must contain all particulars according to the Act, and information stipulated by CDCP in compliance with technical specification to the APV or SWIFT, or on a relevant form.
- 12.2 In the event that prior consent pursuant to §23 Section 2 of the Act is required, the person placing the instruction must specify, in the instruction to register a transfer, whether or

not the required prior consent is enclosed with the documents authorising the person to place the instruction. If the required prior consent is not enclosed, further procedure will be pursuant to §23 Section 2 of the Act. Only those securities, for which prior consent is not required, are possible to transfer via SWIFT.

- 12.3 In case of issues of securities with limited negotiability, when placing the instruction to register a transfer, CDCP/member/holder must verify the documents authorising to place the instruction in compliance with the legal regulations in effect (e.g. the issuer's written consent). The member/CDCP/holder shall be liable for damage resulting from the failure to verify the required documents, in the event that the negotiability of an issue of securities is limited. Only securities from the issue without limited negotiability may be transferred via SWIFT.
- 12.4 The instruction to register a transfer, submitted via SCD Klient or API, can be a compound service that comprises the instruction for transfer itself and the instruction to cancel registration of the disposal right suspension or, respectively, the instruction to register the disposal right suspension. If using this service, a securities dealer/foreign securities dealer must enter the date of validity of the disposal right suspension and a tag clearly specifying whether the securities dealer places an instruction to:
  - a) cancel the disposal right suspension and an instruction to transfer securities in such a manner that, if the transfer is not successful, the securities remain free;
  - b) cancel the disposal right suspension and an instruction to transfer securities in such a manner that, if the transfer is not successful, the securities dealer/foreign securities dealer places an instruction to register the disposal right suspension with a validity period identical with that of the original disposal right suspension.
- 12.5 CDCP ascertains ownership of assets used by a client-transferee to accomplish the trade for each trade with a value at the least 15 000 EUR; it does not apply in case of instruction for the registration of book-entry securities transfer pursuant to § 24 and § 25 of the Act and the instructions of members and the BSSE relating to clearing and settlement of trades in other financial instruments. CDCP ascertains ownership of assets from binding declaration of a client-transferee, which the client-transferee is obliged to submit to CDCP in this case. In the declaration, the client-transferee is obliged to state whether these assets are his ownership and whether trade is carried out on its own account. If these assets are ownership of other person, or if trade is carried out on other person's account, the client-transferee is obliged to state in the declaration name, surname, Birth Registration Number or date of birth and address of residence of natural person or name, registered office and identification number of legal entity if it was assigned, ownership of which the assets belong to and on account of which the trade is carried out; in this case client-transferee is obliged to hand over to CDCP also a written acceptance of the concerned person to use its assets in performed trade and to execute the

trade on its account, while the signature of concerned person on the written acceptance must be verified. If the client-transferee shall not accomplish the obligations according to this Rules of Operation, CDCP shall decline to perform required trade.

- 12.6 CDCP ascertains ownership of assets used by a client-transferee to execute a trade according to Section 12.5 of this Article only in situation when a member specified in a transfer instruction is not identical with a broker/dealer or foreign broker/dealer who procured the purchase/sale of book-entry security which is the subject of the transfer.
- 12.7 The declaration according to Section 12.5 of this Article must have written form and must contain data according to § 99 Section 15 of the Act and concurrently:
  - a) data on transfer according to §27 of the Act
  - b) verified signature of a client-transferee
- 12.8 Documents proving the existence and method of action of a client-transferee and the concerned person pursuant to valid legislation and documents proving the identity and eligibility of the client-transferee and the concerned person must be attached to the declaration and written acceptance according to Section 12.5 of this Article. All submitted documents must be original or authorized copy.

## **METHOD AND PROCEDURE OF THE PLACEMENT OF INSTRUCTIONS FOR MOVEMENT OF BOOK-ENTRY SECURITIES BETWEEN ACCOUNTS OF THE SAME OWNER**

### **Article 13**

#### **Authorised persons and the method of placement of instruction to register movement of a book-entry security**

- 13.1 The instruction to register a movement can be submitted to CDCP/member/holder by the owner of a security. Unless stated otherwise in the Rules of Operation or unless something different results from an agreement with the account owner and CDCP/member, the instruction to register a movement shall be submitted to CDCP/member by the authorised person, on a form and usually in person.
- 13.2 The form for submission of the instruction to register a movement is available at CDCP's registered office and on its website.
- 13.3 The realisation of movement within the registry of book-entry securities, in the accounts of owners administered by a member, shall be performed by the member based on the authorised person's order.
- 13.4 The technical realisation of activity specified in Section 13.3 of this Article will be performed on the member's behalf, based on a power of attorney, by CDCP (i.e. CDCP



shall ensure the crediting/debiting of securities to/from the owner's account also in registry administered by the member).

#### **Article 14**

##### **Instruction to register movement of a book-entry security**

- 14.1 An instruction to register a movement must contain all particulars according to the Act, as well as information specified by CDCP in compliance with the technical specification to the APV or in a relevant form.
- 14.2 The provisions on transfer of securities shall appropriately apply to an instruction to move securities.

#### **METHOD AND PROCEDURE OF THE PLACEMENT OF INSTRUCTIONS FOR TRANSITION OF BOOK-ENTRY SECURITIES**

#### **Article 15**

##### **The instruction to register and realisation of the transition of book-entry securities**

- 15.1 The instruction to register a change of owner through transition can be submitted to CDCP/member/holder only by the following authorised persons:
  - a) the transferee of securities;
  - b) a securities dealer/foreign securities dealer authorised by the transferee;
  - c) a holder.
- 15.2 Unless stated otherwise in the Rules of Operation or unless something different results from an agreement between an authorised person and CDCP, or member, or holder the instruction to register a transition is submitted to CDCP/member/holder by an authorised person, usually on a form and in person.
- 15.3 The form for submission of the instruction to register a transition is available at CDCP's registered office and on its website.
- 15.4 The instruction to register a transition of securities shall be submitted by the authorised person to CDCP/member/holder:
  - a) in whose registry the owner's account of transferee is administered or data on the transferee of securities are administered according to the Act;
  - b) in whose registry the owner's account, in which the securities that are to be the subject of transition are registered or in which the data on the securities owner are administered, pursuant to the Act, whose securities are to be the subject of transition.

- 15.5 A change of owner by means of transition in registry of book-entry securities, in the owner's accounts administered by a member, shall be realised by the member based on the instruction of the authorised person.
- 15.6 The technical realisation of a transition of securities in the registry of book-entry securities in the owner's accounts administered by a member shall be performed by CDCP on the member's behalf, based on a power of attorney (i.e. CDCP shall ensure the crediting/debiting of securities to/from the owner's account also in the registry administered by the member).
- 15.7 The instruction to register a transition must contain particulars related to a book-entry security, its owner and the transferee or holder on the transferee's side or holder on the owner's side that are identical with particulars of the instruction to register a transfer (Section 12.1 of Article 12 of this Part of the Rules of Operation).
- 15.8 A change in the person of the owner or holder by means of transition shall be registered by CDCP/member/holder based on an instruction as of the day of the transition, after the submission of the original or an officially verified copy of a document evidencing the legal fact which is the basis for the transition.
- 15.9 When changing the ISIN of a book-entry security (e.g. change of the 'CS' prefix to 'SK'), the change in the person of the owner or holder by means of transition shall be only made to the new ISIN, no later than on the day of registration of the new ISIN.

## **JOINT OWNERSHIP OF SECURITIES**

### **Article 16**

#### **Joint ownership of several owners**

- 16.1 If a security is jointly owned by several owners, CDCP or a member/holder shall register data on the security in the owner's account/client account/holder's account/account in holder's registry in compliance with the relevant provisions of the Act.
- 16.2 Based on an instruction to register a transition of securities in joint ownership, placed by authorised persons, CDCP or member/holder shall record the following data in its registry:
  - a) commercial names or names, identification numbers of joint owners of securities for legal entities, and the size of their shares, or
  - b) names and surnames, birth registration numbers of joint owners of securities for natural persons, and the size of their shares.
- 16.3 If a security is jointly owned by several owners, CDCP or member or holder shall register data on the security in the owner's account or account in the holder's registry of every joint owner, specifying the relevant share.

- 16.4 When requesting for services, in instruction to identify a given security the joint owners must use the unique numerical identification assigned to the security during the registration of joint ownership.

## **METHOD AND PROCEDURE OF REGISTRATION OF TRANSFERS AS COLLATERAL**

### **Article 17**

#### **Transfers as collateral of securities pursuant to §53 of the Act (book-entry and paper-form securities)**

- 17.1 The transfers as collateral of securities shall be registered by CDCP in a special registry of transfers as collateral (hereinafter referred to as 'the special registry').
- 17.2 The instruction to register the establishment/change/termination of transfer as collateral of book-entry securities in the special registry can be placed by authorised persons, i.e. the creditor, the debtor or the NBS:
- a) to CDCP in writing or on a form (if data on a book-entry security and its owner is registered in the owner's account in CDCP's registry);
  - b) to a member in writing or on a form (if data on the owner is registered in the owner's account in the member's registry). After receiving the instruction to register the establishment/change/cancellation of transfer as collateral of book-entry securities, the member must forward this instruction, together with the relevant documents to be registered in the special registry, to CDCP without undue delay. The member is obliged to deliver the required documents to CDCP in written form and in person. The member is responsible for ensuring that the instruction has been submitted by an authorised person;
  - c) to a holder, if the data on securities is registered in the holder's registry. After receiving the instruction to register the creation/change/cancellation of transfer as collateral of book-entry securities, the holder must forward this instruction, together with the relevant documents, to CDCP without undue delay to be registered in the special registry. The holder is obliged to deliver the required documents to CDCP in written form and in person. The holder is responsible for ensuring that the instruction has been submitted by an authorised person.
- 17.3 The instruction to register the establishment/change/termination of transfer as collateral of paper-form securities in the special registry can be submitted by authorised persons i.e. the creditor, the debtor, or the NBS to CDCP in written form, in person at CDCP's registered office.

- 17.4 The form for placement of instructions to register the establishment/change/termination of transfer as collateral is available at CDCP's registered office and on its website.
- 17.5 If the debtor is an asset-management company, the instruction to register transfer as collateral in the special registry must be submitted by the depository of this company, or by the asset-management company itself, which shall in this case submit written consent of its depository.
- 17.6 The following must be enclosed with the instruction to register transfer as collateral in the special registry:
- a) the original or an officially verified copy of the agreement on transfer as collateral of securities, with officially verified signature of the debtor (the agreement must be in written form and its extent must be similar to that stipulated in §47 Section 1 of the Act) or written confirmation on content of an agreement on transfer of securities as collateral, which must include essentials pursuant to section 19.4 of Article 19 of this part of the Rules of Operation;
  - b) documents evidencing the debtor's and the creditor's existence and course of action in compliance with the legal regulations in effect, and documents proving the debtor's and the creditor's identity and eligibility. All submitted documents must be either originals or officially verified copies.
- 17.7 The instruction to register transfer as collateral in the special registry shall contain:
- a) information on the transferor – the debtor;
    - i. commercial name, registered office and identification number if it is a legal entity;
    - ii. name, surname, permanent residence and birth registration number if it is a natural person;
  - b) information on the transferee - the creditor:
    - i. commercial name, registered office and identification number if it is a legal entity;
    - ii. name, surname, permanent residence and birth registration number if it is a natural person.
  - c) identification of securities including the type of security, commercial name or name and registered office of the issuer if it is a legal entity, or name, surname and permanent residence of the issuer if it is a natural person;
  - d) ISIN and volume or value of securities that are the subject of transfer as collateral;
  - e) indication that instruction concerns a transfer as collateral;
  - f) the size of the claim for which the transfer as collateral has been established, and its maturity period;
  - g) in case of book-entry securities: the commercial name and registered office of CDCP/member with whom the transferor and the transferee have opened the owner's account;

- h) if the authorised person (the transferor or the transferee) is being represented by a securities dealer/foreign securities dealer, the instruction must contain its commercial name, registered office and identification number of such securities dealer, or the commercial name and registered office of the foreign securities dealer, the registration number of the securities dealer/foreign securities dealer assigned by CDCP pursuant to Article 7 of Part 'Introductory Provisions' of the Rules of Operation and the registration number pursuant to §73 Section 4 of the Act;
  - i) the transferor's and transferee's registration number assigned by CDCP or by a member pursuant to Article 7 of Part 'Introductory Provisions' of the Rules of Operation;
  - j) the date of submission of the instruction to register transfer as collateral;
  - k) numeric identification of the service, assigned by CDCP;
  - l) in the event of submission of the instruction in electronic form, further information stipulated by CDCP in compliance with technical specification to the APV.
- 17.8 In case of book-entry securities, immediately after registration of transfer as collateral in the special registry the creditor and the debtor must place an instruction to register the securities transfer, the transfer as collateral refers to, in compliance with the relevant provisions of the Rules of Operation.
- 17.9 If a transfer as collateral refers to paper-form registered shares, immediately after the change in person of the shareholder has been demonstrated, the issuer is obliged to ensure that the corresponding entry is changed on the list of shareholders.

## **Article 18**

### **Change and termination of transfer as collateral of securities pursuant to §53 of the Act**

- 18.1 The instruction for change or termination of transfer as collateral is submitted to CDCP/member/holder by authorised persons, with enclosed original or officially verified copy of a document evidencing the change or termination of transfer as collateral. CDCP will register termination of transfer as collateral of right to this security without instruction in case the security was cancelled and deleted from the Registry established pursuant to §99 of the Act.
- 18.2 The instruction for a change or termination of transfer as collateral must contain appropriate data specified in Section 17.7 of Article 17 of this Part of the Rules of Operation.
- 18.3 An instruction to register a change/termination of transfer as collateral over book-entry securities can be submitted to CDCP/a member/a holder by an authorised person, which is a creditor, a debtor, the NBS (in cases stipulated by the law) as follows:

- a) To CDCP (if the data on the book-entry security and its owner is registered in an owner's account in CDCP's registry:
    - i. the creditor or debtor in person, in written form or on a form;
    - ii. the NBS in electronic form;
  - b) To a member (if the data on the owner is registered in an owner's account in the member's registry). After receiving the instruction to register a change/termination of transfer as collateral over book-entry securities, the member must, without undue delay, personally deliver this instruction along with the relevant documents to CDCP in written form, so that it can be registered in the special registry of collateral transfers.
  - c) To a holder (if the data on the owner is registered in an account in the holder's registry;). After receiving the instruction to register a change/termination of transfer as collateral over book-entry securities, the holder must, without undue delay, personally deliver this instruction along with the relevant documents to CDCP in written form, so that it can be registered in the special registry of collateral transfers.
- 18.4 A precondition for registration of a change can be primarily the change of data on:
- a) the transferee;
  - b) the transferor;
  - c) the amount of claim and the currency in which it is specified;
  - d) the maturity period of the claim;
  - e) the volume or value of securities units.
- 18.5 A precondition for registration of termination of a transfer as collateral can be mainly the following:
- a) expiration of the claim (i.e. through proper and timely fulfilment);
  - b) termination of the securities that were subject to the transfer as collateral.
- 18.6 The provisions on change and termination of transfer as collateral pursuant to this Article shall not apply to the change and termination of a transfer as collateral the registration of which has been handed over in compliance with §12 of the Collective Investment Act.

## **Article 19**

### **Establishment/change/termination of transfer as collateral of securities pursuant to §53c) of the Act**

- 19.1 In the event that the contractual parties are among the persons stipulated in §53a) Section 1 of the Act, neither the written form of the agreement nor the registration in the special registry of transfers as collateral of securities are required.

- 19.2 The establishment/change/termination of a transfer as collateral to book-entry securities shall be registered by CDCP/a member in the owner's account.
- 19.3 If book-entry securities are subject to transfer as collateral, an agreement or written confirmation of the content of the agreement on transfer as collateral of securities, bearing the creditor's and debtor's signatures (which need not be officially verified) must be enclosed to an instruction to register the transfer as collateral.
- 19.4 The written confirmation of the content of the agreement on transfer as collateral of securities must contain:
- a) commercial name or name and registered office of the debtor, if it is a legal entity; the name, surname and address of the debtor's permanent residence if it is a natural person;
  - b) identification number or birth registration number of the debtor;
  - c) identification of securities which are subject to transfer as collateral, including the type of security, ISIN, commercial name or name and registered office of the issuer if it is a legal entity, or name, surname and permanent residence of the issuer if it is a natural person;
  - d) commercial name or name and registered office of the creditor, if it is a legal entity; the name, surname, and address of the creditor's permanent residence if it is a natural person;
  - e) identification number or birth registration number of the creditor, if assigned;
  - f) the number of securities units and their nominal value;
  - g) the amount of the claim for which the transfer as collateral has been established, or the highest value of principal up to which the claim is being covered, the maturity period and currency in which the claim is denominated;
  - h) the creditor's and debtor's statement that the agreement on transfer as collateral of securities, which is replaced by this written confirmation, is valid and effective as of the day of submission of the instruction to register the transfer as collateral;
  - i) the debtor's and creditor's signatures; the debtor's signature must be officially verified.
- 19.5 Other provisions of Article 17 and Article 18 of this Part of the Rules of Operation shall apply appropriately.

## **Article 20**

### **Provision of data from the special registry of transfers as collateral of securities pursuant to §53 of the Act**

- 20.1 CDCP shall issue an excerpt from the special registry of transfers as collateral based on a request of a legal entity or natural person; such request must be submitted in writing or on a form:
- a) in person at CDCP's registered office;
  - b) by post to the address of CDCP's registered office.
- 20.2 The form for request for an excerpt from the special registry is available at CDCP's registered office and on its website.
- 20.3 The excerpt from the special registry contains the following information:
- a) commercial name or name and registered office of the debtor if it is a legal entity, or the debtor's name, surname and permanent residence if it is a natural person;
  - b) identification of the security, including the type of security, its ISIN, the issuer's commercial name or name and registered office if it is a legal entity or, respectively, the issuer's name, surname and permanent residence if it is a natural person;
  - c) the volume and value of securities units;
  - d) the date of registration of the transfer as collateral in the special registry.
- 20.4 The request must include the required extent of the excerpt from the special registry, specifying one type of information pursuant to the preceding Section of this Article or their combination. The excerpt from the special registry shall contain information in the extent specified by the request.
- 20.5 CDCP shall issue a full excerpt from the special registry (comprising all excerpts from the special registry of transfers as collateral) based on a written request and in compliance with an agreement concluded with CDCP.
- 20.6 The provisions of this Article shall not apply to the transfers as collateral pursuant to §53c) of the Act.

## **Article 21**

### **Handing over data from the special registry of securities transfers as collateral**

- 21.1 CDCP shall hand over, to a unit trust depository or to administrator, the register of transfers as collateral from the special registry of transfers as collateral in the part related to changed units of the unit trust in paper form pursuant to §12 of the Collective Investment Act and subsequently concluded agreement. CDCP will conclude an



- agreement with the entity pursuant to previous sentence, to which it will hand out the Special registry of transfers as collateral, one day before handing out the data at latest.
- 21.2 The day of handing over the data from CDCP's special registry shall be determined in the agreement specified in the previous Section of this Article, and it shall not be possible to change it.
- 21.3 In case a transfer as collateral, the register of which is being handed over, contains securities other than units of the unit trust that are being changed, CDCP:
- a) shall hand over, in the manner pursuant to Section 21.1 of this Article, only the data on changed units of the unit trust and shall proceed pursuant to §12 of the Collective Investment Act;
  - b) in relation to the transfer as collateral concerning securities other than changed units of the unit trust, CDCP shall proceed pursuant to the Act and these Rules of Operation when it registers the change/termination of the transfer as collateral concerning such securities.
- 21.4 In case securities other than changed units of the unit trust, register of which has been handed over in the manner pursuant to Section 21.1 of this Article, are added to the transfer as collateral, CDCP shall proceed pursuant to the Act and these Rules of Operation when it registers a change/termination of the transfer as collateral referring to such securities.
- 21.5 The register being handed over is the output of the service, which contains a selection of up-to-date information from the special registry of transfers as collateral as of the date of handover, i.e. the handover will comprise all data on transfers as collateral that were not cancelled as of the date of handover and met the selection criteria, including any data on possible changes from the registration date of a given transfer as collateral. If in special registry of securities transfers as collateral do not occur any data concerning changed paper form units, CDCP does not have any knowledge of this fact in advance, unless the particular service is performed, i.e. CDCP hands over the output of the particular service to the depository of unit trust or administrator.
- 21.6 From the moment of performing the service that outputs the registry pursuant to Section 21.5 of this Article, CDCP shall proceed, in relation to these transfers as collateral, in compliance with the wording of §12 of the Collective Investment Act.
- 21.7 Until the moment of performing the service that outputs the registry pursuant to Section 21.5 of this Article, CDCP shall perform services related to the register being handed over in compliance with the Act and these Rules of Operation.
- 21.8 CDCP is entitled to create an archive copy of the data file being handed over, which it is authorised to use in the event that a unit trust depository requests for repeated performance of the service that outputs the registry pursuant to Section 21.5 of this

Article; the provision of this copy shall be deemed as a service of the Central Depository pursuant to the Rules of Operation. CDCP shall archive such copy for one calendar year, and shall discard it once this period expires.

## **REGISTRATION OF PLEDGE OVER SECURITIES AND PROVISION OF DATA FROM THE PLEDGE REGISTER**

### **Article 22**

#### **Contractual pledge**

- 22.1 When registering the establishment/change/termination of pledge, CDCP and a member/holder shall proceed pursuant to the Act and these Rules of Operation, whereas they are obliged to review the submitted documents and, based on this review, proceed pursuant to §45 and the following paragraphs, or pursuant to §53a) and the following paragraphs of the Act.
- 22.2 If the pledgor is an asset-management company, the instruction to register the establishment/change/termination of contractual pledge shall be submitted by the depository of this asset-management company or by the asset-management company. In the latter case, written consent of the asset-management company's depository must be submitted.
- 22.3 The form for the instruction to register the establishment/change/termination of contractual pledge is available at CDCP's registered office and on its website.
- 22.4 If, according to the agreement on creation of contractual pledge, there is more than one pledgee or more than one pledgor, all of them have to submit the instruction for registration/amendment/extinction of contractual pledge to book-entry securities.

### **Article 23**

#### **Registration of establishment/change/termination of contractual pledge over book-entry securities pursuant to §45 of the Act**

- 23.1 CDCP keeps the Pledge Register for book-entry securities, provided that they are kept in an issuer's register.
- 23.2 The contractual pledge pursuant to §45 of the Act over book-entry securities shall be established:
  - a) upon registration in the special registry of pledged securities (hereinafter referred to as 'the Pledge Register') of CDCP, based on a written agreement and the authorised person's instruction;

- b) upon provision of a loan, according to separate regulation, for the period of provision of the loan. CDCP is obliged to register such contractual pledge in the Pledge Register based on the instruction of the NBS.

23.3 The instruction to register the establishment of a contractual pledge over book-entry securities can be submitted to CDCP/member/holder by an authorised person who can be the pledgee, the pledgor or the NBS (in cases according to the Act) as follows:

- a) to CDCP (if the data on a book-entry security and its owner is registered in an owner's account in CDCP's registry)
  - i. by the pledgee or the pledgor in person, in writing or on a form;
  - ii. by the NBS in electronic form;
- b) to a member (if the data on the owner is registered in an owner's account in the member's registration). After receiving the instruction to register the establishment of contractual pledge over book-entry securities, the member is obliged to deliver this instruction, along with the relevant documents and the request for registration of pledge in the Pledge Register based on an authorised person's order, in writing to CDCP in person and without undue delay, in order for them to be registered in the Pledge Register. In the case that the pledgee is the member in whose registry is the owner's/pledgor's account, the member does not submit the request according to the previous sentence. The member is liable for ensuring that the instruction has been submitted by an authorised person.
- c) to a holder (if the data on the owner is registered in an account in the holder's registry). After receiving the instruction to register the establishment of contractual pledge over book-entry securities, the holder is obliged to deliver this instruction, along with the relevant documents and the request for registration of pledge in the Pledge Register based on an authorised person's order, in writing to CDCP in person and without undue delay, in order for them to be registered in the Pledge Register. The holder is liable for ensuring that the instruction has been submitted by an authorised person.

23.4 The following must be enclosed to the instruction to register the establishment of a contractual pledge:

- a) a written confirmation of the content of the agreement on pledging the securities (this does not apply if the instruction to register the establishment of contractual pledge is being submitted by the NBS);
- b) the originals or officially verified copies of documents that are evidencing the pledgor's and the pledgee's existence and the course of action pursuant to the legal regulations in effect, as well as documents proving the identity and eligibility of the entity requesting the service.
- c) the consent of the issuer with security pledging, if the transferability of security is

restricted and CDCP has agreed in the agreement with issuer on control of the consent.

23.5 The written confirmation of the content of the agreement on pledging the securities shall contain:

- a) the pledgor's commercial name or name and registered office if it is a legal entity, or the pledgor's name, surname and address of permanent residence if it is a natural person;
- b) identification number or birth register number of the pledgor;
- c) identification of pledged security, including the type of security, its ISIN, the issuer's commercial name or name and registered office if it is a legal entity or respectively, the issuer's name, surname and permanent residence if it is a natural person;
- d) the pledgee's commercial name or name and registered office if it is a legal entity, or the pledgee's name, surname and address of permanent residence if it is a natural person;
- e) the pledgor's identification number or birth registration number, if assigned;
- f) volume or value of security, nominal value of security;
- g) the amount of claim for which the pledge has been established or the highest value of principal up to which the claim is being covered, the maturity period, expressed by a date, and the currency in which the claim is denominated;
- h) the permission of the pledgee to submit the instruction for registration of SDR in compliance with § 28 paragraph 4 of the Act, if the pledgee and the pledgor have agreed in agreement on pledging the security;
- i) the declaration that the pledgor was authorised in agreement on pledging the security to submit instruction on registration of SDR in compliance with § 28 paragraph 3 letter d) of the Act on behalf of pledgee, if pledgor submits this instruction, whereas it applies that if pledgor submits the instruction for registration of SDR on behalf of pledgee, the signature of the pledgee on written confirmation of content of agreement has to be officially verified; the provision of this indent shall not apply if the pledgor submits the separate power of attorney of the pledgee along with placing the instruction;
- j) the pledgor's and pledgee's statement that the agreement on pledging the securities, which is being replaced by such written confirmation, is valid and effective as of the day of placing the instruction to register the establishment of pledge;
- k) by the pledgor's and the pledgee's signatures, with the pledgor's signature being officially verified.

23.6 The documents evidencing the authorisation to place the instruction to register the establishment/change/termination of pledge shall remain stored at CDCP.

23.7 The instruction to register the establishment of pledge shall contain at least the following:

- a) information about the pledgor:
  - i. commercial name, registered office and identification number in the case of a legal entity;
  - ii. name, surname, permanent residence and birth registration number in the case of a natural person.
- b) information about the pledgee:
  - i. commercial name, registered office and identification number in the case of a legal entity;
  - ii. name, surname, permanent residence and birth registration number in the case of a natural person.
- c) identification of securities, including ISIN, the type of securities, the issuer's commercial name or name and registered office if it is a legal entity or, respectively, the issuer's name, surname and permanent residence if it is a natural person;
- d) volume or value of securities that the pledge refers to;
- e) the amount of the claim for which the pledge has been established, maturity period, expressed by a date and currency in which the claim is denominated;
- f) the date of registration of the pledge in the Pledge Register;
- g) in case of a pledge established through the provision of a loan pursuant to a separate regulation (the NBS): the period for which the disposal right suspension has been established;
- h) in case of submission of the instruction in electronic form: further information stipulated by CDCP in compliance with technical specification to the APV.

23.8 After registering the establishment of a contractual pledge over book-entry securities in the Pledge Register, CDCP shall proceed as follows:

- a) in case of securities kept in CDCP's registry, CDCP shall immediately record the pledge in the relevant owner's account;
- b) in case of book-entry securities kept in a member's registry, CDCP shall notify the member of this fact in electronic form. Immediately after receiving CDCP's notice, the member must record the pledge in the relevant owner's account and notify CDCP, in writing, whether the pledge has been successfully registered in compliance with the instruction to register the pledge. If the pledge has not been successfully registered in the owner's account, the member must include the reasons in the written notice. The member shall be liable for damage resulting from violation of the obligations specified in the previous sentence.
- c) In case of book-entry securities kept in a holder's registry, CDCP shall notify the holder of this fact in electronic form. Immediately after receiving CDCP's notice, the

holder must record the pledge in the relevant account and notify CDCP, in writing, whether the pledge has been successfully registered in compliance with the instruction to register the pledge. If the pledge has not been successfully registered in the account, the holder must include the reasons in the written notice. The holder shall be liable for damage resulting from a violation of these obligations.

- 23.9 If, after registration of a contractual pledge over book-entry securities in the Pledge Register, the pledge fails to be recorded in the account of the pledged security without CDCP's fault, CDCP shall not be liable for the resulting damages.
- 23.10 Simultaneously with registering the establishment of a contractual pledge over securities in the Pledge Register, the NBS shall place an instruction to register the disposal right suspension pursuant to §28 Section 3 Subsection d) of the Act for a period of duration of the credit relation.
- 23.11 If there are changes to a pledge that need to be registered in the Pledge Register, or if there arises a circumstance that may lead to termination of the pledge, the pledgee or the pledgor are obliged to submit immediately the instruction to register the change or termination of the pledge. In case security was cancelled and was deleted from the registry established pursuant to par.99 of the Act, CDCP shall register cessation of pledge related to such security even without instruction, whereas CDCP shall send information on this fact to pledger and pledgee to address registered with the pledge.
- 23.12 A precondition for registration of change of a pledge can be, primarily, a change of data:
  - a) on the pledgee;
  - b) on the pledgor;
  - c) on the amount of claim and on the currency in which it is denominated;
  - d) on the maturity period of the claim;
  - e) on volume or value of pledged securities.
- 23.13 A precondition for registration of termination of a pledge can be mainly the following:
  - a) expiration of claim (e.g. through proper and timely fulfilment);
  - b) termination of securities over which the pledge has been established;
  - c) the pledgee's waiver of the pledge;
  - d) the pledgee's exercise of the pledge by selling the pledged securities;
  - e) transfer of shares pursuant to §118i) Section 16 of the Act.
- 23.14 The instruction to register a change/termination of contractual pledge shall be submitted to CDCP/member/holder by authorised persons, applying the manner and procedure pursuant to Section 23.3 of this Article, whereby in the case of change of a pledge, the acquirer of the pledge is also a liable person pursuant to the Act. If there is a change in the

person of the pledgor due to the pledgee's exercise of the pledge, such change need not be registered in the Pledge Register. This does not affect the obligation to register the termination of pledge. After the change or termination of pledge is registered in the Pledge register, the procedure pursuant to Section 23.8 of this Article will apply accordingly.

23.15 The instruction to register a change/termination of pledge must contain adequately the data specified in Section 23.7 of this Article, as well as the number of the pledge agreement.

23.16 The following documents must be enclosed with the instruction to register a change of pledge:

- a) for pledge registered in the Pledge Register before 31 December 2006: the original or an officially verified copy of a document evidencing the change or termination of pledge;
- b) for pledge registered in the Pledge Register after 1 January 2007: a written confirmation of a change in the content of the agreement on pledging the securities or a document evidencing other reason for change of a contractual pledge;
- c) the original or officially verified copies of documents evidencing the pledgor's and the pledgee's existence and the manner of procedure pursuant to the legal regulations in effect, as well as documents proving the identity and eligibility of the entity requesting the service.

The document proving the change of contractual pledge shall be for instance the declaration of both the original and the new pledgee, if the person of the pledgee has changed on the basis of contractual-legal relation, which is not ruled by the law and order of the Slovak Republic that this contractual-legal relation is not in conflict with the legal regulations of the Slovak Republic.

23.17 The written confirmation of a change in the content of the agreement on pledging the securities shall contain information pursuant to Section 23.5 of this Article and the data change of which is being requested for in the Pledge Register. If the instruction to register a change of contractual pledge over book-entry securities is being submitted by the pledgor, the confirmation specified in the previous sentence must bear an officially verified signature of the pledgee, whereas if the instruction is being submitted by the pledgee, it must bear an officially verified signature of the pledgor.

The following must be enclosed with the instruction to register termination of pledge:

- a) the pledgee's written confirmation of the fulfilment of obligation or other document evidencing the cause of termination of a contractual pledge, issued by the pledgee; the pledgee's signature must be officially verified if the instruction to register termination of a contractual pledge over book-entry securities is being submitted by the pledgor;

- b) the original or officially verified copy of documents that are evidencing the pledgor's and the pledgee's existence and the course of action pursuant to the legal regulations in effect, as well as documents proving the identity and eligibility of the entity requesting the service.
- 23.18 If the disposal right suspension pursuant to §28 Section 3 Subsection d) of the Act is registered over pledged securities, when submitting the instruction to register termination of a contractual pledge, the pledgee must also submit the instruction to cancel the disposal right suspension. If the instruction to register termination of pledge is being submitted by the pledgor, the pledgee must authorise the pledgor to submit the instruction to cancel such disposal right suspension. If the pledgee does not submit the instruction to cancel the disposal right suspension that has been registered pursuant to §28 Section 3 Subsection d) of the Act, the pledgee shall be liable for the resulting damage. If the pledgee has issued for the pledgor a confirmation of the fulfilment of obligation by the (pledge) debtor, the pledgor is entitled to submit the instruction to terminate the disposal right suspension, registered pursuant to §28 Section 3 Subsection d) of the Act, without said authorisation.
- 23.19 The provisions on the establishment and termination of pledge pursuant to this Article shall not apply to the establishment and termination of a pledge whose registration has been handed over pursuant to §12 of the Collective Investment Act.
- 23.20 The provisions on termination of pledge according to this Article shall not apply to termination of pledge pursuant to §118i) Section 16 of the Act. A pledge is terminated in the Pledge Registry and this fact is simultaneously registered in the owner's account; in case of registration of a pledge pursuant to §53a) of the Act, the pledge in the owner's account is terminated at the moment the shares are acquired by the applicant who has decided to apply the squeeze-out right pursuant to §118i) of the Act.
- 23.21 When ISIN of book-entry security was changed (e.g. change of the prefix "CZ" or "SK"), it is possible to execute termination of pledge in the Pledge Register also in case that ISIN was not changed in the Pledge Register. In such situation CDCP/member/holder shall cancel registration of the pledge on the owner's account or on the account in the holder's registry for new ISIN.
- 23.22 If the proxy is a person authorized for conclusion of pledge agreement to securities and for placing the instruction to register the pledge, it is deemed that the person is authorized to sign the written confirmation on content of security agreement.
- 23.23 If the pledge is not to extinct, with regards to the Pledge Register, reduction in the volume or value of pledged securities is considered for amendment of pledge.



## Article 24

### **Registration of establishment/change/termination of contractual pledge over book-entry securities pursuant to §53a) and following paragraphs of the Act**

- 24.1 The contractual pledge, pursuant to §53a) and following paragraphs of the Act, over book-entry securities shall be established when registered in an owner's account in the CDCP's/ member's registry, provided that the pledgor and the pledgee are among the entities pursuant to §53a) Section 1 of the Act – this pledge shall not be registered in the Pledge Register.
- 24.2 The provisions of Section 23.3 of Article 23 of this Part of the Rules of Operation shall appropriately apply to the manner and procedure of registration of the establishment of a contractual pledge, pursuant to §53a) and following paragraphs of the Act, over book-entry securities.
- 24.3 The following must be enclosed with the instruction to register the establishment of a contractual pledge:
- a) the original or an officially verified copy of the security agreement, or a written confirmation of the content of the agreement on pledging the securities;
  - b) the original or officially verified copy of documents that are evidencing the pledgor's and the pledgee's existence and the course of action pursuant to the legal regulations in effect, as well as documents proving the identity and eligibility of the entity requesting the service.
- 24.4 The written confirmation of the content of the agreement on pledging the securities shall contain information pursuant to Section 23.5 of Article 23 of this Part of the Rules of Operation; the pledgor's and the pledgee's signatures need not to be officially verified.
- 24.5 The documents evidencing the authorisation to submit the instruction to register the establishment/change/termination of a contractual pledge shall remain stored at CDCP or with the member, depending on where the pledgor has opened the owner's account which contains data on securities that are the subject of pledge.
- 24.6 The instruction to register the establishment of a contractual pledge shall contain appropriate information pursuant to Section 23.7 of Article 23 of this Part of the Rules of Operation.
- 24.7 Based on the instruction of an authorised person, CDCP/ member shall register the establishment of a contractual pledge over securities in an owner's account kept in its registration.
- 24.8 If there are changes to a pledge that need to be registered in the account of the owner of pledged securities, or if there arises a circumstance that may lead to termination of the

pledge, the pledgee or the pledgor are obliged to immediately submit the instruction to register the change or termination of the pledge.

- 24.9 The provisions of Sections 23.12 through 23.15 and Section 23.19 of Article 23 of this Part of the Rules of Operation shall appropriately apply to the registration of change/termination of a contractual pledge over book-entry securities pursuant to §53a) of the Act.
- 24.10 The following must be enclosed with the instruction to register a change/termination of a contractual pledge over book-entry securities pursuant to §53a) of the Act:
- a) the original or an officially verified copy of a document evidencing the change/termination of the contractual pledge;
  - b) the originals or officially verified copies of documents that are evidencing the pledgor's and the pledgee's existence and the manner of procedure pursuant to the legal regulations in effect, as well as documents proving the identity and eligibility of the entity requesting the service.
- 24.11 The provisions on termination of pledge according to this Article shall not apply to termination of pledge pursuant to §118i) Section 16 of the Act. The pledge is terminated at the moment of acquisition of shares by the applicant.

## **Article 25**

### **Registration of establishment/change/termination of contractual pledge over paper-form securities**

- 25.1 CDCP keeps the Pledge Register for paper-form securities issued under the legislation of the SR.
- 25.2 A contractual pledge over paper-form securities is established:
- a) when such contractual pledge is registered in the Pledge Register based on a written agreement and the instruction of an authorised person;
  - b) when the pledge is delivered to the pledgee or a third person for custody, or for custody and administration if the pledgor and the pledgee are among the entities pursuant to §53a) Section 1 of the Act and if they have agreed on it –such pledge shall not be registered in the Pledge Register.
- 25.3 An authorised person shall be submit the instruction to register establishment of a contractual pledge over the paper-form securities to CDCP in person, in writing or on a form, whereas the authorised person must submit also the securities which are to be pledged, or to which a change or termination of a contractual pledge is to be recorded. In case that a paper-form security has an appendix, such appendix must be an indivisible part of the paper-form security. CDCP shall record the pledge to the appendix attached to the security, whereby the pledgor shall be responsible for the sufficiently firm attachment of

the appendix to the paper-form security (i.e. the pledgor shall be liable for possible damages should the appendix detach from the paper-form security).

- 25.4 The provisions of Sections 23.4 through 23.7 of Article 23 of this Part of the Rules of Operation shall appropriately apply to registration of the establishment of a contractual pledge over paper-form securities pursuant to §45 of the Act.
- 25.5 After registration of the establishment of a contractual pledge over paper-form securities in the Pledge Register, CDCP shall record the 'to be pledged' clause on the paper-form security.
- 25.6 The provisions of Sections 23.11 through 23.13 and Sections 23.15 through 23.18 of Article 23 of this Part of the Rules of Operation shall appropriately apply to the registration of change or termination of a contractual pledge over paper-form securities pursuant to §45 of the Act.
- 25.7 When registering a change/termination of a contractual pledge over a paper-form security in the Pledge Register, CDCP shall record this fact on the paper-form security by the 'Change of pledge' or the 'Termination of pledge' clause. When marking the "change of pledge" clause on the paper-form security, CDCP has also right to specify the reason for the change of pledge.
- 25.8 CDCP shall control the consent of the issuer with pledging the security only in case that restricted transferability of security is marked on registered physical share. CDCP shall not be liable for damage, which arises in consequence of registration of pledge to registered physical share, on which the details on restricted transferability are not stated in spite of its restricted transferability.

## **Article 26**

### **Statutory pledge**

- 26.1 The establishment/change/termination of a statutory pledge is registered in the Pledge Register as of the day of the establishment/change/termination of the statutory pledge, based on the instruction of an authorised person.
- 26.2 A statutory pledge over securities can be also established based on a decision of a tax administrator or a customs authority, issued pursuant to separate regulations, and shall be registered in the manner pursuant to the preceding Section of this Article.
- 26.3 The instruction to register the establishment/change/termination of statutory pledge over book-entry securities shall be submitted by the relevant state authority (tax administrator, customs office) based on a decision which, in case of establishment of a statutory pledge, includes the enforcement date:
  - a) to CDCP (if the data on a book-entry security and its owner is registered in the owner's account in the CDCP's registry) in written form:

- i. in person at the CDCP's registered office,
    - ii. by post to the CDCP's address.
  - b) to a member (if the data on the owner is registered in the owner's account kept in the member's registry);
  - c) to a holder.
- 26.4 The instruction to register the establishment/change/termination of statutory pledge over paper-form securities issued under the legislation of the SR shall be submitted to CDCP by an authorised person, in person and in written form. The authorised person must concurrently submit the securities that are to be pledged, respectively, on which the change/termination of statutory pledge is to be recorded.
- 26.5 With the instruction to register a statutory pledge to secure a tax claim, the relevant state authority (tax administrator, customs office) shall enclose the original or an officially verified copy of an enforceable decision on the establishment/change/termination of the statutory pledge, which must bear an official stamp with the national emblem, signature of an authorised person and the enforcement date.
- The decision must contain primarily the following:
- a) identification of the pledgee that has issued the decision;
  - b) identification of the debtor (pledgor), its name, surname, birth registration number, permanent residence in case of a natural person, or commercial name, registered office, identification number in case of a legal entity;
  - c) identification of the claim, its amount and currency in which it is denominated;
  - d) identification of securities including the type of securities, the issuer's commercial name or name and registered office in case of a legal entity, or the issuer's name, surname, and permanent residence in case of a natural person;
  - e) ISIN and volume or value of units of securities that are subject to the pledge;
  - f) the date of establishment of the statutory pledge.
- 26.6 The provisions on contractual pledge of these Rules of Operation shall appropriately apply to the registration of the establishment/change/termination of statutory pledge over securities.

#### **The Article 26a**

##### **Registration/amendment/extinction of contractual pledge in accordance with § 53a paragraph 4 of Act**

- 26a.1 Registration/amendment/extinction of contractual pledge in accordance with § 53a paragraph 4 of the Act is not subject to provisions of the Article 22 and following of part “IV. – The Rules of work with the registry” in valid wording.
- 26a.2 The instruction for registration of contractual pledge in accordance with § 53a paragraph 4 of the Act shall be placed by the NBS, the ECB, a CNB or the pledgor who can submit the instruction by means of APV on the basis of the agreement on accessing the part of registry of CDCP. The instruction for registration/extinction of SDR in accordance with the provision of § 28 paragraph 3 letter d) of the Act, by contractual pledge in accordance with § 53a paragraph 4 of the Act shall be submitted by the NBS, the ECB, a NCB which can place the instructions by means of APV on the basis of the agreement on accessing the part of registration of CDCP.
- 26a.3 The instruction for amendment/extinction of contractual pledge in accordance with § 53a paragraph 4 of Act shall be always confirmed by the NBS. In case the NBS shall not submit the consent with amendment or extinction of contractual pledge registered pursuant to §53a par.4 of the Act in compliance with technical specification to the APV, CDCP shall not execute amendment or extinction of contractual pledge registered pursuant to § 53a paragraph 4 of the Act.
- 26a.4 In compliance with the provision of § 53a paragraph 4 of the Act, it is possible to register contractual pledge in accordance with this Article exclusively in the owner’s account open in the registry of CDCP.

## **Article 27**

### **Provision of data from the Pledge Register**

- 27.1 CDCP shall issue an excerpt from the Pledge Register based on request of a legal entity or a natural person. The request must be submitted in writing or on a form:
  - a) in person at the CDCP’s registered office;
  - b) by post to the address of the CDCP’s registered office.
- 27.2 The form for the request for statement of the Pledge Register is available at CDCP’s registered office and on its website.
- 27.3 A statement of the Pledge Register contains the following information:
  - a) the pledgee’s commercial name or name and registered office in case of a legal entity, or the pledgee’s name, surname and address of permanent residence in case of a natural person;
  - b) identification of the pledged security including the type of security, its ISIN, the issuer’s commercial name or name and registered office in case of a legal entity, or the issuer’s name, surname and permanent residence in case of a natural person;

- c) the volume or value of securities units;
  - d) the date of registration of pledge in the Pledge Register.
- 27.4 Required extent of the statement of the Pledge Register must be specified in the request by stating some of the data specified in the preceding item of this Article, or their combination. The statement of the Pledge Register shall contain information on the data pursuant to Section 27.3 of this Article, depending on the extent specified in the request.
- 27.5 CDCP shall issue a full statement of the Pledge Register (comprising all statements of the Pledge Register) based on a written request and in compliance with an agreement concluded with CDCP.
- 27.6 CDCP shall make accessible its data from the Pledge Register on its website and the data shall be updated once a week. The data published on the website is only informative and cannot be used for legal purposes.

## **Article 28**

### **Handing over the pledge registry from the Pledge Register**

- 28.1 CDCP shall hand over, to a unit trust depository or administrator, the records from the Pledge Register in the part pertaining to changed units of the unit trust pursuant to §12 of the Collective Investment Act and a subsequently concluded agreement. CDCP will conclude an agreement with the entity pursuant to previous sentence, to which it will hand out the Pledge Register, one day before handing out the data at latest.
- 28.2 The day of handing over the data from the Pledge Register shall be determined in the agreement specified in the previous Section of this Article, and it shall not be possible to change it.
- 28.3 In case a pledge, which data is being handed over, contains securities other than changed units of the unit trust, CDCP:
- a) shall hand over, in the manner pursuant to Section 28.1 of this Article, only the data on changed units of the unit trust and shall proceed pursuant to §12 of the Collective Investment Act;
  - b) in relation to a pledge concerning the securities other than changed units of the unit trust, CDCP shall proceed pursuant to the Act and these Rules of Operation when registering a change/termination of the pledge on such securities.
- 28.4 In case securities other than the changed units of the unit trust are added to the subject of the pledge, records of which has been handed over in the manner pursuant to Section 28.1 of this Article, CDCP shall proceed pursuant to the Act and these Rules of Operation when registering a change/termination of the pledge on such securities.
- 28.5 The records being handed over is the output of the particular service, which contains a selection of up-to-date information from the Pledge Register as of the date of the

handover, i.e. the handover will comprise all data on pledges that were not cancelled as of the date of handover and met the selection criteria, including any data on possible changes since the date of registration of the establishment of the given pledge. If in the Pledge Registry over securities does not occur any data concerning changed paper form units of the unit trust, CDCP does not have any knowledge of this fact in advance, until the particular service is performed, i.e. CDCP hands over the output of the particular service to the depository of the unit trust or administrator.

- 28.6 From the moment of performing the service, result of which is data pursuant to Section 28.5 of this Article, CDCP shall proceed, in relation to these pledges, in compliance with the wording of §12 of the Collective Investment Act.
- 28.7 Until the moment of performing the service, result of which is data pursuant to Section 28.5 of this Article, CDCP shall perform services related to the records being handed over in compliance with the Act and these Rules of Operation.
- 28.8 CDCP is entitled to create an archive copy of the data file being handed over, which it can use in the event that a unit trust depository requests for repeated performance of the service, result of which is data pursuant to Section 28.5 of this Article; the provision of this copy shall be deemed as a service of the Central Depository pursuant to the Rules of Operation. CDCP shall archive such copy for one calendar year, and shall discard it once this period expires.

## **CHANGES IN THE REGISTRY OF THE CENTRAL DEPOSITORY AND A MEMBER**

### **Article 29**

#### **Corrections and supplements to the CDCP's and a member's registries pursuant to §108 of the Act**

- 29.1 An objection of an account owner, CDCP, a member, the Stock Exchange or an issuer pursuant to §108 of the Act raised against CDCP or a CDCP member must be submitted in writing.
- 29.2 When reviewing an objection, CDCP/a member is entitled to request the entity, which has raised the objection, to submit documents confirming validity of the objection.
- 29.3 CDCP/a member that acknowledges the objection as valid, as well as based on an effectual /court resolution, shall make the following amendments in the relevant registry:
  - a) corrections as of the day of making the erroneous entry;
  - b) supplements as of the day of occurrence of incompleteness.

If CDCP acknowledges an issuer's objection as valid and makes corrections or supplements in its registry based on the objection, CDCP shall ensure that it is

concurrently implemented in the registries of all concerned members. In case of other objections which refer to the registry of CDCP and at least one member, and which have been acknowledged as valid, both CDCP and a member in question shall make corrections/supplements in their respective registries in mutual collaboration so that the corrections/supplements are made simultaneously in all concerned registries.

- 29.4 CDCP/a member is authorised to make corrections and supplements in the registry also at its own discretion, if it finds out an error or incompleteness in its registry.
- 29.5 CDCP and members are obliged to keep documentation in respect of found errors and incompleteness's.
- 29.6 To all entities on whose owner's accounts it has made corrections or supplements, CDCP and/or a member shall send a statement of their owner's account, along with reasons, without undue delay after making the corrections or supplements, unless the Act stipulates otherwise.
- 29.7 In the event that CDCP has made a correction in an issuer's register or in the client account of a member or in a holder's account, it shall send a statement of the client account to the concerned member or a statement of the issuer's register to the concerned issuer or a statement of the holder's account to the concerned holder, without undue delay after the correction or supplementation is made.

## **Article 30**

### **Transitional provisions**

- 30.1 Members who are registered as authorized members are obliged to conclude separate contract with CDCP by 31March 2009, which will entitle them to submit requests for services of CDCP concerning the owner's accounts and holder's accounts registered in registry of CDCP through the APV. If the authorized member does not conclude an agreement referred to in the previous sentence, CDCP cancels its registration on relevant account at 1April 2009 and is not responsible for thereby incurred loss.



## **PART IV<sup>a</sup>**

# **THE RULES OF WORK WITH THE REGISTER OF FOREIGN SECURITIES**

CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.

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## **Article 1**

### **Introductory provisions**

- 1.1 The Rules of Operation – the Part „The rules of work with the registry of the foreign securities“ is issued by Centrální depozitář cenných papírov SR, a.s. (hereinafter referred to as “the Central Depository” or “CDCP”) in compliance with §103 of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as ‘the Act’) and it primarily stipulates the method and procedure of the registration of foreign securities and handling foreign securities.
- 1.2 If the below-mentioned terms are used in further provisions of these Rules, they shall have the following meaning:
  - a) “owner’s account” - an owner’s account opened pursuant to §105a) of the Act,
  - b) “operating day” – an accounting day in payment system TARGET2-SK.
  - c) “foreign account of CDCP” - an account opened pursuant to §99, section 4, item e) of the Act.
  - d) “participant of administrator of the foreign account of CDCP” – participant of Centrální depozitář cenných papírů, a.s. in the Czech Republic.
- 1.3 The rules for work with the special registry of the foreign securities apply to an administrator of multilateral trading system in the same extent as to the BSSE.

## **METHOD AND PROCEDURE OF REGISTRATION OF FOREIGN SECURITIES IN THE REGISTRY OF CDCP**

### **Article 2**

#### **Keeping of registry of the foreign book-entry securities in CDCP**

- 2.1 To keep registry of the foreign securities CDCP has opened the foreign account of CDCP in Centrální depozitář cenných papírů, a.s. with seat in the Czech Republic.
- 2.2 Prerequisite for acquisition of foreign securities to the foreign account of CDCP is registration of data on foreign securities in CDCP.
- 2.3 CDCP registers data on the foreign securities in the special registry of the foreign securities that is not a registry of securities pursuant to the § 107 of the Act.
- 2.4 To the scope of data in the special registry of the foreign securities pursuant to the item 2.2 of this Article, provisions of § 107 of the Act apply adequately; e.g. the special registry includes mainly:

- a) business name and registered address of the issuer,
  - b) Foreign Identification Number (FIN/ZIČ) or substitute identification number assigned by CDCP,
  - c) ISIN,
  - d) nominal value of the foreign securities located on the foreign account of CDCP; if the foreign securities do not have the nominal value, according to the legislation of the state in which the securities were issued, in data entry for the nominal value is stated „0“ (zero),
  - e) value of the registered capital of an issuer at the time of submitting of the application in accordance with item 3.1 of the Article 3 of this part of the Rules of Operation,
  - f) type of security;
  - g) issue date of the issue;
  - h) currency in which are the foreign securities, located in the foreign account of CDCP, issued;
  - i) number of the foreign securities issued by the issuer for given ISIN,
  - j) quantity of the foreign securities that are located in a special registry of CDCP
  - k) date and time of the entry into the special registry.
- 2.5 The foreign securities are registered in the special registry of the foreign securities under the ISIN assigned to the foreign security in the state where the foreign security was issued.
- 2.6 When providing services of CDCP, the provisions regulating providing of services for book-entry foreign securities shall apply adequately to the immobilized foreign securities.
- 2.7 The condition for administration of data on the foreign securities in the special registry of the foreign securities is that handling the foreign securities regulated by these Rules of Operation does not contradict legislation of the state, where the foreign securities were issued.
- 2.8 CDCP can terminate registration of data on the foreign securities in the special registry of the foreign securities only if there are not data on a foreign security of particular ISIN on the CDCP's foreign account.
- 2.9 In case that issuer of the foreign securities separates rights from the foreign securities, separate rights to the foreign securities are registered on the foreign account of CDCP.
- 2.10 Only such foreign securities may be transferred to the foreign account of CDCP, which fulfil following conditions:
- a) there is no data on co-ownership or shared ownership related to the foreign security in a registry of the administrator of the CDCP's foreign account,
  - b) at the time of the submission of the request for acceptance to the special registry of CDCP the rights to the foreign securities are not separated from the foreign security,

- c) the foreign securities are not subject of the pledge,
- d) the foreign securities do not have limited transferability,
- e) the foreign securities are in compliance with the technical specification to the APV
- f) the foreign securities are not bound with other rights or obligations that could prevent handling the foreign securities in the Slovak Republic.

### **Article 3**

#### **Receiving, crediting and debiting of foreign securities on/from owner's account/s**

- 3.1 CDCP decides on accepting of the foreign securities to the special registry on the basis of written application of the BSSE in order to admit the foreign securities to the BSSE market.
- 3.2 The application pursuant to the item 3.1 of this Article must contain especially:
  - a) business name and registered address of the issuer of foreign securities, CRN of the issuer if it was assigned to the issuer,
  - b) ISIN,
  - c) signature of the persons authorized to perform on behalf of the BSSE according to the excerpt from the Commercial Register (signatures do not have to be verified).

The application is delivered by the post to the registered address of CDCP or personally to mail room of CDCP.
- 3.3 If CDCP, after receiving the request, finds out that the foreign securities are not in compliance with any of the conditions stipulated in the Section 2.10, item b), d) to f), CDCP has right to reject the request and not register the foreign securities to the special registry. CDCP has the right according to the previous sentence in case the request is not in compliance with the terms stipulated in the section 3.2 of this Article, or when the data stated in the request are void.
- 3.4 If the application pursuant to the item 3.1 of this Article with regard to the item 3.3 of this Article includes all essentials stated in the item 3.2 of this Article and CDCP obtains the data on the foreign securities according to the request in the item 3.2 of this Article from the registry of administrator of the foreign account of CDCP, then CDCP shall register foreign securities into the special registry of foreign securities without undue delay and consequently shall inform the BSSE about registration of foreign securities into the special registry.
- 3.5 CDCP acquires the foreign securities on the CDCP's foreign account only by form of the instructions submitted to the administrator of the CDCP's foreign account by the

participant of the administrator of the foreign account of CDCP which is administering an account of the transferor. In case a foreign security that does not comply with the terms stipulated in the item 2.10, or is not recorded into the special registry of foreign securities, and is transferred on foreign account of CDCP, CDCP has right to transfer the foreign security on account of the transferor while CDCP is not liable for damage that occurs due to such transfer. The right and liability of CDCP according to the previous sentence applies also in case foreign securities which were not accepted to the special registry of foreign securities were transferred on the foreign account of CDCP.

- 3.6 The foreign securities in the special registry shall be credited by CDCP to an owner's account in the registry of a member or CDCP on the basis of successfully realized instruction according to the item 3.5 of this Article. Condition for crediting of foreign securities is fact, that CDCP receives, from a member or members, identical instructions of a transferor who has opened the owner's account with the administrator of foreign account of CDCP, and transferee who has the owner's account opened with the member or CDCP pursuant to the item 4.1 of the Article 4 of this Part of the Rules of Operation. The member who is placing the instruction of the transferor is responsible also for placing the instruction to the administrator of the foreign account of CDCP.
- 3.7 Debit entry on the CDCP's foreign account is performed on the basis of an instruction from CDCP submitted to the administrator of the CDCP's foreign account.
- 3.8 CDCP shall debit the foreign securities from the owner's account in the registry of the member or CDCP and transfer them into the special registry of CDCP based on successfully realized instruction pursuant to the item 3.7 of this Article. The condition for placing the instruction is the fact that CDCP shall receive, from the member or members, identical instructions of transferee, who has opened the owner's account with the same administrator of the foreign account of CDCP, and transferor who has the owner's account opened with the member or CDCP in accordance with the item 4.1 of the Article 4 of this part of the Rules of Operation. The member placing the instruction of transferee is responsible for accuracy and completeness of data in the instruction submitted to the administrator of the foreign account of CDCP.
- 3.9 In case the issuer:
  - a) shall increase/decrease registered capital and subsequently shall credit/debit the foreign securities on/from the foreign account of CDCP, CDCP shall credit/debit the foreign securities to owner of the foreign securities in compliance with the decision of relevant body of the issuer of the foreign securities in the registry of the member or CDCP, whereas CDCP shall record the change in the special registry.
  - b) shall decide about the change of the nominal value of the foreign securities, CDCP shall perform the change of the nominal value in the special registry of foreign

securities and on respective owner's accounts without undue delay after the change displays on the foreign account of CDCP.

- 3.10 If the foreign securities issue is set to technological status at the administrator of the CDCP's foreign account or other similar status of the issue when it is not possible to perform any services with respective issue, except services for the issuer of the foreign securities, CDCP shall set the issue of the foreign securities in the special registry to technological status and during the period when the issue is set to technological status, it is not possible to perform any services except services for processing of instructions of the issuer at the administrator of the CDCP's foreign account.
- 3.11 Provisions of the Part IV – The Rules of work with registration of the Rules of Operation apply adequately also to information services in relation to the foreign securities located on owner's account which fulfil the conditions stipulated in the item 4.1 of the Article 4 of this part of the Rules of Operation.
- 3.12 CDCP is providing information services in relation to the foreign securities held on owner's accounts in the registry of CDCP only on working days defined in legislation of the Slovak Republic.
- 3.13 If the transferor and the transferee have the owner's account open in the registry of a member or CDCP, provisions of the Part IV - the Rules of Work with Registration of the Rules of Operation apply adequately also to transfer / transition / movement of the foreign securities.
- 3.14 CDCP is not responsible for damages caused by late, wrong or incomplete instruction for registration of transfer / transition / movement pursuant to this Article.
- 3.15 Number of units of respective foreign securities issue on the foreign account of CDCP must be equal to the sum of all foreign securities from the issue registered on owner's account in the registry of CDCP and its members.
- 3.16 If a difference in number of securities according to the previous item of this Article occurs, CDCP shall keep a registry on such facts, including the reason of occurrence.

#### **Article 4**

##### **Handling the book-entry foreign securities in registry of CDCP**

- 4.1 Foreign securities may be acquired on owner's accounts only by persons who concluded an agreement on arrangement of mutual rights and obligations related to securities administration with CDCP, in case the owner's account is kept in the registry of CDCP, or with a member if the owner's account is kept in the registry of the member.

- 4.2 The pledge – CDCP keeps the Pledge Register for book-entry foreign securities that are kept in the special registry of foreign securities in accordance with the Article 2 of this Part of the Rules of Operation.
- 4.3 Provisions of the Article 23 – of the Part IV The Rules of work with registry of the Rules of Operation apply also to the method and procedure of the registration of the establishment/change/termination of pledge to foreign security to the Pledge Register according to § 45 and following of the Act.
- 4.4 Provisions of the Article 24 and the Article 26a of Part IV - The Rules of work with registry of the Rules of Operation apply also to the method and procedure of the registration of establishment/change/termination of pledge to the foreign security on the owner's account according to § 53a and following of the Act.
- 4.5 Provisions of the Article 26 – the Part IV the Rules of work with registry of the Rules of Operation apply also to the method and procedure of registration of the establishment/change/termination of statutory pledge to foreign securities.
- 4.6 Provisions of the Articles 17, 18 and 19 – the Part IV the Rules of work with registry of the Rules of Operation apply also to the method and procedure of the registration of the establishment/change/termination of the foreign securities transfers as collateral.
- 4.7 If an instruction for transfer/transition/movement was placed whereas the foreign securities are subject of pledge or transfer as collateral, the transferee of the foreign securities must have an owner's account opened in the registry of the member or CDCP and must fulfil the condition stipulated in the item 4.1 of this Article.
- 4.8 Provisions of the Act governing disposal of securities apply adequately also to disposal of foreign securities, i.e. especially to registration of Suspension of Right of Disposal (SRD), information services (with the exception of excerpt from the issuer's register, since CDCP does not keep the issuer's register pursuant to § 107 of the Act for the foreign securities).
- 4.9 Based on data from the administrator of the CDCP's foreign account, CDCP performs change/deletion of data registered on the foreign security in the special registry of foreign securities and on the owner's accounts, for example the nominal value, business name of the issuer etc.
- 4.10 In case of registration of Suspension of Right of Disposal on entire foreign securities issue registered in the registry of the administrator of the foreign account, CDCP shall register the Disposal Rights Suspension in the special registry of foreign securities and on owner's accounts pursuant to § 28, section 3 of the Act.
- 4.11 If owner's account of an owner of foreign securities that are to be a subject of transfer is kept in the registry of CDCP, the foreign securities may become the subject of transition only if the owner's account of transferee is also opened in the registry of the member or



CDCP and the owner's account of the transferee meets the conditions stipulated in the item 4.1 of the Article 4 of this Part of the Rules of Operation.

## **Article 5**

### **Administration the foreign securities**

- 5.1 CDCP performs administration of foreign securities based on an agreement concluded between owner of an account and CDCP. In case the foreign securities are registered on the owner's account opened in the registry of the member, CDCP concludes an agreement on administration with the member and member is bound by the agreement to provide administration of foreign securities.
- 5.2 CDCP performs administration of foreign securities in the scope defined in an agreement pursuant to the item 5.1 of this Article, but not in a wider scope than defined in § 41 of the Act.
- 5.3 Unless the agreement pursuant to the item 5.1 of this Article stipulates otherwise, CDCP:
  - a) shall enable for the execution of voting rights by:
    - i. Issuing an authorisation / confirmation to an owner of the foreign securities for purposes of procedure of general meeting. The owner who owns foreign securities in question on a record day, may apply for the authorisation / confirmation 2 working days at the latest before the day the general meeting takes place. CDCP hands over the authorisation / confirmation to the owner of the foreign securities 1 working day at the latest before the day the general meeting takes place and, together with the authorisation /confirmation, CDCP hands over all required documents to the owner of the foreign securities to demonstrate authorisation to vote at the general meeting. CDCP shall not issue authorisation/confirmation in question without written application from the owner of the foreign securities.
    - ii. handing over the list of owners of foreign securities who have registered Suspension of Right of Disposal on its owner's account in compliance with the issuer's request.
    - iii. CDCP does not participate in the general meetings on behalf of a foreign securities owner.
  - b) shall pay out the dividends in favour of an authorized person – owner of foreign securities in a way and form agreed in an agreement pursuant to the item 5.1. CDCP sends – pays out the dividend 30 working days at the latest after receiving dividend from the issuer or person authorised by the issuer. In case the owner of the foreign security shall not accept and shall return the dividends, CDCP holds the dividend in custody for duration of 4 years; repeated delivery – pay-out will be performed on the basis of the written application only. If the owner of the foreign securities shall not

collect the dividend after elapse of a 4 years period, CDCP shall return the dividend to the issuer or shall hand it to notarial custody. Provisions of the Articles 22 and 23 of the Part III the Rules for registration of issues of the Rules of Operation do not apply to operations pursuant to this item.

- 5.4 CDCP performs custody of client's financial means in a financial institution established pursuant to the Act No 483/2001 (Coll.) on banks as amended by later legislation under the conditions stipulated by relevant institution.
- 5.5 CDCP performs other duties of right resulting from administration of the securities in accordance with valid legislation.
- 5.6 It is possible to terminate validity and effectiveness of the agreement on administration of foreign securities by notice of cancellation or withdrawal from the contract only if there are no data on foreign securities, neither pledge nor transfer as collateral registered on owner's account in the registry of CDCP and the account owner did not submit/was not submitted an instruction to acquire foreign securities pursuant to the Article 3 of this part.
- 5.7 CDCP shall pay the dividends from the foreign securities out only to those owners of foreign securities, on whose accounts were the foreign securities registered on the date set by the issuer.

## **PART IVb**

### **THE RULES OF WORK WITH THE SPECIAL REGISTRY OF CDCP KEPT FOR FOREIGN SECURITIES ISSUED BY THE EUROPEAN CENTRAL BANK**

CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.

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## **Article 1**

### **Introductory provisions**

- 1.1 The Rules of Operation – the Part „The rules of work with the special registry of CDCP kept for the foreign securities issued by the European Central Bank “ is issued by Centrálny depozitár cenných papierov SR, a.s. (hereinafter referred to as “the Central Depository” or “CDCP”) in compliance with §103 of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as ‘the Act’) and it primarily stipulates the method and procedure of registration of foreign securities issued by the European Central Bank, provision of related activities and services and handling the foreign securities.
- 1.2 If the below-mentioned terms are used in further provisions of these Rules, they shall have the following meaning:
  - a) “ECB debt certificates” – debt certificates issued by the ECB in compliance with:
    - i. Article 18 and the following of the Statute of the European System of Central Banks and of the European Central Bank,
    - ii. the terms and conditions set out in the Guideline of the European Central Bank of 20 September 2011 on monetary policy instruments and procedures of the Eurosystem (ECB/2014/14) and explained in Chapter 3.3 of Annex I to the guideline,
  - b) “account” - an owner’s account opened pursuant to §105 of the Act or a holder’s account opened pursuant to §105a) of the Act,
  - c) “ECB Debt Registry” – electronic register established by and administered in the ECB in accordance with the ECB Decision, and in which the ECB registers the ECB debt certificates,
  - d) “Special Registry of ECB foreign securities” – registry kept by CDCP for dedicated number of debt certificates issued by the European Central Bank while administration of the registry is governed by the Act, special regulations (e.g. Article 3, item 3.1 first indent; Article 9, item 9.2; Article 12, item 12.1; Article 34, item 34.1 of the Protocol on the Statute of the European System of Central Banks and of the European Central Bank (OJEU C115, 9 May 2008), these Rules of Operation of the Central Depository and the agreement concluded between the Central Depository and the European Central Bank or between the Central Depository and the National Bank of Slovakia,
  - e) “issue date of the issue” – is, for the purpose of the Special Registry of the ECB foreign securities, date when the first foreign security is credited to relevant account from the Special Registry of the ECB foreign securities.

- 1.3 The rules for work with the Special Registry of the ECB foreign securities apply to an entity organising multilateral trading facility to the same extent as to the BSSE.

## **METHOD AND PROCEDURE OF REGISTRATION OF FOREIGN SECURITIES ISSUED BY THE ECB IN THE REGISTRY OF CDCP**

### **Article 2**

#### **CDCP's Special Registry of foreign securities issued by the ECB**

- 2.1 CDCP registers data on debt foreign securities issued by the ECB in its Special Registry of ECB foreign securities only in case that
- a) data on foreign securities are in the ECB Debt Registry,
  - b) an agreement on administration of the Special Registry of the ECB foreign securities has been concluded between CDCP and NBS, or CDCP and the ECB, or NBS, the ECB and CDCP.
- 2.2 CDCP registers data on foreign securities in the Special Registry of the ECB foreign securities that is not a register of securities in accordance to §107 of the Act.
- 2.3 Provisions of §107 of the Act apply adequately to the scope of data in the Special Registry of the ECB foreign securities pursuant to item 2.2 of this Article, e.g. the Special Registry of the ECB foreign securities includes mainly:
- a) business name and registered address of the issuer,
  - b) Foreign Identification Number (FIN/ZIČ) assigned by CDCP,
  - c) ISIN,
  - d) nominal value of the foreign security recorded in the ECB Debt Registry; if foreign securities do not have the nominal value, according to legislation of the state in which the securities were issued then „0“ (zero) is stated for the data entry “nominal value”,
  - e) Currency in which foreign securities are registered in the ECB Debt Registry,
  - f) type of security,
  - g) issue date of the issue,
  - h) volume of foreign securities that are recorded in the Special Registry of the ECB foreign securities,
  - i) date and time of the entry execution into the Special Registry of the ECB foreign securities.

- 2.4 Foreign securities are registered in the Special Registry of the ECB foreign securities with ISIN that was assigned to the foreign security in the state where the foreign security was issued, in accordance with ISO 6166.
- 2.5 When providing services of CDCP, the provisions ruling provision of services for book-entry foreign securities shall apply adequately to immobilized foreign securities.
- 2.6 CDCP can terminate registration of data on foreign securities in the Special Registry of the ECB foreign securities only if there is no data on a foreign security of particular ISIN registered to the name of CDCP in the ECB Debt Registry.

### **Article 3**

#### **Handling the book-entry foreign securities issued by the ECB in registry of CDCP**

- 3.1 Provisions of these Rules of Operation, the Act and the agreement according to Article 2, item 2.1 section b) of this Part of the Rules of Operation shall apply to primary subscription of foreign securities issued by the ECB, which are registered in the Special Registry of the ECB foreign securities to concerned account, as well as to further handling the foreign securities.

## **PART IV<sub>c</sub>.**

# **SPECIAL RULES FOR TRANSFER OF SECURITIES PURSUANT TO §18b OF THE ACT, EVEN IF THE SECURITIES ARE NOT INCLUDED IN DECISION ON INHERITANCE**



SPECIAL RULES FOR TRANSFER OF SECURITIES PURSUANT TO §18B OF THE ACT, EVEN IF THE  
SECURITIES ARE NOT INCLUDED IN DECISION ON INHERITANCE

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## **Article 1**

### **Introductory provisions**

- 1.1 The Rules of Operation – part „Special Rules for Transfer of securities pursuant to par.18 of the Act, even if the securities are not included in decision on inheritance“ (hereinafter only „Special Rules for Transfer“), issued by Centrálny depozitár cenných papierov SR, a.s. (hereinafter only „the Central Depository“ or „CDCP“) in compliance with § 103 of the Act No. 566/2001 Coll. on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter only „the Act“), is governing exclusively the rules for transfer of securities without consideration from the account of a natural person – benefactor to the owner’s account of NPF SR pursuant to act No. 92/1991 Coll. on conditions of transfer of state property to other persons as amended by later legislation (hereinafter only „transfer of securities without consideration to the account of NPF SR“) based on instruction of inheritor, even in case that respective securities are not identified in the decision on inheritance.
- 1.2 Rights and obligations not regulated in this part of the Rules of Operation are governed by provisions of the Rules of work with the Registry of the Rules of Operation.
- 1.3 In case the inheritor/-s is/are placing an instruction for transfer of securities for other reason than pursuant to section 2.1, item b) of this part of the Rules of Operation, provisions of this part of the Rules of Operation shall not apply, but provisions of the Rules for work with the Registry of the Rules of Operation shall apply reasonably. The inheritor shall place the instruction for transfer on behalf of the benefactor, whereas he/she is proving its entitlement by valid decision on inheritance.
- 1.4 In case the following terms are used in further provisions of these rules, these terms have the meaning as set out below:
  - a) „Act No. 92/1991 Coll.“ – the Act No. 92/1991 Coll. on conditions of transfer of state property to other persons as amended by later legislation,
  - b) „Office“ – Office that provides for transfer of securities from owner’s accounts of natural person to the owner’s account of NPF SR in compliance with the Act No. 92/1991 Coll.

## **Article 2**

### **General Rules**

- 2.1 Special rules for transfer apply in case these conditions are met:

SPECIAL RULES FOR TRANSFER OF SECURITIES PURSUANT TO §18b OF THE ACT, EVEN IF THE  
SECURITIES ARE NOT INCLUDED IN DECISION ON INHERITANCE

a) inheritance of the benefactor – owner of an account was lawfully concluded and the decision on inheritance includes clause on legal force, it was not rejected by inheritor/-s, whereas the securities do not have to be stated expressly in the decision on inheritance;

b) instruction for securities transfer to the NPF SR account without consideration is placed by the inheritor, in case he/she is the single inheritor from benefactor stated in the decision on inheritance, or all inheritors stated in the decision on inheritance, in which legacy of benefactor is negotiated (hereinafter also „inheritor“);

c) in case that transferred securities are not expressly stated in the decision on inheritance, the inheritor shall submit declaration pursuant to Article 3 of this part of the Rules of Operation, template of which creates the Annex 1 of the Special Rules for Transfer.

2.2 The inheritor/-s is/are obliged to submit the decision on inheritance and the declaration pursuant to the Article 3 of this part of the Rules of Operation before concluding an agreement on transfer without consideration and placing an instruction for transfer of securities to an account of NPF SR without consideration.

2.3 In case the inheritor is under age or incompetent person to accomplish the transfer of securities to account of NPF SR without consideration and to conclude the agreement on transfer of securities without consideration from an account of owner – benefactor, an approval of the Court pursuant to par. 28 of the Civil Code is required.

2.4 In case the decision on inheritance does not include information on securities, the inheritor must place an instruction for transfer without consideration for all securities that are held on the account of the benefactor in a moment of placing the instruction for transfer of securities to account of NPF SR without consideration. If the inheritor is not interested in transferring to NPF SR without consideration of all securities held in the account of the benefactor, he/she must reopen inheritance proceeding due to newly detected estate, i.e. the inheritor is not allowed to transfer only some of the securities from the account of benefactor to account of NPF SR. After reconsideration of the decision on inheritance, the inheritor shall act upon section 2.5 of this Article. At the Office the inheritor is obliged to submit a statement from the account of the owner-benefactor, otherwise the Office has the right to reject the instruction for transfer without consideration of all securities held on the account of owner-benefactor.

2.5 In case the decision on inheritance includes information on securities, the inheritor is eligible to place an instruction for transfer of securities from an account of benefactor to the account of NPF SR without consideration to the extent of inherited securities according to own choice, i.e. not all securities inherited from benefactor must be transferred.

- 2.6 In case the decision on inheritance includes information on securities, whereas from the statement of an account of owner – benefactor it results that there are also other securities held on the account of owner – benefactor that those stated in the decision on inheritance, the inheritor must act upon section 2.4 of this Article in case of transfer of securities not stated in the decision on inheritance.
- 2.7 The inheritor must enclose a declaration pursuant to Article 3 of this part of the Rules of Operation to the agreement on transfer without consideration, subject of which are all securities that are subject-matter of the agreement on transfer without consideration, and to which it applies that these are not included in the decision on inheritance. If there are several inheritors, they may grant authorisation to one mandatory in the declaration, who will act in the Office on their behalf regarding the transfer of securities from the account of owner-benefactor to the account of NPF without consideration (any of the entitled inheritors or third person can become the mandatory). If, based on agreement on transfer of securities without consideration, not all securities shall be transferred, and remaining securities shall be the subject-matter of other agreement on transfer without consideration, new declaration pursuant to Article 3 of this part of the Rules of Operation must be submitted to conclude the other agreement. In case that transfer of securities based on one agreement is not executed because required documents are not submitted by the inheritor, e.g. statement of the account of owner – benefactor, consent of the issuer to transfer, the securities shall remain on account of owner – benefactor, and in case of repetitive placement of an instruction for transfer it shall be necessary to submit these missing documents, as well as new declaration of inheritors.

### **Article 3**

#### **Declaration of inheritors**

- 3.1 Declaration of inheritors which, pursuant to Article 2, section 2.1, item c) of this part of the Rules of Operation inheritors must enclose to the agreement on transfer of securities to the account of NPF SR without consideration and to the instruction for transfer without consideration, must contain mainly:
- a) Identification of the decision on inheritance – identification number,
  - b) Date of coming into effect of the decision on inheritance,
  - c) Name, surname, birth number, permanent address of the benefactor,
  - d) Name, surname, birth number, permanent address of all inheritors,
  - e) Name, surname, birth number, permanent address of a person authorised by the inheritors,
  - f) Number of the account of owner – benefactor,
  - g) Identification of securities, which are subject of transfer without consideration, i.e. ISIN, number of units, IČO of an issuer, registered name of the issuer,

- h) Declaration of inheritors that securities identified in the declaration have no value for the inheritors, i.e. that these are considered for securities without value.
- i) Declaration that the inheritor unconditionally agrees with transfer without consideration of all securities defined in the declaration to the owner's account of NPF SR, based on the agreement on transfer without consideration.

3.2 In case that one or more inheritors after one benefactor have passed away, and the subsequent inheritance proceeding was lawfully concluded, in the declaration of inheritors the inheritor/-s must be identified instead of the deceased inheritor and all relevant decision on inheritance proving identification of inheritors entitled to dispose of securities from deceased must be enclosed to the declaration. If the deceased inheritor was also an owner of securities which were held on his/her owner's account and which were not included in a decision on inheritance, whereas his/her inheritor/-s consider these securities for securities without value, transfer without consideration of such securities must be the subject-matter of a separate declaration, separately concluded agreement on transfer without consideration and separately placed instruction for transfer without consideration, whereas the inheritor/-s is/are obliged to enclose the declaration with relevant decision on inheritance.

3.3 Signatures of all inheritors in the declaration must be officially verified.

#### **Article 4**

##### **Procedure of securities transfer without consideration**

- 4.1 In the Office the inheritor/-s shall, after submitting the declaration, conclude an agreement on transfer of securities from an account of owner-benefactor to the account of NPF SR without consideration and shall place an instruction for securities transfer without consideration.
- 4.2 An employee in the Office shall fill out the number of the agreement on transfer without consideration in the declaration.
- 4.3 The Office shall ensure processing of the instruction/-s for transfer of securities to the account of NPF SR without consideration.
- 4.4 An owner's account open and administered in CDCP can be cancelled based on request of an inheritor, but only in case all securities registered on the account of owner-benefactor are transferred without consideration. The inheritor has right to submit the request for cancellation of the owner's account only in case the inheritor concurrently submitted an instruction for transfer without consideration of all securities that are on account of owner-benefactor, and valid decision on inheritance and declaration pursuant to article 4 of this part of the Rules of Operation were enclosed to an agreement on transfer without consideration.

Annex No. 1

### Declaration of inheritors

Numerical identification of the agreement on transfer without consideration (filled out by an employee of the Office): .....

Identification of a decision on inheritance<sup>1</sup>: .....

Date of entry into effect of the decision on inheritance: .....

Identification of the benefactor:

Name and surname: .....

Birth Number: .....

Address of the permanent residence: .....

Numerical identification of the account of owner – benefactor: .....

Identification of the inheritor No. 1<sup>2</sup>:

Name and surname: .....

Birth Number: .....

Address of the permanent residence: .....

Identification of the inheritor No. 2<sup>2</sup>:

Name and surname: .....

Birth Number: .....

Address of the permanent residence: .....

Identification of securities that are subject of the transfer

ISIN	Number of Units	Registered name of the issuer	IČO of the issuer

The inheritors identified in this declaration declare that:

SPECIAL RULES FOR TRANSFER OF SECURITIES PURSUANT TO §18b OF THE ACT, EVEN IF THE  
SECURITIES ARE NOT INCLUDED IN DECISION ON INHERITANCE

- securities stated in this declaration do not have value for the inheritors, i.e. these are considered to be securities without value,
- they unconditionally agree with transfer of all securities defined in this declaration to the account of NPF SR, based on the agreement on transfer without consideration and the instruction for transfer of securities without consideration.
- the securities stated in this declaration are not encumbered by any rights, which would be an impediment to transfer to the account of NPF SR without consideration.

The inheritors identified in this declaration grant the authorization<sup>3</sup> to:

Name and surname/Business name: .....

Birth Number /IČO: .....

Address of permanent residence/seat: .....

for representation pursuant to par. 31 of the Civil Code to perform all legal acts related to transfer of securities identified in the agreement on transfer of securities to the owner's account of NPF SR without consideration, number of which is stated in the header of this declaration.

The authorisation is granted for an indefinite time.

.....  
Officially verified signature  
of inheritor/ mandator

.....  
Officially verified signature  
of inheritor/ mandator

1 – in case the declaration is attached with several decisions on inheritance which are evidencing entitlement of the inheritors to dispose of estate of the first benefactor, it is necessary to duplicate the field and to define all decisions on inheritance.

2 – it is necessary to duplicate the data in accordance with number of inheritors, whereas the data must be identical with data on inheritors stated in enclosed lawful decision on inheritance.

3- in case the authorised person is one of the inheritors, data stated in this part must be identical with data on the inheritor stated in the header of the declaration.

## **PART V**

# **THE RULES OF CLEARING AND SETTLEMENT**

CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.



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## Article 1

### Introductory provisions

- 1.1 The Rules of Operation – Part ‘The Rules of Clearing and Settlement’ is issued by the Central Securities Depository of the Slovak Republic (hereinafter referred to as ‘the Central Depository’ or ‘CDCP’) in compliance with §103 of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as ‘the Act’), and it primarily stipulates the method of clearing and settlement of transactions in financial instruments, due dates for the fulfilment of obligations resulting from stock exchange transactions in financial instruments, the time schedule of clearing and settlement of the stock exchange transactions in financial instruments, as well as the rules for cancellation of settlement of the stock exchange transactions in financial instruments.
- 1.2 If the below-mentioned terms are used in further provisions of these Rules, they shall have the following meaning:
  - a) ‘stock exchange trade’ – a transaction closed in the trading system of the BSSE and defined in the relevant parts of the Stock Exchange Rules;
  - b) “settlement day schedule in the clearing and settlement system” (“clearing and settlement schedule” hereinafter) – defines times and deadlines for specific activities required for successful settlement of instructions depending on selected clearing method, which are processed by the participant or CDCP during the operation day; deadlines for each activity are defined in the Rules of Operations; clearing and settlement schedule is published on CDCP’s web page.
  - c) “mandate for collection” – authorization from a participant in the payment system, in form set by the payment system operator, which authorizes an operator of an ancillary system to submit payment instructions that are to be settled by debiting or crediting an account of the participant
  - d) ‘over-the-counter (OTC) transaction’ – a transaction closed mutually by the transferor and the transferee or by other authorised persons outside of the BSSE’s system; in case of the National Property Fund or a government authority acting in the Slovak Republic’s name, which have an owner’s account open by CDCP, a transaction shall be cleared and settled in the name of/on the account of the National Property Fund or respective government authority.
  - e) “payment system” – the payment system TARGET2-SK operated by the National Bank of Slovakia,
  - f) “operation day” – accounting day in the payment system. The operation day comprise of three consequential phases: preparation for opening, opening and closing of the

operation day

- g) “ancillary system” – type of participation in the payment system; the ancillary system is deemed a system in which payments or financial instruments are exchanged or booked, whereby resulting cash liabilities are settled in the payment system,
- h) “instruction” – settlement instruction
- i) “settlement instruction” – instruction for registration of transfer of financial instruments resulting from closed stock exchange trade or OTC trade;
- j) ‘assignment of reservation tag ’ – securing of financial instruments that are to be settled via the clearing and settlement system; if a reservation tag is successfully assigned to financial instruments, no SDR or other restriction of disposal can be registered over such financial instruments;
- k) “technical account” – specific cash account of CDCP in the payment system supporting settlement procedures related to CDCP’s payment instructions; technical account shall be defined by a specific SWIFT BIC-code; this account shall not be deemed a technical account pursuant to §105b of the Act;
- l) ‘SD’ (settlement day) – is the day when settlement of instructions is performed with current settlement date; in the expression “SD-x” x means the number of operating days until the settlement day;
- m) “participant” – participant of the clearing and settlement system;
- n) “account” – is a securities owner’s account or holder’s account if not stated otherwise;
- o) “operating day of administrator of the CDCP’s foreign account” – is the day when the administrator of the CDCP’s foreign account facilitate performing of records in its registry;
- p) “intended settlement date“ – date of expected required settlement of an instruction stated in the settlement instruction;
- q) “foreign account of CDCP” – account opened pursuant to the paragraph 99, section 4 subsection e) of the Act;
- r) “Executory Decree on clearing and settlement rules” – The Executory Decree No 5 – details of procedure applied to CDCP and participants in clearing and settlement system when clearing and settling the trades.

- 1.3 The Rules of Clearing and Settlement apply to an operator of a Multilateral Trading Facility in the same extent as they do to the BSSE.

## **Article 2**

### **General conditions**

- 2.1 CDCP performs settlement of transactions in financial instruments in the euro currency and the object of the clearing and settlement are, in compliance with §99 Section 3 Subsection h) of the Act, financial instruments registered by CDCP in the issuers' registers pursuant to the Act or in the special registry.
- 2.2 For transactions in financial instruments other than those specified in Section 2.2 of this Article, CDCP shall provide for settlement of transactions in such financial instruments only if the procedure is stipulated in the Rules of Operation.
- 2.3 Settlement includes:
  - a) The securities leg - a transfer of financial instruments, from the transferor's account to the transferee's account which are opened in CDCP's or a member's registry, unless the Rules of Operation stipulates otherwise;
  - b) The cash leg - a transfer of cash between accounts of participants via the payment system in case of instruction with financial settlement;
- 2.4 Clearing shall mean the computation of mutual obligations and claims of participants resulting from closed stock exchange trades or from placed instructions for settlement of OTC trades. Results of the clearing procedure are positions determining final cash obligations or final cash claims of the participant.
- 2.5 The participants are divided by their participation in the payment system into two groups:
  - a) "Direct participants" – participants having the cash account in the payment system and performing the cash leg of the settlement of their own trades and trades for participants stated in Section 2.5 Subsection b) of this Article,
  - b) "Indirect participants" – participants that do not have cash account in the payment system and they settle the cash leg of trades via the direct members.
- 2.6 CDCP acts in the payment system as an operator of an ancillary system that submits to the settlement system the payment instructions that are settled on the cash accounts of direct members in the payment system. During the settlement of the payment instructions, CDCP usually uses its technical account opened in the payment system.
- 2.7 In case the direct participant in the payment system grants its mandate for collection to CDCP, the cash corresponding with positions of the direct member shall be automatically transferred via the payment instructions placed by CDCP if:
  - a) in case of the stock exchange trades, the direct participant does not request, by the given time and with respect to a specific position, for a change by which it shall deliver cash itself to the cash account of CDCP,

- b) in case of instructions for settlement of the OTC trades, the direct participant does not set in the instruction that cash shall be sent by the participant itself to the cash account of CDCP.
- 2.8 In case that direct participant in the payment system does not grant to CDCP the mandate for collection, direct participant is obliged to send cash within the settlement of the cash leg itself to the cash account of CDPC opened in the payment system, according to the valid time schedule of the clearing and settlement. Vis-à-vis such participant CDCP shall always act in the payment system as the direct participant and transfers of cash to be credited to the cash account of such participant shall be realised via its cash account.
- 2.9 If the indirect participant has its cash account kept with the direct participant that granted to CDCP the mandate for collection, the provisions of Section 2.7 of this Article shall apply accordingly also to indirect participant.
- 2.10 If the indirect participant has its cash account kept with the direct participant that has not granted to CDCP the mandate for collection, the provisions of Section 2.8 of this Article shall apply accordingly also to indirect participant.
- 2.11 The participants in the clearing and settlement system, pursuant to the par. 99, section 16 of the Act, are as follows:
  - a) CDCP,
  - b) Members, unless the agreement concluded with the member stipulates otherwise,
  - c) BSSE and in case of the stock exchange trades also members of the BSSE,
  - d) NPF and the state body acting on behalf of SR that have the owner's account opened with CDCP.
- 2.12 The participants are entitled to place settlement instructions into the clearing and settlement system in compliance with the Act, the Rules of Operation of CDCP and the Executory Decrees.
- 2.13 For the settlement instruction which entered the clearing and settlement system is deemed such instruction, which is in compliance with the technical specification to the APV of the clearing and settlement system and the Rules of Operation.
- 2.14 The participants are informed on the result of the clearing and settlement via the APV of the clearing and settlement system.
- 2.15 Time limit for settlement in case of:
  - a) anonymous stock-exchange trades in financial instruments is set on the second working day that follows the day of concluding the trade on the BSSE ("T+2"),
  - b) stock-exchange trades in financial instruments, except for trade pursuant to item a) of this section, is set in accordance with the rules of the BSSE,
  - c) OTC trades in financial instruments is set by agreement of both parties to a trade."

- 2.16 Time limits for settlement pursuant to section 2.15 adequately apply also to trades concluded via the multilateral trading system.
- 2.17 CDCP shall stipulate the details of clearing and settlement in the Executory Decree on rules of clearing and settlement.

### **Article 3**

#### **Types of transactions and their settlement**

- 3.1 Instructions with financial settlement are settled via the 'delivery versus payment' (DvP) method, i.e. financial instruments are delivered against payment. The settlement of liabilities and claims is performed on the side of financial instruments and cash; the financial instruments are only delivered if the cash is delivered and vice versa.
- 3.2 In CDCP's terms, 'delivery versus payment' means the guarantee of CDCP that the delivery of financial instruments to the transferee's account shall not be made without the fulfilment of financial obligation of a participant in the payment system and, vice versa, the guarantee that the financial claims of a participant in the payment system will not be satisfied without the delivery of financial instruments.
- 3.3 Instructions without financial settlement are settled via the 'free of payment' (FoP) method, i.e. financial instruments are delivered without payment. Liabilities and claims are settled only on the side of financial instruments and the financial instruments are delivered without delivering cash.
- 3.4 A public offer to take over shall always be settled via the 'DvP' method.

### **Article 4**

#### **Calculation of amount of cash obligations and cash claims**

- 4.1 When calculating the amount of obligations and claims CDCP shall use the 'netting' method and the 'gross' method.
- 4.2 The 'netting' method is a mutual accounting of the cash obligations and claims of participants. The positions of individual participants shall be determined on the basis of transactions that have been cleared by the netting method.
- 4.3 The 'gross' method determines the value of the cash obligation/claim of a participant separately for each transaction or settlement instruction.
- 4.4 The 'netting' method is the primary clearing method for stock exchange trades, unless the BSSE stipulates otherwise in the Stock Exchange Rules.
- 4.5 Instructions for settlement of OTC trades shall be cleared via the 'gross' method.
- 4.6 Transactions resulting from obligatory public offers to take over shall not enter the clearing by netting method along with other transactions. For the participants in clearing,

the positions on the side of cash shall be determined separately for every public offer to take over.

## **Article 5**

### **Rights and obligations of participants in the clearing and settlement system**

#### **5.1 Rights:**

- a) to have access to the clearing and settlement system via a specified software application (APV) ;
- b) to place instructions for settlement of OTC trades on own account;
- c) to place instructions for settlement of OTC trades based on a client's instruction, if:
  - i) the client has an owner's account in the member's registry;
  - ii) the client has an owner's account in CDCP registry and the member is an authorised member pursuant to Article 2 Section 2.8 of the Part IV – The Rules of Work with the Registry of the Rules of Operation;
  - iii) if the client has an account in CDCP registry and the member has concluded with CDCP the agreement in compliance with the Article 2 Section 2.12 or pursuant to Article 26a Section 26a.2 of Part IV – Rules for work with registry of the Rules of Operation; mentioned is not applicable if an authorised member other than the member who placed the instruction is registered in the account;
- d) to use services of the clearing and settlement system and receive information on the status of processing of its instructions;
- e) to submit a request for postponement of the clearing and settlement time schedule, based on an extraordinary or non-standard situation on the side of a participant. The postponement of the clearing and settlement time schedule based on a participant's request is temporary, and only applies to the currently open operating day. The procedure for submission of the request is stipulated in the Executory Decree on rules for clearing and settlement.

#### **5.2 Obligations:**

- a) to use the APV under stipulated terms and in compliance with the technical specification to the APV, and to abide by procedures stipulated therein;
- b) to follow the Executory Decree on rules for clearing and settlement when sending cash to the cash account of CDCP in the payment system,
- c) to process a stock exchange trade (member) - to confirm consent with settlement to the member's registry, in compliance with this Part of the Rules of Operation ;
- d) to perform all actions of a participant necessary for successful settlement of

- transactions on time, and in compliance with the clearing and settlement time schedule;
- e) to provide its clients with timely and up-to-date information obtained from the clearing and settlement system (member);
  - f) to inform CDCP, in writing, on the cash accounts dedicated for realisation of cash leg of the settlement and their every change at the latest 5 working days prior to entry into force of the change;
  - g) to inform CDCP, in writing, of e-mail addresses for the purpose of fulfilment of CDCP's information duty pursuant to §107a) Sections 7 and 8 of the Act;
  - h) do not close the account that the member administers in its registry if the member confirmed dispositions of settlement of the stock exchange trade, or confirmed the agreement with settlement of the stock exchange trade in its registry, or confirmed readiness for settlement of the OTC trade which includes transfer or credit of cash to this account.

## **Article 6**

### **Rights and obligations of BSSE**

- 6.1 The BSSE, as a participant in the clearing and settlement system, has the following rights:
  - a) to place instruction for settlement of the stock exchange trade;
  - b) to use the services of clearing and settlement system, provided by CDCP;
  - c) to receive information on the processing status of its instructions;
  - d) to submit a request for postponement of the clearing and settlement time schedule. The procedure for submission of the request can be found on CDCP's website.
- 6.2 The BSSE as a participant in the clearing and settlement system has the following obligations:
  - a) to use the APV under stipulated terms;
  - b) to perform, on time, all actions necessary for successful settlement of instructions in compliance with the clearing and settlement time schedule.

## **Article 7**

### **Rights and obligations of CDCP**

- 7.1 CDCP has the following rights:
  - a) to obtain, from a participant all data necessary for successful settlement of instructions in compliance with the item 2.1 of Article 2 of this Part of the Rules of Operation;
  - b) to decline an inexecutable settlement instruction;



- c) to suspend the settlement of a stock exchange trade pursuant to Art. 15 of this section of the Rules of Operation;
- d) to suspend the settlement of an instruction or cancel the settlement of instruction due to failure to fulfil the obligation of the participant pursuant to Section 5.2 of the Article 5 of this section of the Rules of Operation;
- e) to decline a request of a participant for postponement of the clearing and settlement time schedule (for example, in case of late submission of such request i.e. the activity that should have been postponed is already performed, or due to link-up of postponement to the schedule of operation of the payment system etc.);
- f) if required by non-standard circumstances, to change the clearing and settlement time schedule, as to its times and content, for a maximum period of duration of the non-standard circumstances. Once non-standard circumstances occur, all participants shall be informed of such circumstances without undue delay.
- g) if required by non-standard circumstances to call on the participants to send cash equal to obligation resulting from clearing by means of gross or netting method to the cash account of CDCP in the payment system whereas CDCP shall follow accordingly pursuant to Section 7.1 Subsection f) of this Article.

7.2 CDCP has the following obligations:

- a) to use the APV under stipulated terms;
- b) to perform all actions necessary for successful settlement in compliance with the clearing and settlement time schedule; in particular to ensure the delivery of financial instruments against payment upon fulfilment of the correctness criterion of the participants' instructions, sufficiency of financial instruments and cash in compliance with information specified in the settlement instructions;
- c) to make available, to the participants information on the state of processing of their instructions;

## **Article 8**

### **Clearing and settlement of stock exchange trades**

- 8.1 This Article governs clearing and settlement of stock exchange trades
- 8.2 The act of making accessible the dispositions of trade and the dispositions of settlement for CDCP by the BSSE, is deemed to be an instruction for settlement of the stock exchange trade.
- 8.3 The BSSE shall perform the clearing of stock exchange trades in the manner stipulated by the Stock Exchange Rules. The BSSE shall define the participants in the clearing and their obligations.

- 8.4 In case the account of transferor and/or transferee specified in dispositions of trade and in the dispositions of settlement of the stock exchange trade is in the registry of a member which is not identical with the BSSE member who represented the transferor and/or transferee in the given transaction (and also confirmed the dispositions of settlement of trade), the member's consent is required whereby the instruction must be forwarded for settlement to the registry administered by the member. If the transferor's and/or transferee's account is in the registry of a member that is identical with the BSSE member that has represented the transferor and/or transferee in the given transaction (and has also confirmed the dispositions of transaction settlement), the confirmation of dispositions of transaction settlement shall be deemed as the consent with settlement to the member's registry. If the transferor's and/or transferee's account is in CDCP's registry, the consent is not required. The right of member to submit the instruction according to Item ii) and iii) Subsection c) Section 5.1 of the Article 5 of this section of the Rules of Operation of CDCP is not be checked by CDCP and CDCP is not liable for damages arising from unauthorised placement of instruction.
- 8.5 The consent with settlement to a member's registry shall be confirmed in the clearing and settlement system by that member, separately for every instruction and CDCP shall forward the information on the confirmation of consent to the BSSE via this system. The BSSE is entitled to send the order for settlement to a member's registry only if the consent has been confirmed by that particular member.
- 8.6 CDCP shall assign the reservation flags to financial instruments that are subject to settlement:
  - a) In SD-1 for instructions with financial settlement
  - b) in the given SD for instructions without financial settlement and for instructions which SD is equal to the trade date.
- 8.7 In case an instruction for settlement of the stock exchange trade without financial settlement precedes another instruction for settlement of the exchange trade with financial settlement (that must be settled on the same SD), CDCP shall assign the reservation flag to financial instruments on SD-1.
- 8.8 If linked-up transactions were settled via "netting" method, the reservation flag must be successfully assigned to those financial instruments which are subject to the first instruction pending the settlement.
- 8.9 Successful assignment of reservation flag is considered for fulfilment of obligation to deliver financial instruments.
- 8.10 The BSSE shall make accessible the results of clearing of the stock exchange trade to CDCP after assignment of the reservation flags.

- 8.11 In case that SDR is registered on an issue of book-entry securities and date of SDR expiration is equal to SD-1, CDCP shall assign reservation tags on SD.
- 8.12 On SD-1, CDCP shall not assign reservation tags to financial instruments in case that:
- a) the issuer submitted, on SD-1 at the latest, the instruction to register the SDR on the entire issue of book-entry securities,
  - b) CDCP has set or in SD will set the issue of book-entry securities to technological status based on the agreement concluded with the issuer.
- 8.13 In case of instruction with financial settlement, after fulfilment of the obligation to deliver financial instruments:
- a) for positions where cash is to be transferred via CDCP, corresponding payment instructions are sent to the payment system;
  - b) for positions where a participant is itself in charge of sending the cash, CDCP shall await information from the payment system;
- 8.14 The moment of fulfilment of the obligation to deliver cash is in case of transfer of the cash via CDCP considered receipt of the information from the payment system:
- a) on debiting cash equal to the obligation of the participant from the cash account of the direct participant in the payment system and on crediting of cash equal to the claim of the participant in favour of the cash account of direct participant in the payment system in case of gross method;
  - b) on debiting of cash equal to the obligation of the participant from the cash account of direct participant in the payment system and on crediting of cash in favour of technical account of CDCP in case of netting method.
- 8.15 For the moment of fulfilment of obligation to deliver cash is, in case cash delivery is provided by the participant itself, considered receiving information from the payment system on crediting of cash to the cash account of CDCP in the payment system.
- 8.16 In case CDCP does not receive from the payment system information pursuant to Section 8.14 and 8.15 of this Article by the deadline, it shall announce this fact to the BSSE. The BSSE shall take such measures so that successful settlement of instruction in question on intended settlement date is provided for; by doing that it follows the stock exchange rules.
- 8.17 After fulfilment of the obligation to deliver financial instruments for instructions without financial settlement, or fulfilment of the obligation to deliver financial instruments and, at the same time, of the obligation to deliver cash for instructions with financial settlement:
- a) CDCP shall execute securities leg of the settlement based on instructions to register a transfer placed by the BSSE;
  - b) CDCP on the basis of instruction of the BSSE shall inactivate the reservation tag in

case of settlement from/to holder's account, where the transferor and the transferee are registered in registry pursuant to § 71h paragraph 2 of the Act of the same holder in the same holder's account,

- c) CDCP sends the payment instructions to the payment system based on which the cash equal to the claim of the participant is debited from technical or cash account of CDCP and credited in favour of cash account of direct participant in the payment system in case the obligation to deliver cash was not fulfilled pursuant to Section 8.14 Subsection a) of this Article.

- 8.18 If the assignment of a reservation tag fails, the BSSE shall take the measures in order to ensure successful settlement of the given transaction on the on intended settlement date, or within the shortest possible time. If not even repeated assignment of a reservation tag or the realisation of transfer of the financial instruments are not successfully accomplished, the cash shall be returned to the cash account of direct participant and BSSE shall take the steps according to the stock exchange rules.
- 8.19 If the assignment of a reservation tag is successful, but the counterparty fails to deliver cash, or fails to deliver them in the required amount within the time allowing successful settlement of a given instruction (resulting from the time schedule of the clearing and settlement system), CDCP shall cancel the reservation tag, and the BSSE shall take the steps according to the stock exchange rules.

## **Article 9**

### **Time schedule of clearing and settlement of stock exchange trades**

- 9.1 This Article governs the time schedule of clearing and settlement of stock exchange trades
- 9.2 In case of settlement instructions where trade date differs from the settlement date:
  - a) The member's confirmation of consent with the settlement of an instruction to its registry must be made not later than on SD-1 by 16:00;
  - b) Reservation tags assignment is realised on SD-1 usually from 16:00 for instructions with financial settlement and on SD usually from 8:00 for instructions without financial settlement;
  - c) CDCP shall send the payment instructions to the payment system on SD usually from 9:00. Recommended deadline for delivery of cash by participants for positions resulting from netting is until 10:00, for positions resulting from gross until 13:00.
  - d) Deadline for receipt of information from the payment system pursuant to Section 8.14 and 8.15 of the Article 8 of this part of the Rules of Operation is set for positions resulting from netting at 11:30 and for positions resulting from gross at 13:30.

- 9.3 For settlement instructions with the trade day equal to SD:
- a) reservation tags are assigned and payment instructions are sent to the payment system continuously, after settlement instruction is submitted.
  - b) confirmation of member on the consent with settlement of instruction in its registry must be done on SD by 16:30 at the latest,
  - c) recommended time for delivery of cash by participants is until 17:00,
  - d) the deadline for receiving information pursuant to Section 8.14 and 8.15 of the Article 8 of this part of the Rules of Operation is set at 17:30.
- 9.4 The securities leg of the settlement based on instruction for registration of the transfer placed by the BSSE is realised on SD continuously from 8:00 till 18:00.

## **Article 10**

### **Clearing and settlement of OTC trades**

- 10.1 This article rules the clearing and settlement of OTC trades.
- 10.2 Instructions for settlement of OTC trades are placed by participants to the clearing and settlement system whereas they are responsible for completeness and correctness of placed instructions.
- 10.3 An instruction for settlement of an OTC trade contains:
- a) trade dispositions, including supplementary data necessary for successful settlement of the instruction;
  - b) settlement dispositions;
- 10.4 The technical specification to the APV contains details on the content of the settlement instruction and technical details.
- 10.5 Settlement instruction is placed to the clearing and settlement system by a participant representing the transferor and/or transferee, with transaction dispositions and settlement dispositions for his side of the transaction. The participant representing the counterparty shall confirm dispositions of the trade in submitted instruction by filling in settlement dispositions for his side of the trade. In the event that he disagrees with certain dispositions of the trade, he shall submit a new instruction with altered data and wait for the counterparty's confirmation.
- 10.6 In instruction for settlement of OTC trades with financial settlement the participant in the clearing and settlement system representing the transferee has the obligation to mark, whether it shall deliver cash to the cash account of CDCP itself or cash should be transferred by CDCP.
- 10.7 Settlement instructions are matched after confirmation of dispositions of the trade by both parties to the trade. CDCP shall assign the reservation tag and settle matched instructions

only in case that both counterparties have confirmed the readiness for settlement in the corresponding field of instruction.

- 10.8 Trade dispositions cannot be corrected or altered once the instruction has been submitted to the clearing and settlement system. Selected settlement dispositions can be corrected and altered, provided that the status of processing of the instruction allows it.
- 10.9 The right of member to submit instruction pursuant to the indent ii) and iii) Subsection c) Section 5.1 of Article 5 of this part of the Rules of Operation shall be controlled by CDCP on a SD prior to assigning the reservation flag. CDCP shall not be liable for any damages that arise by the fact that during SD the authorised member, who is not the participant that submitted the instruction, has been registered in the account of the client.
- 10.10 CDCP shall assign the reservation tags to financial instructions that are being settled on a SD.
- 10.11 Successful assignment of reservation tag is considered for the moment of fulfilment of obligation to deliver financial instruments.
- 10.12 In cases when submitted instruction for settlement of OTC trade precedes instruction for settlement of the stock exchange trade with financial settlement (that should be settled on the same SD), CDCP shall assign reservation tags to financial instruments on SD-1.
- 10.13 After meeting the obligation to deliver financial instruments for instructions with financial settlement:
  - a) for positions where cash is to be transferred by CDCP, the relevant payment instructions are sent to the payment system;
  - b) for positions resulting from the trades where delivery of cash is provided for by the participant itself, CDCP shall wait for information from the payment system.
- 10.14 In case of transfer of cash by CDCP, information from the payment system on debiting the cash in the amount of participant's obligation from the cash account of direct participant in the payment system, and on crediting the cash in the amount of participant's claim in favour of the cash account of direct participant in the payment system, shall be deemed to be the moment of fulfilling the obligation to deliver the cash.
- 10.15 In case that delivery of cash is provided for by the participant itself, information from the payment system on crediting the cash to the cash account of CDCP in the payment system shall be deemed to be the moment of fulfilling the obligation to deliver cash.
- 10.16 In case that CDCP does not receive information from the payment system pursuant to Section 10.14 and 10.15 of this Article until the given deadline, CDCP shall take the steps according to Section 10.19 of this Article.

- 10.17 After the obligation to deliver financial instruments in case of instructions without financial settlement or after the obligation to deliver financial instruments and at the same time the obligation to deliver cash are met:
- a) CDCP shall realise securities leg of settlement;
  - b) CDCP shall cancel the reservation tag in case of settlement from/to holder's account, where the transferee and the transferor is registered in registry kept in compliance with § 71h paragraph 2 of the Act of the same holder in the same holder's account,
  - c) CDCP shall send to the payment system the payment instructions based on which cash corresponding to the claim of the participant is debited from the cash account of CDCP and credited in favour of the cash account of direct participant in the payment system in case that the obligation to deliver cash pursuant to Section 10.15 of this Article was met.
- 10.18 If assignment of a reservation tag fails, participant must take appropriate measures to ensure successful settlement of a given instruction on a intended settlement date. In case of repeated failure of assignment of reservation tag, or if realisation of transfer of financial instruments is not accomplished successfully, cash shall be returned to the cash account of direct participant and the instruction shall remain unsettled.
- 10.19 If assignment of a reservation tag to securities was successful but the counter-party failed to deliver cash or, respectively, failed to deliver cash in the required amount within the time allowing for successful settlement of a given instruction (resulting from the time schedule of clearing and settlement), CDCP shall cancel the reservation tag and the instruction shall remain unsettled.

## **Article 11**

### **Time schedule of clearing and settlement for OTC trades**

- 11.1 This Article stipulates the time schedule of clearing and settlement of OTC trades.
- 11.2 Instructions for settlement of OTC trades, where the day of placing the instruction equals the SD, can be submitted to the clearing and settlement system:
- a) from 8:00 until 16:30 for instructions with financial settlement,
  - b) from 8:00 until 17:45 for instructions without financial settlement.
- 11.3 In case that settlement instruction is placed after deadline stated in subsection a) and b) of item 11.2 of this Article, CDCP does not guarantee settlement of such instruction on a given SD.

- 11.4 Instructions for settlement of OTC trades, for which the date of placement of instruction precedes the SD, can be submitted to the clearing and settlement system from 8:00 until 18:00.
- 11.5 Assignment of reservation tags is realised from 8:00 until 18:00.
- 11.6 CDCP submits payment instructions to the payment system on a continuous basis. Recommended time for delivery of cash by participants in the clearing and settlement system is 17:00.
- 11.7 Deadline until which the information from the payment system should be received according to section 10.14 and 10.15 of Article 10 of this part of the Rules of Operations is set at 17:30.
- 11.8 Securities leg of settlement of OTC trades is on SD realised continuously from 8:00 until 18:00.

## **Article 12**

### **Settlement of trades in foreign securities**

- 12.1 This Article rules mainly the securities leg of settlement of trades in foreign securities that should be effected by:
  - a) transfer of financial instruments from the account of transferor that is open with administrator of foreign account of CDCP to the foreign account of CDCP and with subsequent credit of foreign securities from the special registry of foreign securities to the account of transferee that is kept in the registry of member or CDCP,
  - b) transfer of financial instruments from foreign account of CDCP to the account of transferee that is open with administrator of foreign account of CDCP and with subsequent debit of foreign securities from the account of transferor that is kept with registry of member or CDCP to the special registry of foreign securities,
  - c) transfer of financial instruments from the account of transferor that is open with the , administrator of foreign account of CDCP to the foreign account of CDCP and with subsequent transfer of financial instruments from foreign account of CDCP to the account of transferee opened with the administrator of foreign account of CDCP.
- 12.2 Other provisions of this part of the rules of operations stipulating clearing and settlement of the stock exchange and OTC trades apply adequately to the settlement of trades in foreign securities pursuant to subsection 12.1 of this Article, unless this Article stipulates otherwise.
- 12.3 This Article does not apply to clearing and settlement of trades in foreign securities where securities leg of settlement should be executed by transfer of financial instruments



from the account of transferor to the account of transferee that are kept in the registry of member or CDCP.

- 12.4 Instruction that CDCP should settle in compliance with subsection c) of section 12.1 of this Article can be submitted to the clearing and settlement system only by the stock exchange.
- 12.5 In process of settlement of securities leg of trades in foreign securities, the foreign securities can be credited from the special registry of foreign securities only to the owner's account open in the registry of a member or CDCP.
- 12.6 Trade in foreign securities, for which during settlement of its securities leg the transfer of financial instruments is executed from the account and/or to the account which is open with the administrator of the foreign account of CDCP, CDCP shall settle only during the operating day that equals to the accounting day of the administrator of the foreign account of CDCP.
- 12.7 CDCP shall settle trades in foreign securities in two settlement cycles.
- 12.8 For the moment of meeting the obligation to deliver financial instruments it is considered:
  - a) the successful assignment of reservation tag in case that account of transferor is open in the registry of member or CDCP,
  - b) execution of transfer of foreign securities to the foreign account of CDCP and mapping this transfer to settlement instruction in the clearing and settlement system in case that account of transferor is open with the administrator of foreign account of CDCP.
- 12.9 If obligation of the participant to deliver financial instruments is not met in the first settlement cycle, CDCP shall forward instructions to the second settlement cycle and if it concerns instructions for settlement of the stock exchange trades it shall inform about this fact the stock exchange.
- 12.10 Information received from the payment system:
  - a) on debiting the cash corresponding to obligation of participant from the cash account of direct participant in the payment system and on crediting this cash in favour of the technical account of CDCP,
  - b) on crediting cash to the cash account of CDCP in payment system in case that participant itself is responsible for cash delivery.
- 12.11 After meeting the obligation to deliver financial instruments for instructions without financial settlement or after meeting the obligation to deliver financial instruments and at the same time the obligation to deliver cash in case of instructions with financial settlement:

- a) CDCP shall credit foreign securities from the special registry of foreign securities to the account of transferee in the registry of member or CDCP,
  - b) based on successful execution of instruction for transfer of foreign securities from the foreign account of CDCP to the account of transferee open with administrator of foreign account of CDCP, CDCP shall debit foreign securities from the account of transferor open in the registry of member or CDCP to the special registry of foreign securities,
  - c) CDCP shall submit to the administrator of foreign account of CDCP instruction for transfer of foreign securities to the account of transferee open with the administrator of foreign account of CDCP,
  - d) CDCP shall submit to the payment system the payment instructions that would effectuate the debit of cash corresponding to the claim of the participant from the technical or cash account of CDCP and credit it in favour of cash account of the direct participant in the payment system.
- 12.12 In case of settlement of the stock exchange trades, activity pursuant to subsection a) and b) and section 12.11 of this Article is executed on the basis of instruction of the stock exchange.
- 12.13 Unless the obligation of participant to deliver financial instruments is met in the second settlement cycle:
- a) in case of instructions for settlement of stock exchange trades, CDCP shall inform the stock exchange which will follow then the stock exchange rules,
  - b) CDCP shall not settle instruction for settlement of OTC trade.
- 12.14 If the obligation to deliver financial instruments was met and the counterparty failed to deliver cash or if the transfer of financial instruments from the foreign account of CDCP to the account of transferee open with the administrator of foreign account of CDCP failed:
- a) CDCP shall cancel the reservation tag or transfer foreign securities from the foreign account of CDCP to the account of transferor open with the administrator of the foreign account of CDCP, cash shall be returned to the cash account of direct participant and the stock exchange shall follow the stock exchange rules,
  - b) CDCP shall cancel the reservation tag or transfer foreign securities from the foreign account of CDCP to the account of transferor open with the administrator of the foreign account of CDCP, cash shall be returned to the cash account of direct participant and instruction for settlement of OTC trade remains unsettled.

## **Article 13**

### **Time schedule of clearing and settlement of trades in foreign securities**

- 13.1 This Article rules the time schedule of clearing and settlement of trades in foreign securities pursuant to section 12.1 of Article 12 of this part of Rules of operations.
- 13.2 It is possible to place instructions for settlement of trades in foreign securities on the given SD to the clearing and settlement system on SD-1 until 18:00.
- 13.3 Assigning the reservation tags is executed on SD:
  - a) usually from 8:00 until 11:15 for the first settlement cycle,
  - b) usually from 11:15 until 12:45 for the second settlement cycle.
- 13.4 Mapping of executed transfer of foreign securities to the foreign account of CDCP to the instruction for settlement in the clearing and settlement system is effectuated on SD:
  - a) usually at 11:15 for the first settlement cycle,
  - b) usually at 12:45 for the second settlement cycle.
- 13.5 CDCP shall submit payment instructions to the payment system on SD:
  - a) usually from 11:15 for the first settlement cycle; recommended time for delivery of cash by participants in the clearing and settlement system is until 12:00,
  - b) usually from 12:45 for the second settlement cycle; recommended time for delivery of cash by participants in the clearing and settlement system is until 13:30.
- 13.6 Deadline until which the information from the payment system should be received according to section 12.10 of Article 12 of this part of the Rules of Operations is set at:
  - a) 12:30 for the first settlement cycle,
  - b) 14:00 for the second settlement cycle
- 13.7 Securities leg of settlement of trades in foreign securities is executed continuously on SD, usually from 11:15 until 18:00.

## **Article 14**

### **Acceptance of settlement instruction and its irrevocability**

- 14.1 The settlement instruction is deemed as accepted by the clearing and settlement system from the moment when assignment of reservation tags to financial instruments begins.
- 14.2 In compliance with §103 Section 2 Subsection n) and §107a) of the Act, CDCP stipulates the moment of irrevocability of the instruction accepted for settlement as follows:

- a) instructions for settlement of transactions without financial settlement, the moment of irrevocability shall be the moment of fulfilment of the obligation to deliver financial instruments;
  - b) instructions for settlement of transactions with financial settlement, the moment of irrevocability shall be the moment of fulfilment of the obligation to deliver financial instruments and, at the same time, of the obligation to deliver cash.
- 14.3 The delivery of the NBS's decision on imposing a sanction which limits or suspends the rights to provide investment services, associated with trading in financial instruments, of a participant, shall not, in compliance with §107 and Section 3 of the Act, affect the clearing and settlement system's obligation to process and clear this participant's settlement instructions, nor shall it affect the validity and enforceability of these instructions towards third parties, provided that the said instructions have been received by the clearing and settlement system until the moment of delivery of said decision and in compliance with the Rules of Operation and provided that they are irrevocable pursuant to Section 14.2 of this Article. The aforementioned shall apply also to the delivery of the NBS's decision on withdrawal of the licence to provide investment services.
- 14.4 The provision of Section 14.2 of this Article shall appropriately apply to the imposition of sanction by CDCP pursuant to Section 10.2 Subsection c) and Subsection d) of Article 10 of the Part 'The Rules of Membership' of the Rules of Operation.

## **Article 15**

### **Rules for suspension of settlement of stock exchange trades in securities**

- 15.1 CDCP can suspend the settlement of stock exchange trades in financial instruments, if at least one of the conditions necessary for settlement pursuant to the Rules of Operation and the Act is not met, for example:
- a) lack of cash is found,
  - b) lack of financial instruments is found;
  - c) at least one member does not confirm the consent with settlement of transaction/transfer to its registry.
- 15.2 The suspension of settlement of a stock exchange trade results in the stock exchange trade not being settled on the on intended settlement date, whereby the day of settlement is modified and the date of settlement is set after an agreement between CDCP and the BSSE. The precondition for settlement is as follows:
- a) the cause specified in Section 15.1 Subsections a) or b) of this Article ceases to exist;
  - b) if members request for it by confirming their consent with settlement to their registry;

## **Article 16**

### **Responsibility for damages**

- 16.1 The participants in are liable for damages caused by delayed, incorrect or incomplete provision of relevant settlement instructions and requests for services of clearing and settlement system, or by provision of instructions/requests in a form other than the required form stipulated in the Rules of Operation and the Executory Decrees issued by CDCP.
- 16.2 CDCP is liable for damages caused by incorrect, incomplete, or delayed performance of actions required for clearing and settlement of trades.
- 16.3 The participants are liable for possession of all necessary documents for each settlement instruction or request to perform services in CDCP, required for such activity by the generally binding legal regulations, the Rules of Operations and the Executory Decrees issued by CDCP

## **PART Va**

# **THE RULES OF A DUAL DISPLAY AND CONVERSION OF SKK CURRENCY TO EURO IN THE REGISTRY OF CDCP**

CENTRÁLNY DEPOZITÁR CENNÝCH PAPIEROV SR, A.S.

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## **Introductory provisions**

- 1.1 The Rules of Operation – Part „the Rules of Work with Registration before and after introduction of the currency Euro“ is issued by Centrálny depozitár cenných papierov SR, a.s. (hereinafter referred to as “the Central Depository” or “CDCP”) in compliance with §103 of the Act No 566/2001 (Coll.) on Securities and Investment Services and on Amendments and Supplements to Related Laws as amended by later legislation (hereinafter referred to as ‘the Act’) and it primarily stipulates the method and procedure of work with the registry before and after introduction of the euro currency.
- 1.2 If the below-mentioned terms are used in further provisions of these Rules, they shall have the following meaning:
  - a) „equity ” - shares and temporary certificates,
  - b) “Co-opU” – co-operative units,
  - c) “IIN” – identification number of securities issue beginning with “88”,
  - d) “amendment in an issuer’s registry” - for purpose of this part of the Rules of Operation the amendment in an issuer’s registry is understood as activity of CDCP in accordance with § 13 paragraph 3 or § 14 paragraph 4 of the Act No 659/2007 (Coll.) on the Introduction of the Euro in the Slovak Republic and on Amendments and Supplements to Related Laws,
  - e) the Act on the Introduction of the Euro“ - the Act No 659/2007 (Coll.) on the Introduction of the Euro in the Slovak Republic and on Amendments and Supplements to Related Laws,
- 1.3 On the outputs of services CDCP shall not display zeros to the right also in case that such zeros were stated by the issuer in its notification.

## **Article 2**

### **Dual valuation**

- 2.1 CDCP in accordance with the Act on the Introduction of the Euro provides for the dual valuation so that on provided information services it shall display the nominal value of security and amount of debt covered by pledge and collateral transfers.
- 2.2 In a period from assumption of conversion rate to the day of introduction of the Euro, CDCP shall provide for the dual display of the nominal value of securities on the output of information services as follows:
  - i. value in the first position is the value in SKK which is entered in the registry of CDCP,
  - ii. value in the second position will be the value converted to the Euro using the conversion rate,
  - iii. finally, information about the value of conversion rate is displayed.



- 2.3 In a period after the day of introduction of the Euro, CDCP provides for the dual display of the nominal value of equities on the output of information services as follows:
- a) up to a period of accomplishment of change in the registry of CDCP on the basis of announcement of issuer of a security within the term pursuant to item 4.2 of the Article 4 of this part of the Rules of Operation:
    - i. value in the first position is the value in SKK which is entered in the registry of CDCP,
    - ii. value in the second position will be the value converted to the Euro using the conversion rate,
    - iii. finally, information about the value of conversion rate is displayed.
  - b) After accomplishment of change in registry of CDCP on the basis of announcement of the issuer of a security within the term pursuant to item 4.2 of the Article 4 of this part of the Rules of Operation:
    - i. value in the first position is the value in Euro in accordance with the announcement of the issuer of the security,
    - ii. value in the second position will be the value converted from value in Euro announced by the issuer of security to SKK using the conversion rate,
    - iii. finally, information about the value of conversion rate is displayed.
- 2.4 In the period of time after the day of introduction of the Euro, CDCP provides for the dual display of the nominal value of debt securities, cooperative units and units of the unit trust on output of information services as follows:
- i. value in the first position is the value in Euro in accordance with announcement of the issuer of a security or calculation of CDCP in case that the issuer of a security did not deliver the announcement to CDCP in a period pursuant to item 3.1. of the Article 3 of this part of the Rules of Operation,
  - ii. value in the second position will be the value converted to SKK from value in Euro announced by the issuer of a security or calculated by CDCP using the conversion rate,
  - iii. finally, information about the value of conversion rate is displayed.
- 2.5 CDCP provides for the dual display also for registry that is administered by members in accordance with § 104 of the Act.
- 2.6 CDCP provides for the dual display for shares, temporary certificates, cooperative units and units of the unit trust by stating a number with 6 decimals and for debt securities by number with 2 decimal places, for dual display of claim value is used a number with 6 decimals.

### Article 3

#### **Registration of conversion of the nominal value of book-entry debt securities, cooperative units and units of the unit trust**

- 3.1 The issuer of a debt securities, cooperative units or units of the unit trust meets the obligation pursuant to § 13 paragraph 3 of the Act on the Introduction of the Euro, if he delivers an announcement to CDCP pursuant to the item 3.2 of this Article by 01December 2008 at the latest, while the date of the post stamp, stamp of dispatch service, or date of delivery at the mail room of CDCP is predominant.
- 3.2 The announcement of the issuer of book-entry securities pursuant to §14, paragraph 3 of the Act on the Introduction of the Euro must contain:
- a) business name of the issuer of a security,
  - b) the seat of the issuer of the security,
  - c) ID number of the issuer of the security,
  - d) identification of securities – ISIN or ID number,
  - e) number of securities within a single securities issue, while the single issue is defined by one ISIN or ID number,
  - f) the nominal value of securities/initial value of one share before calculation to the Euro, including currency,
  - g) nominal value of securities after conversion to the Euro with 2 decimal points, for cooperative units with minimum 2 and maximum 6 decimal points, or the initial value of one unit of book-entry unit trust with 6 decimal places, including the currency,
  - h) rounding used when converting from SKK to Euro, pursuant to the Article 9 point 9.1 letter a) through c) of this part of the Rules of Operation,
  - i) declaration of the issuer of security that conversion of the currency was performed in accordance with the Act on the Introduction of the Euro,
  - j) date of issuance of the announcement,
  - k) officially verified signature/signatures of statutory representative of the issuer of security in compliance with excerpt from the Commercial Register, valid as of the day of issuance of the announcement.

The issuer of a security is obliged to execute and deliver the announcement pursuant to this item for each ISIN/ID number or ČEM.

- 3.3 The issuer of a security is responsible for accuracy of data on conversion of book-entry debt securities, cooperative units and book-entry units of the unit trust in compliance with the Act on the Introduction of the Euro stated in the announcement in compliance with item 3.2 of this Article. CDCP in case of apparent failure in the announcement shall invite the issuer of security to supplementation or correction. In case that the issuer of security does not deliver corrected announcement by the day of introduction of the Euro,

CDCP shall accomplish calculation of the nominal value in compliance with item 3.6 of this Article.

- 3.4 CDCP shall accomplish the change in the register of the issuer of security on the basis of announcement of the issuer of security in compliance with item 3.2 of this Article.
- 3.5 The announcements in compliance with item 3.2 of this Article, delivered by other means as stated in item 3.1 of this Article, are not observed by CDCP and CDCP shall proceed in compliance with item 3.7 of this Article.
- 3.6 The entry of conversion of currency to the Euro in register of the issuer of a security shall automatically trigger the conversion of the currency to the Euro on all accounts where securities are credited that were issued in currency SKK.
- 3.7 After the expiry of period listed in § 14 paragraph 4 of the Act on the Introduction of Euro the CDCP accomplishes calculation of nominal value of securities listed in point 3.1. of this Article or initial value of one share of book-entry units of the unit trust without collaboration with the issuer of a security applying the bottom-up method with mathematical rounding of nominal value to 2 decimal positions for debt securities and 6 decimal positions for book-entry units of the unit trust and cooperative units. For government bonds, state treasury bills and bond of FNM SR it applies that the CDCP rounds the nominal value in favour of the owner of security.

#### **Article 4**

##### **Registration of conversion of the nominal value of equity securities**

- 4.1 The CDCP regards for fulfilment of obligation of an issuer of equities in compliance with § 13 paragraph 3 of Act on the Introduction of the Euro if the issuer of a security delivers written notice with particular data on conversion of issued equities no later than 31.12. 2009 while date of submission on post stamp, stamp of dispatch service or date of lodgement at the mail room of the CDCP is predominant. The CDCP accomplishes conversion of the Slovak currency to the Euro for equities exclusively on the basis of announcement of the issuer of a security.
- 4.2 The announcement of issuer of equities in terms of Act on the Introduction of the Euro must contain:
  - a) business name of the issuer of security,
  - b) seat of the issuer of security,
  - c) ID number of the issuer of security,
  - d) the date when the change of the nominal value of security from SKK to the euro became effective,
  - e) identification of securities – ISIN/ID number or ČEM for physical registered shares,
  - f) number of securities units within a single securities issue while the single issue is defined by one ISIN/ID number or ČEM for physical registered shares,

- g) nominal value of securities before conversion to the Euro including stating the type of currency,
- h) nominal value of securities after conversion to the Euro accurate to maximum 6 decimal places and when rounding down to minimum 2 decimal places including the type of currency,
- i) used rounding by conversion from SKK to the Euro, in accordance with the Article 9 point 9.1 letter a) till c) of this part of the Rules of Operation,
- j) the declaration of the issuer of a security that conversion of currency was performed in accordance with the Act on the Introduction of the Euro,
- k) date of issuance of announcement,
- l) officially verified signature/signatures of statutory representative of issuer of security in compliance with Excerpt from the Commercial Register valid to day of issuance of announcement.

The issuer of a security is obliged to execute and deliver the announcement in compliance with this point for each ISIN/ID number or ČEM.

- 4.3 The issuer of a security is responsible for accuracy of data on conversion of the nominal value of equities in compliance with the Act on the Introduction of the Euro stated in the announcement pursuant to the item 4.2 of this Article.
- 4.4 Registration of conversion of the currency to the Euro in the issuer's register shall automatically trigger execution of conversion of the currency to the Euro on all accounts with securities that were issued in the currency SKK.
- 4.5 The issuer of a security is obliged to enclose an excerpt from the Commercial Register to the announcement pursuant to the item 4.2 of this Article or confirmation of entry to the Commercial Register issued by the registry court (original or officially certified copy).
- 4.6 CDCP shall register the announcement pursuant to the item 4.2 of this Article in the issuer's register or in the register of shareholders of registered physical shares after delivery of some of the documents listed in item 4.5 of this Article. CDCP is not liable for possible damages incurred by late delivery, incomplete or otherwise incorrect document listed in item 4.5 of this Article. CDCP shall register the announcement only if it meets all conditions stipulated in Section 4.2 of this Article and this is without the effect on provisions of item 4.10 of this Article.
- 4.7 In case that the issuer of a security has registered capital divided into more issues of securities, CDCP shall register conversion of the currency to Euro only for issues or lists of shareholders of registered physical shares to which he receives the announcement pursuant to the item 4.2 of this Article.
- 4.8 Based on the announcements pursuant to the item 4.2 of this Article delivered to CDCP on 31 December 2009 at the latest, whereas decisive is a date on a post stamp, a courier stamp or a date of submission at CDCP's mail room, CDCP shall execute a change of Slovak koruna to euro for equities exclusively on the basis of issuer's announcement in compliance with provisions of the act on implementation of euro, at no charge. In case

the announcement is incomplete, erroneous or in other way shall not meet provisions of the Rules of Operation, CDCP shall not take such announcement in consideration. In such cases, or after 31 December 2009, the issuer of equities, in both book-entry and physical form, is obliged to conclude an agreement or a supplement to the agreement with CDCP, subject of which shall be a change of the nominal value of securities and CDCP shall charge for the execution of the change a price stated in the CDCP's Scale of Fees.

- 4.9 If the excerpt from the Commercial Register or confirmation of making the entry to the Commercial Register does not include the date when conversion of the nominal value of securities from SKK to the euro entered into effect, the issuer delivering the announcement pursuant to item 4.2 without stating the date when conversion of the nominal value of securities from SKK to the euro entered into effect, is obliged to supplement the announcement without undue delay.
- 4.10 If the excerpt from the Commercial Register or confirmation of making the entry to the Commercial Register includes the date when conversion of the nominal value of securities from SKK to the euro entered into effect, this does not need to be stated in the announcement pursuant to the item 4.2 of this Article.

#### **Article 5**

##### **Registration of conversion of amount of claim covered by pledge and collateral transfers in accordance with § 45, § 53, §53a and §53c of the Act**

- 5.1 CDCP shall execute, within 3 months from adoption of euro at the latest, conversion of the value of claims in the Pledge Registry, in the special registry of collateral transfers and on owner's accounts, rounded to 6 decimal places.
- 5.2 Provisions of this Article shall not apply to data in the Pledge Registry and in the special registry of collateral transfers that were subject to hand-over pursuant to §40 of the Act on collective investments.

#### **Article 6**

##### **Registration of conversion of amount of claim of statutory pledge**

- 6.1 For statutory pledge, CDCP automatically executes conversion of amount of claim in the Pledge Registry, rounded to 2 decimals, within three months after the day of introduction of the Euro, in favour of the pledgor.

## **Article 7**

### **Outputs of information services of CDCP after the day of implementation of the Euro**

- 7.1 Outputs of information services as of the back date, after the day of implementation of the Euro, shall display currency conversion to the Euro from the date of registration of currency conversion to the Euro in the registry of CDCP, i.e. display of currency conversion to the Euro, e.g for equities, is not linked to the date of entry into force of conversion in the Commercial Register, but to date of registration in records of CDCP.

## **Article 8**

### **The information duties of CDCP resulting from the Act No 659/2007 (Coll.) on the Introduction of the Euro in the Slovak Republic and on Amendments and Supplements to Related Laws**

- 8.1 CDCP, with regards to the information duty pursuant to § 15 paragraph 1 of the Act No 659/2007 (Coll.) on the Introduction of the Euro in the Slovak Republic and on Amendments and Supplements to Related Laws, discloses used rounding as follows:
- a) non-rounded,
  - b) rounded down,
  - c) rounded up,
  - d) not specified by the issuer /rounding non-identified.
- 8.2 With regards to the information duty pursuant to § 15 paragraph 1 the Act No 659/2007 (Coll.) on Introduction of the Euro in the Slovak Republic and on Amendments and Supplements to Related Laws, CDCP does not oversee rounding the issuer of security used to convert the currency to the Euro. If the issuer of a security indicates that other rounding than stated in item 9.1 letter a), b) or c) of this Article was used, then CDCP shall disclose information about rounding stated in item 9.1 letter d) of this Article.
- 8.3 CDCP performs its information duty in compliance with § 18 paragraph 6 of the Act No 659/2007 (Coll.) on the Introduction of the Euro in the Slovak Republic and on Amendments and Supplements to Related Laws in the following way:
- a) from the date of adoption of conversion rate until one month prior to adoption, the CDCP shall deliver the transaction statement of account which contains information on issued securities along with dual display of the nominal value of securities, to all owners of book-entry securities to whom CDCP credits securities to owner's account on the basis of agreement with the issuer on issuance of securities.
  - b) within three months from adoption of the Euro, CDCP delivers the statement of owner's account to all owners of securities who as of the date of issuance of account statement from owner's account have on securities account the securities of issues

which were issued in the period from the day of adoption of conversion rate to the day of adoption of the Euro, said is applicable also to issues which crediting of securities to owner's accounts were not finished to the day of execution of this duty.

- 8.4 CDCP shall perform its information duty stated in item 9.3 of this Article only towards owners of accounts who have the owner's account kept in records of CDCP.
- 8.5 CDCP shall hand over to member, within one month from adoption of the Euro, the register of ISINs of issues which were issued in period from date of adoption of conversion rate to day of adoption of the Euro, in order to perform the information duty of member pursuant to § 18 paragraph 6 of the Act No 659/2007 (Coll.) on the Introduction of the Euro in the Slovak Republic and on Amendments and Supplements to Related Laws.

## **Article 9**

### **Provision of services to issuers after the day of adoption of the euro**

- 9.1 When providing the services to issuers, CDCP shall act in compliance with provision of §9 par. 7 and §15 par. 7 of the Act on adoption of the euro.
- 9.2 On the basis of application for service of the issuer of physical shares registered to name, CDCP shall register:
  - a) changes of the owner of registered physical share,
  - b) changes in personal data of the owner of registered physical share,also in case that the issuer of registered physical shares at the time of submitting the application for service pursuant to subsection a) or b) of this Section did not notify CDCP of the change of the nominal value of registered physical shares from currency SKK to the Euro.

## **PART VI**

### **SPECIAL AND FINAL PROVISIONS**

#### **Article 1**

##### **Owner's accounts established in compliance with § 164a of the Act**

- 1.1 CDCP shall establish the accounts for owners pursuant to §105 of the Act on 01.01.2008 with an indication starting with number „97“.
- 1.2 CDCP shall subsequently transfer securities, along with registered SDR and pledges to the owner's accounts established pursuant to § 164a of the Act. In case the right for disposal or the right to request information on securities had been valid in these accounts, it was inevitable for the account owner to register these rights in the registry according to the Act, as these rights were not transferred.
- 1.3 All provisions of these Rules of Operation apply to the newly opened accounts, in the same manner as they apply to the owner's accounts opened pursuant to §105 of the Act.
- 1.4 Concerning the owner's accounts opened pursuant to the Act No 600/1992 (Coll.) on Securities as amended by later legislation, CDCP only provides information services as of previous date (e.g. a statement from owner's account for the purpose of inheritance proceedings, the list of owners of securities for issuers etc.). In case of a request for information services as of previous date preceding the date 1 January 2008, it is necessary to specify a numerical identification of the owner's account opened pursuant to the Act No 600/1992 (Coll.) on Securities as amended by later legislation. If the entity submitting the request for information service as of previous date, which precedes the date 1 January 2008, uses a numerical identification of the account starting with number “7”, it is deemed that the entity requests an information service in relation to an owner's account opened pursuant to the Act No 600/1992 on Securities as amended by later legislation.
- 1.5 The special provisions to the content of the power of attorney:
  - a) In case the scope of power of attorney is linked to the owner's account with number starting with digit „7“ – i.e. numerical identification of an securities owner's account opened in the securities registry established pursuant to the Act No 600/1992 (Coll.), CDCP, for purpose of such power of attorney, provides only information services as of the previous date which precedes the date 1 January 2008, from the owner's account starting with digit “7” from the registry established pursuant to the Act No 600/1992 (Coll.).
  - b) In case that the scope of power of attorney is linked to an owner's account starting with number „97“ – i.e. numerical identification of securities owner's account opened in registry of securities established pursuant to the Act, CDCP provides information



services as of previous date, which is after the 1 January 2008, and all services from such date for given owner's account.

- 1.6 In case the owner of an account applies for information service and he indicates owner's account identification number starting with number „97“ in the request for an account statement and he applies for information service as of the previous date, which precedes the date 1 January 2008, it is deemed that he applies for information service from an owner's account starting with digit “7”.
- 1.7 CDCP accepts the substitution of numerical identification of an owner's account starting with number „97“ by numerical identification of an owner's account starting with digit „7“ in case of submission of instruction for change/extinction of contractual pledge in the Pledge Registry and marking of this extinction on the owner's account in case the pledge was registered before 1 January 2008 for securities kept in the owner's account opened in the securities registry established pursuant to the Act No 600/1992 (Coll.).

## **Article 2**

### **Committees of CDCP**

- 2.1 The Executive Board of CDCP can establish committees, if it is of the opinion that their activity will be necessary for better operation of CDCP.
- 2.2 When establishing CDCP committees, the Executive Board of CDCP shall stipulate the scope of their activity and approve their statute. The Executive Board may delegate part of its powers to the established committees.
- 2.3 The following can become members of the committees:
  - a) representatives of CDCP members;
  - a) specialist staff of CDCP;
  - b) representatives of associations and other specialist staff working in the financial market area.

## **Article 3**

### **Final provisions**

- 3.1 CDCP can issue the Executory Decrees in order to stipulate the provisions of these Rules of Operation in more detail. The Executory Decrees relate primarily to the content of forms enclosed with a request for service, technical specification to the APV and hardware, as well as the scope of services provided to the members for performance of the member's activity according to the Act executed in the APV in order to process CDCP's data.
- 3.2 The binding force of the Rules of Operation, its amendments, supplements as well as the Executory Decrees of the Rules of Operation shall not be affected by the content of the rights and obligations resulting from concluded agreements.
- 3.3 In case of different interpretations of these Rules of Operation an interpretation of CDCP prevails.

#### **Article 4**

##### **Effectiveness of amendments to the Rules of Operation**

- 4.1 The amendment to the Rules of Operation dated 30 March 2004 came into effect on 31 March 2004, when the Financial Market Authority's decision approving this amendment entered into effect.
- 4.2 The amendment to the Rules of Operation dated 10 September 2004 shall come into effect on the day of coming into effect of the Financial Market Authority's decision approving this amendment.
- 4.3 The amendment to the Rules of Operation dated 24 June 2005 shall come into effect on the day of coming into effect of the Financial Market Authority's decision approving this amendment.
- 4.4 The amendment to the Rules of Operation dated 6 March 2006 shall come into effect on the day of coming into effect of the NBS's decision approving this amendment.
- 4.5 The amendment to the Rules of Operation dated 31 July 2006 shall come into effect on the day of coming into effect of the NBS's decision approving this amendment.
- 4.6 The amendment to the Rules of Operation dated 30 October 2006 shall come into effect on the day of coming into effect of the NBS's decision approving this amendment.
- 4.7 The amendment to the Rules of Operation dated 27 December 2006 shall come into effect on the day of coming into effect of the NBS's decision approving this amendment.
- 4.8 The amendment to the Rules of Operation dated 23 May 2007 comes into effect on 1 July 2007, provided that the NBS's decision on approval of the Amendment to the Rules of Operation comes into effect before that day; otherwise on the day following the day of effectiveness of the NBS's decision on approval of the Amendment to the Rules of Operation.
- 4.9 The amendment to the Rules of Operation dated 30 October 2007 comes into effect on the day following the day of coming into effect of the NBS's decision approving said amendment. The aforementioned does not apply to:
  - a) the provisions of the Rules of Operation pertaining to the holder's account in relation to entities other than a foreign central depository, which (the provisions) come into effect after elapse of 3 days from the day of the CDCP Executive Board's decision on coming into effect of this Article. CDCP must publish this fact on its website not later than 2 days from the day of this decision of the CDCP Executive Board. The CDCP Executive Board can decide on coming into effect of the provisions pertaining to the holder's account in relation to entities other than a foreign central depository no sooner than on the day following the day of coming into effect of the NBS's decision approving the amendment to the Rules of Operation dated 30 October 2007.

- b) the provisions of Article 2 of Part VI – Separate and Final Provisions of the Rules of Operation, which comes into effect after elapse of 3 days from the day of the CDCP Executive Board’s decision on coming into effect of this Article. CDCP must publish this fact on its website not later than 2 days from the day of this decision of the CDCP Executive Board. The CDCP Executive Board can decide on coming into effect of the Article 2 of Part VI - Separate and Final Provisions of the Rules of Operation no sooner than on the day following the day of coming into effect of the NBS’s decision approving the amendment to the Rules of Operation dated 30 October 2007.
- 4.10 The amendment to the Rules of Operation dated 17 July 2008 shall come into effect on the day of coming into effect of the NBS’s decision approving this amendment.
- 4.11 The amendment to the Rules of Operation dated 5 November 2008 comes into effect on the day following the day when NBS’s decision approving the amendment enters into effect. The aforementioned does not apply to:
- a) the provisions of Article 1, Section 1.a1, letter e) of Part I. – Introductory provisions of the Rules of Operation, which come into effect on 31 March 2009,
  - b) the provisions of Article 2, Section 2.5 of Part IV. – The Rules of work with the registration of the Rules of Operation, which come into effect on 31 March 2009,
  - c) the provisions of the Rules of Operation, Part V. – The Rules of clearing and settlement, which come into effect on the day of introduction of the euro in the Slovak Republic, but latest on the day following the day of coming into effect of the NBS’s decision approving the amendment to the Rules of Operation dated 5 November 2008.
- 4.12 The amendment to the Rules of Operation dated 27 February 2009 comes into effect on the day when decision of NBS on amendment of the licence to establish and operate the Central Securities Depository entered into effect, based on which CDCP shall be allowed to carry out custody of financial instruments on behalf of client.
- 4.13 The amendment to the Rules of Operation dated 29 May 2009 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.14 The amendment to the Rules of Operation dated 30 November 2009 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.15 The amendment to the Rules of Operation dated 27 May 2010 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.16 The amendment to the Rules of Operation dated 29 June 2010 comes into effect on the day when decision of NBS on amendment of the licence to establish and operate the Central Depository, based on which CDCP shall be allowed to keep registry of book-entry foreign securities issued or being issued by the ECB or by the ECB in cooperation with NBS, and to provide related activities and services of CDCP, while administration of the registry is governed by the Act, special regulations (e.g. Article 3, item 3.1 first indent; Article 9, item 9.2; Article 12, item 12.1; Article 34, item 34.1 of the Protocol on the Statute on the European System of Central Banks and the European Central Bank

(OJEU C115, 9 May 20058)), these Rules of Operation of CDCP and agreement concluded between CDCP and the ECB or between CDCP and NBS, entered into effect.

- 4.17 The amendment to the Rules of Operation dated 26 October 2011 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.18 The amendment to the Rules of Operation dated 25 November 2011 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.19 The amendment to the Rules of Operation dated 24 August 2012 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.20 The amendment to the Rules of Operation dated 4 June 2013 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.21 The amendment to the Rules of Operation dated 30 July 2014 comes into effect on the day following the day when decision on its approval by NBS entered into effect but not before 1 August 2014, except for amendments No. 5, 9 through 38, which shall enter into effect on 6 October 2014.
- 4.22 The amendment to the Rules of Operation dated 19 August 2014 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.23 The amendment to the Rules of Operation dated 21 May 2015 comes into effect on the day following the day when decision on its approval by NBS entered into effect.
- 4.24 The amendment to the Rules of Operation dated 22 June 2015 comes into effect on the day following the day when decision on its approval by NBS entered into effect, but not before 1 July 2015.
- 4.25 The amendment to the Rules of Operation dated 19 August 2015 comes into effect on the day following the day when decision on its approval by NBS entered into effect, but not before 1 October 2015.

***Note: Only the Slovak version of this document is legally binding.***