

CENTRAL BANK OF THE RUSSIAN FEDERATION

DIRECTIVE

No. 5129-U dated 22 April 2019

**ON THE PROCEDURE
OF TRANSFER BY THE LEGAL ENTITIES INDICATED
IN CLAUSES 1, 3 - 7, 11 AND 12 OF ARTICLE 4 OF FEDERAL LAW
OF 27 JULY 2010 No. 224-FZ "ON COMBATTING
UNLAWFUL USE OF INSIDER INFORMATION
AND MARKET MANIPULATION AND INTRODUCING AMENDMENTS TO CERTAIN
LEGISLATIVE ACTS OF THE RUSSIAN FEDERATION", TO THE TRADE ORGANISER
VIA THAT OPERATIONS WITH FINANCIAL
INSTRUMENTS, FOREIGN CURRENCY AND (OR) GOODS ARE PERFORMED,
PER ITS REQUEST, A LIST OF INSIDERS**

This Directive, based on clause 3 of Part 1 of Article 9 of Federal Law of 27 July 2010 No. 224-FZ "On Counteracting Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts of the Russian Federation" (Corpus of Legislative Acts of the Russian Federation, 2010, No. 31, Article 4193; 2011, No. 29, Article 4291; No. 48, Article 6728; 2012, No. 31, Article 4334; 2013, No. 30, Article 4082, Article 4084; 2014, No. 30, Article 4219; 2016, No. 27, Article 4225; 2018, No. 32, Article 5103; No. 53, Article 8440) (hereinafter, "Federal Law of 27 July 2010 No. 224-FZ") this Directive establishes the procedure of transfer by the legal entities indicated in clauses 1, 3 - 7, 11 and 12 of Article 4 of Federal Law of 27 July 2010 No. 224-FZ, to the trade organiser via that operations with financial instruments, foreign currency and (or) goods are effected, as per its request, a list of insiders.

1. The legal entities indicated in clauses 1, 3 - 7, 11 and 12 of Article 4 of Federal Law of 27 July 2010 No. 224-FZ (hereinafter, "the legal entities") must transfer the list of insiders to the trade organiser via that operations with financial instruments, foreign currency and (or) goods are effected, at its request, signed by the person performing the functions of the trade organiser's sole executive body, or by its authorized person (hereinafter, "the trade organiser's authorized person") and containing the date on which the legal entity must comply the list of insiders, obtained by a way allowing to confirm the fact of its receipt by the legal entity.

2. Based on the legal entity's decision, together with the list of insiders there shall be transferred information about the need to confirm receipt of the list of insiders by the trade organiser (except for cases where the list of insiders is transferred by the way indicated in the second paragraph of clause 5 of this Directive).

3. The legal entity must transfer to the organiser the list of insiders within the period indicated in the request that shall not be less than 10 working days from the date of receipt of the request by the legal entity, except for the case provided for by clause 4 of this Directive.

4. In case of existence of circumstances impeding compliance with the requirement within the period established therein, a legal entity at its decision shall provide to the trade organiser, not later than 5 working days before expiry of the time-limit established in the request, a reasoned petition to extend the time-limit for compliance with the request (hereinafter, "the petition to extend the time-limit").

The trade organiser must examine the petition to extend the time-limit within 2 working days from the day following the day of its receipt.

If the trade organiser finds the petition to extend the time-limit reasonable, the trade organiser must provide to the legal entity a notice on extending the time-limit for transfer of the

list of insiders (hereinafter, “the notice on extending the time-limit”) but not for more than 5 working days from the date of receipt of the notice on extending the time-limit by the legal entity.

If the trade organiser finds the petition to extend the time-limit unreasonable, the trade organiser must provide to the legal entity a notice on refusal to extend the time-limit for transfer of the list of insiders (hereinafter, “the notice on refusal”).

5. A legal entity must transfer to the trade organiser the list of insiders in the form of an electronic document by one of the following means at the legal entity’s choice:

by using the software placed on the trade organiser’s official website on the information and telecommunication network “Internet” (hereinafter, consequently, “the trade organiser’s software”, “the Internet”) for transferring the list of insiders (if any);

by using software and technical means in the Internet;

on an electronic media (CD, flash drive) by courier or registered mail with return receipt.

6. When transferring the list of insiders by the ways indicated in the third and fourth paragraphs of clause 5 of this Directive, the legal entity must provide the list of insiders in the form of a file of one of the following types - “.dbf”, “.xls”, “.xlsx”, “.txt”, “.csv” type, as per the legal entity’s choice.

7. The list of insiders on electronic information medium (CD, flash disk) must be transferred by the legal entity together with a cover letter issued in hard copy.

8. If the trade organizer receives together with the list of insiders information regarding the need to confirm receipt by the trade organiser of the list of insiders, the trade organiser not later than 2 working days after receipt of the list of insiders must provide to the legal entity a confirmation of receipt of the list of insiders (hereinafter, “the confirmation”).

9. The petition to extend the time-limit

10. The list of insiders, the petition to extend the time-limit in the form of an electronic document must be signed with the digital signature of the legal entity’s head or his/her authorized person (except for transfer of the list of insiders by using the trade organiser’s software), and a notice on extension of the time-limit, the notice on refusal, a confirmation in the form of an electronic document - by the digital signature of the trade organiser’s authorized person, and contain data allowing legal entity identification.

The petition to extend the time-limit, the cover letter provided by the legal entity in hard copy must be signed by the legal entity’s head or his/her authorized person, certified by the legal entity’s seal (if any), and contain data allowing legal entity identification.

The notice on extending the time-limit, the notice on refusal, confirmations provided by the trade organiser in hard copy must be signed by the trade organiser’s authorized person, certified by the trade organiser’s seal (if any), and contain data allowing legal entity identification.

11. If the petition to extend the time-limit, the cover letter, the notice on extending the time-limit, the notice on refusal, the confirmation are issued in hard copy and consist of more than one page, the pages must be numbered, stitched and have the certification endorsement on the back side with indication - in figures and in letters - of the number of the stitched pages, signed by their issuer, with indication of the name, first name, patronymic (if any) and the date of issue.

12. If the list of insiders, the cover letter, the petition to extend the time-limit is signed by a person authorized by the legal entity’s CEO, the legal entity must attach to the list of insiders, the cover letter, the petition to extend the time-limit a document confirming the authority of the signatory (except for transfer of the list of insiders by using the trade organiser’s software).

13. This Directive shall come into force 10 days after the day of its official publishing.

14. From the day of this Directive's coming into force clause 2 of Order of the Federal Financial Markets Service of 18 June 2013 No. 13-51/n3-n "On Approval of the Regulations for the Procedure of Notification of Persons about Their Inclusion in the List of Insiders and Exclusion from Such List, the Regulations for the Procedure of Transfer of Lists of Insiders to Trade Organisers via Which Operations with Financial Instruments, Foreign Currency and (or) Goods Are Effected, the Regulations for the Procedure and Time-Limits for Sending by Insiders of Notices on the Operations Performed by Them", registered by the Ministry of Justice of the Russian Federation on 30 August 2013 No. 29797, as well as the Regulations on the Procedure of Transfer of Lists of Insiders to Trade Organisers via Which Operations with Financial Instruments, approved by it, shall not be applied

Chairman of the Central Bank
of the Russian Federation
E.S.NABIULLINA
