

## COUNCIL OF THE EUROPEAN UNION

Brussels, 25 June 2013

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> EF 137 ECOFIN 618 DROIPEN 81 CODEC 1567

NOTE	
From:	Presidency
То	Permanent Representatives Committee (part2)
Subject:	Proposal for a Regulation of the European Parliament and of the Council on insider dealing and market manipulation (market abuse) (MAR) - Validation of the provisional agreement with the European Parliament

- On 25 October 2011 the Commission submitted to the Council the above-mentioned proposal, which aims to increase market integrity and investor protection, while ensuring a single rulebook and level playing field and increasing the attractiveness of securities markets for capital raising. The proposal was accompanied by a proposal for a Directive on criminal sanctions for insider dealing and market manipulation. These two proposals together constitute the review of the current Market Abuse Directive (MAD).
- 2. The proposed Regulation (MAR) has been examined by the Working Party on Financial Services under the ECOFIN Council, whereas the proposed Directive (MAD) has been examined by the Working Party on Substantive Criminal Law under the JHA Council.



- 3. The EP ECON Committee voted on its report in October 2012, and the Council agreed on its general approach on MAR in December 2012.
- 4. Following intensive negotiations with the European Parliament, which were concluded on 20 June 2013 with some technical work thereafter, provisional agreement on MAR has been reached, as set out in the fourth column of the table and the annex attached. This agreement, however, remains subject to a technical alignment following the outcome of the trilogue negotiations on the revised rules for markets in financial instruments (MiFID and MiFIR). This technical alignment relates to the cross references in MAR to MiFID/MiFIR, principally concerning scope and definitions.
- 5. The Presidency considers that the agreement it has reached with European Parliament is a very balanced one, and meets to a very large extent the positions expressed in the Council's general approach, while making substantial technical improvements across the text. The Presidency also considers that this agreement is acceptable to a very large number of delegations, which represent a strong qualified majority.
- 6. In these circumstances, the Permanent Representatives Committee (Part II) is invited to:
  - (a) validate the provisional agreement as set out in the fourth column of the table and the annex attached, and
  - (b) confirm that the Presidency can indicate to the European Parliament that, should the European Parliament adopt its position at first reading in the exact form as set out in the fourth column of the table and the annex attached, subject to a future technical alignment following the outcome of the trilogue negotiations on revised rules for markets in financial instruments (MiFID and MiFIR) and to revision by the legal linguists of both institutions, the Council would approve the European Parliament's position and the Act shall be adopted in the wording which corresponds to the European Parliament's position.

## MAR - Insider dealing and market manipulation (market abuse) (Regulation) COM - COUNCIL - EP TEXT 25 June 2013

Row	Ref.	COM Proposal	Council text	EP text	25 June Package Text		
Nr.							
	Recitals						
1.	(1)	(1) A genuine single market for		(1) A genuine <i>internal</i> market	(1) A genuine <i>internal</i> market for		
		financial services is crucial for	financial services is crucial for	for financial services is crucial for	financial services is crucial for		
		economic growth and job creation in	economic growth and job creation in	economic growth and job creation in	economic growth and job creation		
		the Union.	the Union.	the Union.	in the Union.		
2.	(2)			(2) An integrated, efficient <i>and</i>	(2) An integrated, efficient and		
		financial market requires market	financial market requires market	transparent financial market	transparent financial market		
		integrity. The smooth functioning of	integrity. The smooth functioning of	requires market integrity. The	requires market integrity. The		
		securities markets and public	securities markets and public	smooth functioning of securities	smooth functioning of securities		
		confidence in markets are	confidence in markets are	markets and public confidence in	markets and public confidence in		
		prerequisites for economic growth	prerequisites for economic growth	markets are prerequisites for	markets are prerequisites for		
		and wealth. Market abuse harms the	and wealth. Market abuse harms the	economic growth and wealth.	economic growth and wealth.		
		integrity of financial markets and	integrity of financial markets and	Market abuse harms the integrity of	Market abuse harms the integrity		
		public confidence in securities and	public confidence in securities and	financial markets and public	of financial markets and public		
		derivatives.	derivatives.	confidence in securities and	confidence in securities and		
				derivatives.	derivatives.		

3.	(3)	(3) Directive 2003/6/EC of the	(3) Directive 2003/6/EC of the	(3) Directive 2003/6/EC of the	(3) Directive 2003/6/EC of the
		European Parliament and the	European Parliament and the	European Parliament and the	
		Council on insider dealing and	Council on insider dealing and	Council of 28 January 2003 on	Council on insider dealing and
		market manipulation (market abuse),	market manipulation (market abuse),	insider dealing and market	market manipulation (market
		adopted on 28 January 2003,	adopted on 28 January 2003,	manipulation (market abuse),	abuse), adopted on 28 January
		completed and updated the Union's	completed and updated the Union's	completed and updated the Union's	2003, completed and updated the
		legal framework to protect market	legal framework to protect market	legal framework to protect market	Union's legal framework to protect
		integrity. However, given the	integrity. However, given the	integrity. However, given the	market integrity. However, given
		legislative, market and technological	legislative, market and technological	legislative, market and technological	the legislative, market and
		developments since then that have	developments since then that have	developments since then that have	technological developments since
		resulted in considerable changes to	resulted in considerable changes to	resulted in considerable changes to	then that have resulted in
		the financial landscape, that	the financial landscape, that	the financial landscape, that	considerable changes to the
		Directive should now be replaced to	Directive should now be replaced to	Directive should now be replaced to	A ·
		ensure that it keeps pace with these	ensure that it keeps pace with these	ensure that it keeps pace with these	*
		developments. A new legislative	developments. A new legislative	developments. A new legislative act	· ·
		instrument is also needed to ensure	instrument is also needed to ensure	is also needed to ensure uniform	developments. A new legislative
		uniform rules and clarity of key	uniform rules and clarity of key	rules and clarity of key concepts and	
		concepts and to ensure a single	concepts and to ensure a single	to ensure a single rulebook in line	uniform rules and clarity of key
		rulebook in line with the	rulebook in line with the	with the conclusions of the High-	concepts and to ensure a single
		conclusions of the High Level	conclusions of the High Level	Level Group on Financial	rulebook in line with the
		Group on Financial Supervision.	Group on Financial Supervision.	Supervision in the EU.	conclusions of the High Level
					Group on Financial Supervision .

4.	(4)	(4) There is a need to establish	(4) There is a need to establish	(4) There is a need to establish a	(4) There is a need to establish
		a uniform framework in order to	a <u>more uniform and stronger</u>	uniform framework in order to	a <b>more</b> uniform and stronger
		preserve market integrity and to	framework in order to preserve	preserve market integrity, to avoid	framework in order to preserve
		avoid potential regulatory arbitrage	market integrity and to avoid	potential regulatory arbitrage and to	market integrity and to avoid
		as well as to provide more legal	potential regulatory arbitrage as well	ensure accountability in the event	potential regulatory arbitrage and
		certainty and less regulatory	as to provide more legal certainty	of attempted manipulation, as well	to ensure accountability in the
		complexity for market participants.	and less regulatory complexity for	as to provide more legal certainty	event of attempted manipulation,
		This directly applicable legal act	market participants. This directly	and less regulatory complexity for	as well as to provide more legal
		aims at contributing in a determining	applicable legal act aims at	market participants. This directly	certainty and less regulatory
		manner to the smooth functioning of	contributing in a determining	applicable legal act aims at	complexity for market participants.
		the internal market and should,	manner to the smooth functioning of	contributing in a determining	This directly applicable legal act
		consequently, be based on the	the internal market and should,	manner to the smooth functioning of	aims at contributing in a
		provisions of Article 114 TFEU, as	consequently, be based on the	the internal market and should,	determining manner to the smooth
		interpreted in accordance with the	provisions of Article 114 TFEU, as	consequently, be based on the	functioning of the internal market
		consistent case-law of the Court of	interpreted in accordance with the	provisions of Article 114 on the	and should, consequently, be based
		Justice of the European Union.	consistent case-law of the Court of	Functioning of the European Union	on the provisions of Article 114
			Justice of the European Union.	(TFEU), as interpreted in	TFEU, as interpreted in accordance
				accordance with the consistent case-	with the consistent case-law of the
				law of the Court of Justice of the	Court of Justice of the European
				European Union.	Union.

5.	(5)	(5) In order to remove the	(5) In order to remove the	(5) In order to remove the	(5) In order to remove the
5.	(3)	(5) In order to remove the remaining obstacles to trade and	remaining obstacles to trade and	remaining obstacles to trade and	
		e	•	significant distortions of competition	-
		8	significant distortions of	8	e
		competition resulting from	competition resulting from	resulting from divergences between	competition resulting from
		divergences between national laws	divergences between national laws	national laws and to prevent any	divergences between national laws
		and to prevent any further likely	and to prevent any further likely	further likely obstacles to trade and	and to prevent any further likely
		obstacles to trade and significant	obstacles to trade and significant	significant distortions of competition	obstacles to trade and significant
		distortions of competition from	distortions of competition from	from arising, it is therefore	distortions of competition from
		arising, it is therefore necessary to	arising, it is therefore necessary to	necessary to adopt a Regulation	arising, it is therefore necessary to
		adopt a Regulation establishing	adopt a Regulation to establish a	establishing uniform rules applicable	adopt a Regulation establishing a
		uniform rules applicable in all	more uniform interpretation of	in all Member States. Shaping	more uniform interpretation of
		Member States. Shaping market	the EU market abuse framework	market abuse requirements in the	the EU market abuse framework
		abuse requirements in the form of a	which more clearly defines rules	form of a regulation should ensure	which more clearly defines rules
		Regulation should ensure that those	applicable in all Member States.	that those requirements will be	applicable in all Member States.
		requirements will be directly	Shaping market abuse requirements	directly applicable. This should	Shaping market abuse
		applicable. This should ensure	in the form of a Regulation should	ensure uniform conditions by	requirements in the form of a
		uniform conditions by preventing	ensure that those requirements will	preventing diverging national	Regulation should ensure that
		diverging national requirements as a	be directly applicable. This should	requirements as a result of the	those requirements will be directly
		result of the transposition of a	ensure uniform conditions by	transposition of a directive. This	applicable. This should ensure
		directive. This Regulation should	preventing diverging national	Regulation should entail that all	uniform conditions by preventing
		entail that all persons follow the	requirements as a result of the	persons follow the same rules in all	diverging national requirements as
		same rules in all the Union. A	transposition of a directive. This	the Union. This Regulation should	a result of the transposition of a
		Regulation should also reduce	Regulation should entail that all	also reduce regulatory complexity	directive. This Regulation should
		regulatory complexity and firms'	persons follow the same rules in all	and firms' compliance costs,	entail that all persons follow the
		compliance costs, especially for	the Union. A Regulation should also	especially for firms operating on a	same rules in all the Union. A
		firms operating on a cross-border	reduce regulatory complexity and	cross-border basis, and contribute to	Regulation should also reduce
		basis, and contribute to eliminating	firms' compliance costs, especially	eliminating competitive distortions.	regulatory complexity and firms'
		competitive distortions.	for firms operating on a cross-border		compliance costs, especially for
		*	basis, and contribute to eliminating		firms operating on a cross-border
			competitive distortions.		basis, and contribute to eliminating
			r · · · · · · · · · · · · · · · · · · ·		competitive distortions.
L					competitive distortions.

6.	(6)	(6) The Commission	(6) The Commission	(6) The Commission	(6) The Commission
0.	(0)	Communication on "A Small	Communication on "A Small	Communication of 25 June 2008,	Communication on "A Small
		Business Act for Europe" calls on	Business Act for Europe" calls on	entitled, "Think Small First": A	Business Act for Europe" calls on
		the Union and its Member States to	the Union and its Member States to	"Small Business Act for Europe"	the Union and its Member States to
		design rules in order to reduce	design rules in order to reduce	calls on the Union and its Member	design rules in order to reduce
		administrative burdens, to adapt	administrative burdens, to adapt	States to design rules in order to	administrative burdens, to adapt
		legislation to the needs of issuers on	legislation to the needs of issuers on	reduce administrative burdens, to	legislation to the needs of issuers
		markets for small and medium sized	markets for small and medium sized	adapt legislation to the needs of	on markets for small and medium
				issuers on markets for small and	
		enterprises and to facilitate the	enterprises and to facilitate the		sized enterprises and to facilitate
		access to finance of those issuers. A	access to finance of those issuers. A	medium-sized enterprises and to	the access to finance of those
		number of provisions in Directive	number of provisions in Directive	facilitate the access to finance of	issuers. A number of provisions in
		2003/6/EC impose administrative	2003/6/EC impose administrative	those issuers. A number of	Directive 2003/6/EC impose
		burdens on issuers, notably those	burdens on issuers, notably those	provisions in Directive 2003/6/EC	administrative burdens on issuers,
		whose financial instruments are	whose financial instruments are	impose administrative burdens on	notably those whose financial
		admitted to trading on SME growth	admitted to trading on SME growth	issuers, in particular those whose	instruments are admitted to trading
		markets, that should be reduced.	markets, that should be reduced.	financial instruments are admitted to	on SME growth markets, that
				trading on SME growth markets,	should be reduced.
-	(7)			which should be reduced.	
7.	(7)	(7) Market abuse is the concept	(7) Market abuse is the concept	(7) Market abuse is the concept	
		that encompasses all unlawful	that encompasses all unlawful	that encompasses all unlawful	· · ·
		behaviour in the financial markets	behaviour in the financial markets	behaviour in the financial markets	unlawful behaviour in the financial
		and for the purposes of this	and for the purposes of this	and for the purposes of this	markets and for the purposes of
		Regulation it should be understood	Regulation it should be understood	Regulation should be understood to	this Regulation it should be
		to consist of insider dealing or the	to consist of insider dealing or the	consist of insider dealing or the	understood to consist of insider
		misuse of inside information and	misuse of inside information and	misuse of inside information and	dealing or the misuse of inside
		market manipulation. Such	market manipulation. Such	market manipulation. Such	information and market
		behaviours prevent full and proper	behaviours prevent full and proper	behaviour prevents full and proper	manipulation. Such behaviours
		market transparency, which is a pre	market transparency, which is a pre	market transparency, which is a	prevent full and proper market
		requisite for trading for all economic	requisite for trading for all economic	prerequisite for trading for all	transparency, which is a pre
		actors in integrated financial	actors in integrated financial	economic actors in integrated	requisite for trading for all
		markets.	markets.	financial markets.	economic actors in integrated
					financial markets.

8. (8) (8) The scope of Directive 2003/6/EC focused on financial instruments admitted to trading on regulated markets but in recent years financial instruments have been increasingly traded on multilateral trading facilities (MTFs). There are also financial instruments which are only traded on other types of organised trading facilities (OTFs) such as broker crossing systems or only traded over the counter. The scope of this Regulation should therefore be extended to include any financial instrument traded on a MTF or an OTF, as well as financial instruments traded over the counter, the scope of this Regulation should instruments traded over the counter. The scope of this Regulation should therefore be extended to include any financial instruments traded over the counter. The scope of this Regulation should therefore be extended to include any financial instruments traded over the counter. The scope of this Regulation should therefore be extended to include any financial instruments traded over the counter. The scope of this Regulation should therefore be extended to include any financial instruments traded over the counter. The scope of this Regulation should instruments traded over the counter. The scope of this Regulation should therefore be extended to include any financial instruments traded over the counter. The scope of this Regulation should therefore be extended to include any financial instrument traded on a MTF or an OTF, as well as financial instrument traded or the counter. The scope of this Regulation should therefore be extended to include any financial instrument traded or the counter. The scope of this Regulation should therefore be extended to include any financial instrument traded over the counter. The scope of this Regulation should therefore be extended to include any financial instrument traded over the counter. The scope of this Regulation should therefore be extended to include any financial instruments traded over the counter. The scope of this Regulation should therefore be extended t
instruments admitted to trading on regulated markets but in recent years financial instruments have been increasingly traded on multilateral trading facilities (MTFs). There are also financial instruments which are only traded on other types of organised trading facilities (OTFs) such as broker crossing systems or only traded over the counter. The scope of this Regulation should therefore be extended to include any financial instrument traded on a MTF or an OTF, as well as financial
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Image: trading facilities (MTFs). There are also financial instruments which are only traded on other types of organised trading facilities (OTFs)However, in recent years financial instruments have been increasingly traded on multilateral trading facilities (MTFs). There are also only traded over the counter. The scope of this Regulation should therefore be extended to include any financial instrument traded on a MTF or an OTF, as well as financialHowever, in recent years financial instruments have been increasingly traded on multilateral trading facilities (MTFs). There are also financial instruments which are only traded on other types of organised trading facilities (OTFs)made. However, in recent y financial instruments have been increasingly also financial instruments which are only traded on other types of organised trading facilities (OTFs)MTF or an OTF, as well as financialfinancialinstrument traded on a of this Regulation should thereforeMTF or an OTF, as well as financialmade. However, in recent y also financial instruments which are only traded on any other types of such as broker crossing systems or or only traded over the counter. The scope of this Regulation should therefore be extended to include any of this Regulation should thereforemade. However, in recent y also financial instruments which are only traded on any other types of that are only traded over the counter. The scope of this Regulation should therefore be extended to include any of this Regulation should therefore
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MTF or an OTF, as well as financial of this Regulation should therefore MTF or an OTF, as well as financial should therefore include
instruments traded over the counter he extended to include any financial instruments traded over the counter financial instrument traded o
such as for example credit default instrument traded on a MTF or an such as for example credit default Regulated Market, MTF or
swaps, or any other conduct or OTF, as well as financial swaps, or any other conduct or OTF, or any other conduct
action which can have an effect on instruments traded over the counter, action which can have an effect on action which can have an effect
such a financial instrument traded such as for example credit default such a financial instrument traded on such a financial instrument
on a regulated market, MTF or OTF. swaps, or any other conduct or a regulated market, MTF or OTF. irrespective of whether it ta
This should improve investor action which can have an effect on This should improve investor place on a trading venue.
protection, preserve the integrity of such a financial instrument traded protection, preserve the integrity of
markets and ensure that market on a regulated market, MTF or OTF. markets and ensure that market In the case of certain types
manipulation of such instruments In the case of certain types of manipulation of such instruments MTFs which, like regula
through financial instruments traded MTFs which, like regulated through financial instruments traded markets, help companies r
over the counter is clearly markets, help companies raise over the counter is clearly equity finance, the prohibi
prohibited. equity finance, the prohibition prohibited. against market abuse equitient equity finance, the prohibition prohibited.
against market abuse equally applies when a request
applies when a request for admission to trading on suc
admission to trading on such a market has been ma
market has been made; therefore, the scope of
the scope of this Regulation Regulation Regulation should include
should include the period period period beginning when
beginning when an application for admission
11384/13 admission to trading on a MTF trading on a MTF has b
has being made, where relevant. <u>made.</u> This should impr
This includes but is not investor protection, preserve
necessarily limited to SME growth integrity of markets and ensure
markets. For transparency market manipulation of s

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9.	(8a)	<u>(8a) Certain financial</u>	<u>(8aa) Certain financial</u>
		instruments which are not traded	<u>instruments</u> which are not
		on a trading venue may be used	traded on a trading venue may
		for market abuse. This includes	be used for market abuse. This
		instruments whose value depends	includes financial instruments
		on financial instruments traded on	whose the price or value of
		a trading venue, or whose trading	which depends on or has an
		has an effect on the value of other	effect on financial instruments
		financial instruments traded on a	traded on a trading venue, or the
		trading venue, typically	whose trading of which has an
		derivatives. Examples may	effect on the price or value of
		include inside information	other financial instruments
		relating to a share or bond, which	traded on a trading venue.
		can be used to buy a derivative of	typically derivatives. Examples
		that share or bond, or an index	may include inside information
		whose value depends on that share	relating to a share or bond,
		or bond. When a financial	which can be used to buy a
		instrument is used as a reference	derivative of that share or bond,
		price, an OTC traded derivative	or an index whose the value of
		<u>can be used to benefit from</u>	which depends on that share or
		manipulated prices, or be used to	bond. When a financial
		manipulate the price of a financial	instrument is used as a reference
		instrument traded on a venue.	price, an OTC traded derivative
		This regulation also covers	<u>can be used to benefit from</u>
		<u>financial</u> instruments whose	manipulated prices, or be used to
		trading has an effect on the value	<u>manipulate</u> the price of a
		<u>of other financial instruments</u>	financial instrument traded on a
		traded on a trading venue. This	venue. A further example is the
		would include, for example, the	planned issuance of a new
		planned issuance of a new tranche	tranche of securities that are not
		of securities not otherwise within	otherwise within the scope of this
		the scope of this Regulation, but	Regulation, but where trading in
		where trading in those	those instruments could affect
		instruments could affect the price	the price or value of existing
		of existing listed securities that are	listed securities that are within
1120	4/12	within the scope of this	the scope of this Regulation.
1138	4/13	Regulation. This Regulation also	This Regulation also covers the
		coversign the possible situation	possible situation where the
		where the value of the instrument	price or value of the instrument
		traded on a trading venue depends	traded on a trading venue
		on the OTC traded instrument.	depends on the OTC traded

10	(8b)		(8b) Activities of trading in		(8b) Activities of trading in
			<u>own shares in buy-back</u>		<u>own shares in buy-back</u>
			programmes and of stabilisation		programmes and of stabilisation
			<u>of a financial instrument which</u>		of a financial instrument which
			would not benefit from the		would not benefit from the
			excemption of the prohibitions of		exception of the prohibitions of
			this Regulation as provided for by		this Regulation as provided for
			Article 3, should not in		by Article 3, should not in
			themselves be deemed to		themselves be deemed to
			<u>constitute market abuse.</u>		constitute market abuse.
11	(9)	(9) Stabilisation of financial	(9) Stabilisation of <u>securities</u> or	(9) Stabilisation of financial	(9) Trading in securities or
		instruments or trading in own shares	trading in own shares in buy-back	instruments or trading in own	associated instruments for the
		in buy-back programmes can be	programmes can be legitimate, in	financial instruments in buy-back	stabilisation of securities or
		legitimate, in certain circumstances,	certain circumstances, for economic	programmes can be legitimate, in	trading in own shares in buy-back
		for economic reasons and should	reasons and should not, therefore, in	certain circumstances, for economic	programmes can be legitimate, in
		not, therefore, in themselves be	themselves be regarded as market	reasons and should not, therefore, in	certain circumstances, for
		regarded as market abuse.	abuse provided the actions are	themselves be regarded as market	economic reasons and should not,
			carried out under the necessary	abuse.	therefore, in themselves be
			transparency as provided for by		regarded as market abuse provided
			Article 3, where relevant		the actions are carried out under
			information regarding the		the necessary transparency,
			statbilisation or buy-back		where relevant information
			programme is disclosed.		regarding the stabilisation or
					buy-back programme is
					disclosed.

[	12	(10)	(10) Member States and the	(10) Member States and the	(10) Member States and the	(10) Member States, members
			European System of Central Banks,	European System of Central Banks,	European System of Central Banks,	of the European System of Central
			the European Financial Stability	the European Financial Stability	the European Financial Stability	Banks, ministries, and other
			Facility, national central banks and	Facility, national central banks and	Facility, national central banks and	agencies or special purpose
			other agencies or special purpose	other agencies or special purpose	other agencies or special purpose	vehicles of one or several Member
			vehicles of one or several Member	vehicles of one or several Member	vehicles of one or several Member	States, or as well as the Union and
			States as well as the Union and	States or third countries as well as	States or of the Union and certain	certain other public bodies or
			certain other public bodies should	the Union and certain other public	other public bodies should not be	persons acting on their behalf
			not be restricted in carrying out	bodies or persons acting on their	restricted in carrying out monetary,	should not be restricted in carrying
			monetary, exchange-rate or public	behalf should not be restricted in	exchange-rate or public debt	out monetary, exchange-rate or
			debt management or climate policy.	carrying out monetary, exchange-	management but should do so in a	public debt management policy
				rate or public debt management or	transparent manner.	insofar as they are undertaken in
				climate policy. Neither should		the public interest and solely in
				transactions or orders carried out		pursuit of these policies. Neither
				by the Union, a special purpose		should transactions, orders or
				vehicle for several Member States		behaviours carried out by the
				or third countries, the European		Union, a special purpose vehicle
				Investment Bank, the European		for one or several Member States,
				Financial Stability Facility, or an		the European Investment Bank, the
				international financial institution		European Financial Stability
				established by two or more		Facility, the European Stability
				Member States or third countries		Mechanism or an international
				be restricted in actions with the		financial institution established by
				purpose of mobilising funding and		two or more Member States be
				provide financial assistance to the		restricted in mobilising funding
				<u>benefit of its members</u> .		and provide financial assistance to
						the benefit of its members. This
						exclusion from the scope of the
						Regulation may, in accordance
						with this Regulation, be extended
						to certain public bodies charged
						with or intervening in the
						management of the public debt and
						central banks of third countries. At
4						the same time, these exemptions for monetary, exchange-rate or
	1138	4/13		OM/mf		public debt management policy 11
				DCC 1D		should not extend to cases when N
				DGG 1B		those public bodies engage in
						transactions, orders or behaviours
						which are not in the pursuit of
						which are not in the pursuit of

13	(11)	(11) Reasonable investors base their investment decisions on information already available to them, that is to say, on ex ante available information. Therefore, the question whether, in making an investment decision, a reasonable investor would be likely to take into account a particular piece of information should be appraised on the basis of the ex ante available information. Such an assessment has to take into consideration the anticipated impact of the information in light of the totality of the related issuer's activity, the reliability of the source of information and any other market variables likely to affect the financial instruments, the related spot commodity contracts or the	(11) Reasonable investors base their investment decisions on information already available to them, that is to say, on ex ante available information. Therefore, the question whether, in making an investment decision, a reasonable investor would be likely to take into account a particular piece of information should be appraised on the basis of the ex ante available information. Such an assessment has to take into consideration the anticipated impact of the information in light of the totality of the related issuer's activity, the reliability of the source of information and any other market variables likely to affect the financial instruments, the related spot commodity contracts or the	(11) Reasonable investors base their investment decisions on information already available to them, that is to say, on ex-ante available information. Therefore, the question whether, in making an investment decision, a reasonable investor would be likely to take into account a particular piece of information should be appraised on the basis of the ex-ante available information. Such an assessment has to take into consideration the anticipated impact of the information in light of the totality of the related issuer's activity, the reliability of the source of information and any other market variables likely to affect the financial instruments, the related spot commodity contracts or the	(11) Reasonable investors base their investment decisions on information already available to them, that is to say, on ex ante available information. Therefore, the question whether, in making an investment decision, a reasonable investor would be likely to take into account a particular piece of information should be appraised on the basis of the ex ante available information. Such an assessment has to take into consideration the anticipated impact of the information in light of the totality of the related issuer's activity, the reliability of the source of information and any other market variables likely to affect the price of financial instruments, the related spot commodity contracts or the
		financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances in the given	financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances in the given	financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances in the given	of financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances in the given
14	(12)	circumstances. (12) Ex post information may be	circumstances.(12)Ex post information may be	circumstances. (12) Ex-post information may be	circumstances. (12) Ex post information may
		used to check the presumption that the ex ante information was price	used to check the presumption that the ex ante information was price	used to check the presumption that the ex-ante information was price	be used to check the presumption that the ex ante information was
		sensitive, but should not be used to	sensitive, but should not be used to	sensitive, but should not be used to	price sensitive, but should not be
		take action against persons who	take action against persons who	take action against persons who	used to take action against persons
		drew reasonable conclusions from ex ante information available to	drew reasonable conclusions from ex ante information available to	drew reasonable conclusions from ex-ante information available to	who drew reasonable conclusions from ex ante information available
		them.	them.	them.	to them.

15	(12a)	(12a) An intermediate step in a	(12a) When inside information
		protracted process may in itself	concerns a process which occurs
		constitute a set of circumstances	in stages, each stage of the
		or an event which exists or where	process as well as the overall
		there is a realistic prospect that	process could constitute inside
		they will come into existence or	information. An intermediate
		occur, on the basis of an overall	step in a protracted process may
		assessment of the factors existing	<u>in itself constitute a set of</u>
		at the relevant time. However,	circumstances or an event which
		<u>that notion should not be</u>	exists or where there is a realistic
		interpreted as meaning that the	prospect that they will come into
		magnitude of the effect of that set	existence or occur, on the basis
		of circumstances or that event on	of an overall assessment of the
		the prices of the financial	factors existing at the relevant
		instruments concerned must be	time. However, that notion
		taken into consideration. An	should not be interpreted as
		intermediate step maybe inside	meaning that the magnitude of
		information if, by itself meets the	the effect of that set of
		<u>criteria</u> set forth in this	circumstances or that event on
		<b>Regulation for inside information.</b>	the prices of the financial
			instruments concerned must be
			taken into consideration. An
			intermediate step maybe inside
			information if it, by itself, meets
			the criteria set forth in this
			<b>Regulation for inside</b>
			 information.

16	(13)	participants should be enhanced through a closer definition of two of the elements essential to the definition of inside information, namely the precise nature of that information and the significance of its potential effect on the prices of the financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances. For derivatives which are wholesale energy products, notably information required to be disclosed according to Regulation [Regulation (EU) Noof the European Parliament and the Council on Wholesale Energy Market Integrity and	participants should be enhanced through a closer definition of two of the elements essential to the definition of inside information, namely the precise nature of that information and the significance of its potential effect on the prices of the financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances. For derivatives which are wholesale energy products, notably information required to be disclosed according to Regulation [Regulation (EU)	definition of inside information, namely the precise nature of that information and the significance of its potential effect on the prices of the financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances. For derivatives which are wholesale energy products, information required to be disclosed according to Regulation (EU) No/2012 of the European Parliament and the Council of [on Wholesale Energy Market Integrity and Transparency] should be	participants should be enhanced through a closer definition of two of the elements essential to the definition of inside information, namely the precise nature of that information and the significance of its potential effect on the prices of the financial instruments, the related spot commodity contracts,
					*
				considered to be inside information.	Market Integrity and
		as inside information.	as inside information.		Transparency] should be considered as inside information.

OM/mf

17	(14)	(14) Inside information can be abused before an issuer is under the obligation to disclose it. The state of contract negotiations, terms provisionally agreed in contract negotiations, the possibility of the placement of financial instruments,	(14) Information which relates to an event or set of circumstances which is an intermediate stage in a protracted process, may consitute inside information as defined in this regulation. Such inside information may relate for	(14) Inside information can be abused before an issuer is under the obligation to disclose it. The state of contract negotiations, terms provisionally agreed in contract negotiations, the possibility of the placement of financial instruments,	(14)Informationwhichrelatestoaneventorsetofcircumstanceswhichisanintermediatestageinaprotractedprocess,mayconstituteinsideinformationasdefinedinthisregulation.Such
		conditions under which financial instruments will be marketed, or provisional terms for the placement of financial instruments may be relevant information for investors. Therefore, such information should qualify as inside information. However, such information may not be sufficiently precise for the issuer to be under an obligation to disclose it. In such cases, the prohibition against insider dealing should apply, but the obligation on the issuer to disclose the information should not.	<b>example to, the</b> state of contract negotiations, terms provisionally agreed in contract negotiations, the possibility of the placement of financial instruments, conditions under which financial instruments will be marketed, <b>or</b> -provisional terms for the placement of financial instruments, the consideration of the inclusion of a financial instrument in a major index or the deletion of a financial instrument from such index.	conditions under which financial instruments will be marketed, or provisional terms for the placement of financial instruments may be relevant information for investors. Therefore, such information should qualify as inside information. However, such information may not be sufficiently precise for the issuer to be under an obligation to disclose it. In such cases, the prohibition against insider dealing should apply, but the obligation on the issuer to disclose the information should not.	inside information may relate, for example, to, the state of contract negotiations, terms provisionally agreed in contract negotiations, the possibility of the placement of financial instruments, conditions under which financial instruments will be marketed, $\theta$ provisional terms for the placement of financial instruments, the consideration of the inclusion of a financial instrument in a major index or the deletion of a financial instrument from such
18	(14a)/( 14b)		(14b) Since the acquisition or disposal of financial instruments necessarily involves a prior decision to acquire or dispose taken by the person who undertakes one or other of these operations, the carrying out of this acquisition or disposal should not be deemed in itself to constitute the use of inside information.	(14a) It is possible for the use of inside information to lead to the acquisition and disposal of financial instruments. Since the acquisition or disposal of financial instruments necessarily involves a prior decision, the carrying out of such acquisition or disposal should not be deemed, in itself, to constitute insider dealing.	index. Please refer to recital 16h on legitimate behaviours.

19	(14c)		[moved alongside Council (16g)]	
20	(14d)		[moved alongside Council (16d)]	
21	(14e)		(14e) Trading in financial instruments for which a person has received a request for a locate of an individual security, or for a confirmation of reasonable expectation of settlement, in order for a client to satisfy the requirements of Regulation (EU) No 236/2012 of the European Parliament and of the Council of 14 March 2012 on short selling and certain aspects of credit default swaps can be legitimate and should not be deemed, in itself, to constitute insider dealing.	[Delete as not present in the text of MAR]
22	(14f) (14a)	(14a) The intention of this Regulation is not to prohibit discussions of a general nature regarding the business and market developments between shareholders and management concerning an issuer. Such relationships are essential for the efficient functioning of markets and should not be prohibited by this Regulation.	(14f) This Regulation is not intended to prohibit reasonable discussions between shareholders and other market participants and management concerning a company and its prospects. Such involvement of the shareholders in the corporate governance of a company should be considered essential to the proper functioning of the relationship between companies and shareholders.	This Regulation is not intended to prohibit discussions of a general nature regarding the business and market developments between shareholders and management concerning an issuer. Such relationships are essential for the efficient functioning of markets and should not be prohibited by this Regulation

23	(14g)	(14g) When inside information concerns a process which occurs in stages, each stage of the process as well as the overall process could constitute information of a precise nature.	[Delete already detailed above]
24	(14h)	(14h) Transactions or orders to trade which might be considered to constitute market manipulation may be justified on the basis that they are legitimate and in accordance with accepted practice on the regulated market concerned. A sanction could still be imposed if the competent authority established that there was another, illegitimate, reason behind these transactions or orders to trade.	[Delete – moved to 19a]
25	(14i)	(14i) A practice that is accepted in a particular market cannot be considered applicable to other markets unless the competent authorities of such other markets have officially accepted that practice.	[Delete – moved to 19a]

26 (15)	(15) Spot markets and related	(15) Spot markate and related	(15) Spot markets and related	(15) Spot markate and related
26 (15)	(15) Spot markets and related derivative markets are highly		(15) Spot markets and related derivative markets are highly	(15) Spot markets and related
	8,5	e ,	8,5	derivative markets are highly
	e ,	interconnected and global, and	6	interconnected and global, and
	market abuse may take place across	market abuse may take place across	market abuse may take place across	market abuse may take place
	markets as well as across borders.	markets as well as across borders.	markets as well as across borders,	across markets as well as across borders which can lead to
	This is true for both insider dealing	This is true for both insider dealing	which can lead to significant	
	and market manipulation. In particular, inside information from a	and market manipulation. In	systemic risks. This is true for both	significant systemic risks. This is
	1	particular, inside information from a	insider dealing and market	true for both insider dealing and
	spot market can benefit a person	spot market can benefit a person	manipulation. In particular, inside	market manipulation. In particular,
	trading on a financial market.	trading on a financial market.	information from a spot market can	inside information from a spot
	Therefore, the general definition of	Therefore, the general definition of	benefit a person trading on a	market can benefit a person trading
	inside information in relation to	inside information in relation to	financial market. Therefore, the	on a financial market. The
	financial markets and commodity	financial markets and commodity	general definition of inside	definition of inside information in
	derivatives should also apply to all	derivatives should also apply to all	information in relation to financial	relation to a derivative of a
	information which is relevant to the	information which is relevant to $\underline{\mathbf{a}}$	markets and commodity derivatives	commodity should be information
	related commodity. Moreover,	derivative or the related	should also apply to all information	which both meets the general
	manipulative strategies can also	commodity. In particular this	which is relevant to the related	definition of inside information in
	extend across spot and derivatives	include, information which is	commodity. Moreover, manipulative	relation to financial markets and
	markets. Trading in financial	required to be made public in	strategies can also extend across	which is required to be made
	instruments, including commodity	accordance with legal or	spot and derivatives markets.	public in accordance with legal
	derivatives, can be used to	regulatory provisions at the Union	Trading in financial instruments,	or regulatory provisions at the
	manipulate related spot commodity	or national level, market rules,	including commodity derivatives,	<u>Union or national level, market</u>
	contracts and spot commodity	contracts or customs on the	can be used to manipulate related	rules, contracts or customs on
	contracts can be used to manipulate	relevant comodity derivatives or	spot commodity contracts and spot	<u>the relevant commodity</u>
	related financial instruments. The	spot market and which is likely to	commodity contracts can be used to	<u>derivative or spot market.</u>
	prohibition of market manipulation	have a significant effect on the	manipulate related financial	Notable examples of such rules
	should capture these interlinkages.	prices on such derivatives or	instruments. The prohibition of	are <b>REMIT</b> for the energy
	However, it is not appropriate or	related spot commodity contracts.	market manipulation should capture	market and the JODI database
	practicable to extend the scope of	Notable examples of such rules	these interlinkages. However, it is	for oil. Such information may
	the Regulation to behaviour that	are REMIT for the energy market	not appropriate or practicable to	serve as the basis of market
	does not involve financial	and the JODI database for oil.	extend the scope of the Regulation	participants' decisions to enter
	instruments, for example, to trading	Such information may serve as the	to behaviour that does not involve	<u>into commodity derivatives or</u>
	in spot commodity contracts that		financial instruments, for example,	the related spot commodity
	only affects the spot market. In the		to trading in spot commodity	<u>contracts</u> and <u>therefore</u>
	specific case of wholesale energy	derivatives or the related spot		constitutes inside information
11384/13	products, the competent authorities	<u>commodity</u> contracts and therefore constitutes inside	market. In the specific case of	required to be made public, where it is likely to have a
	should take into account the specific			where it is likely to have a
	characteristics of the definitions of	information Required to be made	competent authorities should take	significant effect on the prices <b>a</b>
	[Regulation (EU) Noof the	public, where it is likely to have a	into account the specific	such derivatives or related spot
	European Parliament and the	significant effect on the prices on	characteristics of the definitions of	<u>commodity contracts.</u>
	Council on Wholesale Energy	such derivatives or related spot	[Regulation (EU) Noof the	

27	(15a)		(15a) Pursuant to Directive 2003/87/EU of the European Parliament and of the Council of 13 October 2003 establishing a scheme for greenhouse gas emission allowance trading within the Community, the Commission, Member States and other officially designated bodies are responsible for the technical issuance of	Relevant text in Council	n Recital 16 o	of
			emission allowances, their free allocation to eligible industry sectors and new entrants and more generally the development and implementation of the Union's climate policy framework which underpins the supply of emission allowances to compliance buyers of the Union's emissions trading scheme (EU ETS). In the exercise			
			of those duties, those public bodies have access to price-sensitive, non- public information and pursuant to Directive 2003/87/EU they may need to perform certain market operations in relation to emission allowances. In order to preserve the ability of the Commission, Member States and other officially			
	0.1/45		designated bodies to develop and execute the Union's climate policy, their activities, undertaken solely in pursuit of that policy and concerning emission allowances, should be exempt from the application of this Regulation.			
113	84/13	OM/mf DGG 1B	Such exemption should not have a negative impact on overall market transparency, as those public bodies have statutory obligations to operate in a way that ensures		]	19 EN

	(1.5)				
28	(16)	(16) As a consequence of the		(16) As a consequence of the	(16) Pursuant to Directive
	/(16a)	classification of emission	classification of emission	classification of emission	2003/87/EU of the European
		allowances as financial instruments	allowances as financial instruments	allowances as financial instruments	Parliament and of the Council of
		as part of the review of the Markets	as part of the review of the Markets	as part of the review of the Directive	13 October 2003 establishing a
		in Financial Instruments Directive,	in Financial Instruments Directive,	2004/39/EC of the European	scheme for greenhouse gas
		those instruments will also come	those instruments will also come	Parliament and of the Council of 21	emission allowance trading within
		within the scope of this Regulation.	within the scope of this Regulation.	April 2004 on markets in financial	the Community, the Commission,
		Bearing in mind the specific nature	Bearing in mind the specific nature	instruments, those instruments will	Member States and other officially
		of those instruments and structural	of those instruments and structural	also come within the scope of this	designated bodies are inter alia
		features of the carbon market, it is	features of the carbon market, it is	Regulation. Bearing in mind the	responsible for the technical
		necessary to ensure that the activity	necessary to ensure that the activity	specific nature of those instruments	issuance of emission allowances,
		of Member States, the European	of Member States, Pursuant to the	and structural features of the carbon	their free allocation to eligible
		Commission and other officially	<b>EU Emissions Trading Scheme</b>	market, it is necessary to ensure that	industry sectors and new entrants
		designated bodies involving	(ETS) Directive the Commission.	the activity of Member States, the	and more generally the
		emission allowances is not restricted	Member States and other	Commission and other officially	development and implementation
		in the pursuit of the Union's climate	officially designated bodies are	designated bodies involving	of the Union's climate policy
		policy. Moreover, the duty to	<i>inter alia</i> responsible for the	emission allowances is not restricted	framework which underpins the
		disclose inside information needs to	technical issuance of emission	in the pursuit of the Union's climate	supply of emission allowances to
		be addressed to the participants in	allowances, their free allocation to	policy. However, this Regulation	compliance buyers of the Union's
		that market in general. Nevertheless,	eligible industry sectors and new	takes into account the high	emissions trading scheme (EU
		in order to avoid exposing the	entrants and more generally the	sensitivity of supply-side	ETS). In the exercise of those
		market to reporting that is not useful	development and implementation	information under the control of	duties, those public bodies may
		and as well as to maintain cost-	of the Union's climate policy	public authorities and officials for	inter alia have access to price-
		efficiency of the measure foreseen,	framework which underpins the	the emission allowance market and,	sensitive, non-public
		it appears necessary to limit the	supply of emission allowances for	therefore, the need for such	information and pursuant to
		regulatory impact of that duty to	the EU ETS compliance buyers. In	information to be managed with	Directive 2003/87/EU they may
		only those EU ETS operators, that –	the exercise of those duties those	due care under clear procedures	need to perform certain market
		by virtue of their size and activity –	public bodies have access to price-	with adequate control to avoid any	operations in relation to emission
		can reasonably be expected to be	sensitive non-public information.	uncontrolled or discriminatory	allowances. As a consequence of
		able to have a significant effect on	In order to perserve the ability of	publication to the emission	the classification of emission
		the price of emission allowances.	the European Commission, Member	allowances markets with the	allowances as financial instruments
		Where emission allowance market	States and other officially	consequential distortion of the	as part of the review of the
		participants already comply with	designated bodies involving	orderly price formation process in	Markets in Financial Instruments
		equivalent inside information	emission allowances is not restricted	those markets. On the other side,	Directive, those instruments will
		disclosure duties, notably pursuant	in the pursuit of the Union's climate	these public authorities should	also come within the scope of this
1100	4/12	to Regulation on energy market	policy. to develop and execute the	enable a sufficient transparency for	Regulation. In order to preserve the ability of the Commission 20
1138	34/13	integrity and transparency	Union's climate policy, the	an orderly price formation process	ability of the Commission, $\frac{20}{10}$
		(Regulation (EU) Noof the	actividesGofBthose public bodies,	in the emission allowances markets.	Member States and other official
		European Parliament and the	undertaken in the pursuit of that	Thus, fair, timely and non-	designated bodies to develop and
		Council on Wholesale Energy	policy and concerning emission	discriminatory publication of	execute the Union's climate policy,
		Market Integrity and Transparency),	allowances, should be exempt	specific price-sensitive and non-	the activities of those public

	(4.61.)		
29	(16b)	(16b) The essential	<u>(16b) The essential</u>
		characteristic of insider dealing	characteristic of insider dealing
		<u>consists in an unfair advantage</u>	<u>consists in an unfair advantage</u>
		being obtained from inside	being obtained from inside
		information to the detriment of	information to the detriment of
		third parties who are unaware of	third parties who are unaware of
		it and, consequently, the	it and, consequently, the
		undermining of the integrity of	undermining of the integrity of
		<u>financial markets and investor</u>	<u>financial markets and investor</u>
		confidence. Consequently, the	confidence. Consequently, the
		prohibition on insider dealing	prohibition on insider dealing
		applies where an insider who is in	applies where an insider who is
		a possession of inside information	in a possession of inside
		takes unfair advantage of the	information takes unfair
		benefit gained from that	advantage of the benefit gained
		information by entering into	from that information by
		market transactions in accordance	entering into market
		with that information. An insider	transactions in accordance with
		in possession of inside information	that information by acquiring or
		who carries out any transaction	disposing of, or attempting to
		related to that information shall	acquire or dispose of, or by
		be presumed to have used that	cancelling or amending or
		information. Orders placed	attempting to cancel or amend an
		before a person possesses inside	order to acquire or dispose, for his
		information should not be	own account or for the account of a
		presumed to be insider dealing,	third party, either directly or
		but when a person has received	indirectly, financial instruments to
		inside information, any	which that information relates.
		subsequent change related to that	<u>Use of inside information can</u>
		information to these orders,	also consist of trading in
		including the cancellation or	emission allowances and
		amendment of an order, or an	derivatives thereof and of
		attempt to cancel or amend an	bidding in the auctions of
		order, should be presumed to	emission allowances or other
		constitute insider dealing. The	auctioned products based
1120	4/12	presumption may, however, be	thereon that are held pursuant to
11384	4/13	rebutted if the person establishes	<b>Regulation (No) 1031/2010</b>
		that the did not use the inside	
		information in carrying out the	(16bc) A person in possession of
		transaction. Examples of not using	inside information who carries
		inside information may include,	out any transaction related to

30	(16c)	(16c) When a legal or natural	(16c) When a legal or natural
		<u>person in possession of inside</u>	<u>person in possession of inside</u>
		information, acquires or disposes	information, acquires or disposes
		of, or attempts to acquire or	of, or attempts to acquire or
		dispose of, for his own account or	dispose of, for his own account
		for the account of a third party,	or for the account of a third
		either directly or indirectly,	party, either directly or
		financial instruments to which	indirectly, financial instruments
		that information relates it should	to which that information relates
		be implied that the person has	it should be implied that the
		"used that information". This	person has "used that
		presumption is without prejudice	information". This presumption
		to the rights of defence. The	is without prejudice to the rights
		question whether a person has	of defence. The question whether
		infringed the prohibition on	<u>a person has infringed the</u>
		insider dealing or attempt to	prohibition on insider dealing or
		commit insider dealing should be	<u>attempt to commit insider</u>
		analysed in the light of the	dealing should be analysed in the
		purpose of this Regulation, which	light of the purpose of this
		is to protect the integrity of the	Regulation, which is to protect
		financial market and to enhance	the integrity of the financial
		investor confidence, which is	market and to enhance investor
		based, in turn, on the assurance	confidence, which is based, in
		that investors will be placed on an	turn, on the assurance that
		equal footing and protected from	investors will be placed on an
		the misuse of inside information.	equal footing and protected from
			the misuse of inside information.

31	(16d)/(	(16d) Use of inside information	(14d) The mere fact that market	(16d) Use of inside information
	14d)	<u>can consist in the acquisition or</u>	makers or persons authorised to act	can consist in the acquisition or
		<u>disposal of a financial instrument,</u>	as counterparties, confine	<u>disposal of a financial</u>
		or an auctioned product based on	themselves to pursuing their	<u>instrument, or an auctioned</u>
		emission allowances, or in the	legitimate business of buying or	product based on emission
		cancellation or amendment of an	selling financial instruments or	allowances, or in the cancellation
		order, or in an attempt to acquire	that persons authorised to execute	<u>or amendment of an order, or in</u>
		<u>or dispose of a financial</u>	orders on behalf of third parties	an attempt to acquire or dispose
		instrument or to cancel or amend	with inside information confine	<u>of a financial instrument or to</u>
		<u>an order, by a person who knows,</u>	themselves to carrying out an order	cancel or amend an order, by a
		or ought to have known, that the	dutifully, should not be deemed, in	<u>person who knows, or ought to</u>
		information possessed constitutes	itself, to constitute insider dealing.	have known, that the
		inside information. In this respect,		information possessed
		the competent authorities should		constitutes inside information. In
		<u>consider what a normal and</u>		this respect, the competent
		reasonable person would know or		authorities should consider what
		<u>should have known in the</u>		a normal and reasonable person
		circumstances. Moreover, the		would know or should have
		mere fact that market-makers,		known in the circumstances.
		bodies authorised to act as		
		counterparties, or persons		
		authorised to execute orders on		
		behalf of third parties with inside		
		information confine themselves, in		
		the first two cases, to pursuing		
		their legitimate business of buying		
		or selling financial instruments or,		
		in the last case, to carrying out,		
		cancelling or amending an order		
		dutifully, should not in itself be		
		deemed to constitute use of such		
		inside information.		

			•	
32	(16e)/(	(16e) This Regulation should be		
	14b)	<u>interpreted in a manner consistent</u>	information relating to another	<u>be interpreted in a manner</u>
		with the measures adopted by the	company and using it in the context	consistent with the measures
		Member States to protect the	of a public take-over bid for the	adopted by the Member States to
		interests of holders of transferable	purpose of gaining control of that	protect the interests of holders of
		securities carrying voting rights in	company or proposing a merger	
		<u>a company (or which may carry</u>	with that company should not be	voting rights in a company (or
		such rights as a consequence of	deemed, in itself, to constitute	which may carry such rights as a
		the exercise of rights or	insider dealing.	consequence of the exercise of
		conversion) when the company is		rights or conversion) when the
		subject to a public take-over bid		company is subject to a public
		or other proposed change of		take-over bid or other proposed
		<u>control. In particular this</u>		change of control. In particular
		<b>Regulation should be interpreted</b>		this Regulation should be
		in a manner consistent with the		<u>interpreted in a manner</u>
		laws, regulations and		<u>consistent with the laws,</u>
		administrative provisions adopted		regulations and administrative
		<u>in relation to takeover bids,</u>		provisions adopted in relation to
		merger transactions and other		<u>takeover bids, merger</u>
		transactions affecting ownership		transactions and other
		or control of companies regulated		transactions affecting ownership
		by the supervisory authorities		<u>or control of companies</u>
		appointed by Member States		regulated by the supervisory
		pursuant to Article 4 of Directive		authorities appointed by
		2004/25/EC of the European		Member States pursuant to
		Parliament and of the Council of		Article 4 of Directive 2004/25/EC
		21 April 2004 on takeover bids.		of the European Parliament and
				of the Council of 21 April 2004
				on takeover bids.

	r			
33	(16g)/(	(16g) Research and estimates	(14c) Research and estimates	
	14c)	developed from publicly available	developed from publicly available	developed from publicly
		data, should not be regarded in	data should not be regarded as	<u>available data, should not be</u>
		itself as inside information and,	inside information and any	<u>regarded in itself as inside</u>
		therefore, any transaction carried	transaction carried out on the basis	information and, therefore, any
		out on the basis of such research	of such research or estimates	transaction carried out on the
		or estimates should not in itself be	should not therefore be deemed, in	<u>basis of such research or</u>
		deemed to constitute the use of	itself, to constitute insider dealing.	estimates should not in itself be
		inside information. An example of		deemed to constitute the use of
		<u>where this information may</u>		inside information. An example
		constitute inside information is		of where this information may
		where the information's		constitute inside information is
		publication or distribution is		where the information's
		routinely expected by the market		publication or distribution is
		and it contributes to the price-		routinely expected by the market
		formation process of financial		and it contributes to the price-
		instruments, or the information		formation process of financial
		provides views from a recognised		instruments, or the information
		<u>market commentator or</u>		provides views from a recognised
		institution which may inform the		<u>market commentator or</u>
		prices of related financial		institution which may inform the
		instruments. Market actors must		prices of related financial
		therefore consider the extent to		instruments. Market actors must
		which the information is non-		therefore consider the extent to
		public and the possible effect on		which the information is non-
		financial instruments if they were		public and the possible effect on
		to trade on this in advance of its		<u>financial instruments if they</u>
		publication or distribution, to		were to trade on this in advance
		establish whether they would be		of its publication or distribution,
		trading on the basis of inside		to establish whether they would
		<u>information.</u>		be trading on the basis of inside
				information.

34	(16h)	(16h) Protections from the	Not yet discussed
		charge of insider dealing are	
		<u>necessary in order to avoid</u>	(16h) In order to avoid
		inadvertently prohibiting forms of	inadvertently prohibiting forms
		financial activity which are	of financial activity which are
		legitimate, namely where there is	legitimate, namely where there is
		no effect of market abuse. This	no effect of market abuse., it is
		<u>may include, for example,</u>	necessary to recognise certain
		recognising the role of market	legitimate behaviours.
		makers, when acting in the	
		legitimate capacity of providing	This may include, for example,
		market liquidity. However, the	recognising the role of market
		protections in this Regulation to	makers, when acting in the
		market makers, bodies authorised	legitimate capacity of providing
		<u>to act as counter parties or</u>	market liquidity.
		persons authorised to execute	
		orders on behalf of third parties	(14d) The mere fact that market
		with inside information do not	makers or persons authorised to
		extend to activities clearly	act as counterparties, confine
		prohibited under this Regulation	themselves to pursuing their
		and, in particular to the practice	legitimate business of buying or
		<u>commonly known as "front-</u>	selling financial instruments or
		running" Another example may	that persons authorised to execute
		be rebutting the liability of legal	orders on behalf of third parties
		persons, when natural persons	with inside information confine
		within their employment commit	themselves to carrying out
		abuse in circumstances where	cancelling or amending an order
		those legal persons have taken all	dutifully, should not be deemed,
		reasonable measures to prevent	in itself, to constitute use of such
		abuse from occurring. However,	inside information
		none of these persons, either legal	
		or natural persons as appropriate,	
		will be protected by virtue of	However, the protections in this
		their professional function; they	<b>Regulation to market makers</b> ,
		will only be protected if they act in	bodies authorised to act as
138	4/13	a fit and proper manner, meeting	counter parties or persons
100		both the standards expected of	authorised to execute orders on
		their Datofession and of this	behalf of third parties with
		<b><u>Regulation namely market</u></b>	inside information do not extend
		integrity and investor protection.	to activities clearly prohibited
			under this Regulation including

	(4.5)			
35	(16i)		soundings are	(16i) Market soundings are
		<u>interactions</u> be	etween a seller of	interactions between a seller of
		<u>financial instru</u>	iments and one or	financial instruments and one or
		<u>more potential</u>	investors, prior to	more potential investors, prior to
		<u>the</u> announ	<u>cement of a</u>	the announcement of a
		transaction, in	order to gauge the	transaction, in order to gauge the
		interest of pote	ntial investors in a	interest of potential investors in
		<u>possible</u> tran	saction and its	a possible transaction and its
		pricing, size	and structuring.	pricing, size and structuring.
		Market soundi	ngs may involve an	Market soundings may involve
		initial or se	condary offer of	an initial or secondary offer of
		<u>relevant</u> secu	rities, and are	relevant securities, and are
		distinct from	ordinary trading.	distinct from ordinary trading.
		They are a hig	hly valuable tool to	They are a highly valuable tool
		gauge the op	inion of potential	to gauge the opinion of potential
		investors, enk	ance shareholder	investors, enhance shareholder
		dialogue, ensu	re that deals run	dialogue, ensure that deals run
		smoothly, and	that the views of	smoothly, and that the views of
		issuers, existing	g shareholders and	issuers, existing shareholders
		potential new	v investors are	and potential new investors are
		aligned. They r	nay be particularly	aligned. They may be
		beneficial wh	en markets lack	particularly beneficial when
		confidence		markets lack confidence or a
		benchmark, or	are volatile. Thus	relevant benchmark, or are
		the ability to	conduct market	volatile. Thus the ability to
		soundings is	important for the	conduct market soundings is
			oning of capital	important for the proper
			market soundings	functioning of capital markets
			n themselves be	and market soundings should not
		regarded as ma		in themselves be regarded as
				market abuse.
L	1			

	(4.53)		
36	(16j)	<u>(16j) Examples of market</u>	<u>(16j) Examples of market</u>
		soundings would include, but are	soundings would include, but are
		not limited to, where the sell-side	not limited to, where the sell-side
		firm has been in discussions with	firm has been in discussions with
		an issuer about a potential	<u>an issuer about a potential</u>
		transaction, and it has decided to	transaction, and it has decided to
		gauge potential investor interest in	gauge potential investor interest
		order to determine the terms that	in order to determine the terms
		will make up a transaction; where	that will make up a transaction;
		an issuer intends to announce a	where an issuer intends to
		debt issuance or additional equity	<u>announce a debt issuance or</u>
		offering and key investors are	additional equity offering and
		contacted by a sell-side firm and	key investors are contacted by a
		given the full terms of the deal to	sell-side firm and given the full
		obtain a financial commitment to	<u>terms of the deal to obtain a</u>
		participate in the transaction; or	<u>financial</u> commitment to
		where the sell-side is seeking to	participate in the transaction; or
		sell a large amount of securities on	where the sell-side is seeking to
		behalf of an investor and seeks to	sell a large amount of securities
		gauge potential interest in these	on behalf of an investor and
		securities from other potential	seeks to gauge potential interest
		investors.	in these securities from other
			potential investors.

	1		
37	(16k)	(16k) Conducting market	(16k) Conducting market
		soundings may require disclosure	<u>soundings may require</u>
		to potential investors of inside	disclosure to potential investors
		information. There will generally	of inside information. There will
		only be the potential to benefit	generally only be the potential to
		financially from trading on the	benefit financially from trading
		basis of inside information passed	on the basis of inside information
		in a market sounding where there	passed in a market sounding
		is an existing market in the	where there is an existing market
		financial instrument that is the	in the financial instrument that
		subject of the market sounding or	is the subject of the market
		in a related financial instrument.	sounding or in a related financial
		Given the timing of such	instrument. Given the timing of
		discussions, it is possible that	such discussions, it is possible
		inside information may be	that inside information may be
		disclosed to the investor in the	disclosed to the potential investor
		course of the market sounding	in the course of the market
		after a financial instrument has	sounding after a financial
		been admitted to trading on a	instrument has been admitted to
		regulated market or traded on a	trading on a regulated market or
		MTF or OTF. Before engaging in	traded on a MTF or OTF.
		a market sounding, the disclosing	Before engaging in a market
		market participant must assess	sounding, the disclosing market
		whether that market sounding	participant must assess whether
		will involve the disclosure of	that market sounding will
		inside information.	involve the disclosure of inside
			information.

	1.4.40		
38	(161)	(161) Inside information is	
		disclosed legitimately if it is	
		disclosed in the normal course of	<u>disclosed legitimately if it is</u>
		<u>the exercise of a person's</u>	disclosed in the normal course of
		<u>employment, profession or duty</u>	<u>the exercise of a person's</u>
		Where a market sounding	employment, profession or duty.
		involves the disclosure of inside	Where a market sounding
		information, the disclosing market	involves the disclosure of inside
		participant will be considered to	<u>information, the disclosing</u>
		be acting within the course of his	<u>market participant will be</u>
		<u>employment, profession or duty</u>	<u>considered to be acting within</u>
		where, at the time of making the	the course of his employment,
		disclosure, he informs the person	profession or duty where, at the
		to whom the disclosure is made	time of making the disclosure, he
		<u>that he may be given inside</u>	informs and receives the consent
		<u>information; that he will be</u>	<u>of the person to whom the</u>
		restricted by the provisions of this	disclosure is made that he may
		<b>Regulation from trading or acting</b>	be given inside information; that
		<u>on that information; that</u>	he will be restricted by the
		<u>reasonable steps must be taken to</u>	provisions of this Regulation
		protect the ongoing confidentiality	<u>from trading or acting on that</u>
		of the information; and that he	<u>information; that reasonable</u>
		must inform the disclosing market	steps must be taken to protect
		participant of the identities of all	
		natural and legal persons to whom	
		the information is disclosed in the	<u>inform the disclosing market</u>
		<u>course of developing a response to</u>	participant of the identities of all
		the market sounding.	natural and legal persons to
		The disclosing market participant	whom the information is
		must also comply with the	
		obligations, to be set out in detail	
		in regulatory technical standards	<u>market sounding.</u>
		regarding the maintenance of	<u>The disclosing market</u>
		records of information disclosed.	participant must also comply
		Market participants who do not	with the obligations, to be set out
1120	4/13	comply with the detailed	
1138	H/13	provisions of this Regulation when	standards, regarding the
		conducting 1 m market sounding	<u>maintenance of records</u>
		should not be presumed to have	information disclosed.
		<u>improperly</u> disclosed inside	
		information but they cannot take	<u>comply</u> with the detailed

20	(1		
39	(16m)	<u>(16m) Potential investors who</u>	<u>(16m) Potential investors who</u>
		are the subject of a market	<u>are the subject of a market</u>
		sounding in turn should consider	sounding in turn should consider
		if the information disclosed to	if the information disclosed to
		them amounts to inside	<u>them</u> amounts to inside
		information so that they are	information which would
		prohibited from dealing on the	prohibit them from dealing on
		basis of it or further disclosing the	<u>the basis of it or further</u>
		inside information. Potential	disclosing the inside information.
		investors remain subject to insider	<u>Potential investors remain</u>
		dealing and improper disclosure	subject to insider dealing and
		rules, as set out in this Regulation.	improper disclosure rules, as set
		In order to assist potential	out in this Regulation. In order
		investors in their considerations	<u>to assist potential investors in</u>
		and as regards what steps they	<u>their considerations and as</u>
		<u>should take so as not to</u>	regards what steps they should
		contravene the provisions of this	take so as not to contravene
		Regulation, ESMA shall issue	
		guidelines.	

40	(17)	<ul> <li>(17) Commission Regulation</li> <li>(EU) No 1031/2010 of 12 November</li> <li>2010 on the timing, administration</li> <li>and other aspects of auctioning of</li> <li>greenhouse gas emission allowances</li> <li>pursuant to Directive 2003/87/EC of</li> </ul>	<ul> <li>(17) Commission Regulation</li> <li>(EU) No 1031/2010 of 12 November</li> <li>2010 on the timing, administration</li> <li>and other aspects of auctioning of</li> <li>greenhouse gas emission allowances</li> <li>pursuant to Directive 2003/87/EC of</li> </ul>	(17) Commission Regulation (EU) No 1031/2010 of 12 November 2010 on the timing, administration and other aspects of auctioning of greenhouse gas emission allowances pursuant to Directive 2003/87/EC of	(17) Commission Regulation (EU) No 1031/2010 of 12 November 2010 on the timing, administration and other aspects of auctioning of greenhouse gas emission allowances pursuant to
		the European Parliament and the Council establishing a scheme for greenhouse gas emission allowances trading within the Community provided for two parallel market abuse regimes applicable to the	the European Parliament and the Council establishing a scheme for greenhouse gas emission allowances trading within the Community provided for two parallel market abuse regimes applicable to the	the European Parliament and the Council establishing a scheme for greenhouse gas emission allowances trading within the Community provided for two parallel market abuse regimes applicable to the	Directive 2003/87/EC of the European Parliament and the Council establishing a scheme for greenhouse gas emission allowances trading within the Community provided for two
		auctions of emission allowances. However, as a consequence of the classification of emission allowances as financial instruments, this Regulation should constitute a	auctions of emission allowances. However, as a consequence of the classification of emission allowances as financial instruments, this Regulation should constitute a	auctions of emission allowances. However, as a consequence of the classification of emission allowances as financial instruments, this Regulation should constitute a	parallel market abuse regimes applicable to the auctions of emission allowances. However, as a consequence of the classification of emission allowances as financial
		single rulebook of market abuse measures applicable to the entirety of the primary and secondary market in emission allowances. The Regulation shall also apply to the	single rulebook of market abuse measures applicable to the entirety of the primary and secondary market in emission allowances. The Regulation shall also apply to the	single rulebook of market abuse measures applicable to the entirety of the primary and secondary market in emission allowances. The Regulation shall also apply to the	instruments, this Regulation should constitute a single rulebook of market abuse measures applicable to the entirety of the primary and secondary market in emission
		auctioning of emission allowances or other auctioned products based thereon pursuant to Commission Regulation No 1031/2010 of 12	auctioning of emission allowances or other auctioned products based thereon pursuant to Commission Regulation No 1031/2010 of 12	auctioning of emission allowances or other auctioned products based thereon pursuant to Regulation No 1031/2010 [].	allowances. The Regulation shall also apply to the auctioning of emission allowances or other auctioned products based thereon
		November 2010 on the timing, administration and other aspects of auctioning of greenhouse gas emission allowances pursuant to Directive 2003/87/EC of the	November 2010 on the timing, administration and other aspects of auctioning of greenhouse gas emission allowances pursuant to Directive 2003/87/EC of the		pursuant to Commission Regulation No 1031/2010 of 12 November 2010 on the timing, administration and other aspects of auctioning of greenhouse gas
		European Parliament and the Council establishing a scheme for greenhouse gas emission allowances trading within the Community.	European Parliament and the Council establishing a scheme for greenhouse gas emission allowances trading within the Community.		emission allowances pursuant to Directive 2003/87/EC of the European Parliament and the Council establishing a scheme for
1138	4/13		OM/mf DGG 1B		greenhouse gas emission allowances trading within the Community. <b>E</b> N

41 (18)	(18) This Regulation should provide measures regarding market manipulation that are capable of being adapted to new forms of trading or new strategies that may be abusive. To reflect the fact that trading of financial instruments is increasingly automated, it is desirable that market manipulation should be supplemented by examples of specific abusive strategies that may be carried out by algorithmic trading including high frequency trading. The examples provided are neither intended to be exhaustive nor are they intended to suggest that the same strategies carried out by other means would not also be abusive.	provide measures regarding market manipulation that are capable of being adapted to new forms of trading or new strategies that may be abusive. To reflect the fact that trading of financial instruments is increasingly automated, it is desirable that <u>the definition of</u> market manipulation should be supplemented by provides examples	being adapted to new forms of trading or new strategies that may be abusive. To reflect the fact that trading of financial instruments is increasingly automated, it is desirable that market manipulation should be supplemented by examples of specific abusive strategies that may be carried out by <i>any available means of</i> trading, including <i>algorithmic and</i> high frequency trading, <i>as defined in</i> <i>Directive [new MiFID]</i> . The examples provided are neither intended to be exhaustive nor are they intended to suggest that the same strategies carried out by other	provide measures regarding market manipulation that are capable of being adapted to new forms of trading or new strategies that may be abusive. To reflect the fact that trading of financial instruments is increasingly automated, it is desirable that <u>the definition of</u> market manipulation <u>provides</u> examples of specific abusive strategies that may be carried out by <i>any available means of</i> trading including algorithmic and high frequency trading. The examples provided are neither intended to be exhaustive nor are they intended to suggest that the same strategies carried out by other means would
			means would not also be abusive.	

OM/mf

42	(18a)	(18a) The prohibitions on	(18a) The prohibitions on
		insider dealing and market	insider dealing and market
		manipulation should also cover	manipulation should also cover
		those persons who act in	those persons who act in
		collaboration to commit market	collaboration to commit market
		abuse. Examples may include, but	abuse. Examples may include,
		are not limited to, brokers who	but are not limited to, brokers
		devise and recommend a trading	who devise and recommend a
		strategy designed to result in	trading strategy designed to
		<u>market abuse, persons who</u>	result in market abuse, persons
		encourage a person with inside	who encourage a person with
		information to disclose that	inside information to disclose
		information improperly, persons	that information improperly,
		who develop software in	persons who develop software in
		collaboration with a trader for the	collaboration with a trader for
		purpose of facilitating market	the purpose of facilitating
		<u>abuse.</u>	<u>market abuse.</u>
			(18aa) To ensure that liability is
			conferred on both the legal
			person and any natural person
			who participates in the decision
			making of the legal person, it is
			necessary to give recognition of
			the different national legal
			mechanisms in Member States.
			This relates directly to the
			methods of attribution of
			methous of attribution of
			liability in national law.

OM/mf

42	(10)	(10) In order to complement the	(10) In order to complement the	(10) In order to complement the	(10) In order to complement $t_{1}$
43	(19)	(19) In order to complement the	(19) In order to complement the		
		prohibition of market manipulation,	prohibition of market manipulation,	prohibition of market manipulation,	prohibition of market
		this Regulation should include a	this Regulation should include a	this Regulation should include a	manipulation, this Regulation
		prohibition against attempting to	prohibition against attempting to	prohibition against attempting to	should include a prohibition
		engage in market manipulation,	engage in market manipulation,	engage in market manipulation,	against attempting to engage in
		given that failed attempts to	given that failed attempts to	given that failed attempts to	market manipulation. An attempt
		manipulate the market should also	manipulate the market should also	manipulate the market should also	to engage in market manipulation
		be sanctioned. The attempt to	be sanctioned. The. An attempt to	be sanctioned. The attempt to	should be distinguished from
		engage in market manipulation	engage in market manipulation	engage in market manipulation	actual behaviour which is likely
		should be distinguished from	should be distinguished from <u>actual</u>	should be distinguished from	to result in market manipulation
		situations where behaviour does not	behaviour which is likely to result	situations where behaviour does not	as both activities are prohibited
		have the desired effect on the price	in market manipulation (as	have the desired effect on the price	under this Regulation. Such an
		of a financial instrument. Such	provided for in article 8) as both	of a financial instrument. Such	attempt may include, but not be
		behaviour is considered to be market	activities are prohibited under this	behaviour is considered to be market	limited to, situations where the
		manipulation because it was likely	Regulation. Such an attempt may	manipulation because it was likely to	activity is started but not
		to give false or misleading signals.	include, but not be limited to,	give false or misleading signals.	completed, for example as a
		to give faise of misleading signals.		give faise of misicading signals.	
			situations where the activity is		result of failed technology or an
			started but not completed, for		instruction to trade which is not
			<u>example as a result of failed</u>		acted upon. Prohibiting attempts
			technology or an instruction to		<u>to engage in market</u>
			<u>trade which is not acted upon.</u>		<u>manipulation is necessary to</u>
					enable competent authorities to
					sanction such attempts, even in
					the absence of an identifiable
					effect on market prices.

-			<u>г</u>
44	(19a)	(19a) Without prejudice to the	(19a) Without prejudice to the
		aim of this Regulation and its	aim of this Regulation and its
1		directly applicable provisions, a	directly applicable provisions, a
1		<u>person who enters into</u>	<u>person who enters into</u>
		transactions or issues orders to	transactions or issues orders to
		trade which may be deemed to	trade which may be deemed to
		constitute market manipulation	constitute market manipulation
		may be able to establish that his	may be able to establish that his
		reasons for entering into such	reasons for entering into such
		transactions or issuing orders to	transactions or issuing orders to
		trade were legitimate and that the	trade were legitimate and that
1		transactions and orders to trade	the transactions and orders to
1		were in conformity with accepted	trade were in conformity with
		practice on the market concerned.	accepted practice on the market
		An accepted market practice can	concerned. An accepted market
		only be established by the	practice can only be established
		competent authority responsible	by the competent authority
		for the market abuse supervision	responsible for the market abuse
		of the market concerned. A	supervision of the market
1		sanction could still be imposed if	concerned.
1		the competent authority	<u>concerneu</u> .
1		established that there was	A practice that is accepted in a
1		another, illegitimate, reason	particular market cannot be
		behind these transactions or	considered applicable to other
		orders to trade.	markets unless the competent
		orders to trade.	•
			authorities of such other markets
			have officially accepted that
			practice.
			A breach could still be deemed
			to have occurred if the
			competent authority established
			that there was an illegitimate,
			reason behind these transactions
			<u>or orders to trade.</u>

45	(20)	(20) This Regulation should also	(20) This Regulation should also	(20) This Regulation should also	(20) This Regulation should
		clarify that engaging in market	clarify that engaging in market	clarify that engaging in market	also clarify that engaging in market
		manipulation or attempting to			
		engage in market manipulation in a			
		financial instrument may take the			
		form of using related financial			
		instruments such as derivative			
		instruments that are traded on			
		another trading venue or over the			
		counter.	counter. Prohibitting attempts to	counter.	counter.
			engage in market manipulation is		
			necessary to enable competent		
			authorities to sanction such		
			attempts, even in the absence of		
			an identifiable effect on market		
			prices.		

46	$(20_{0})$	"(200) Many financial instruments	(200) Many financial instruments	(20a) Many financial instruments	(200) Mony financial
40	(20a)	"(20a) Many financial instruments are priced by reference to	(20a) Many financial instruments are priced by reference to	(20a) Many financial instruments are priced by reference to	(20a) Many financial
		benchmarks. The actual or attempted	are priced by reference to benchmarks. The actual or attempted	are priced by reference to benchmarks. The actual or attempted	<u>instruments</u> are priced by reference to benchmarks. The
		manipulation of benchmarks, such	manipulation of benchmarks,	manipulation of benchmarks, such as	
		as interbank offer rates, can have a	<b>including</b> interbank offer rates, can	interbank offer rates, can have a	<u>actual or attempted</u> manipulation of benchmarks,
		serious impact on market confidence		serious impact on market confidence	
			have a serious impact on market		including interbank offer rates,
		and may result in significant losses to investors or distort the real	confidence and may result in	and may result in significant losses to investors or distort the real	can have a serious impact on
			significant losses to investors or		market confidence and may
			distort the real economy. Therefore,	economy. Therefore, specific	result in significant losses to
		provisions in relation to benchmarks	specific provisions in relation to	provisions in relation to benchmarks	investors or distort the real
		are required in order to preserve the	benchmarks are required in order to	are required in order to preserve the	economy. Therefore, specific
		integrity of the markets and ensure	preserve the integrity of the markets	integrity of the markets and ensure	provisions in relation to
		that competent authorities can	and ensure that competent	that competent authorities can	benchmarks are required in
		enforce a clear prohibition of the	authorities can enforce a clear	enforce a clear prohibition of the	order to preserve the integrity of
		manipulation of benchmarks. It is	prohibition of the manipulation of	manipulation of benchmarks. It is	the markets and ensure that
		necessary to complement the general	benchmarks. These provisions	necessary to complement the general	<u>competent</u> authorities can
		prohibition of market manipulation	should cover all published	prohibition of market manipulation	enforce a clear prohibition of the
		by prohibiting the manipulation of	benchmarks indluing those	by prohibiting the manipulation of	manipulation of benchmarks
		the benchmark itself and any	accessible through the internet	the benchmark itself and any	These provisions should cover all
		transmission of false or misleading	whether free of charge or not such	transmission of false or misleading	published benchmarks including
		information, provision of false or	as CDS benchmarks and indices of	information, provision of false or	those accessible through the
		misleading inputs, or any other	<u>indices.</u> It is necessary to	misleading inputs, or any other	internet whether free of charge
		action that manipulates the	complement the general prohibition	action that manipulates the	or not such as CDS benchmarks
		calculation of a benchmark,	of market manipulation by	calculation of a benchmark,	and indices of indices. It is
		including the benchmark's	prohibiting the manipulation of the	including the benchmark's	necessary to complement the
		methodology. Those rules are in	benchmark itself and <u>the</u>	methodology. Those rules are in	general prohibition of market
		addition to Regulation (EU) No	transmission of false or misleading	addition to Regulation (EU) No	manipulation by prohibiting the
		1227/2011 of the European	information, provision of false or	1227/2011 of the European	manipulation of the benchmark
		Parliament and the Council on	misleading inputs, or any other	Parliament and of the Council of 25	itself and the transmission of
		Wholesale Energy Market Integrity	action that manipulates the	October 2011 on wholesale energy	false or misleading information,
		and Transparency which prohibits	calculation of a benchmark, where	market integrity and transparency	provision of false or misleading
		the deliberate provision of false	calculation is broadly defined to	which prohibits the deliberate	inputs, or any other action that
		information to undertakings which	include the receipt and evaluation	provision of false information to	manipulates the calculation of a
		provide price assessments or market	of all data which relates to the	undertakings which provide price	benchmark, where calculation is
		reports on wholesale energy	calculation of that benchmark and	assessments or market reports on	broadly defined to include the
120	4/12	products with the effect of	include in particular trimmed	wholesale energy products with the	receipt and evaluation of all data
138	4/13	misleading market participants	data, and including the benchmark's	effect of misleading market	which relates to the calculation
		acting on the basis of those price	methdddddgyBwhether algorithmic	participants acting on the basis of	of that benchmark and include
		assessments or market reports."	or judgement based in whole or in	those price assessments or market	in particular trimmed data, and
		-	<b>part.</b> Those rules are in addition to	reports. Furthermore, competent	including the benchmark's
			Regulation (EU) No 1227/2011 of	authorities should not be required	methodology, whether

47	(21)	(21) In order to ensure uniform	(21) In order to ensure uniform	(21) In order to ensure uniform	(21) In order to ensure uniform
4/	(21)				
		market conditions between trading	market conditions between trading	market conditions between trading	market conditions between trading
		venues and facilities subject to this	venues and facilities subject to this	venues and facilities subject to this	venues and facilities subject to this
		Regulation, operators of regulated	Regulation, <u>any person who</u>	Regulation, operators of regulated	Regulation, <u>any person who</u>
		markets, MTFs and OTFs should be	operates the business of regulated	markets, MTFs and OTFs should be	operates the business of regulated
		required to adopt proportionate	markets, MTFs and OTFs should be	required to adopt and maintain	markets, MTFs and OTFs should
		structural provisions aimed at	required to adopt proportionate	effective and transparent	be required to adopt effective
		preventing and detecting market	structural provisions aimed at	arrangements and procedures	arrangements, systems and
		manipulation practices.	preventing and detecting market	aimed at preventing and detecting	procedures aimed at preventing
			manipulation practices.	market manipulation and abusive	and detecting market manipulation
				practices.	and abusive practices.
48	(22)	(22) Manipulation or attempted	(22) Manipulation or attempted	(22) Manipulation or attempted	(22) Manipulation or attempted
		manipulation of financial	manipulation of financial	manipulation of financial	manipulation of financial
		instruments may also consist in	instruments may also consist in	instruments may also consist in	instruments may also consist in
		placing orders which may not be	placing orders which may not be	placing orders which may not be	placing orders which may not be
		executed. Further, a financial	executed. Further, a financial	executed. Further, a financial	executed. Further, a financial
		instrument may be manipulated	instrument may be manipulated	instrument may be manipulated	instrument may be manipulated
		through behaviour which occurs	through behaviour which occurs	through behaviour which occurs	through behaviour which occurs
		outside a trading venue. Therefore,	outside a trading venue. Therefore,	outside a trading venue. Therefore,	outside a trading venue. Therefore,
		persons who professionally arrange	persons who professionally arrange	persons who professionally arrange	Persons who professionally arrange
		or execute transactions and are	or execute transactions and are	or execute transactions are required	or execute transactions and are
		required to have systems in place to	required to have and maintain	to have and maintain effective	required to have and maintain
		detect and report suspicious	systems in place to detect and report	arrangements and procedures in	effective arrangements, systems
		transactions should also report	suspicious transactions. This should	place to detect and report suspicious	and procedures in place to detect
		suspicious orders and suspicious	also <b>include reporting</b> suspicious	transactions. <i>This</i> should also	and report suspicious transactions.
		transactions that take place outside a	orders and suspicious transactions	include the reporting of suspicious	<b>This</b> should also <b>include</b>
		trading venue.	that take place outside a trading	orders and suspicious transactions	reporting suspicious orders, and
		-	venue.	that take place outside a trading	suspicious transactions that take
				venue.	place outside a trading venue.
	l				r-act children a maaning , ende.

49	(23)	(23) Manipulation or attempted	(23) Manipulation or attempted	(23) Manipulation or attempted	(23) Manipulation or attempted
47	(23)		manipulation of financial	manipulation of financial	manipulation of financial
		1	-	*	*
		instruments may also consist in	instruments may also consist in	instruments may also consist in	instruments may also consist in
		disseminating false or misleading	disseminating false or misleading	disseminating false or misleading	disseminating false or misleading
		information. The spreading of false	information. The spreading of false	information. The spreading of false	information. The spreading of false
		or misleading information can have	or misleading information can have	or misleading information can have	or misleading information can have
		a significant impact on the prices of	a significant impact on the prices of	a significant impact on the prices of	a significant impact on the prices
		financial instruments in a relatively	financial instruments in a relatively	financial instruments in a relatively	of financial instruments in a
		short period of time. It may consist	short period of time. It may consist	short period of time. It may consist	relatively short period of time. It
		in the invention of manifestly false	in the invention of manifestly false	in the invention of manifestly false	may consist in the invention of
		information, but also the wilful	information, but also the wilful	information, but also the wilful	manifestly false information, but
		omission of material facts, as well as	omission of material facts, as well as	omission of material facts, as well as	also the wilful omission of material
		the knowingly inaccurate reporting	the knowingly inaccurate reporting	the knowingly inaccurate reporting	facts, as well as the knowingly
		of information. This form of market	of information. This form of market	of information. This form of market	inaccurate reporting of
		manipulation is particularly harmful	manipulation is particularly harmful	manipulation is particularly harmful	information. This form of market
		to investors, because it causes them	to investors, because it causes them	to investors, because it causes them	manipulation is particularly
		to base their investment decisions on	to base their investment decisions on	to base their investment decisions on	harmful to investors, because it
		incorrect or distorted information. It	incorrect or distorted information. It	incorrect or distorted information. It	causes them to base their
		is also harmful to issuers, because it	is also harmful to issuers, because it	is also harmful to issuers, because it	investment decisions on incorrect
		reduces the trust in the available	reduces the trust in the available	reduces the trust in the available	or distorted information. It is also
		information related to them. A lack	information related to them. A lack	information related to them. A lack	harmful to issuers, because it
		of market trust can in turn	of market trust can in turn jeopardise	of market trust can in turn jeopardise	reduces the trust in the available
		jeopardise an issuer's ability to issue	an issuer's ability to issue new	an issuer's ability to issue new	information related to them. A lack
		new financial instruments or to	financial instruments or to secure	financial instruments or to secure	of market trust can in turn
		secure credit from other market	credit from other market participants	credit from other market participants	jeopardise an issuer's ability to
		participants in order to finance its	in order to finance <u>his</u> operations.	in order to finance its operations.	issue new financial instruments or
		operations. Information spreads	Information spreads through the	Information spreads through the	to secure credit from other market
		through the market place very	market place very quickly. As	market place very quickly. As a	participants in order to finance its
		quickly. As a result, the harm to	a result, the harm to investors and	result, the harm to investors and	operations. Information spreads
		investors and issuers may persist for	issuers may persist for a relatively	issuers may persist for a relatively	through the market place very
		a relatively long-time until the	long-time until the information is	long-time until the information is	quickly. As a result, the harm to
		information is found to be false or	found to be false or misleading, and	found to be false or misleading, and	investors and issuers may persist
		misleading, and can be corrected by	can be corrected by the issuer or	can be corrected by the issuer or	for a relatively long-time until the
		the issuer or those responsible for its	those responsible for its	those responsible for its	information is found to be false or
		dissemination. It is therefore	dissemination. It is therefore	dissemination. It is therefore	misleading, and can be corrected
1120	4/10	necessary to qualify the spreading of	necessary to qualify the spreading of	necessary to qualify the spreading of	
1138	4/13	false or misleading information,	false or misleading information,	false or misleading information,	for its dissemination. It is therefore
		including rumours and false or	including rumours and false or	including rumours and false or	necessary to qualify the spreading
		misleading news, as being a breach	misleading news, as being a breach	misleading news, as being a breach	of false or misleading information,
		of this Regulation. It is therefore	of this Regulation. It is therefore	of this Regulation. It is therefore	including rumours and false or
		appropriate not to allow those active	appropriate not to allow those active	appropriate not to allow those active	

50	(23a)	(23a) Given the rise in the use of	(23a) Given the rise in the use
		websites, blogs and social media	of websites, blogs and social
		types by both issuers and investors	media, it is important to clarify
		it is important to clarify that	that disseminating false or
		disseminating false or misleading	misleading information via the
		information via the internet	internet, including through social
		including social media sites of	media sites or unattributable
		unattributable blogs, should be	blogs, should be considered for
		considered market abuse in the	the purposes of this Regulation in
		same way as doing so via more	the same way as doing so via more
		traditional communication	traditional communication
		channels.	channels.

51	(24)	(24) The prompt public	(24) The prompt public	(24) The prompt public	24) The public disclosure of
01	(= · )	disclosure of inside information by	disclosure of inside information by		ý I
		an issuer is essential to avoid insider	an issuer is essential to avoid insider	an issuer is essential to avoid insider	÷
		trading and ensure that investors are	trading and ensure that investors are	trading and ensure that investors are	e
		not mislead. Issuers should therefore	not misle <b>a</b> d. Issuers should therefore	not mislead. Issuers should therefore	
		be required to inform the public as	be required to inform the public as	be required to inform the public as	
		soon as possible of inside	soon as possible of inside	*	
		information, unless a delay would	*	information, unless a delay would	*
			information <del>, <u>However</u> this</del>		
		not be likely to mislead the public	obligation may under special		obligation may under special
		and the issuer is able to ensure the	circumstances prejudice the	and the issuer is able to ensure the	
		confidentiality of the information.	legitimate interests of the issuer.	confidentiality of the information.	legitimate interests of the issuer.
			In such circumstances, delayed		In such circumstances, delayed
			disclosure should, be permitted		disclosure should, be permitted
			provided that the delay would not		provided that the delay would not
			be likely to mislead the public and		be likely to mislead the public and
			the issuer is able to ensure the		the issuer is able to ensure the
			confidentiality of the information.		confidentiality of the information.
			<u>The issuer of a financial</u>		<u>The issuer of a financial</u>
			<u>instrument is only under an</u>		<u>instrument is only under an</u>
			obligation to disclose inside		obligation to disclose inside
			information if he has requested or		information if it has requested or
			approved admission of the		approved admission of the
			financial instrument to trading.		financial instrument to trading.

52	(24a)	<u>(24a) For the purposes of</u>	<u>(24</u>	a) For the purposes of
		applying paragraph 12(3) of this	apr	plying paragraph 12(3) and
		<b>Regulation</b> , legitimate interests	<u>12(</u>	(4) of this Regulation,
		may, in particular, relate to the	legi	<u>itimate interests may, in</u>
ľ		following non-exhaustive	par	rticular, relate to the following
ſ		<u>circumstances:</u>	nor	n-exhaustive circumstances:
		(a) negotiations in course, or	$\overline{(a)}$	negotiations in course, or
ſ		related elements, where the	rela	ated elements, where the
		outcome or normal pattern of	out	tcome or normal pattern of
ľ		those negotiations would be likely	tho	ose negotiations would be
		to be affected by public disclosure.	like	ely to be affected by public
		In particular, in the event that the		closure. In particular, in the
		financial viability of the issuer is		ent that the financial viability
		in grave and imminent danger,		the issuer is in grave and
		although not within the scope of		minent danger, although not
		the applicable insolvency law,		thin the scope of the applicable
		public disclosure of information		olvency law, public disclosure
ľ		may be delayed for a limited		information may be delayed
ľ		period where such a public		• a limited period where such a
ľ		disclosure would seriously		blic disclosure <i>would seriously</i>
ľ		jeopardise the interest of existing		pardise the interest of existing
ľ		and potential shareholders by		d potential shareholders by
ľ		undermining the conclusion of		dermining the conclusion of
		specific negotiations designed to		ecific negotiations designed to
ſ		ensure the long-term financial		sure the long-term financial
		recovery of the issuer;		covery of the issuer;
		(b) decisions taken or contracts		decisions taken or contracts
ſ		made by the management body of		de by the management body
ſ		an issuer which need the approval		an issuer which need the
ſ		of another body of the issuer in		proval of another body of the
		order to become effective, where		uer in order to become
		the organisation of such an issuer		ective, where the organisation
		requires the separation between		such an issuer requires the
ľ		these bodies, provided that a		paration between these bodies,
		public disclosure of the		ovided that a public disclosure
<b> </b>		information before such approval.		the information before such to
1138	4/13	together with the simultaneous		proval together with the 43
		annoncement that this approval		nultaneous announcement the
		is still pending would jeopardise		s approval is still pending
		the correct assessment of the		uld jeopardise the correct
		information by the public.		sessment of the information by
		information by the public.	ass	bessment of the information by

52	(25)	(25) At times where a financial	(25) In order to much the	$(25)$ At times lit may $k = \frac{1}{2} + \frac{1}{2}$	(25) In order to much table
53	(25)	(25) At times, where a financial	(25) <u>In order to protect the</u>		
		institution is receiving emergency	public interest, to preserve the	best interest of financial stability for	public interest, to preserve the
		lending assistance, it may be in the	stability of the financial system	the disclosure of inside information	
		best interest of financial stability for	and for example to avoid that	to be delayed when the information	
		the disclosure of inside information	<u>liquidity crises in [financial</u>	is of systemic importance. It should	
		to be delayed when the information	institutions] turn into solvency	therefore be possible for the	institutions turn into solvency
		is of systemic importance. It should	crises due to a sudden withdrawal	competent authority to <i>decide</i> a	<u>crises due to a sudden</u>
		therefore be possible for the	<u>of funds, it may be appropriate to</u>	delay in the disclosure of inside	withdrawal of funds, it may be
		competent authority to authorise a	allow, in exceptional	information.	appropriate to allow, in
		delay in the disclosure of inside	circumstances, the delay of the		exceptional circumstances, the
		information.	disclosure of inside information		delay of the disclosure of inside
			for [financial institutions]. In		information for credit
			particular, this may apply to		institutions or other financial
			information pertinent to		institutions. In particular, this
			temporary liquidity problems,		may apply to information
			where they need to receive central		pertinent to temporary liquidity
			banking lending including		problems, where they need to
			emergency liquidity assistance		receive central banking lending
			from a central bank where		including emergency liquidity
			disclosure of the information		assistance from a central bank
			would have a systemic impact.		where disclosure of the
			This delay should be conditional		information would have a
			upon the issuer obtaining the		systemic impact. This delay
			consent of the relevant competent		should be conditional upon the
			authority and it being clear that		issuer obtaining the consent of
			the wider public and economic		the relevant competent authority
			interest in delaying disclosure		and it being clear that the wider
			outweights the interest of the		public and economic interest in
			market in receiving the		delaying disclosure outweights
			information which is subject to		the interest of the market in
			delay.		receiving the information which
			<u>, -</u>		is subject to delay.
		l			is subject to using

54	(25a)	(25a) In respect to [financia]	(25a) In nonnat of financial	(25a) In respect to financial
34	(25a)	(25a) In respect to [financial	1 0 0	
		institutions], notably where they	institutions, in particular where	institutions, notably where they
		<u>receive central bank lending,</u>	they are receiving central bank	<u>receive central bank lending,</u>
		including emergency liquidity	lending including emergency	including emergency liquidity
		assistance, the assessment of	liquidity assistance, the assessment	assistance, the assessment of
		whether the information is of	of whether the information is of	whether the information is of
		systemic importance and whether	systemic importance and whether a	systemic importance and
		delay of disclosure is in the public	delay of disclosure is in the public	whether delay of disclosure is in
		interest should be made by the		
		<u>competent authority, after</u>	cooperation with the relevant	
		<u>consulting with the relevant</u>	central bank, the competent	authority, after consulting as
		<u>central bank and or any other</u>	authority supervising the issuer	appropriate with the <del>relevant</del>
		<u>relevant national authority.</u>	and, as appropriate, the national	central bank, the macro-
			macro-prudential authority.	prudential authority or any
				other relevant national
				<u>authority.</u>

	(a a. )			
55	(25b)	(25b) The use or attempted u	—	(25b) The use or attempted use
		of inside information to tra	<u>e</u>	of inside information to trade
		either on one's own account or	<u>n</u>	either on one's own account or
		the account of a third part	<u>v</u>	on the account of a third party
		should be clearly prohibited. U	e	should be clearly prohibited. Use
		of inside information can a	0	of inside information can also
		consist of trading in emissi	n	consist of trading in emission
		allowances and derivatives there	f	allowances and derivatives
		and of bidding in the auctions	f	thereof and of bidding in the
		emission allowances or oth	r	auctions of emission allowances
		auctioned products based there	n	or other auctioned products
			0	based thereon that are held
		Regulation (No) 1031/2010	v	pursuant to Regulation (No)
		persons who know, or ought	0	1031/2010 by persons who know,
		know, that the information th	v	or ought to know, that the
		possess constitutes insi		information they possess
		information. Informati		constitutes inside information.
		regarding the mar		Information regarding the
		participant's own plans a		market participant's own plans
		strategies for trading should r		and strategies for trading should
		be considered as insi		not be considered as inside
		information, although informati	=	information, although
		regarding a third party's pla	—	information regarding a third
		and strategies for trading m		party's plans and strategies for
		amount to inside information		trading may amount to inside
		When in possession of insi		information.
		information, transaction	—	
		conducted only in order to redu		
		risks (hedging) directly related		
		a commercial activity on t		
		commodity market should not		
		itself be deemed to constitu		
		insider dealing.	<u>~</u>	
L		instuti utaning.		

56	(26)	(26) The requirement to disclose inside information can be burdensome for issuers, whose financial instruments are admitted to trading on SME growth markets, given the costs of monitoring information in their possession and seeking legal advice about whether and when information needs to be disclosed. Nevertheless, prompt disclosure of inside information is essential to ensure investor confidence in those issuers. Therefore, the European Securities and Markets Authority (ESMA) should be able to issue guidelines which assist issuers to comply with the obligation to disclose inside information without compromising investor protection.	(26) The requirement to disclose inside information can be burdensome for <u>small and medium- sized enterprises</u> , [as defined by <u>Inew MiFID recast]</u> ], whose financial instruments are admitted to trading on SME growth markets, given the costs of monitoring information in their possession and seeking legal advice about whether and when information needs to be disclosed. Nevertheless, prompt disclosure of inside information is essential to ensure investor confidence in those issuers. Therefore, the European Securities and Markets Authority (ESMA) should be able to issue guidelines which assist issuers to comply with the obligation to disclose inside information without compromising investor protection.	inside information can be burdensome for issuers, whose financial instruments are admitted to trading on SME growth markets, given the costs of monitoring information in their possession and seeking legal advice about whether and when information needs to be disclosed. Nevertheless, prompt disclosure of inside information is essential to ensure investor confidence in those issuers. Therefore, the European Supervisory Authority (European Securities and Markets Authority) (ESMA), established by Regulation (EU) No 1093/2010 of the European Parliament and of the Council should be able to issue guidelines which assist issuers to comply with the obligation to disclose inside	whose financial instruments are admitted to trading on SME growth markets, given the costs of monitoring information in their possession and seeking legal advice about whether and when information needs to be disclosed. Nevertheless, prompt disclosure of inside information is essential to ensure investor confidence in those issuers. Therefore, the European Securities and Markets Authority (ESMA) should be able to issue guidelines which assist issuers to comply with the obligation to disclose inside information without
			1 0	1 2	

57 (	(27)	(27) Insider lists are an important tool for regulators when investigating possible market abuse, but national differences in regards to data to be included in those lists impose unnecessary administrative burdens on issuers. Data fields required for insider lists should therefore be uniform in order to reduce those costs. The requirement to keep and constantly update insider lists imposes administrative burdens specifically on issuers on SME growth markets. As competent authorities are able to exercise effective market abuse supervision without having those lists available at all times for those issuers they should be exempt from this obligation in order to reduce the administrative costs imposed by this Regulation.	(27) Insider lists are an important tool for regulators when investigating possible market abuse, but national differences in regards to data to be included in those lists impose unnecessary administrative burdens on issuers. Data fields required for insider lists should therefore be uniform in order to reduce those costs. The requirement to keep and constantly update insider lists imposes administrative burdens specifically on issuers <u>in</u> SME growth markets. As competent authorities are able to exercise effective market abuse supervision without having those lists available at all times for those issuers they should be exempt from this obligation in order to reduce the administrative costs imposed by this Regulation.	tool for regulators when investigating possible market abuse, but national differences in regards to data to be included in those lists impose unnecessary administrative burdens on issuers. Data fields required for insider lists should therefore be uniform <i>and subject to</i> <i>full harmonisation</i> in order to reduce those costs <i>for companies of</i> <i>all sizes. It is important that</i> <i>persons included on insider lists are</i>	investigating possible market abuse, but national differences in regards to data to be included in those lists impose unnecessary administrative burdens on issuers.
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58	(27a)	<u>(27a) The establishment, by</u>	<u>(27a) The establishment, by</u>
		issuers or persons acting on their	issuers or any person acting on
		<u>account, of lists of persons</u>	<u>their behalf or account, of lists o</u>
		working for them under a	persons working for them under
		<u>contract</u> of employment or	<u>a contract of employment of</u>
		otherwise and having access to	otherwise and having access to
		inside information relating,	<u>inside</u> information relating
		directly or indirectly, to the issuer,	<u>directly or indirectly, to the</u>
		<u>is a valuable measure for</u>	<u>issuer, is a valuable measure for</u>
		protecting market integrity. These	protecting market integrity
		lists may serve issuers or such	These lists may serve issuers of
		persons to control the flow of	such persons to control the flow
		inside information and thereby	<u>of inside information and</u>
		manage their confidentiality	thereby help manage their
		duties. Moreover, these lists may	<u>confidentiality duties. Moreover</u>
		also constitute a useful tool for	these lists may also constitute a
		<u>competent</u> authorities to which	<u>useful tool for competen</u>
		any insider has access and the	<u>authorities to identify any person</u>
		date on which it gained access	who has access to inside
		thereto is necessary for issuers	
		and competent authorities. Access	which they gained access. Acces
		to inside information relating,	<u>to inside information relating</u>
		directly or indirectly, to the issuer	<u>directly or indirectly, to the</u>
		by persons included on such a list	issuer by persons included on
		is without prejudice to their duty	
		to refrain from insider dealing on	<u>their duty to refrain from inside</u>
		the basis of any inside information	dealing.
		as defined in this Regulation.	

= 0	(20)				
59	(28)	(28) Greater transparency of	(28) Greater transparency of	(28) Greater transparency of	- /
		transactions conducted by persons	transactions conducted by persons	transactions conducted by persons	transactions conducted by persons
		discharging managerial		discharging managerial	5 5 5
		responsibilities at the issuer level	*	responsibilities at the issuer level	1
		and, where applicable, persons	and, where applicable, persons	and, where applicable, persons	and, where applicable, persons
		closely associated with them,	closely associated with them,	closely associated with them,	closely associated with them,
		constitutes a preventive measure	constitutes a preventive measure	constitutes a preventive measure	constitutes a preventive measure
		against market abuse. The	against market abuse, particularly	against market abuse. Therefore,	against market abuse, particularly
		publication of those transactions on	insider dealing. The publication of	highest possible standards should	insider dealing. The publication of
		at least an individual basis can also	those transactions on at least an	be used for the disclosure of	those transactions on at least an
		be a highly valuable source of	individual basis can also be a highly	manager's transactions and in all	individual basis can also be a
		information to investors. It is	valuable source of information to	of their public communication. The	highly valuable source of
		necessary to clarify that the	investors. It is necessary, therefore,	publication of those transactions on	information to investors. It is
1		obligation to publish those	to clarify that the obligation to	at least an individual basis can also	necessary to clarify that the
		managers' transactions also includes	publish those managers' transactions	be a highly valuable source of	obligation to publish those
		the pledging or lending of financial	also includes the pledging or lending	information to investors. It is	managers' transactions also
		instruments and also transactions by	of financial instruments, as the	necessary to clarify that the	includes the pledging or lending of
		another person exercising discretion	pledging of shares can result in a	obligation to publish those	financial instruments, as the
		for the manager. In order to ensure	material and potentially	managers' transactions also includes	pledging of shares can result in a
		an appropriate balance between the	destabilising impact on the	the pledging or lending of financial	material and potentially
		level of transparency and the	company in the event of a sudden,	instruments and also transactions by	destabilising impact on the
		number of reports notified to	unforeseen disposal. Without	another person exercising discretion	company in the event of a
		competent authorities and the	disclosure, the market would not	for the manager.	sudden, unforeseen disposal.
		public, a uniform threshold should	know that there was the increased		Without disclosure, the market
		be introduced in this Regulation	possibility of, for example, a		would not know that there was
		below which transactions shall not	significant future change in share		the increased possibility of, for
		be notified.	ownership; increase in the supply		example, a significant future
			of shares to the marketplace; or		change in share ownership;
			loss of voting rights in that		increase in the supply of shares
			company. For this reason, a		to the marketplace; or loss of
			routine pledge of securities in		voting rights in that company.
			connection with the depositing of		For this reason, notification
			the securities in a custody account		under this Regulation will be
			will not require notification under		required where the pledge of the
			this Regulation, unless the pledge		securities is made as part of a
1100	4/12				wider transaction in which the ro
1138	34/13		of the securities is made as part of a wider transaction in which the		manager pledges the securities as
			mana <b>Der (pleB</b> ges the securities as		collateral to gain credit from <b>a</b> N
			collateral in order to gain credit		third party. Additionally, full
1			from a third party. Additionally,		and proper market transparency
			full and proper market		is a prerequisite for the

60	(28a)	(28a) The notification of	(28a) The notification of
		transactions conducted by a	transactions conducted by a
		person discharging managerial	person discharging managerial
		responsibilities within an issuer on	responsibilities within an issuer
		their own account, or by person	on their own account, or by
		closely associated with them, is	person closely associated with
		not only a valuable information	<u>them, is not only valuable</u>
		for market participants, but also	<u>information for market</u>
		<u>constitutes an additional means</u>	participants, but also constitutes
		for competent authorities to	<u>an additional means for</u>
		supervise markets. The obligation	<u>competent</u> authorities to
		by senior executive to notify	supervise markets. The
		transactions is without prejudice	obligation to notify transactions
		to their duty to refrain from	is without prejudice to the duty
		insider dealing on the basis of any	<u>to refrain from insider dealing.</u>
		inside information as defined in	
		this regulation.	

<u> </u>			Г	
61	(28aa)	(28aa) Some member states have		(28b) Notification of
		seen an increase in the number of		<u>transactions should be in</u>
		investors that use life insurance		accordance with the rules on
		<u>contracts</u> (including endowment		transfer of personal data laid
		insurance) as a means of investing		down in Directive 95/46/EC of
		<u>in financial instruments. For</u>		the European Parliament and of
		certain types of life insurance		the Council of 24 October 1995
		contracts, although the financial		on protection of individuals with
		instruments are owned by the		regard to the processing of
		insurer, the policyholder has the		personal data and on the
		right to execute transactions in the		movement of such data.
		financial instruments through a		
		power of attorney. Since these		
		insurance contracts are connected		
		to securities custody accounts that		
		the insured investors may use to		
		execute transactions in the		
		financial instruments, investors		
		frequently use these insurances as		
		their private securities custody		
		accounts. It would impair		
		transparency and impede the		
		detection of market abuse if these		
		transactions were not published.		
		For these reasons, it is important		
		to clarify that the obligation to		
		notify transactions undertaken by		
		persons discharging managerial		
		responsibilities within an issuer,		
		also includes transactions in		
		financial instruments that are		
		included in an insurance contract		
		where the investment risk is born		
		by the policyholder and where the		
		policyholder has the power to		
<u> </u>		make investment decisions		
1138	34/13	regarding the specific instruments		52
		included Ging the insurance. In		דאיד ד
		order to avoid multiple reports of		EN
		<u>insurance company is not</u>		

62	(201)		(29a) Developed $distributions$
62	(28b)	(28b) Notification of	(28c) Persons discharging
		<u>transactions should be in</u>	managerial responsibilities within
		<u>accordance with the rules on</u>	an issuer should be prohibited
		transfer of personal data laid	from trading before the
		down in Directive 95/46/EC of the	announcement of an interim
		European Parliament and of the	financial report or a year-end
		Council of 24 October 1995 on	report which the relevant issuer is
		protection of individuals with	obliged to make public according
		regrad to the processing of	to the rules of the trading venue
		personal data and on the	where the issuer's shares are
		movement of such data.	admitted to trading or according to
			national law issuer's annual, half-
			<del>year and quarterly results</del> , unless
			specific and restricted
			circumstances exist which would
			justify a permission of trading by
			the issuers. However, any such
			permission by the issuer is without
			· ·
			prejudice to the duty of the persons
			discharging managerial
			responsibilities to refrain from
			insider dealing.

r					
63	(29)	(29) A set of effective tools and	(29) A set of effective tools and		(29) A set of effective tools
	/(29a)	powers for the competent authority	powers for the competent authority	powers for the competent authority	powers and resources for the
		of each Member State guarantees	of each Member State guarantees	of each Member State guarantees	competent authority of each
		supervisory effectiveness. Market	supervisory effectiveness. <u>This</u>	supervisory effectiveness. Market	Member State guarantees
		undertakings and all economic	<b>Regulation therefore in particular</b>	undertakings and all economic	supervisory effectiveness. <u>This</u>
		actors should also contribute to	<u>foresees a minimum set of</u>	actors should also contribute to	<b>Regulation therefore in</b>
		market integrity. In this sense, the	supervisory and investigative	market integrity. In this sense, the	<u>particular foresees a minimum</u>
		designation of a single competent	powers competent authorities of	designation of a single competent	set of supervisory and
		authority for market abuse should	Member States should be	authority for market abuse should	investigative powers competent
		not exclude collaboration links or	entrusted with in accordance with	not exclude collaboration links or	<u>authorities of Member States</u>
		delegation under the responsibility	national law. Those powers should	delegation under the responsibility	<u>should be entrusted with in</u>
		of the competent authority, between	be exercised, where the national	of the competent authority, between	accordance with national law.
		that authority and market	law so requires, by application to	that authority and market	Those powers should be
		undertakings with a view to	the competent judicial authorities.	undertakings with a view to	exercised, where the national law
		guaranteeing efficient supervision of	(29a) Market undertakings and all	guaranteeing efficient supervision of	so requires, by application to the
		compliance with the provisions in	economic actors should also	compliance with the provisions in	competent judicial authorities.
		this Regulation.	contribute to market integrity. In this	this Regulation.	When exercising their powers
			sense, the designation of a single		under this Regulation competent
			competent authority for market		authorities should act objectively
			abuse should not exclude		and impartially and remain
			collaboration links or delegation		autonomous in their decision
			under the responsibility of the		making.
			competent authority, between that		(29a) Market undertakings and
			authority and market undertakings		all economic actors should also
			with a view to guaranteeing efficient		contribute to market integrity. In
			supervision of compliance with the		this sense, the designation of a
			provisions in this Regulation.		single competent authority for
			provisions in this regulation.		market abuse should not exclude
					collaboration links or delegation
					under the responsibility of the
					competent authority, between that
					authority and market undertakings
					with a view to guaranteeing
					efficient supervision of compliance
-					with the provisions in this
1138	34/13		OM/mf		Regulation. Where persons who produce or disseminate investment
			DCC 1D		
			DGG 1B		
					information recommending or
					suggesting an investment strategy
					in one or more financial

64	(20)	(20) Eag the ground of $f_{1}$ is	(20) Eag the ground of $f(t)$	(20) Eag the ground of $f(t)$	(20) For the mass $($
64	(30)	(30) For the purpose of detecting	(30) For the purpose of detecting	(30) For the purpose of detecting	(30) For the purpose of
		cases of insider dealing and market	cases of insider dealing and market	cases of insider dealing and market	detecting cases of insider dealing
		manipulation, it is necessary for	manipulation, it is necessary for	manipulation, it is necessary for	and market manipulation, it is
		competent authorities to have the	competent authorities to have in	competent authorities to have the	necessary for competent authorities
		possibility to have access to private	accordance with national law the	possibility to have access to private	to have, <u>in accordance with</u>
		premises and seize documents. The	possibility to have access to the	premises and seize documents. The	national law, the ability access to
		access to private premises is	premises and of natural and legal	access to private premises is	the premises of natural and legal
		necessary in particular where: the	persons in order to seize	necessary in particular where: the	<b>persons in order to</b> seize
		person to whom a demand for	documents. The access to such	person to whom a demand for	documents. The access to such
		information has already been made	premises is necessary when there	information has already been made	premises is necessary when there
		fails (wholly or in part) to comply	is reasonable suspicion that	fails (wholly or in part) to comply	is reasonable suspicion that
		with it; or where there are	documents and other data related	with it; or where there are	documents and other data
		reasonable grounds for believing	to the sublect matter of an	reasonable grounds for believing	related to the subject matter of
		that if a demand were to be made, it	inspection or investigation exist	that if a demand were to be made, it	an investigation exist and may be
		would not be complied with, or that	and may be relevant to prove a	would not be complied with, or that	relevant to prove a case of
		the documents or information to	possible violation of this	the documents or information to	insider dealing or market
		which the information requirement	<b>Regulation.</b> Additionally the	which the information requirement	manipulation. Additionally the
		relates, would be removed, tampered	access to such premises is	relates, would be removed, tampered	<u>access to such premises is</u>
		with or destroyed.	necessary where: the person to	with or destroyed.	necessary where: the person to
			whom a demand for information has		whom a demand for information
			already been made fails (wholly or		has already been made fails
			in part) to comply with it; or where		(wholly or in part) to comply with
			there are reasonable grounds for		it; or where there are reasonable
			believing that if a demand were to		grounds for believing that if a
			be made, it would not be complied		demand were to be made, it would
			with, or that the documents or		not be complied with, or that the
			information to which the		documents or information to which
			information requirement relates,		the information requirement
			would be removed, tampered with or		relates, would be removed,
			destroyed. If prior authorisation is		tampered with or destroyed. If
			needed from the judicial authority		prior authorisation is needed
			of the Member State concerned, in		from the judicial authority of the
			accordance with national law,		Member State concerned, in
			such power for access into		accordance with national law,
			premises shall be used after		such power for access into
1120	4/12		having obtained that prior judicial		premises shall be used after
1138	4/13		authorisation.		having obtained that prior

65 (31)	) (31) Existing telephone and data	(31) Existing <b>recordings of</b>	(31) Existing <i>records of</i>	(31) Existing <b>recordings of</b>
05 (51)	traffic records from investment	telephone <u>conversations</u> and data	telephone <i>conversations</i> , <i>electronic</i>	telephone <u>conversations</u> and data
	firms executing transactions, and	traffic records from investment	<i>communications</i> and data traffic	traffic records from investment
	existing telephone and data traffic	firms executing <u>and documenting</u>	records from investment firms	firms executing and documenting
	records from telecom operators	the executions of transactions, as	executing transactions, and existing	the executions of transactions, as
	constitute crucial, and sometimes		telephone and data traffic records	
	the only, evidence to detect and	well as existing telephone and data traffic records from	from <i>telecommunication</i> operators	well as existing telephone and data traffic records from
	prove the existence of insider		constitute crucial, and sometimes the	
	dealing and market manipulation.	telecommunications operators constitute crucial, and sometimes	only, evidence to detect and prove	<u>telecommunications</u> operators constitute crucial, and sometimes
	Telephone and data traffic records	the only, evidence to detect and	the existence of insider dealing and	the only, evidence to detect and
	may establish the identity of a	prove the existence of insider	market manipulation. Telephone	prove the existence of insider
	person responsible for the	-	and data traffic records may	1
	dissemination of false or misleading	dealing and market manipulation. Telephone and data traffic records	establish the identity of a person	dealing and market manipulation. Telephone and data traffic records
	information, that persons have been	may establish the identity of a	responsible for the dissemination of	may establish the identity of a
	in contact at a certain time, and that	person responsible for the	false or misleading information, that	person responsible for the
	a relationship exists between two or	dissemination of false or misleading	persons have been in contact at a	dissemination of false or
	more people. In order to introduce a	information $\overline{\mathbf{r}}$ or that persons have	certain time, and that a relationship	misleading information, or that
	level playing field in the Union in	been in contact at a certain time, and	exists between two or more people.	persons have been in contact at a
	relation to the access by competent	that a relationship exists between	Therefore, competent authorities	certain time, and that a relationship
	authorities to telephone and existing	two or more people. Acces to data	should be able to require existing	exists between two or more people.
	data traffic records held by a	and telephone records is necessary	recordings of telephone	Therefore, competent authorities
	telecommunication operator or by an	to provide evidence and	conversations, electronic	should be able to require existing
	investment firm, competent	investigate leads on possible	communications and data traffic	recordings of telephone
	authorities should be able to require	insider dealing or market	records held by an investment firm	conversations, electronic
	existing telephone and existing data	manipulation, and therefore for	in accordance with Directive [new	communications and data traffic
	traffic records held by a	the detection and sanctioning of	MiFID]. In order to introduce a	records held by an investment
	telecommunication operator or by an	market abuse. In order to introduce	level playing field in the Union in	firm or credit institution in
	investment firm, where a reasonable	a level playing field in the Union in	relation to the access by competent	accordance with Directive [new
	suspicion exists that such records	relation to the access by competent	authorities to telephone and existing	MiFIDJ. Access to data and
	related to the subject-matter of the	authorities to telephone and existing	data traffic records held by a	telephone records is necessary to
	inspection may be relevant to prove	data traffic records held by a	telecommunication operator	provide evidence and investigate
	insider dealing or market	telecommunication operator or the	competent authorities should be	leads on possible insider dealing
	manipulation as defined in [new	existing recordings of telephone	able to require existing telephone	or market manipulation, and
	MAD] in violation of this	conversations and data traffic	and existing data traffic records held	therefore for the detection and
	Regulation or Directive [new	held by an investment firm.	by them, where such telephone and	sanctioning of market abuse. In
11384/13	MAD]. Telephone and data traffic	competent authorities should /inf	data traffic records may be relevant	order to introduce a level playing 56
11384/13	records do not encompass the	<u>conformity with national law be</u>	to prove insider dealing or market	field in the Union in relation to the po
	content of such records.	able DoGreguine existing telephone	manipulation as defined in Directive	access to telephone and existing N
		and existing data traffic records held	//EU [new MAD] in violation of	data traffic records held by a
		by a telecommunication operator	this Regulation or Directive//EU	telecommunication operator or the
		<del>or</del> insofar as permitted under	[new MAD]. Such records should	existing recordings of telephone

	(31A) While this Regulation specifies a minimum set of powers competent authorities should have, these powers are to be exercised within a complete system of national law which guarantees the
	respect for fundamental rights, including the right to privacy. For
	the exercise of those powers,
	which may amount to serious interferences with the right to
	respect private and family life,
	home and communications,
	Member States should have in
	place adequate and effective
	safeguards against any abuse, for instance, where appropriate prior
	authorisation from the judicial
	authorities of a Member State
	concerned. Member States should
	allow the possibility for competent
	authorities to exercise such
	intrusive powers to the extent necessary for the proper
	necessary for the proper investigation of serious cases
	where there are no equivalent
	means for effectively achieving the
	same result.

66	(32)	(32) Since market abuse can take place across borders and markets, competent authorities should be required to cooperate and exchange information with other competent and regulatory authorities, and with ESMA, in particular in relation to investigation activities. Where a competent authority is convinced that market abuse is being, or has been, carried out in another Member State or affecting financial instruments traded in another Member State, it should notify that fact to the competent authority and ESMA. In cases of market abuse with cross-border effects, ESMA should be required to coordinate the investigation if requested to do so by one of the competent authorities concerned.	ESMA, in particular in relation to investigation activities. Where a competent authority is convinced that market abuse is being, or has been, carried out in another Member State or affecting financial instruments traded in another Member State, it should notify that fact to the competent authority and ESMA. In cases of market abuse with cross-border effects, ESMA <u>may</u> coordinate the investigation if requested to do so by one of the	place across borders and markets, competent authorities should be required to cooperate and exchange information with other competent and regulatory authorities, and with ESMA, in particular in relation to investigation activities. Where a competent authority is convinced that market abuse is being, or has been, carried out in another Member State or affecting financial instruments traded in another Member State, it should notify that fact to the competent authority and ESMA. In cases of market abuse	take place across borders and markets, in all but exceptional circumstances competent authorities should be required to cooperate and exchange information with other competent and regulatory authorities, and
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67	(32a)	(32a) Early detection and	(32a) It is necessary for competent
		effective investigation of market	authorities to have the necessary
		manipulation poses substantial	tools for effective cross market
		difficulties for competent	order-book surveillance. Pursuant
		authorities. In particular, when	to [Article 51(7)] of MiFID,
		such manipulation is conducted	competent authorities are able to
		through order-book activity the	request and receive data from
		fragmentation of trading venues	other competent authorities
		hinders market oversight due to	relating to the order book to assist
		lack of consolidated data. In order	in monitoring and detecting
		to address this shortcoming, an	market manipulation on a cross
		effective mechanism needs to be	border basis.
		established to allow cross-market	
		order-book surveillance. To that	
		end, the competent authorities of	
		the trading venue where the issuer	
		was first admitted to trading need to	
		receive comprehensive order-book	
		data on a daily basis from regulated	
		markets and MTFs. In accordance	
		with Article 69(2) of Directive	
		//EU [new MiFID] competent	
		authorities should be able to	
		delegate surveillance tasks to third	
		parties.	

68	(33)	(33) In order to ensure exchanges	(33) In order to ensure exchanges	(33) In order to ensure exchanges	(33) In order to ensure
00	(33)	of information and cooperation with	of information and cooperation with	of information and cooperation with	exchanges of information and
		third country authorities in relation	third country authorities in relation	*	
		2	-	-	1
		to the effective enforcement of this	to the effective enforcement of this	to the effective enforcement of this	authorities in relation to the
		Regulation, competent authorities	Regulation, competent authorities		effective enforcement of this
		should conclude cooperation	should conclude cooperation	should conclude cooperation	Regulation, competent authorities
		arrangements with their counterparts	arrangements with their counterparts	arrangements with their counterparts	should conclude cooperation
		in third countries. Any transfer of	in third countries. Any transfer of	-	arrangements with their
		personal data carried out on the	personal data carried out on the	*	counterparts in third countries.
		basis of those agreements shall	basis of those agreements shall		Any transfer of personal data
		comply with Directive (EC)	comply with Directive (EC)	with Directive (EC) 95/46/EC of the	carried out on the basis of those
		95/46/EC of the European	95/46/EC of the European	European Parliament and of the	agreements shall comply with
		Parliament and of the Council of 24	Parliament and of the Council of 24	Council of 24 October 1995 on the	Directive (EC) 95/46/EC of the
		October 1995 on the protection of	October 1995 on the protection of	protection of individuals with regard	European Parliament and of the
		individuals with regard to the	individuals with regard to the	to the processing of personal data	Council of 24 October 1995 on the
		processing of personal data and on	processing of personal data and on	and on the free movement of such	protection of individuals with
		the free movement of such data and	the free movement of such data and	data and with Regulation (EC) No	regard to the processing of
		with Regulation (EC) No 45/2001 of	with Regulation (EC) No 45/2001 of		personal data and on the free
		the European Parliament and of the	the European Parliament and of the	<b>^</b>	movement of such data and with
		Council of 18 December 2000 on	Council of 18 December 2000 on	2000 on the protection of individuals	Regulation (EC) No 45/2001 of the
		the protection of individuals with	the protection of individuals with	<b>^</b>	European Parliament and of the
		regard to the processing of personal	regard to the processing of personal	personal data by the Community	Council of 18 December 2000 on
		data by the Community institutions	data by the Community institutions	- · · ·	the protection of individuals with
		and bodies and on the free	and bodies and on the free		regard to the processing of
		movement of such data .	movement of such data .		personal data by the Community
		no venient of buen uuu .	no content of buen dutu .		institutions and bodies and on the
					free movement of such data .
					nee movement of such data.

60					
69	(34)	(34) A sound prudential and	(34) A sound prudential and	· · · ·	
		conduct of business framework for	conduct of business framework for	conduct of business framework for	conduct of business framework for
		the financial sector should rest on	the financial sector should rest on	the financial sector should rest on	the financial sector should rest on
		strong supervisory and sanctioning	strong supervisory, investigatory	strong supervisory and sanctioning	strong supervisory, investigatory
		regimes. To this end, supervisory	and sanctioning regimes. To this	regimes. To this end, supervisory	and sanctioning regimes. To this
		authorities should be equipped with	end, supervisory authorities should	authorities should be equipped with	end, supervisory authorities should
		sufficient powers to act and should	be equipped with sufficient powers	sufficient powers to act and should	be equipped with sufficient powers
		be able to rely on equal, strong and	to act and should be able to rely on	be able to rely on equal, strong and	to act and should be able to rely on
		deterrent sanctions regimes against	equal, strong and deterrent sanctions	deterrent sanctions regimes against	equal, strong and deterrent
		all financial misconduct, sanctions	regimes against all financial	all financial misconduct, sanctions	sanctions regimes against all
		which should be enforced	misconduct, sanctions which should	which should be enforced	financial misconduct, sanctions
		effectively. However, the High	be enforced effectively. However,	effectively. However, the High	which should be enforced
		Level Group considered that none of	the High Level Group considered	Level Group considered that none of	effectively. However, the High
		these elements is currently in place.	that none of these elements is	these elements is currently in place.	Level Group considered that none
		A review of existing sanctioning	currently in place. A review of	A review of existing sanctioning	of these elements is currently in
		powers and their practical	existing sanctioning powers and	powers and their practical	place. A review of existing
		application aimed at promoting	their practical application aimed at	application aimed at promoting	sanctioning powers and their
		convergence of sanctions across the	promoting convergence of sanctions	convergence of sanctions across the	practical application aimed at
		range of supervisory activities has	across the range of supervisory	range of supervisory activities has	promoting convergence of
		been carried out in the Commission	activities has been carried out in the	been carried out in the Commission	sanctions across the range of
		Communication of 8 December	Commission Communication of 8	Communication of 8 December 2010	supervisory activities has been
		2010 on reinforcing sanctioning	December 2010 on reinforcing	on reinforcing sanctioning regimes	carried out in the Commission
		regimes in the financial sector.	sanctioning regimes in the financial	in the financial sector. This	Communication of 8 December
		e	sector.	Regulation, together with Directive	2010 on reinforcing sanctioning
				2012//EU of the European	regimes in the financial sector.
				Parliament and of the Council of	5
				[on criminal sanctions for insider	
				dealing and market manipulation	
				aims at establishing a detailed	
				framework concerning, in	
				particular, the sanctions that are to	
				be imposed to combat market	
				abuse.	

70 (3	35)	(35) Therefore, as well as providing regulators with effective	(35) <u>Sanctions applied in</u> specific cases should be	(35) Therefore, a set of administrative measures, sanctions	(35) Therefore, a set of administrative measures, sanctions
		supervisory tools and powers, a set	determined taking into account	and fines should be laid down by	and fines should be provided for
		of administrative measures,	where appropriate factors such as	this Regulation to ensure a common	laid down by this Regulation to
		sanctions and fines should be laid	the disgorgement of any identified	approach in Member States and to	ensure a common approach in
		down to ensure a common approach	financial benefit, the gravity and	enhance their deterrent effect.	Member States and to enhance
		in Member States and to enhance		Administrative fines should take into	their deterrent effect. The
		their deterrent effect. Administrative	duration of the breach, any aggravating or mitigating factors,	account factors such as the	
		fines should take into account	the need for fines to have a deterrent	disgorgement of any identified	possibility of a disbarment from
				000	management functions within
		factors such as the disgorgement of	effect and, where appropriate,	financial benefit, the gravity and	investment firms should be
		any identified financial benefit, the	include a discount for cooperation	duration of the breach, any	available to the competent
		gravity and duration of the breach,	with the competent authority. <u>In</u>	aggravating or mitigating factors, the	authority.
		any aggravating or mitigating	particular, the actual amount of	impact of the breach on third	Sanctions applied in specific
		factors, the need for fines to have a	administrative fines to be imposed	parties and the orderly functioning	cases should be determined
		deterrent effect and, where	in a specific case may reach the	of markets, the need for fines to	taking into account where
		appropriate, include a discount for	maximum level provided for in	have a deterrent effect and <i>prevent</i>	appropriate factors such as the
		cooperation with the competent	this Regulation, or the higher level	repeated breaches, including the	disgorgement of any identified
		authority. The adoption and	provided for in national law, for	possibility of permanent disbarment	financial benefit, the gravity and
		publication of sanctions should	very serious breaches, while fines	from functions within investment	duration of the breach, any
		respect fundamental rights as laid	significantly lower than the	firms or market operators, and,	aggravating or mitigating factors,
		down in the Charter of Fundamental	maximum level may be applied to	where appropriate, include a	the need for fines to have a
		Rights of the European Union, in	minor breaches or in case of	discount for cooperation with the	deterrent effect and, where
		particular the right to respect for	settlement. This regulation should	competent authority. The adoption	appropriate, include a discount for
		private and family life (Article 7),	not limit Member States in their	and publication of sanctions should	cooperation with the competent
		the right to the protection of	ability to provide for higher levels	respect fundamental rights as laid	authority. <u>In particular, the</u>
		personal data (Article 8) and the	of administrative sanctions.	down in the Charter of Fundamental	actual amount of administrative
		right to an effective remedy and to a		Rights of the European Union.	fines to be imposed in a specific
		fair trial (Article 47).			case may reach the maximum
					<u>level provided for in this</u>
					<b>Regulation, or the higher level</b>
					provided for in national law, for
					very serious breaches, while fines
					significantly lower than the
					maximum level may be applied
					to minor breaches or in case of
1384/1	13		OM/mf		settlement.
11304/1	15				The possibility of a disbarment
			DGG 1B		from management functions
					within investment firms should
					be available to the competent
					authority.

71	(35a)	(35a) On the other hand,	[deleted]
		Directive 2012//EU of the	
		European Parliament and of the	
		Council of [on criminal	
		sanctions for insider dealing and	
		market manipulation] should	
		introduce a requirement for all	
		Member States to put in place	
		effective, proportionate and	
		dissuasive criminal sanctions for	
		the most serious insider dealing	
		and market manipulation offences.	
		Both acts are intended to be	
		complementary and should,	
		together, provide the necessary	
		instruments and tools to impose the	
		appropriate sanctions as the case	
		may be. However, nothing should	
		oblige the authorities in question to	
		choose from the beginning of the	
		investigation the type of sanctions	
		that they wish to impose. In other	
		words, the fact that an investigation	
		is started with a view to imposing	
		administrative sanctions should not	
		exclude the imposition of criminal	
		sanctions, depending on the	
		specificities of the case.	
		specificates of the case.	

preventsMemberStatesfromlayingdownrulesforadministrative sanctions as well as criminal sanctions on the same infringements, Membersamesameinfringements, MemberStatessamesameinfringements, Member	70			
laving     down     rules     for       administrative sanctions as well as     administrative sanctions as well     as       criminal sanctions on the same     as     criminal sanctions on the same       infringements.     Member     States     States       should not be required to lav     States     should not be required to lav       down     rules     for     administrative       sanctions on the infringements of     administrative sanctions on the       subject to national criminal as     which are already       subject to national criminal law     which are already subject to       by 124 months after entry into     mational criminal law       force of this Regulation.     In conformity       impose both administrative and     States are not obliged to       impose both administrative and     States are not obliged to       infringements.     for the same offence,       national law     permits       downer, the maintenance of     criminal sanctions for the same       of this Regulation or of Directive     riminal sanctions of the same       national law     permits       downer, addition or of Directive     riminal sanctions of the same       of this Regulation or of Directive     riminal sanctions of the same       for exertine administrative sanctions for     sanctions for the sance offer	72	(35aa)	(35aa) Even though nothing	(35aa) Even though nothing
administrative sanctions as well as       administrative sanctions as well as         infringements, Member States       same infringements, Member States         should not be required to lay       bar of the same infringements, Member States         should not be required to lay       bar of the same infringements, Member States         should not be required to lay       bar of the same infringements of this Regulation which are already         which are already       which are already subject to national criminal law         y 124 months after entry into       mational criminal law         y 124 months after entry into       mational arriminal law, which are already subject to national criminal law, which are already subject to inpose oth administrative and         gender of this Regulation. In       months after entry into force of this Regulation. In conformity         Member States are not obliged to impose or administrative and offence, but they can do so if their       states are not obliged to impose or administrative and offence, but they can do so if their         However, the maintenance of of this Regulation or of Directive       mational law permits them.         However, the maintenance of of the same competent authorities to competent authorities to competent authorities in other       mational sanctions for violations         Operate, access and eckhange       redue or otherwise affect the ability of competent authorities in other         Member States for the purposes of this Regulation or of therefevant				
criminal sanctions on the same infringements, Member States should not be required to lay down rules for administrative sanctions on the infringements of this Regulation which are already subject to national criminal law by 124 months after entry into the by 124 months after entry into conformity with national law, thember States are not obliged to impose both administrative and offence, but they can do so if their However, the maintenance of criminal sanctions for violations of this Regulation of Directive of this Regulation of Directive invokential sanctions for violations of this Regulation in a timely way with administrative affect the ability of competent authorities in other competent authorities for criminal presecution, including after any referral of the Regulation, including after any referral of the relevant infringements to the competent infringements to the competent including after any referral of the relevant infringements to the competent infringements to the competent infringements to the competent infringements to the competent infringements to the competent infringements to the competent infringements to the competent infringements to the competent infringements to the competent in				
infringements, Member States     same infringements, Member       should not be required to law     States should not be required to law       down rules for administrative     law down rules for       sanctions on the infringements of     ministrative sanctions on the       bits Regulation which are already     infringements of this Regulation       subject to national criminal law     which are already       by 124 months after entry into     mational criminal law, by 24       force of this Regulation. In     months after entry into force of       conformity with national law,     this Regulation. In conformity       Wember States are not obliged to     with mational law, Member       force, but they can do so if their     sanctions for the same       off this Regulation or of Directive     but they can do so if their       national law permits them.     However, the maintenance of       riminal sanctions for violations     However, the maintenance of       of this Regulation or of Directive     criminal sanctions for violations       of the sequlation or of Directive     criminal sanctions instead of       New MAD Ishould not reduce or     administrative sand cos fleet       otherwise affect the ability of     violations of this Regulation or of       competent authorities in other     cooperate, access and       mother filter     ability of competent authorities       opported, acce				-
should not be required to lay     States should not be required to       down rules for administrative     lay down rules for       sanctions on the infringements of     tadministrative sanctions on the       this Regulation which are already     infringements of this Regulation       subject to national criminal law     which are already subject to       by 124 months after entry into     national criminal law by 24       force of this Regulation]. In     months after entry into       conformity with national law,     this Regulation. I conformity       Member States are not obliged to     with national law. Member       impose both administrative and     States are not obliged to impose       offence, but they can do so if their     sanctions for the same       offence, but they can do so if their     national law permits them.       However, the maintenance of     reministrative sand offence,       of this Regulation or of Directive     criminal sanctions for violations       However, the maintenance of     criminal sanctions instead of       of this Regulation or of Directive     criminal sanctions of the same       of this Regulation or of competent authorities to     competent authorities to       competent authorities in other     competent authorities in other       however, the authorities in other     competent authorities in other       competent authorities in other     competent authorities in o				
down rules for administrative sanctions on the infringements of this Regulation which are already     infringements of this Regulation which are already       subject to national criminal law     which are already subject to national criminal law     which are already subject to national criminal law.       by 124 months after entry into     national criminal law,     which are already subject to national criminal law.       months after entry into     national criminal law,     which are already subject to national criminal law.       months after entry into     nonformity, with national law,     this Regulation.       months after entry into     conformity, with national law,     this Regulation.       months after entry into force of inpose both administrative and criminal sanctions for the same     both administrative and criminal sanctions for the same       offence, but they can do so if their     sanctions in the same offence, national law permits them.     hut they can do so if their       However, the maintenance of     reminal sanctions for violations     However, the maintenance of       of this Regulation or of Directive     criminal sanctions instead of     Directive New MADI should not reduce or       otherwise affect the ability of     competent authorities to     competent authorities to       competent authorities in other     to cooperate, access and     exchange information in a timely way with       ability of competent authorities in other     way with competent authoritites any referral of     the rele			infringements, Member States	same infringements, Member
sanctions on the infringements of this Regulation which are already subject to national criminal law by [24 months after entry into force of this Regulation]. In conformity with national law, Member States are not obliged to impose both administrative and criminal sanctions for the same of this Regulation. In conformity Member States are not obliged to impose both administrative and criminal sanctions for the same of the same of their national law permits them. However, the maintenance of of this Regulation or of Directive of this Regulation or of Directive of the same of Directive of the same of the same of the same criminal sanctions for violations of this Regulation or of Directive crime authorities in other cooperate, access and exchange information in a timely way with competent authorities in other ability of competent authorities in the member States for the purposes of the Regulation or of the relevant infringements to the competent infringements to the competent infringements to the competent infringements to the competent infrin			should not be required to lay	States should not be required to
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subject to national criminal law       which are already subject to         by [24 months after entry into       national criminal law by 24         force of this Regulation]. In       months after entry into         conformity with national law,       this Regulation. In conformity         Member States are not obliged to       with national law, Member         impose both administrative and       States are not obliged to         criminal sanctions for the same       both administrative and criminal         offence, but they can do so if their       sanctions for the same offence,         national law permits them.       heuw permits them.         However, the maintenance of       national sanctions for violations         criminal sanctions for violations       However, the maintenance of         [New MAD] should not reduce or       administrative sanctions for         otherwise affect the ability of       violations of this Regulation or of Directive [New MAD] should not         cooperate, access and exchange       reduce or otherwise affect the         information in a timely way with       ability of cooperate, access and         Member States for the purposes of       way with competent authorities in other         way referral of the relevant       in other Member States for the purposes of this Regulation, including after         way referral of the relevant       including atthor			sanctions on the infringements of	administrative sanctions on the
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criminal sanctions for the same offence, but they can do so if their national law permits them. However, the maintenance of criminal sanctions for violations of this Regulation or of Directive (New MAD) should not reduce or otherwise affect the ability of cooperate, access and exchange information in a timely way with competent authorities in other Member States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent infringements to the competent infringements to the competent indicial authorities for criminal prosecution.both administrative and criminal sanctions for the same offence, but they can do so if their national law permits them. However, the maintenance of criminal sanctions instead of administrative sanctions instead of administrative sanctions for violations of this Regulation or of Directive [New MAD] should not reduce or otherwise affect the ability of competent authorities in other Member States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent indicial authorities for criminal prosecution.			Member States are not obliged to	with national law, Member
offence, but they can do so if their national law permits them.       sanctions for the same offence, but they can do so if their national law permits them.         However, the maintenance of criminal sanctions for violations of this Regulation or of Directive [New MAD] should not reduce or otherwise affect the ability of competent authorities to cooperate, access and exchange information in a timely way with competent authorities in other Member States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent judicial authorities for criminal prosecution.       Directive sanctions for the same offence, but they can do so if their national law permits them.         However, the maintenance of criminal sanctions in timely way with competent authorities in other any referral of the relevant infringements to the competent purposes of this Regulation, including after any referral of the relevant infringements to the competent infringements to the			impose both administrative and	States are not obliged to impose
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However, the maintenance of criminal sanctions for violations of this Regulation or of Directive [New MAD] should not reduce or otherwise affect the ability of competent authorities to cooperate, access and exchange information in a timely way with competent authorities in other Member States for the purposes of this Regulation, including after anv referral of the relevant infringements to the competent judicial authorities for criminal prosecution.       national law permits them. However, the maintenance of criminal sanctions instead of administrative sanctions instead of administrative sanctions instead of diministrative sanctions of violations of this Regulation or of competent authorities to cooperate, access and exchange information in a timely way with competent authorities in other Member States for the purposes of this Regulation, including after anv referral of the relevant infringements to the competent judicial authorities for criminal prosecution.				
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Image: New MAD] should not reduce or otherwise affect the ability of competent authorities to cooperate, access and exchange information in a timely way with competent authorities in other       administrative sanctions for violations of this Regulation or of Directive [New MAD] should not reduce or otherwise affect the ability of competent authorities in other         Member States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent infringements to the competent judicial authorities for criminal prosecution.       in other Member States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent judicial authorities for criminal prosecution.				
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competent authorities to       Directive [New MAD] should not         cooperate, access and exchange       information in a timely way with         information in a timely way with       ability of competent authorities         competent authorities in other       to cooperate, access and         Member States for the purposes of       exchange information in a timely         this Regulation, including after       any referral of the relevant         infringements to the competent       purposes of this Regulation,         judicial authorities for criminal       prosecution.         competent judicial authorities for criminal       for criminal prosecution				
cooperate, access and exchange information in a timely way with competent authorities in otherreduce or otherwise affect the ability of competent authoritiesMember States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent judicial authorities for criminal prosecution.reduce or otherwise affect the ability of competent authorities to cooperate, access and exchange information in a timely way with competent authorities in other Member States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent purposes of this Regulation, including after any referral of the relevant infringements to the competent judicial authorities				_
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any referral of the relevant infringements to the competent judicial authorities for criminal prosecution.       in other Member States for the purposes of this Regulation, including after any referral of the relevant infringements to the competent judicial authorities				
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judicial authorities for criminal prosecution.       including after any referral of the relevant infringements to the competent judicial authorities         for criminal prosecution.       for criminal prosecution.				
prosecution.     the relevant infringements to the competent judicial authorities       for criminal prosecution.     for criminal prosecution.				
competent judicial authorities       for criminal prosecution			-	
for criminal prosecution			<u>prosocution</u>	
11384/13 OM/mf		<u> </u>		 for criminal prosecution
	1138	<u>34/13</u>		 for criminal prosecution.

73 (35b)	(35b) In order to ensure that	(35b) In order to ensure that
	decisions made by competent	decisions made by competent
	authorities have a dissuasive effect	authorities have a dissuasive
	on the public at large, they should	effect on the public at large, they
	normally be published. The	should normally be published.
	publication of decisions is also an	The publication of decisions is
	important tool for competent	also an important tool for
	authoritites to inform market	competent authorities to inform
	participants of what behaviour is	market participants of what
	considered to be a violation of this	behaviour is considered to be a
	<b>Regulation and to promote wider</b>	violation of this Regulation and
	good behaviour amongst market	to promote wider good
	participants. If such publication	behaviour amongst market
	causes disproportionate damage	participants. If such publication
	to the persons involved,	causes disproportionate damage
	jeopardises the stability of	to the persons involved,
	financial markets or an ongoing	jeopardises the stability of
	investigation the competent	financial markets or an ongoing
	<u>authority should publish the</u>	investigation the competent
	sanctions and measures on an	authority should publish the
	<u>anonymous basis in a manner</u>	sanctions and measures on an
	which is in conformity with	<u>anonymous basis in a manner</u>
	national law or delay the	which is in conformity with
	publication or not publish at all.	national law or delay the
		publication. Competent
		authorities should have the
		option not to publish sanctions
		where anonymous or delayed
		publication is considered
		insufficient to ensure that the
		stability of financial markets will
		not be jeopardised. Competent
		authorities are also not required
		to publish measures which are
		deemed to be of a minor nature
1384/13	OM/mf	where publication would be
		disproportionate.
	DGG 1B	E

74	(36)	(36) Whistleblowers bring new	(36) Whistleblowers bring new	(36) Whistleblowers bring new	(36) Whistleblowers bring new
		information to the attention of	information to the attention of	information to the attention of	information to the attention of
		competent authorities which assists	competent authorities which assists	competent authorities which assists	competent authorities which assists
		them in detecting and sanctioning	them in detecting and sanctioning	them in detecting and sanctioning	them in detecting and sanctioning
		cases of insider dealing and market	cases of insider dealing and market	cases of insider dealing and market	cases of insider dealing and market
		manipulation. However,	manipulation. However,	manipulation. However,	manipulation. However,
		whistleblowing may be deterred for	whistleblowing may be deterred for	whistleblowing may be deterred for	whistleblowing may be deterred
		fear of retaliation, or for lack of	fear of retaliation, or for lack of	fear of retaliation, or for lack of	for fear of retaliation, or for lack of
		incentives. This Regulation should	incentives. <b>Reporting of suspicious</b>	incentives. This Regulation should	incentives. <u>Reporting of</u>
		therefore ensure that adequate	transactions is necessary to ensure	therefore ensure that adequate	violations of this Regulation is
		arrangements are in place to	that competent authority may	arrangements are in place to	necessary to ensure that a
		encourage whistleblowers to alert	detect and sanction market abuse.	encourage whistleblowers to alert	competent authority may detect
		competent authorities to possible	Measures on whistleblowing are	competent authorities to possible	and sanction market abuse.
		breaches of this Regulation and to	necessary to facilitate detection of	breaches of this Regulation and to	Measures on whistleblowing are
		protect them from retaliation.	market abuse and to ensure the	protect them from retaliation.	necessary to facilitate detection
		However, whistleblowers should	protection and the respect of the	However, whistleblowers should	of market abuse and to ensure
		only be eligible for those incentives	rights of the whistleblower and	only be eligible for those incentives	the protection and the respect of
		where they bring to light new	the reported person. This	where they bring to light new	the rights of the whistleblower
		information which they are not	Regulation should therefore ensure	information which they are not	and the accused person. This
		already legally obliged to notify and	that adequate arrangements are in	already legally obliged to notify and	Regulation should therefore ensure
		where this information results in a	place to encourage whistleblowers	where this information results in a	that adequate arrangements are in
		sanction for a breach of this	to alert competent authorities to	sanction for a breach of this	place to enable whistleblowers to
		Regulation. Member States should	possible breaches of this Regulation	Regulation. Member States should	alert competent authorities to
		also ensure that whistleblowing	and to protect them from retaliation.	also ensure that whistleblowing	possible breaches of this
		schemes they implement include	Member States may provide for	schemes they implement include	Regulation and to protect them
		mechanisms that provide appropriate	financial incentives for those	mechanisms that provide appropriate	from retaliation. Member States
		protection of a reported person,	<u>persons who offer salient</u>	protection of a reported person,	<u>may provide for financial</u>
		particularly with regard the right to	<u>information about potential</u>	particularly with regard the right to	incentives for those persons who
		the protection of his personal data	breaches of this Regulation.	the protection of his personal data	offer salient information about
		and procedures to ensure the right of	However, whistleblowers should	and procedures to ensure the right of	potential breaches of this
		the reported person of defence and	only be eligible for those incentives	the reported person of defence and	Regulation. However,
		to be heard before the adoption of a	where they bring to light new	to be heard before the adoption of a	whistleblowers should only be
		decision concerning him as well as	information which they are not	decision concerning him as well as	eligible for those incentives where
		the right to seek effective remedy	already legally obliged to notify and	the right to seek effective remedy	they bring to light new information
		before a court against a decision	where this information results in a	before a court against a decision	5 5 5 5
112	84/13	concerning him	sanction for a breach of this	concerning him.	obliged to notify and where this 66
113	04/13		sanction for a breach of this Regulation. Member States should		information results in a sanction <sup>66</sup>
			also <b>Doctor</b> B that whistleblowing		for a breach of this Regulation N
			schemes they implement include		Member States should also ensure
			mechanisms that provide appropriate		that whistleblowing schemes they
			protection of a reported person,		implement include mechanisms

75	(37)	(37) Since Member States have	(37) Since Member States have	(37) Since Member States have	(37) Since Member States have
		adopted legislation implementing	adopted legislation implementing	adopted legislation implementing	adopted legislation implementing
		Directive 2003/6/EC, and since	Directive 2003/6/EC, and since	Directive 2003/6/EC, and since	Directive 2003/6/EC, and since
		delegated acts and implementing	delegated acts and implementing	delegated acts and implementing	delegated acts and implementing
		technical standards are foreseen	technical standards are foreseen	technical standards are foreseen	technical standards are foreseen
		which should be adopted before the	which should be adopted before the	which should be adopted before the	which should be adopted before
		framework to be introduced can be	framework to be introduced can be	framework to be introduced can be	the framework to be introduced can
		usefully applied, it is necessary to	usefully applied, it is necessary to	usefully applied, it is necessary to	be usefully applied, it is necessary
		defer the application of the	defer the application of the	defer the application of the	to defer the application of the
		substantive provisions of this	substantive provisions of this	substantive provisions of this	substantive provisions of this
		Regulation for a sufficient period of	Regulation for a sufficient period of	Regulation for a sufficient period of	Regulation for a sufficient period
		time.	time.	time.	of time.

76	(38)	(38) In order to facilitate a smooth transition to the entry into application of this Regulation, market practices existing before the entry into force of this Regulation and accepted by competent authorities in accordance with Commission Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments for the purpose of applying point 2(a) of Article 1 of Directive 2003/6/EC, may remain applicable until one year after the date specified for effective application of this Regulation provided that they are notified to ESMA.	smooth transition to the entry into application of this Regulation, market practices existing before the entry into force of this Regulation and accepted by competent authorities in accordance with Commission Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments for the purpose of applying point 2(a) of Article 1 of Directive 2003/6/EC, may remain applicable until one year after the date specified for effective application of	smooth transition to the entry into application of this Regulation, market practices existing before the entry into force of this Regulation and accepted by competent authorities in accordance with Commission Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments for the purpose of applying point 2(a) of Article 1 of Directive 2003/6/EC, may remain applicable	smooth transition to the entry into application of this Regulation, market practices existing before the entry into force of this Regulation and accepted by competent authorities in accordance with Commission Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments for the purpose of applying point 2(a) of Article 1 of Directive 2003/6/EC, may remain applicable until one year after the date specified for effective application of this Regulation
					application of this Regulation
					provided that they are notified to ESMA.

77 (20)	(20) This $\mathbf{P}_{\text{constant}}$ is a second state of the second st	(20) This Departation means (1)	(20) This Description means of the	$(20)  \text{This } \mathbf{D} = 1 1 1 1 1 1$
77 (39)	(39) This Regulation respects the	(39) This Regulation respects the	(39) This Regulation respects the	(39) This Regulation respects
	fundamental rights and observes the	fundamental rights and observes the	fundamental rights and observes the	the fundamental rights and
	principles recognised in the Charter	principles recognised by the Charter	principles recognised in the Charter	observes the principles
	of Fundamental Rights of the	of Fundamental Rights of the	of Fundamental Rights of the	recognised by the Charter of
	European Union as enshrined in the	European Union. Accordingly, this	European Union, as enshrined in the	Fundamental Rights of the
	Treaty, notably the right to respect	Regulation should be interpreted	Treaty on the Functioning of the	European Union. Accordingly,
	for private and family life, the right	and applied in accordance with	European Union (TFEU), in	this Regulation should be
	to the protection of personal data,	those rights and principles.	particular the right to respect for	interpreted and applied in
	the freedom of expression and	Notably, when this Regulation	private and family life, the right to	accordance with those rights and
	information, the freedom to conduct	refers to rules governing the	the protection of personal data, the	principles. Notably, when this
	a business, the right to an effective	freedom of the press and the	freedom of expression and	<b>Regulation refers to rules</b>
	remedy and to a fair trial, the	freedom of expression in other	information, the freedom to conduct	governing the freedom of the
	presumption of innocence and right	media and the rules or codes	a business, the right to an effective	press and the freedom of
	of defence, the principles of legality	governing the journalist	remedy and to a fair trial, the	expression in other media and
	and proportionality of criminal	professions, consideration should	presumption of innocence and right	the rules or codes governing the
	offences and penalties, and the right	be given to these freedoms as they	of defence, the principles of legality	journalist professions,
	not to be tried or punished twice for	are guaranteed in the Union and	and proportionality of criminal	consideration should be given to
	the same offence. Limitations placed	in the Member States and as	offences and penalties, and the right	these freedoms as they are
	on these rights are in accordance	recognised under Article 11 of the	not to be tried or punished twice for	guaranteed in the Union and in
	with article $52(1)$ of the Charter as	<b>Charter of Fundamental Rights</b>	the same offence. Limitations placed	the Member States and as
	they are necessary to ensure the	and other relevant provisions.	on these rights are in accordance	recognised under Article 11 of
	general interest objectives of the		with Article $52(1)$ of the Charter as	the Charter of Fundamental
	protection of investors and the		they are necessary to ensure the	<b><u>Rights and other relevant</u></b>
	integrity of financial markets, and		general interest objectives of the	provisions.
	appropriate safeguards are provided		protection of investors and the	
	to ensure that rights are limited only		integrity of financial markets, and	
	to the extent necessary to meet these		appropriate safeguards are provided	
	objectives and by measures that are		to ensure that rights are limited only	
	proportionate to the objective to be		to the extent necessary to meet these	
	met. In particular, reporting of		objectives and by measures that are	
	suspicious transactions is necessary		proportionate to the objective to be	
	to ensure that competent authorities		met. In particular, reporting of	
	may detect and sanction market		suspicious transactions is necessary	
	abuse. Prohibiting attempts to		to ensure that competent authorities	
	engage in market manipulation is		may detect and sanction market	
	necessary to enable competent		abuse. Prohibiting attempts to	
1384/13	authorities to sanction such attempts	OM/mf	engage in market manipulation is	
	where they have evidence of intent	DGG 1B	necessary to enable competent	E
	to commit market manipulation,		authorities to sanction such attempts	
			where they have evidence of intent	
	even in the absence of an			

	New Recital
	(39A) In order to increase
	transparency and to better inform
	the operation of the sanctions
	regimes, competent authorities
	should provide anonymised and
	aggregated data to ESMA on an
	annual basis. This data should
	comprise of the number of
	investigative case that have been
	opened, the number that are
	ongoing and the number that have
	been closed during the relevant
	period.

OM/mf

78	(40)	(40) Directive 95/46 of the European Parliament and of the Council of 24 October 1995 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and Regulation (EU) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the EU institutions and bodies and on the free movement of such data , govern the processing of personal data carried out by ESMA within the framework of this Regulation and under the supervision of the Member States competent authorities, in particular the public independent authorities designated by the Member States. Any exchange or transmission of information by competent authorities should be in accordance with the rules on the transfer of personal data as laid down in Directive 95/46/EC. And any exchange or transmission of	(40) Directive 95/46 of the European Parliament and of the Council of 24 October 1995 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and Regulation (EU) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the EU institutions and bodies and on the free movement of such data , govern the processing of personal data carried out by ESMA within the framework of this Regulation and under the supervision of the Member States competent authorities, in particular the public independent authorities designated by the Member States. Any exchange or transmission of information by competent authorities should be in accordance with the rules on the transfer of personal data as laid down in Directive 95/46/EC. And any exchange or transmission of information by ESMA should be in	Regulation (EU) No 45/2001 govern the processing of personal data carried out by ESMA within the framework of this Regulation and under the supervision of the Member States competent authorities, in particular the public independent authorities designated by the Member States. Any exchange or transmission of information by competent authorities should be in accordance with the rules on the transfer of personal data as laid down in Directive 95/46/EC. And any exchange or transmission of information by ESMA should be in accordance with the rules on the transfer of personal data as laid down in Regulation (EC) No	40) Directive 95/46 of the European Parliament and of the Council of 24 October 1995 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and Regulation (EU) No 45/2001 of the European Parliament and of the Council of 18 December 2000 on the protection of individuals with regard to the processing of personal data by the EU institutions and bodies and on the free movement of such data , govern the processing of personal data carried out by ESMA within the framework of this Regulation and under the supervision of the Member States competent authorities, in particular the public independent authorities designated by the Member States. Any exchange or transmission of information by competent authorities should be in accordance with the rules on the transfer of personal data as laid down in Directive 95/46/EC. And any
		authorities should be in accordance with the rules on the transfer of	accordance with the rules on the transfer of personal data as laid		information by competent authorities should be in accordance
		exchange or transmission of information by ESMA should be in	information by ESMA should be in accordance with the rules on the		Directive 95/46/EC. And any exchange or transmission of
		accordance with the rules on the transfer of personal data as laid down in Regulation (EC) No 45/2001.	transfer of personal data as laid down in Regulation (EC) No 45/2001.		information by ESMA should be in accordance with the rules on the transfer of personal data as laid down in Regulation (EC) No 45/2001.

79	(41)	(41) This Regulation, as well as			
		the delegated acts, standards and			
		guidelines adopted in accordance			
		with it, are without prejudice to the			
		application of the Union rules on			
		competition.	competition.	competition.	competition.

threshold and conditions relating to managers' transactions. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at expert level. The Commission, when preparing and drawing-up delegated acts, should ensure a simultaneous, timely and appropriate transmission of relevant documents to the European Parliament and Council. threshold and conditions relating to managers' transactions. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at expert level. The Commission of relevant documents to the European Parliament and Council. threshold and conditions relating to managers' transactions. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at expert level. The Commission of relevant documents to the European Parliament and Council. threshold and conditions relating to managers' transactions and <i>th</i> drawing-up delegated acts, should appropriate transmission of relevant documents to the European Parliament and Council.		managers' transactions. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at expert level. The Commission, when preparing and drawing-up delegated acts, should ensure a simultaneous, timely and appropriate transmission of relevant documents to the European	<b>TFEU</b> . In particular, delegated acts should be adopted in respect of the conditions for buy back programmes and stabilisation of financial instruments, the indicators for manipulative behaviour listed in Annex 1, the threshold for determining the application of the public disclosure obligation to emission allowance market participants, the conditions for drawing up insider lists and the threshold and conditions relating to managers' transactions. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at expert level. The Commission, when preparing and drawing-up delegated acts, should ensure a simultaneous, timely and appropriate transmission of relevant documents to the European Parliament and Council.	managers' transactions. It is of particular importance that the Commission carry out appropriate consultations during its preparatory work, including at expert level. The Commission, when preparing and drawing-up delegated acts, should ensure a simultaneous, timely and appropriate transmission of relevant documents to the European	relevant documents to the European Parliament and Council.
11384/13 OM/mf	11584/15		OM/mf		

81	(43)	conditions for the implementation of this Regulation in respect of procedures for the reporting of violations of this Regulation implementing powers should be conferred on the Commission. Those powers should be exercised in	procedures for the reporting of violations of this Regulation implementing powers should be conferred on the Commission. Those powers should be exercised in	(43) In order to ensure uniform conditions for the implementation of this Regulation in respect of procedures for the reporting of violations of this Regulation implementing powers should be conferred on the Commission to specify the procedures, including
81	(43)	conditions for the implementation of this Regulation in respect of procedures for the reporting of violations of this Regulation implementing powers should be conferred on the Commission. Those	conditions for the implementation of this Regulation in respect of procedures for the reporting of violations of this Regulation implementing powers should be conferred on the Commission. Those powers should be exercised in accordance with Regulation (EU)	conditions for the implementation of this Regulation in respect of procedures for the reporting of violations of this Regulation implementing powers should be conferred on the Commission to
				implementing powers.

82	(44)	(44) Technical standards in	(44) Technical standards in	(44) Technical standards in	44) Technical standards in
		financial services should ensure	financial services should ensure	financial services should ensure	financial services should ensure
		uniform conditions across the Union	uniform conditions across the Union	uniform conditions across the Union	uniform conditions across the
		in matters covered by this	in matters covered by this	in matters covered by this	Union in matters covered by this
		Regulation. As a body with highly	Regulation. As a body with highly	Regulation. As a body with highly	Regulation. As a body with highly
		specialised expertise, it would be	specialised expertise, it would be	specialised expertise, it would be	specialised expertise, it would be
		efficient and appropriate to entrust	efficient and appropriate to entrust	efficient and appropriate to entrust	efficient and appropriate to entrust
				ESMA, with the elaboration of draft	
		regulatory and implementing	regulatory and implementing	regulatory technical standards and	draft regulatory technical standards
		technical standards which do not		draft implementing technical	1 0
		1 5	1 2	standards which do not involve	
		submission to the Commission.	submission to the Commission.	policy choices, for submission to the	1
				Commission.	the Commission.

6.5					
83	(45)	(45) The Commission should		(45) The Commission should	<i>,</i>
		adopt the draft regulatory technical		adopt the draft regulatory technical	1 0 1
		standards developed by ESMA in	standards developed by ESMA in	standards developed by ESMA in	standards developed by ESMA to
		relation to procedures and	relation to procedures and	relation to procedures and	specify the content of notifications
		arrangements for trading venues	arrangements for trading venues	arrangements for trading venues	that will have to be made by the
		aimed at preventing and detecting	aimed at preventing and detecting	aimed at preventing and detecting	operators of regulated markets,
		market abuse and of systems and	market abuse and of systems and	market abuse and of systems and	MTFs and OTFs concerning the
		templates to be used by persons in	templates to be used by persons in	templates to be used by persons in	financial instruments that are
		order to detect and notify suspicious	order to detect and notify suspicious	order to detect and notify suspicious	admitted to trading traded or for
		orders and transactions and in	orders and transactions and in	orders and transactions and in	which a request for admission to
		respect of technical arrangements	respect of technical arrangements	respect of technical arrangements for	trading in their venue has been
		for categories of persons for	for categories of persons for	categories of persons for objective	made, the manner and conditions
		objective presentation of	objective presentation of	presentation of information	of compilation, publication and
		information recommending an	information recommending an	recommending an investment	maintenance of the list of these
		investment strategy and for	investment strategy and for	strategy and for disclosure of	instruments by ESMA, to specify
		disclosure of particular interests or indications of conflicts of interest by	disclosure of particular interests or	particular interests or indications of	the conditions that buy back
		5	indications of conflicts of interest by	conflicts of interest by means of	programmes and stabilisation
		means of delegated acts pursuant to	means of delegated acts pursuant to Article 290 TFEU and in accordance	delegated acts pursuant to Article	measures must meet including
		Article 290 TFEU and in accordance		290 TFEU and in accordance with	conditions for trading, time and
		with Articles 10 to 14 of Regulation	with Articles 10 to 14 of Regulation	Articles 10 to 14 of Regulation (EU)	volume restrictions, disclosure and
		(EU) No 1093/2010. It is of	(EU) No 1093/2010. It is of	No 1093/2010. It is of particular	reporting obligations and price
		particular importance that the	particular importance that the	importance that the Commission	conditions and specification of associated instruments for the
		Commission carry out appropriate	Commission carry out appropriate	carry out appropriate consultations	
		consultations during its preparatory	consultations during its preparatory	during its preparatory work,	,
		work, including at expert level.	work, including at expert level.	including at expert level.	1 0
					systems for trading venues aimed
					at preventing and detecting market abuse and of systems and templates
					to be used by persons in order to
					detect and notify suspicious orders
					and transactions, to specify
					appropriate arrangements,
					procedures and record-keeping
					requirements including with regard
					to information which is disclosed
					in oral communications. in the
1138	4/13				process of market soundings and in 76
					respect of technical arrangements
					for categories of persons for
					objective presentation of
					information recommending an
					all internation recommending all

84	(46)	(46) The Commission should			
		also be empowered to adopt			
		implementing technical standards by	implementing technical standards by	implementing technical standards by	implementing technical standards
		means of implementing acts	means of implementing acts	means of implementing acts	by means of implementing acts
		pursuant to Article 291 TFEU and in	*	pursuant to Article 291 TFEU and in	1
		accordance with Article 15 of	accordance with Article 15 of	accordance with Article 15 of	in accordance with Article 15 of
		Regulation (EU) No 1093/2010.	<b>e</b>	Regulation (EU) No 1093/2010.	e v v
		ESMA should be entrusted with			
		drafting implementing technical	drafting implementing technical	drafting implementing technical	drafting implementing technical
		standards for submission to the			
		Commission with regard to public	Commission with regard to public	Commission with regard to public	e i
		disclosure of inside information,			
		formats of insider lists and formats			
		and procedures for the cooperation	and procedures for the cooperation	and procedures for the cooperation	
		and exchange of information of			
		competent authorities among	competent authorities among	competent authorities among	competent authorities among
		themselves and with ESMA.			

85	(47)	(47) Since the objective of the proposed action, namely to prevent market abuse in the form of insider dealing and market manipulation, cannot be sufficiently achieved by the Member States and can therefore, by reason of the scale and effects of the measures, be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Regulation does not go beyond what is necessary in order to achieve that objective.	(47) Since the objective of the proposed action, namely to prevent market abuse in the form of insider dealing and market manipulation, cannot be sufficiently achieved by the Member States and can therefore, by reason of the scale and effects of the measures, be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Regulation does not go beyond what is necessary in order to achieve that objective.	(47) Since the objective of this Regulation, namely to prevent market abuse in the form of insider dealing and market manipulation, cannot be sufficiently achieved by the Member States and can therefore, by reason of the scale and effects of this Regulation, be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Regulation does not go beyond what is necessary in order to achieve that objective.	(47) Since the objective of the proposed action, namely to prevent market abuse in the form of insider dealing and market manipulation, cannot be sufficiently achieved by the Member States and can therefore, by reason of the scale and effects of the measures, be better achieved at Union level, the Union may adopt measures, in accordance with the principle of subsidiarity as set out in Article 5 of the Treaty on European Union. In accordance with the principle of proportionality, as set out in that Article, this Regulation does not go beyond what is necessary in order to achieve that objective.
86	(48)	(48) The provisions of Directive 2003/6/EC being no longer relevant and sufficient, that Directive should be repealed from [24 months after entry into force of this Regulation]. The requirements and prohibitions of this Regulation are strictly related to those in the MiFD, therefore they should enter in to application on the date of entry into application of the MiFID review.	(48) The provisions of Directive 2003/6/EC being no longer relevant and sufficient, that Directive should be repealed from [24 months after entry into force of this Regulation]. The requirements and prohibitions of this Regulation are strictly related to those in the MiFD, therefore they should enter in to application on the date of entry into application of the MiFID review.	(48) The provisions of Directive 2003/6/EC being no longer relevant and sufficient, that Directive should be repealed from <i>[]</i> *. The requirements and prohibitions of this Regulation are strictly related to those in the Directive [new <i>MiFID]</i> , therefore they should enter in to application on the date of entry into application of the MiFID review,	(48) The provisions of Directive 2003/6/EC being no longer relevant and sufficient, that Directive should be repealed from [24 months after entry into force of this Regulation].The requirements and prohibitions of this Regulation are strictly related to those in the MiFD, therefore they should enter in to application on the date of entry into application of the MiFID review.

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

07	(40)				
87	(49)		(49) For the correct application		(49) For the correct
			of this Regulation, it is necessary		application of this Regulation, it
			that certain provisions of this		<u>is necessary that certain</u>
			<b>Regulation, namely Article [16,</b>		provisions of this Regulation,
			<u>17, 24, 26, 29 and 30a], are</u>		namely Articles 16, 17, 26, 29
			implemented by Member States		and 30a, are implemented by
			before entry into application of		Member States before entry into
			this Regulation.		application of this Regulation.
			ARTICLES		
88	Art. 1	This Regulation establishes a common regulatory framework on market abuse to ensure the integrity of financial markets in the Union and to enhance investor protection and confidence in those markets.	This Regulation establishes a common regulatory framework on market abuse to ensure the integrity of financial markets in the Union and to enhance investor protection and confidence in those markets.	This Regulation establishes a common regulatory framework on market abuse to ensure the integrity of financial markets in the Union and to enhance investor protection and confidence in those markets.	This Regulation establishes a common regulatory framework on insider dealing, misuse of <b>inside</b> <b>information and market</b> <b>manipulation as well as</b> <b>measures to prevent market</b> <b>abuse</b> to ensure the integrity of financial markets in the Union and to enhance investor protection and confidence in those markets.
89	Art 2, para 1, introd. part	1. This Regulation applies to the following:	1. This Regulation <u>concerns</u> <u>misuse of inside information and</u> <u>market manipulation as well as</u> <u>measures to prevent market abuse</u> <u>and applies in relation</u> to the following <u>financial instruments</u> :	1. This Regulation applies to the following:	1. This Regulation applies to the following:
90	Art 2, para 1, point a	(a) financial instruments admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;	(a) financial instruments admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;	(a) financial instruments admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;	(a) financial instruments admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;

91	Art 2,	(b) financial instruments traded on	(b) financial instruments traded.	(b) financial instruments traded on	(b) financial instruments
1	para 1,	a MTF or on an OTF in at least one	admitted to trading or for which a		traded,-admitted to trading or for
	point b	Member State;	request for admission to trading	Member State;	which a request for admission to
	and b a	,	on a MTF has been made;	,	trading on a MTF has been
	(new)		(ba) financial instruments traded		made;
	× ,		on an OTF;		(ba) financial instruments
					traded on an OTF;
92	Art 2,	(c) behaviour or transactions	(c) financial instruments not	(c) behaviour or transactions	(c) <u>financial instruments not</u>
	para 1,	relating to a financial instrument	covered by subparagraph (a) or	relating to a financial instrument	• • • • • • • • • • • • • • • • • • • •
	point c	referred to in points (a) or (b)	(b) or (ba) whose price or value	referred to in points (a) or (b)	(ba) the price or value of which
		irrespective of whether or not the	depends on or has an effect on the	irrespective of whether or not the	depends on or has an effect on
		behaviour or transaction actually	price or value of a financial	behaviour or transaction actually	the price or value of a financial
		takes place on a regulated market,	instrument referred to in those sub-	takes place on a regulated market, on	instrument referred to in those
		MTF or OTF;	paragraphs and which may	an MTF or on an OTF;	points, including, but not limited
			include, but are not limited to,		to, credit default swaps and
			credit default swaps or contracts		contracts for difference.
			<u>for difference.</u>		

93	Art 2,	(d) behaviour or transactions,	(d) behaviour or transactions,	(d) behaviour or transactions,	This Regulation also applies to
15	para 1,	including bids, relating to the	including This Regulation also	including bids, relating to the	bids relating to the auctioning of
	point $d/$	auctioning of emission allowances	concerns misuse of inside	auctioning of emission allowances	emission allowances or other
	subpara	or other auctioned products based	information and market	or other auctioned products based	auctioned products based thereon
	la	thereon pursuant to Commission	manipulation as well as measures	thereon pursuant to Regulation (EU)	pursuant to Regulation (EU) No
	1a	Regulation No 1031/2010. Without	to prevent market abuse in	No 1031/2010. Without prejudice to	1031/2010. Without prejudice to
		prejudice to any specific provisions	relation to bids, relating to the	any specific provisions referring to	any specific provisions referring to
		referring to bids submitted in the	auctioning of emission allowances	bids submitted in the context of an	bids submitted in the context of an
		context of an auction, any	or other auctioned products based		auction, any requirements and
		requirements and prohibitions in this	thereon pursuant to Commission	prohibitions in this Regulation	prohibitions in this Regulation
		Regulation referring to orders to	Regulation No 1031/2010. Without		referring to orders to trade shall
		trade shall apply to such bids.	e	apply to such bids.	apply to such bids.
		trade shall apply to such blus.	prejudice to any specific provisions	apply to such blus.	apply to such blus.
			referring to bids submitted in the context of an auction, any		
			context of an auction, any requirements and prohibitions in this		
			Regulation referring to orders to		
94	At. 2	2 Articles 7 and 0 also employed	trade shall apply to such bids.	2 Antiplan 7 and 0 also anyly to	[DD/COM test second has mere
94	Art. 2	2. Articles 7 and 9 also apply to	deleted	2. Articles 7 and 9 also apply to	
	para 2	the acquisition or disposal of		the acquisition or disposal of	
		financial instruments not referred to		financial instruments not referred to	[deleted]
		in points (a) and (b) of paragraph 1		in paragraph 1(a) and (b) but the	
		but whose value relates to a		value of which relates to a financial	
		financial instrument referred to in		instrument referred to in that	
		that paragraph. This notably		paragraph. This includes derivative	
		includes derivative instruments for		instruments for the transfer of credit	
		the transfer of credit risk that relate		risk that relate to a financial	
		to a financial instrument referred to		instrument referred to paragraph 1	
		paragraph 1 and financial contracts		and financial contracts for	
		for differences that relate to such a		differences that relate to such a	
		financial instrument.		financial instrument.	

	1		
95	Art. 2	2. Market operators of	2.Market operators of regulated
	para 2	regulated markets shall notify the	markets and investment firms
		<u>competent</u> authority of each	and market operators operating
		financial instrument the first time	an MTF or an OTF shall without
		that it is admitted to trading, or	delay, notify their competent
		when a request for admission to	<u>authority of each financial</u>
		trading has been made.	instrument the first time that is
		Investment firms and market	admitted to trading, has been
		operators operating an MTF or an	traded or for which there has
		<b>OTF</b> shall notify the competent	been a request for admission to
		<u>authority of each financial</u>	trading on their trading venue. A
		instrument the first time that it	second notification shall be made
		has been traded or for which there	when the instrument in question
		has been a request for admission	ceases to trade or be admitted to
		to trading on their system. These	trading. Where the date when
		notifications are to be transmitted	the instrument in question will
		by competent authorities without	cease to trade or be admitted to
		delay to ESMA, which shall	trading is known and included in
		publish them immediately on its	the first notification, no second
		website. Such notifications shall	notification shall be required.
		include, in particular, details of	Such notifications shall include,
		the names and numbers of the	in particular, details of the
		instruments, and the date and	names and numbers of the
		time at which the trade, request	instruments, and the date and
		for admission to trading or the	time at which the first trade was
		admission to trading was made.	entered into, or the request for
		The reference to competent	admission to trading or the
		<u>authority</u> in the first	admission to trading was made.
		subparagraph shall be the	Market operators and
		<u>competent</u> authority defined in	<u>investment firms shall also</u>
		<u>article 16.</u>	<u>transmit</u> to their competent
			<u>authority</u> all information
			<u>required</u> under the previous
			paragraphs for the financial
			instruments which are admitted
1120	4/13	OM/mf	to trading or for which a request
1138	H/13	OM/mī	<u>for admission to trading on their</u> <sup>82</sup>
		DGG 1B	trading venue has been made N
			prior to the entry into force of
			this Regulation.
			These notifications shall be

96	Art. 2			[EP text moved after para 3]	
	para 2				
	a (new)				
97	1	<ul> <li>3. Articles 8 and 10 also apply to transactions, orders to trade or other behaviour relating to:</li> <li>(a) types of financial instruments, including derivative contracts or derivative instruments for the transfer of credit risk where the transaction, order or behaviour has or is likely or intended to have an effect on a financial instrument referred to in points (a) and (b) of paragraph 1;</li> <li>(b) spot commodity contracts, which are not wholesale energy</li> </ul>	<ol> <li>Articles 8 and 10 <u>shall</u> also apply to transactions, orders to trade or other behaviour relating to:         <ul> <li>(a) types of financial instruments, including derivative contracts or derivative instruments for the transfer of credit risk where the transaction, order or behaviour has or is likely or intended to have an effect on a financial instrument referred to in points (a) and (b) of paragraph 1; (b)spot commodity contracts, which are not wholesale energy products, where the</li> </ul> </li> </ol>	<ul> <li>3. Articles 8 and 10 also apply to transactions, orders to trade or other behaviour relating to:</li> <li>(a) types of financial instruments, including derivative contracts or derivative instruments for the transfer of credit risk where the transaction, order or behaviour has or is likely or intended to have an effect on a financial instrument referred to in paragraph 1(a) and (b);</li> <li>(b) spot commodity contracts, which are not wholesale energy products, where the transaction,</li> </ul>	<ul> <li>3. Articles 8 and 10 shall also apply to:</li> <li>a) spot commodity contracts, which are not wholesale energy products, where the transaction, order or behaviour has or is likely to have an effect on the price or value of a financial instrument referred to in paragraph 1 of this Article; or</li> <li>(b) types of financial instruments, including derivative contracts or derivative instruments for the transfer of</li> </ul>
		products, where the transaction, order or behaviour has or is likely or intended to have an effect on a financial instrument referred to in points (a) and (b) of paragraph 1; or (c) types of financial instruments, including derivative contracts or derivative instruments for the transfer of credit risk where the transaction, order or behaviour has or is likely or intended to have an effect on spot commodity contracts.	transaction, order or behaviour has or is likely or intended to have an effect on the price or value of a financial instrument referred to in paragraph 1 of this Article; or (b) financial instruments referred to in paragraph 1 in this Article, where the transaction, order, bid or behaviour has or is likely to have an effect on the price or value of a spot commodity contract where the price or value depends on the price or value of those financial instruments; or	order or behaviour has or is likely or intended to have an effect on a financial instrument referred to in paragraph 1(a) and (b); or (c) types of financial instruments, including derivative contracts or derivative instruments for the transfer of credit risk where the transaction, order or behaviour has or is likely or intended to have an effect on spot commodity contracts.	credit risk where the transaction, order, bid or behaviour has or is likely to have an effect on the price or value of a spot commodity contract where the price or value depends on the price or value of those financial instruments.

	Art 2,	"(d) benchmarks, where any	(c) <u>behaviour</u> in relation to	deleted	New Paragraph
98	para 3,	transmission of information, input,	benchmarks.		3a. Articles 8 and 10 shall also
	point d	calculation or behaviour is used to	<u>benefinar Ast</u>		apply to behaviour in relation to
	point a	affect, affects, or is likely to affect			benchmarks.
		the calculation of the benchmark."			benefiniarks.
99	Arrt O	the calculation of the benchmark.			
99	Art. 2			2a. Articles 7 to 10 shall also apply	
	para 2			to interest rates, currencies,	DELETE
	a (new)			benchmarks, inter bank offer rates,	
				indexes and types of financial	
				instruments, including any	
				derivative contracts or derivative	
				instruments, which derive their	
				value from the value of interest	
				rates, currencies or indexes.	
10	Art 2,		4. This Regulation shall		<b>4. This Regulation applies to any</b>
	para 4		apply to any financial instruments		transaction, order or behaviour
	(new)		as defined in paragraph 1 and 3 of		<u>concerning the financial</u>
			this Article, irrespective of		<u>instruments as defined in</u>
			whether or not the transaction,		paragraph 1 and 3 of this
			order or behaviour itself actually		Article, irrespective of whether
			<u>takes place on a trading venue,</u>		or not such transaction, order or
			<u>systematic internaliser or is an</u>		<u>behaviour takes place on a</u>
			<u>OTC trading.</u>		trading venue.
10	Art 2,	4. The prohibitions and	5. The prohibitions and	4. The prohibitions and	5. The prohibitions and
	para	requirements in this Regulation shall	requirements in this Regulation shall	requirements in this Regulation shall	requirements in this Regulation
	4/5	apply to actions carried out in the	apply to actions and ommissions,	apply to actions carried out in the	shall apply to actions <u>and</u>
		Union or outside the Union	carried out in the Union or outside	Union or outside the Union	omissions, carried out in the Union
		concerning instruments referred to	the Union <sub>2</sub> concerning instruments	concerning instruments referred to in	or outside the Union <sub>2</sub> concerning
		in paragraphs 1 to 3.	referred to in paragraphs 1 to 3.	paragraphs 1, 2 and 3.	instruments referred to in
					paragraphs 1 to 3.

10	Art 2,	6. In order to ensure uniform		Article 2(6) - Power is conferred
	para 4	<u>conditions of application of</u>	0	-
	a / 6	paragraph 1, ESMA shall develop	instruments referred to in	regulatory technical standards
	(new)	draft implementing technical	paragraph 1(a) and (b) and the	referred to in the first
		standards defining the timing and	trading venues on which they are	subparagraph in accordance
		the format of information to be	traded. That list shall not limit the	with Article 10 to 14 of
		provided and published in	scope of this Regulation.	Regulation (EU) No. 1095/2010
		accordance with paragraph 2. The		regarding the:
		implementing technical standards		a) the content of the notifications
		shall also include a mechanism for		under paragraph 2
		the list of financial instruments to		b) the manner and conditions of
		be reviewed and updated in		the compilation, publication and
		regards to financial instruments		maintenance of the list
		no longer covered by paragraph 1.		
		ESMA shall submit those draft		Article 2(7) Power is conferred
		implementing technical standards		on the Commission to adopt the
		to the Commission by [ ] 2013.		implementing technical
		Power is conferred on the		standards referred to in the first
		Commission to adopt the		subparagraph in accordance
		implementing technical standards		with Article 15 of Regulation
		referred to in the first		(EU) No. 1095/2010 defining the
		subparagraph in accordance with		timing and the format and
		Article 15 of Regulation (EU) No.		template of the notifications
		<u>1095/2010.</u>		under paragraph 2 [pertaining to
				the list of the financial
				instruments].
L	1			

10	Art 3,	1. The prohibitions in Articles	1. The prohibitions in Articles	1. The prohibitions in Articles	1. The prohibitions in
	para 1,	9 and 10 of this Regulation do not	9 and 10 of this Regulation do not	9 and 10 of this Regulation do not	Articles 9 and 10 of this
		apply to trading in own shares in	apply to trading in own shares in	apply to trading in <i>financial</i>	Regulation do not apply to trading
		buy-back programmes when the full	buy-back programmes when the full	<i>instruments</i> in buy-back	in own shares in buy-back
		details of the programme are	details of the programme are	programmes when the full details of	programmes when the full details
		disclosed prior to the start of		the programme are disclosed and	
		trading, trades are reported as being		approved by the competent	
		part of the buy-back programme to	part of the buy-back programme to	<b>v</b> 1	· · · ·
		the competent authority and	the competent authority and		
		subsequently disclosed to the public,	subsequently disclosed to the public,		1 7
		and adequate limits with regards to	· ·	the competent authority and	· ·
		price and volume are respected.	price and volume are respected.	1 5 1 7	1 7 1
			Such trading must be carried out	1 0	<b>C</b> 1
			in accordance with the objectives	1 1	respected. Such trading must be
			specified in paragraph 2 and the		carried out in accordance with
			measures specified in accordance		<u>the objectives specified in</u>
			with paragraph 4 of this Article.		paragraph 2 and the regulatory
					technical standards referred to
					in paragraph 3b of this Article.

	2. In order to benefit from the exemption provided for in this Article, the sole purpose of that buy-back programme must be to reduce the capital of an issuer (in value or in number of shares) or to meet obligations arising from any of the following: (a) debt financial instruments exchangeable into equity instruments; (b) share option programmes or other allocations of shares, to employees or to members of the administrative management or supervisory bodies of the issuer or of an associate company.	2. In order to benefit from the exemption provided for in this Article, a buy-back programme shall comply with conditions for buy-back programmes laid down in the regulatory technical standards referred to in paragraph 3b. In addition, the sole purpose of that buy-back programme must be to reduce the capital of an issuer (in value or in number of shares) or to meet obligations arising from any of the following: (a) debt financial instruments exchangeable into equity instruments; (b) share option programmes or other allocations of shares, to employees or to members of the administrative management or supervisory bodies of the issuer or of an associate company.
	other allocations of shares, to	meet obligations arising from
	······································	
		instruments exchangeable into
	or of an associate company.	
		or of an associate company.
		2a The issuer must have in place
		the mechanisms ensuring that it
		fulfils trade reporting obligations
		to the competent authority of the
		regulated market on which the
		shares have been admitted to
		trading. These mechanisms must
		record each transaction related
		to "buy-back" programmes,
		including the information
		specified in Article 20(1) of
11384/13	OM/mf	Directive 93/22/EEC.
	DGG 1B	EN

10	Art 3,	1	3. The prohibitions in Articles 9	2. The prohibitions in Articles	1
	para	9 and 10 of this Regulation do not	•	9 and 10 of this Regulation do not	
	2/3	apply to trading in own shares for	apply to trading in own shares for	apply to the stabilisation of a	· · · · · · · · · · · · · · · · · · ·
		the stabilisation of a financial	the stabilisation of securities when	financial instrument when	<u>in securities or associated</u>
		instrument when stabilisation is	stabilisation is carried out for a	stabilisation is carried out for a	instruments for the stabilisation
		carried out for a limited time period,	limited time period, when relevant	limited time period, when relevant	of securities when stabilisation is
		when relevant information about the	information about the stabilisation is	information about the stabilisation is	carried out for a limited time
		stabilisation is disclosed, and	disclosed, <u>notified to the</u>	disclosed to and approved by the	period, when relevant information
		adequate limits with regards to price	competent authority, and adequate	competent authority, and adequate	about the stabilisation is disclosed,
		are respected.	limits with regards to price are	limits with regard to price are	notified to the competent
			respected and provided such	respected.	authority, and adequate limits
			trading is in accordance with the		with regards to price are respected
			measures in accordance with		and provided that such trading it
			paragraph 4 of this article		complies with the conditions for
					stabilisation laid down in the
					regulatory technical standards
					referred to in paragraph 3b of
					this Article.
					<b><u>3a.</u></b> For the purposes of this
					Article, "securities" shall mean:
					(a) shares and other securities
					equivalent to shares;
					(b) bonds and other forms of
					securitised debt, or
					(c) securitised debt convertible
					or exchangeable into shares or
					into other securities equivalent to
					<u>shares.</u>
					<b>3aa. Without prejudice to Article</b>
					17(1) of this Regulation, the
					details of all stabilisation
1					transactions must be notified by
1					<u>issuers, offerors, or entities</u>
					undertaking the stabilisation
1139	34/13		OM/mf		acting, or not, on behalf of such 88
1150					persons, to the competent
			DGG 1B		authority of the relevant marker
					no later than the end of the
					seventh daily market session
					following the date of execution of

10	Art 3, para 2 a (new)		<i>EP text moved alongside Council</i> <i>Art. 7a for ease of reference</i> ]	[Consider alongside Council A 7a]	.rt.
10	Art 3, para 2 b (new)	-	EP text moved alongside Council Art. 7a ]	[Consider alongside Council A 7a]	.rt.

10	Art 3,	3. The Commission shall	Deleted	3. The Commission shall adopt	[deleted]
	para 3	adopt, by means of delegated acts in		delegated acts in accordance with	
		accordance with Article 31,		Article 31 defining the objectives	
		measures specifying the conditions		and specifying the conditions that	
		such buy-back programmes and		the buy-back programmes and	
		stabilisation measures referred to in		stabilisation measures must meet in	
		paragraphs 1 and 2 need to adhere		order to benefit from the exemption	
		to, including conditions for trading,		referred to in paragraphs 1 and 2  ,	
		restrictions regarding time and		including conditions for trading,	
		volume, disclosure and reporting		restrictions regarding time and	
		obligations, and price conditions.		volume, disclosure and reporting	
				obligations, and price conditions.	

10	Art 3,	4. ESMA shall develop draft		[Deadline to be decided later]
	para	regulatory technical standards to		A V
	3a/4(ne	specify the conditions such buy-	to specify the conditions that such	regulatory technical standards to
	w)	back programmes and	buy-back programmes and	specify the conditions that buy-
		stabilisation measures referred to	stabilisation measures referred to	back programmes and
		in paragraph 1 and 3 need to	in paragraphs 1 and 2 must meet,	stabilisation measures referred to
		adhere to, including conditions for	including conditions for trading,	in paragraphs 1 and 3 must meet,
		trading, restrictions regarding	restrictions regarding time and	<b>U</b>
		time and volume, disclosure and	volume, disclosure and reporting	restrictions regarding time and
		reporting obligations and price	obligations, and price conditions.	volume, disclosure and reporting
		<u>conditions.</u>	ESMA shall submit those draft	obligations, and price conditions -
		ESMA shall submit the draft	regulatory technical standards to	
		regulatory technical standards	the Commission by []*.	ESMA shall submit those draft
		<u>referred to in the first</u>	Power is conferred to the	regulatory technical standards to
		subparagraph to the Commission	Commission to adopt the regulatory	the Commission by 24 months.
		by [ xx months after the entry into	technical standards referred to in	Power is conferred to the
		force of this Regulation].	the first subparagraph in	Commission to adopt the
		Power is conferred to the	accordance with Articles 10 to 14 of	regulatory technical standards
		Commission to adopt the	Regulation (EU) No 1095/2010.	referred to in the first
		regulatory technical standards	Regulation (120) 110 1075/2010.	subparagraph in accordance with
		referred to in the first		Articles 10 to 14 of Regulation
		subparagraph in accordance with		(EU) No 1095/2010.
		Article 10 to 14 of Regulation		
		<u>1095/2010.</u>		

OJ please insert date: 12 months after the date of entry into force of this Regulation.

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			r			
		Art 4, para 1	1. This Regulation does not apply to transactions, orders or behaviours carried out in pursuit of monetary, exchange rate or public debt management policy by a Member State, by the European System of Central Banks, by a national central bank of a Member State, by any other ministry, agency or special purpose vehicle of a Member State, or by any person acting on their behalf and, in the case of a Member State that is a federal state, to such transactions, orders or behaviours carried out by a member making up the federation. It shall also not apply to such transactions, orders or behaviours carried out by the Union, a special purpose vehicle for several Member States, the European Investment Bank, an international financial institution established by two or more Member States, which has the purpose to mobilise funding and provide financial assistance to the benefit of its members that are experiencing or threatened by severe financial Stability Facility.	apply to transactions, orders or behaviours carried out in pursuit of monetary, exchange rate, or-public debt management policy or in relation to public agricultural policy by a Member State, the Commission, by the European System of Central Banks, by a national central bank of a Member State, by any other ministry, agency or special purpose vehicle of a Member State, or by any person acting on their behalf and, in the case of a Member State that is a federal state, to such transactions, orders or behaviours carried out by a member making up the federation. It shall also not apply to such transactions, orders or behaviours carried out by the Union, a special purpose vehicle for several Member States, <u>[European Stability</u> <u>Mechanism], the European Financial Stability Facility, an</u> international financial institution established by two or more Member States, which has the purpose to mobilise funding and provide financial assistance to the benefit of its members-that are experiencing or threatened by severe financing problems or the European Financial	1. This Regulation does not apply to transactions <i>or</i> orders  carried out in pursuit of monetary, exchange rate or public debt management policy by a Member State, by the European System of Central Banks, by a national central bank of a Member State, by any other ministry, agency or special purpose vehicle of a Member State, or by any person acting on their behalf and, in the case of a Member State that is a federal state, to such transactions, orders or behaviours carried out by a member making up the federation. It shall also not apply to such transactions, orders or behaviours carried out by the Union, a special purpose vehicle for several Member States, the European Investment Bank, an international financial institution established by two or more Member States, which has the purpose to mobilise funding and provide financial assistance to the benefit of its members that are experiencing or threatened by severe financial Stability Facility.	<ol> <li>This Regulation does not apply to transactions, orders or behaviours carried out in pursuit of monetary, exchange rate or public debt management policy by a Member State, by the members of the European System of Central Banks (ESCB), by any other ministry, agency or special purpose vehicle of one or several Member States, or by any person acting on their behalf and, in the case of a Member State that is a federal state, to such transactions, orders or behaviours carried out by a member making up the federation. It shall also not apply to transactions, orders or behaviours carried out by the European Commission or any other officially designated body or by any person acting on its behalf, in pursuit of public debt management policy.</li> <li>Ia new. This Regulation shall also not apply to transactions, orders or behaviours carried out by the Union, a special purpose vehicle for one or several Member States, the European Financial Stability Facility, European Investment Bank or an international financial institution actingiantic financial institution</li> </ol>
				Stability Facility.		established by two or more Member States, which has the 02
11	384	/13		OM/mf DGG 1B		purpose to mobilise funding and provide financial assistance to the $\mathbb{N}$ benefit of its members that are experiencing or threatened by
						severe financing problems.

11	Art 4, para 1 a (new)			<i>Ia.</i> Any body that uses the exemptions provided for under this Article shall ensure that it has robust internal rules to monitor and mitigate conflicts of interest as well as systems and controls to prevent market abuse by internal employees or any outside contractors.	
11	Art 4, para 2	2. This Regulation does not apply to the activity of a Member State, the European Commission or any other officially designated body, or of any person acting on their behalf, which concerns emission allowances and which is undertaken in the pursuit of the Union's climate policy.	apply to the activity of a Member State, the European Commission or any other officially designated body,	deleted	2. This Regulation does not apply to the activity of a Member State, the European Commission or any other officially designated body, or of any person acting on their behalf, which concerns emission allowances and which is undertaken in the pursuit of the Union's climate policy in accordance with Directive 2003/87/EC.

11	A set 1	2 Th. C	2 This Doculation Jerry 4
11	Art 4,	<u>3. The Commission shall be</u>	3. This Regulation does not
	para 3	empowered to adopt delegated	apply to the activity of a Member
	(new)	acts in accordance with Article 31	State, the European Commission or
		to extend the exclusion set out in	any other officially designated
		paragraph 1 to certain public	body, or of any person acting on
		bodies and central banks of third	their behalf, which is undertaken in
		<u>countries.</u>	the pursuit of the Union's Common
		To that end, the Commission shall	Agricultural Policy or in the
		prepare and present to the	pursuit of the Union's Common
		<b>European Parliament and the</b>	Fisheries Policy in accordance with
		Council a report by [12 months]	acts adopted or international
		after the entry into force of this	agreements concluded under the
		<b>Regulation</b> assessing the	Treaty.
		international treatment of public	
		bodies charged with or	
		intervening in the management of	
		the public debt and central banks	
		in third countries.	
		The report shall include a	
		comparative analysis of the	
		treatment of those bodies and of	
		central banks within the legal	
		framework of third countries,	
		and the risk management	
		standards applicable to the	
		transactions entered into by those	
		bodies and the central banks in	
		those jurisdictions. If the report	
		concludes, in particular in regard	
		to the comparative analysis, that	
		the exemption of the monetary	
		responsibilities of those third-	
		<u>country central banks from the</u>	
		obligations and prohibitions of	
		this Regulation is necessary the	
		Commission shall include them, in,	
1138	34/13	the list set out in paragraphs 1	9
		and 2DGG 1B	

11	Art 4,	4. The Commission shall also	4. The Commission shall be	
	para 4	be empowered to adopt delegated	empowered to adopt delegated acts	
	(new)	acts in accordance with Article 31	in accordance with Article 31 to	
		to extend the exclusion set out in	extend the exclusion set out in	
		paragraph 2 to certain designated	paragraph 1 to certain public	
		public bodies of third countries	bodies and central banks of third	
		that have a linking agreement	countries.	
		with the EU in the meaning of		
		Article. 25 of Directive	To that end, the Commission shall	
		2003/87/EC.	prepare and present to the	
		To that end, the Commission shall	European Parliament and the	
		prepare and present to the	Council a report by [24 months]	
		European Parliament and the	after the entry into force of this	
		Council a report assessing the	Regulation] assessing the	
		treatment of such designated	international treatment of public	
		public bodies charged with the	bodies charged with or intervening	
		climate policy or intervening in	in the management of the public	
		the carbon market in those third	debt and central banks in third	
		countries that have a linking	countries.	
		agreement with the EU.		
		-2	The report shall include a	
			comparative analysis of the	
			treatment of those bodies and of	
			central banks within the legal	
			framework of third countries, and	
			the risk management standards	
			applicable to the transactions	
			entered into by those bodies and	
			the central banks in those	
			jurisdictions. If the report	
			concludes, in particular in regard to	
			the comparative analysis, that the	
			exemption of the monetary	
			responsibilities of those third-	
			country central banks from the	_
1138	84/13	OM/mf	obligations and prohibitions of this	<del>)</del> 5
		DCC 1D	Regulation is necessary the	NT
		DGG 1B	Commission shall include them	N
			the list set out in paragraphs 1 and	
			2.	

11	Art 4 a			moved alongside Council Article 8a	
	(new)				
11	A 1 5				
11	Art 5, para 1, introd. part	For the purposes of this Regulation, the following definitions apply:	For the purposes of this Regulation, the following definitions apply:	<i>I</i> . For the purposes of this Regulation, the following definitions apply:	
11	Art 5, para 1, point 1	1. "financial instrument" means any instrument within the meaning of Article 2(1)(8) of Regulation [MiFIR].	1."financialinstrument"means any instrument within themeaning of Article4(2)(14) ofDirective [MiFID new].	<ul><li>(1) "financial instrument" means any instrument within the meaning of Article 2(1)(8) of Regulation [MiFIR];</li></ul>	[1. "financial instrument" means any instrument within the meaning of Article 4(2)(14) of Directive [MiFID new].]Cross Reference MiFID/MiFIR
11	Art 5,		<u>1a. "investment firm" means</u>		[1a. "investment firm" means
	para 1, point 1 a (new)		any person within the meaning of Article 2(1)(1) of Regulation [MiFIR].		any person within the meaning of Article 2(1)(1) of Regulation [MiFIR].] Cross Reference MiFID/MiFIR
11	Art 5,		<u>1b. "Credit institution or</u>		<u>1b. "Credit institution or</u>
	para 1, point 1		other financial institutions" means a credit institution or other		other financial institutions" means a credit institution or
	b (new)		financial institutions within the		other financial institutions
			meaning of Article 4 Directive 2006/48.		within the meaning [of Article 4 Directive 2006/48.]
12	Art 5,		moved to EP point 4a new		[Council text moved alongside EP
	para 1, point 1				text for ease of reference. The exact place to be considered upon
	c (new)				agreement on substance]

10			0 1 1 1 1 1		0 1 1 1 1 1
12	Art 5,	-	-	(2) "regulated market" means a	-
	para 1,			multilateral system in the Union	2
	point 2	within the meaning of Article	2	8	
		2(1)(5) of Regulation[MiFIR].	2(1)(5) of Regulation[MiFIR].	2(1)(5) of Regulation (EU) No/	2(1)(5) of Regulation[MiFIR].
				[MiFIR];	<b>Cross Reference MiFID/MiFIR</b>
12	Art. 5,	3. "multilateral Trading	3. "multilateral Trading	(3) "multilateral Trading	3. "multilateral Trading
	para 1,	Facility (MTF)" means a	Facility (MTF)" means a	Facility (MTF)" means a multilateral	Facility (MTF)" means a
	point 3	multilateral system in the Union	multilateral system in the Union	system in the Union within the	multilateral system in the Union
		within the meaning of Article	within the meaning of Article	meaning of Article 2(1)(6) of	within the meaning of Article
		2(1)(6) of Regulation[MiFIR].	2(1)(6) of Regulation[MiFIR].	Regulation (EU) No/ [MiFIR];	2(1)(6) of Regulation[MiFIR].
					<b>Cross Reference MiFID/MiFIR</b>
12	Art 5,	4. "organised Trading Facility	4. "organised Trading Facility	(4) "organised Trading Facility	(4) "organised Trading
	para 1,	(OTF)" means a system or facility in	(OTF)" means a system or facility in		
	point 4	the Union referred to in Article	the Union referred to in Article		
	1	2(1)(7) of Regulation[MiFIR].	2(1)(7) of Regulation[MiFIR].	2(1)(7) of Regulation (EU) No/	Article 2(1)(7) of Regulation (EU)
				[MiFIR];	No/ [MiFIR];
					Cross Reference MiFID/MiFIR
12	Art 5,		1c. "accepted market	(4a) "accepted market	
	para 1,		practices" means specific market	practices" means practices that are	practices" means specific market
	point 1		practices that are accepted by the	reasonably expected in one or more	practices that are accepted by the
	c (new)		competent authority of a given	financial markets and are accepted	competent authority of a given
	/4 a		Member State in accordance with	by the competent authority in	Member State in accordance with
	(new)		Article [8a] of this Regulation.	accordance with Article 4a;	Article [8a] of this Regulation.
	(		The second of this regulation		

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12	Art 5,	13. "stabilisation" means any	(4b) "stabilisation" means any	"stabilisation" means any purchase
	para 1,	purchase or offer to purchase	purchase or offer to purchase	or offer to purchase relevant
	point	relevant financial instruments, or	relevant financial instruments, or	securities, or any transaction in
	point	any transaction in associated	any transaction in associated	associated instruments equivalent
	13	instruments equivalent thereto, by	instruments equivalent thereto, by	thereto, by investment firms or
	(new)/	investment firms or credit	investment firms or credit	credit institutions, which is
	4 b	institutions, which is undertaken	institutions, which is undertaken in	undertaken in the context of a
	(new)	in the context of a significant	the context of a significant	significant distribution of such
		distribution of such relevant	distribution of such relevant	relevant securities exclusively for
		securities exclusively for	securities exclusively for supporting	supporting the market price of
		supporting the market price of	the market price of these relevant	these relevant securities for a
		these relevant securities for a	securities for a predetermined	predetermined period of time, due
		predetermined period of time, due	period of time, due to a selling	to a selling pressure in such
		to a selling pressure in such	pressure in such securities;	securities;
		securities;		
				"associated instruments" means
				the following financial
				instruments (including those
				which are not admitted to
				trading on a regulated market,
				or for which a request for
				admission to trading on such a
				market has not been made,
				provided that the relevant
				competent authorities have
				agreed to standards of
				transparency for transactions in such financial instruments):
				such financial instruments):
				(a) contracts or rights to subscribe for, acquire or dispose
				of relevant securities;
				(b) financial derivatives on
				<u>relevant securities;</u>
				(c) where the relevant
1138	34/13	OM/mf		securities are convertible or 98
		DCC 1D		exchangeable debt instruments,
		DGG 1B		the securities into which such
				convertible or exchangeable debt
				instruments may be converted or
				exchanged;

12	Art 5, para 1, point 5	5. "trading venue" means a system or facility in the Union referred to in Article 2(1)(26) of Regulation[MiFIR].	5. "trading venue" means a system or facility in the Union referred to in Article 2(1)(25) of Regulation[MiFIR].	(5) "trading venue" means a system or facility in the Union referred to in <i>Article 2(1)(25)</i> of Regulation (EU) No/ [MiFIR];	system or facility in the Union
12	Art 5, para 1, point 5 a (new)		5a "Significant distribution" means an initial or secondary offer of securities that is distinct from ordinary trading both in terms of the amount in value of the securities to be offered and the selling method to be employed.		5a "Significant distribution" means an initial or secondary offer of securities that is distinct from ordinary trading both in terms of the amount in value of the securities to be offered and the selling method to be employed.
12	Art 5, para 1, point 6	6. "SME growth market" means a MTF in the Union within the meaning of Article 4(1)(17) of Directive [new MiFID].	6. "SME growth market" means a MTF in the Union within the meaning of Article $4(\underline{2})(\underline{11})$ of Directive [new MiFID].	(6) "SME growth market" means a MTF in the Union within the meaning of <i>Article 4(1)(11)</i> of Directive//EU [new MiFID];	6. "SME growth market" means a MTF in the Union within the meaning of Article 4( <u>2</u> )( <u>11</u> ) of Directive [new MiFID]. <u>Cross Reference MiFID/MiFIR</u>
12	Art 5, para 1, point 7	7. "competent authority" means the competent authority designated in accordance with Article 16.	7. "competent authority" means the competent authority designated in accordance with Article 16.	(7) "competent authority" means the competent authority designated in accordance with Article 16;	means the competent authority
13	Art 5, para 1, point 8	8. "person" means any natural or legal person.	8. "person" means any natural or legal person.	(8) "person" means any natural or legal person;	8. "person" means any natural or legal person.

13	Art 5,	9. "commodity" means a	9. "commodity" means a	(9) "commodity" means	9. "commodity" means a
15	para 1,	commodity within the meaning of	commodity within the meaning of	commodity within the meaning of	commodity within the meaning of
	point 9	Article 2(1) of Commission	Article 2(1) of Commission	Article 2(1) of Commission	Article 2(1) of Commission
	point 9	Regulation (EC) No $1287/2006$ .	Regulation (EC) No 1287/2006.	Regulation (EC) No 1287/2006;	Regulation (EC) No $1287/2006$ .
		Regulation (EC) No 1287/2000.	Regulation (EC) No 1287/2000.	Regulation (EC) No 1287/2000,	Regulation (EC) NO 1287/2000.
13	Art 5	10 "anot commodity contract"	10 "anot commodity contract"	(10) "grat commodity contract"	10 "grat commodity contract"
15	Art 5,	10. "spot commodity contract"	10. "spot commodity contract"	(10) "spot commodity contract"	10. "spot commodity contract"
	para 1,	means any contract for the supply of	means any contract for the supply of	means any contract for the supply of	means any contract for the supply
	point	a commodity traded on a spot	a commodity traded on a spot	a commodity traded on a spot market	of a commodity traded on a spot
	10	market which is promptly delivered	market which is promptly delivered	which is promptly delivered when	market which is promptly delivered
		when the transaction is settled	when the transaction is settled, as	the transaction is settled including	when the transaction is settled, as
		including any derivative contract	well as other contracts (such as	any derivative contract that must be	well as other contracts for the
		that must be settled physically.	physically settled forward	settled physically;	supply of a commodity (such as
			contracts) for the supply of a		physically settled forward
			commodity that are not financial		<u>contracts) that are not financial</u>
			<u>instruments.</u>		<u>instruments.</u>
13	Art 5,	11. "spot market" means any	11. "spot market" means any	(11) "spot market" means any	11. "spot market" means any
	para 1,	commodity market in which	commodity market in which	commodity market in which	commodity market in which
	point	commodities are sold for cash and	commodities are sold for cash and	commodities are sold for cash and	commodities are sold for cash and
	11	promptly delivered when the	promptly delivered when the	promptly delivered when the	promptly delivered when the
		transaction is settled.	transaction is settled, as well as	transaction is settled;	transaction is settled, as well as
			<u>other non financial markets, such</u>		<u>other non financial markets,</u>
			<u>as forward markets for</u>		such as forward markets for
			<u>commodities</u> .		<u>commodities</u> .
13	Art 5,	12. "buy-back programme"	12. "buy-back programme"	(12) "buy-back programme"	(12) "buy-back programme"
	para 1,	means trading in own shares in	means trading in own shares in	means trading in own shares in	means trading in own shares in
	point	accordance with Articles 19 to 24 of	accordance with Articles 19 to 24 of	accordance with Articles 19 to 24 of	accordance with Articles 21 to 27
	12	Council Directive 77/91/EEC.	Council Directive 77/91/EEC.	Directive 77/91/EEC;	of Directive 2012/30/EU;
13	Art 5,		moved up to EP point 4b (new)		[Council text moved alongside EP
	para 1,				text for ease of reference. The
	point				exact place to be considered upon
	13				agreement on substance]
	(new)				Č I
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13	Art 5, para 1, point 13	13. "algorithmic trading" means trading of financial instruments using computer algorithms within the meaning of Article 4(1)(37) of Directive [new MiFID].	<b>14.</b> "algorithmic trading" means trading of financial instruments using computer algorithms within the meaning of Article 4(2)(30) of Directive [new MiFID].	(13) "algorithmic trading" means trading of financial instruments using computer algorithms within the meaning of <i>Article 4(1)(30)</i> of Directive//EU [new MiFID];	14."algorithmictrading"meanstradingoffinancialinstrumentsusingcomputeralgorithmswithin the meaning ofArticle4(2)(30)ofDirective[newMiFID].CrossCrossReferenceMiFID/MiFIR
13	Art 5, para 1, point 14	14. "emission allowance" means a financial instrument as defined in point (11) of Section C of Annex I of Directive [new MiFID].	<b><u>15.</u></b> "emission allowance" means a financial instrument as defined in point (11) of Section C of Annex I of Directive [new MiFID].	(14) "emission allowance" means a financial instrument referred to point (11) of Section C of Annex I of Directive//EU [new MiFID];	<u>15.</u> "emission allowance" means a financial instrument as defined in point (11) of Section C of Annex I of Directive [new MiFID]. <u>Cross Reference MiFID/MiFIR</u>
13	Art 5, para 1, point 15	15. "emission allowance market participant" means any person who enters into transactions, including the placing of orders to trade, in emission allowances.	<u><b>16.</b></u> "emission allowance market participant" means any person who enters into transactions, including the placing of orders to trade, in emission allowances.	(15) "emission allowance market participant" means a person who enters into transactions, including the placing of orders to trade, in emission allowances;	<u>16.</u> "emission allowance market participant" means any person who enters into transactions, including the placing of orders to trade, in emission allowances.
13	Art 5, para 1, point 16	16. "issuer of a financial instrument" means an issuer as defined in Article 2(1)(h) of Directive 2003/71/EC.	<b><u>17.</u></b> "issuer of a financial instrument" means <u>a legal entity</u> <u>governed by private or public law,</u> <u>which issues or proposes to issue</u> <u>financial instruments, the</u> issuer <u>being, in case of depository</u> <u>receipts representing financial</u> <u>instruments, the issuer of the</u> <u>financial instrument represented.</u>	(16) "issuer of a financial instrument" means issuer within the meaning of Article 2(1)(h) of Directive 2003/71/EC;	<b>17.</b> "issuer of a financial instrument" means <u>a legal entity</u> governed by private or public law, which issues or proposes to issue financial instruments, the issuer being, in case of depository receipts representing financial instruments, the issuer of the financial instrument represented.

14	Art 5, para 1, point 17	17. "ACER" means the Agency for the Cooperation of Energy Regulators established under Regulation (EC) No. 713/2009 .	<b>18.</b> "ACER" means the Agency for the Cooperation of Energy Regulators established under Regulation (EC) No. 713/2009.	deleted	DELETE
14	Art 5, para 1, point 18	18. "wholesale energy product" has the same meaning as in Article 2(4) of [Regulation (EU) Noof the European Parliament and the Council on Wholesale Energy Market Integrity and Transparency]	<b>19.</b> "wholesale energy product" has the same meaning as in Article 2(4) of [Regulation (EU) Noof the European Parliament and the Council on Wholesale Energy Market Integrity and Transparency]	Regulation (EU) No 1227/2011;	<b>19.</b> "wholesale energy product" has the same meaning as in Article 2(4) of [Regulation (EU) Noof the European Parliament and the Council on Wholesale Energy Market Integrity and Transparency]
14	Art 5, para 1, point 19	19. "national regulatory authority" has the same meaning as in Article 2(7) of [Regulation (EU) Noof the European Parliament and the Council on Wholesale Energy Market Integrity and Transparency]	<b>20.</b> "national regulatory authority" has the same meaning as in Article 2(7) of [Regulation (EU) Noof the European Parliament and the Council on Wholesale Energy Market Integrity and Transparency]	regulatory authority as defined in	in Article 2(10) of [Regulation
14				(19a) "order-book data" means information which is required to be provided in relation to a single order sent to the regulated market or the MTF for the purpose of entering the order book which is held and maintained by the person operating the regulated market or the MTF concerned;	[Delete]

14			means within	the meaning of Arti ) of Regulation (EU)	
14	Art 5,	<u>21. "Person</u>	discharging		21. "Person discharging
	para 1,	managerial respons	ibilities within		managerial responsibilities
	point	<u>an issuer" shall m</u>	ean a person		within an issuer" shall mean a
	21	<u>who is:</u>			<u>person who is:</u>
	(new)	<u>a. A membe</u>			<u>a. A member of the</u>
		<u>administrative</u> ma			<u>administrative management or</u>
		supervisory bodies of			<u>supervisory bodies of the issuer.</u>
			ecutive, who is		<b>b.</b> A senior executive, who is
		not a member of	the bodies as		not a member of the bodies as
		<u>referred to in point</u>	nt (a), having		<u>referred to in point (a), having</u>
		<u>regular</u> access	<u>to inside</u>		<u>regular access to inside</u>
		information relatin	-		information relating, directly or
		indirectly, to the is			indirectly, to the issuer, and the
		<u>power to make</u>			<u>power to make managerial</u>
		decisions affecting			decisions affecting the future
		<u>developments</u> an			developments and business
		prospects of this issue	ier.		prospects of this issuer.

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14	Art 5,	22. "Persons closely associated	22. "Persons closely
	para 1,	with another" shall mean:	associated with another" shall
	point	a. The spouse of the person,	mean:
	22	or any partner of that person	a. The spouse of the person,
	(new)	considered by national law as	or any partner of that person
		equivalent to the spouse;	<u>considered by national law as</u>
		b. According to national law,	equivalent to the spouse;
		dependent children;	b. According to national
		c. Other relatives of the	law, dependent children;
		person, who have shared the same	c. Other relatives of the
		household as that person for at	person, who have shared the
		least one year on the date of the	same household as that person
		transaction concerned;	for at least one year on the date
		d. Any legal person, trust or	of the transaction concerned;
		partnership, whose managerial	d. Any legal person, trust or
		responsibilities are discharged by	partnership, whose managerial
		a person referred to in point 21 of	responsibilities are discharged
		this Article or in letters (a), (b)	by a person referred to in point
		and (c) of this point, or which is	21 of this Article or in letters (a),
		directly or indirectly controlled by	(b) and (c) of this point, or which
		such a person, or that is set up for	is directly or indirectly
		the benefit of such a person, or	controlled by such a person, or
		whose economic interests are	that is set up for the benefit of
		substantially equivalent to those	such a person, or whose
		of such person.	economic interests are
			substantially equivalent to those
			of such person.
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14	Art 5,	23. "recommendation" mean	
	para 1,	any information recommending on	DELETE
	point	suggesting an investment strategy	
	23	explicitly or implicitly, concerning	
	(new)	<u>one or several financia</u>	
		<u>instruments</u> or the issuers o	
		<u>financial</u> instruments, including	
		any opinion as to the present of	
		<u>future value or price of sucl</u>	
		instruments, intended for	
		distribution channels or for the	
		<u>public.</u>	

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14	Art 5,	24. "information	DELETE
	para 1,	recommending or suggesting	
	point	investment strategy" means:	
	24	(a) information produced by an	
	(new)	independent analyst, an	
		<u>investment firm, a credit</u>	
		institution, any other person	
		whose main business is to produce	
		recommendations or a natural	
		person working for them under a	
		<u>contract of employment or</u>	
		otherwise, that, directly or	
		indirectly, expresses a particular	
		investment recommendation in	
		respect of a financial instrument	
		<u>or an issuer of financial</u>	
		<u>instruments;</u>	
		(b) information produced by	
		persons other than the persons	
		referred to in (a) which directly	
		recommends a particular	
		investment decision in respect of a	
		financial instrument.	

14	Art 5, para 1, point 25 (new)	25. "data traffic records" means the records of traffic data as defined in Article 2 para b of Directive 2002/58/EC of the European Parliament and the Council of 12 July 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector;	25. "data traffic records" means the records of 'traffic data' as defined in Article 2 point b of Directive 2002/58/EC of the European Parliament and the Council of 12 July 2002 concerning the processing of personal data and the protection of privacy in the electronic communications sector;
15	Art 5, para 1, point 26 (new)	26. "persons professionally arranging or executing transactions in financial instruments" means an investment firm, credit institution or other financial institution, or natural persons in their employment, professionally engaged in the reception and transmission of orders or in the execution of transactions in financial instruments;	26. "persons professionally arranging or executing transactions in financial instruments" means a person <del>,</del> professionally engaged in the reception and transmission of orders or in the execution of transactions in financial instruments;

15	Art 5, para 1, point 20	"20. 'benchmark' means any commercial index or published figure calculated by the application of a formula to the value of one or more underlying assets or prices, including estimated prices, interest rates or other values, or surveys by reference to which the amount payable under a financial instrument is determined"	<ul> <li><u>27.</u> "benchmark" means</li> <li>(a) any <u>published</u> index or published figure calculated by the application of a formula to, or on the basis of, the value of one or more underlying assets, or prices, including estimated prices, actual or estimitated interest rates or other values, or surveys, where the input in the formula comes from more than one party; and</li> <li>(b) by reference to which the amount payable under a financial instrument or the value of the financial instrument is determined.</li> </ul>	<ul> <li>(20) "benchmark" means any published rate, index or figure, by reference to which the amount payable under a financial instrument is determined, including an interbank offer rate, calculated by the application of a formula to, or otherwise derived from:</li> <li>(a) the price or value of one or more underlying assets; or</li> <li>(b) the interest rate (whether actual or estimated) applied to the borrowing of funds;</li> </ul>	"benchmark" means any rate, index or figure, made available to the public or published that is periodically or regularly determined by the application of a formula to, or on the basis of: the value of one or more underlying assets, or prices, including estimated prices, actual or estimated interest rates or other values, or surveys, and by reference to which the amount payable under a financial instrument or the value of a financial instrument is determined.
15	Art 5,		<b><u>28.</u></b> "Stakebuilding" means an acquisition of securities by a		MOVE TO Article 7A
	para 1, point		person in a company which does		
	28		not trigger a legal or regulatory		
	(new)		obligation to make a takeover bid		
	, ,		in relation to that company;		
15	Art 5,		29. "systematic internaliser"		DELETE
	para 1,		means an investment firm trading		
	point		<u>on own account within the</u>		
	29		meaning of article 2(1)(3) of		
	(new)		<u>Regulation [MiFIR] ;</u>		
15	Art 5,		31. "market maker" means a		31. "market maker" means a
	para 1,		person within the meaning of		person within the meaning of
	point		Article 4(2)(6) of Directive [new		Article 4(2)(6) of Directive [new
	31		<u>MiFID]</u>		<u>MiFID]</u>
	(new)				

15	Art 5, para 2 (new)			2. The Commission shall be empowered to adopt delegated acts in accordance with Article 32 concerning measures to specify the technical elements of or amend the definitions laid down in paragraph 1, if appropriate, in line with the definitions laid down in Regulation (EU) No/2012 [MIFIR] and Directive 2012//EU [new MiFID] in order to take into account of: (a) technical developments on financial markets; (b) the list of abusive practices referred to in Article 34b(b).	DELETE
15	Art 6, para 1, point (a)	<ol> <li>For the purposes of this Regulation, inside information shall comprise the following types of information:         <ul> <li>(a) information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers of financial instruments or to one or more financial instruments, and which if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.</li> </ul> </li> </ol>	<ol> <li>For the purposes of this Regulation, inside information shall comprise the following types of information:         <ul> <li>(a) information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers of financial instruments or to one or more financial instruments, and which if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.</li> </ul> </li> </ol>	<ol> <li>For the purposes of this Regulation, inside information shall comprise the following types of information:         <ul> <li>(a) information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers of financial instruments or to one or more financial instruments, and which if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments;</li> </ul> </li> </ol>	<ul><li>this Regulation, inside information shall comprise the following types of information:</li><li>(a) information of a precise</li></ul>

15	Art 6, para 1, point (b)	(b) in relation to derivatives on commodities, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such derivatives or to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts; notably information which is required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contracts or customs, on the relevant commodity derivatives or spot markets.	(b) in relation to derivatives on commodities, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such derivatives or <u>relating directly</u> to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts <u>and where</u> <u>this is</u> information which is <u>reasonably expected to be</u> <u>disclosed or</u> required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contracts, <u>practices</u> or customs, on the relevant commodity derivatives or spot markets.	nature, which has not been made public, relating, directly or indirectly, to one or more such derivatives or to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts or to have a distortive effect on the functioning of the commodity derivatives markets or to hinder supervision of the market concerned; and information which is required to be disclosed in accordance with legal or regulatory provisions at the Union or national	on commodities, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such derivatives or <u>relating directly</u> to
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1.5	4.16				
15	Art 6,	(c) in relation to emission		(c) in relation to emission	
	para 1,	allowances or auctioned products	allowances or auctioned products	allowances or auctioned products	allowances or auctioned products
	point	based thereon, information of a	based thereon, information of a	based thereon, information of a	based thereon, information of a
	(c)	precise nature, which has not been	precise nature, which has not been	precise nature, which has not been	precise nature, which has not been
		made public, relating, directly or	made public, relating, directly [or	made public, relating, directly or	made public, relating, directly or
		indirectly, to one or more such	indirectly], to one or more such	indirectly, to one or more such	indirectly, to one or more such
		instruments, and which, if it were	instruments, and which, if it were	instruments, and which, if it were	instruments, and which, if it were
		made public, would be likely to have	made public, would be likely to have	made public, would be likely to have	made public, would be likely to
		a significant effect on the prices of	a significant effect on the prices of	a significant effect on the prices of	have a significant effect on the
		such instruments or on the prices of	such instruments or on the prices of	such instruments or on the prices of	prices of such instruments or on
		related derivative financial	related derivative financial	related derivative financial	the prices of related derivative
		instruments.	instruments.	instruments and which is required	financial instruments;
				to be disclosed in accordance with	
				legal or regulatory provisions at the	
				Union or national level, market	
				rules, contracts or customs, on the	
				relevant commodity derivatives or	
				spot markets;	

15	Art 6,	(d) for persons charged with the	(d) for persons charged with the	(d) for persons charged with the	(d) for persons charged with
	para1,	execution of orders concerning	execution of orders concerning	execution of orders concerning	the execution of orders concerning
	point	financial instruments, it also means	financial instruments, it also means	financial instruments, it also means	financial instruments, it also means
	(d)	information conveyed by a client	information conveyed by a client	information conveyed by a client	information conveyed by a client
		and related to the client's pending	and related to the client's pending	and related to the client's pending	and related to the client's pending
		orders in financial instruments,	orders in financial instruments,	orders in financial instruments,	orders in financial instruments,
		which is of a precise nature, which	which is of a precise nature, which	which is of a precise nature, which	which is of a precise nature, which
		relates, directly or indirectly, to one	relates, directly or indirectly, to one	relates, directly or indirectly, to one	relates, directly or indirectly, to
		or more issuers of financial	or more issuers of financial	or more issuers of financial	one or more issuers of financial
		instruments or to one or more	instruments or to one or more	instruments or to one or more	instruments or to one or more
		financial instruments, and which, if	financial instruments, and which, if	financial instruments, and which, if	financial instruments, and which, if
		1 2	it were made public, would be likely	it were made public, would be likely	it were made public, would be
		to have a significant effect on the	to have a significant effect on the	to have a significant effect on the	likely to have a significant effect
		prices of those financial instruments,	prices of those financial instruments,	prices of those financial instruments,	<b>1</b>
		the price of related spot commodity	the price of related spot commodity	the price of related spot commodity	
		contracts, or on the price of related	contracts, or on the price of related	contracts, or on the price of related	spot commodity contracts, or on
		derivative financial instruments.	derivative financial instruments.	derivative financial instruments;	the price of related derivative
					financial instruments;

16	Art 6,	(e) information not falling	deleted	(e) information not falling	DELETED – note changes to $6(3)$
10	paral,	within paragraphs (a), (b), (c) or (d)		within points (a), (b), (c) or (d)	below
	point	relating to one or more issuers of		relating to one or more issuers of	below
	(e)	financial instruments or to one or		financial instruments or to one or	
	(e)				
		more financial instruments, which is		more financial instruments, which	
		not generally available to the public,		although is not generally available	
		but which, if it were available to a		to the public, is of a type that is	
		reasonable investor, who regularly		reasonably considered to require	
		deals on the market and in the		subsequent disclosure and which, if	
		financial instrument or a related spot		it were available to a reasonable	
		commodity contract concerned,		investor, who regularly deals on the	
		would be regarded by that person as		market and in the financial	
		relevant when deciding the terms on		instrument or a related spot	
		which transactions in the financial		commodity contract concerned,	
		instrument or a related spot		would be regarded as relevant by	
		commodity contract should be		that person when deciding the terms	
		effected.		on which transactions in the	
				financial instrument or a related spot	
				commodity contract should be	
				effected and where any type of	
				conduct upon such information is	
				likely to be regarded by a	
				reasonable investor who regularly	
				deals on the market as a failure on	
				the part of the person concerned to	
				observe the standard of behaviour	
				reasonably expected of a person in	
				such position in relation to that	
				market.	

para 2 paragraph 1, information shall be paragraph 1, information shall be deemed to be of a precise nature if it deemed to be of a precise nature if it deemed to be of a precise nature if it shall be deemed to be of a pre	the purposes of agraph 1, information med to be of a precise indicates a set of s which exists or may
deemed to be of a precise nature if it deemed to be of a precise nature if it deemed to be of a precise nature if it shall be deer	ned to be of a precise indicates a set of
	indicates a set of
indicates a set of circumstances indicates a set of circumstances indicates a set of circumstances indicates a	
	s which exists or may
	be expected to come
	e or an event which
	or may reasonably be
	do so and if it is
	ough to enable a
	o be drawn as to the
	fect of that set of
of the financial instruments, the of the financial instruments, the of the financial instruments, the circumstance	es or event on the
related spot commodity contracts, or related spot commodity contracts, or related spot commodity contracts, prices of the	financial instruments,
the auctioned products based on the the auctioned products based on the <i>the emission allowances</i> or the the related	l spot commodity
emission allowances. emission allowances. In this auctioned products based <i>thereon</i> . contracts,	or the auctioned
respect in the case of a protracted products base	sed on the emission
process intended to bring about, allowances.	In this respect in the
or that results in, a particular case of a	protracted process
circumstance or a particular intended to	bring about, or that
event, not only may that future results in	n, a particular
circumstance or future event be circumstance	e or a particular
regarded as precise information, event, not o	only may that future
	e or future event be
	precise information,
with bringing about or resulting but also the	intermediate steps of
	which are connected
	ng about or resulting
	ure circumstance or
event.	

16	Art. 6,	2a. An intermediate step in a	2a. An intermediate step in a
	para 2	protracted process can be inside	protracted process can be inside
	a (new)	information if, by itself, it satisfies	<u>information if, by itself, it</u>
		the criteria of inside information	satisfies the criteria of inside
		as referred to in this article.	information as referred to in this
			<u>article.</u>

16	Art. 6, para 3	3. For the purposes of applying paragraph 1, information which, if it were made public, would be likely to have a significant effect on the prices of the financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances shall mean information a reasonable investor would be likely to use as part of the basis of his investment decisions.	3. For the purposes of applying paragraph 1, <u>namely</u> information which, if it were made public, would be likely to have a significant effect on the prices of the financial instruments, the related spot commodity contracts, or the auctioned products based on the emission allowances, <u>account</u> shall <u>be taken of to the extent which</u> a reasonable investor would be likely to use <u>that information</u> as part of the basis of his investment decision <del>s</del> . <u>In the case of emission allowance</u> <u>market participants with</u> <u>aggregate emissions or rated</u> <u>thermal input at or below the</u> <u>threshold set in accordance with</u> <u>the third subparagraph of Article</u> <u>12(2), information about their</u> <u>physical operations shall be</u> <u>deemed not to have a significant</u> <u>effect on the price of emission</u> <u>allowances, auctioned products</u> <u>based thereon or on the prices of</u> <u>related derivative financial</u> <u>instruments.</u>	paragraph 1, information which, if it were made public, would be likely to have a significant effect on the prices of the financial instruments, the related spot commodity contracts, <i>the emission allowances</i> or the auctioned products based <i>thereon</i> shall mean information a reasonable investor would be likely to use as part of the basis of his	3. For the purposes of applying paragraph 1, information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, related spot commodity contracts, or auctioned products based on emission allowances shall <u>mean</u> <u>information</u> a reasonable investor would be likely to use as part of the basis of his investment decisions. <u>In the case of emission allowance</u> <u>market participants with</u> <u>aggregate emissions or rated</u> <u>thermal input at or below the</u> <u>threshold set in accordance with</u> <u>the third subparagraph of</u> <u>Article 12(2), information about</u> <u>their physical operations shall be</u> <u>deemed not to have a significant</u> <u>effect on the price of emission</u> <u>allowances, auctioned products</u> <u>based thereon or on the prices of</u> <u>related derivative financial</u> <u>instruments.</u>
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1.6				
16	Art. 6,	<u>4. ESMA shall issue</u>	<u>4. ESMA shall issu</u>	<u>ie</u>
	para 4	guidelines to establish a non	guidelines to establish a no	n
	(new)	exhaustive indicative list of	exhaustive indicative list	of
		information which is reasonably	information which is reasonable	ly
		expected or required to be	expected or required to h	)e
		disclosed in accordance with legal	disclosed in accordance wit	th
		or regulatory provisions at the	legal or regulatory provisions a	at
		Union or national level, market	the Union or national leve	<u>el,</u>
		rules, contracts, practices or	market rules, contract	s,
		<u>customs, on the relevant</u>	practices or customs, on th	<u>ie</u>
		<u>commodity</u> derivatives or spot	relevant commodity derivative	es
		markets as referred to in	or spot markets as referred to i	in
		paragraph 1(b) of this Article.	paragraph 1(b) of this Articl	e.
		ESMA shall dully take into	ESMA shall dully take int	to
		account specificities of these	account specificities of the	se
		markets.	markets.	

16	Art. 6, para 3 a (new)			3a. In order to ensure consistent application of paragraph 1(c), ESMA shall develop draft regulatory technical standards providing a definition of inside information in relation to emission allowances or auctioned products based thereon. ESMA shall submit those draft regulatory technical standards to the Commission, following a public consultation, by []*. Power is delegated to the Commission to adopt the regulatory technical standards referred to in the first subparagraph in accordance with Articles 10 to 14 of Regulation (EU) No 1095/2010.	[deletion]
16	Art. 6, para 3 b (new)			3b. In order to ensure consistent application of paragraph 1(e) to diverse market activities, ESMA shall issue guidelines providing assistance in determining appropriate standards of behaviour in relation to relevant markets.	[deletion] [covered by row 164]
16	Art 7, title	Insider dealing and improper disclosure of inside information	Insider dealing and improper disclosure of inside information	Insider dealing and improper disclosure of inside information	Insider dealing

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

16	Art 7,	1. For the purposes of this	1. For the purposes of this	1. For the purposes of this	1. For the purposes of this
10	para 1	Regulation, insider dealings arises	Regulation, insider dealings arises		Regulation, insider dealing arises
	Puru I	where a person possesses inside	where a person possesses inside		where a person possesses inside
		information and uses that	information and uses that	· ·	information and uses that
		information by acquiring or	information by acquiring or	information by acquiring or	information by acquiring or
		disposing of, for his own account or	disposing of, for his own account or	j 1 C	disposing of, for his own account
		for the account of a third party,	for the account of a third party,		or for the account of a third party,
		either directly or indirectly, financial		either directly or indirectly, financial	either directly or indirectly,
		instruments to which that	instruments to which that	instruments to which that	financial instruments to which that
		information relates. The use of	information relates. The use of	information relates.	information relates.
		inside information to cancel or	inside information to cancel or	The use of inside information to	The use of inside information by
		amend an order concerning a	amend an order concerning a	cancel or amend an order concerning	cancelling or amending to cancel
		financial instrument to which the	financial instrument to which the	a financial instrument to which the	or amend an order concerning a
		information relates where the order	information relates where the order	information relates where the order	financial instrument to which the
		was placed before the person	was placed before the person	was placed before the person	information relates where the order
		concerned possessed the inside	concerned possessed the inside	concerned possessed the inside	was placed before the person
		information, shall also be considered	information, shall also be considered	information, shall also be considered	concerned possessed the inside
		as insider dealing.	as insider dealing.	as insider dealing.	information, shall also be
					considered as insider dealing.
					In relation to auctions of emission
					allowances or other auctioned
					products based thereon that are
					held pursuant to Regulation (No)
					1031/2010, the <u>use of inside</u>
					information shall also comprise
					submitting, modifying or
					withdrawing a bid <b>by a person</b> for
					its own account or for the account
					of a third party.

16	Art 7,	2. For the purposes of this	deleted	2. For the purposes of this	
10	para 2	Regulation, attempting to engage in		Regulation, attempting to engage in	Delete
	para 2				Delete
		insider dealing arises where a person		insider dealing arises where a person	
		possesses inside information and		possesses inside information and	
		attempts to acquire or dispose of, for		uses that information to attempt to	
		his own account or for the account		acquire or dispose of, for his own	
		of a third party, either directly or		account or for the account of a third	
		indirectly, financial instruments to		party, either directly or indirectly,	
		which that information relates. The		financial instruments to which that	
		attempt to cancel or amend an order		information relates. The attempt to	
		concerning a financial instrument to		cancel or amend an order concerning	
		which the information relates on the		a financial instrument to which the	
		basis of inside information where		information relates on the basis of	
		the order was placed before the		inside information where the order	
		person concerned possessed the		was placed before the person	
		inside information, shall also be		concerned possessed the inside	
		considered an attempt to engage in		information, shall also be considered	
		1 00			
		insider dealing.		an attempt to engage in insider	
				dealing. Attempting to acquire or	
				dispose of financial instruments	
				under this Article means taking any	
				step necessary to effect, cancel or	
				amend a trade.	

17	Art 7, para 3/5	3. For the purposes of this Regulation, a person recommends or induces another person to engage in insider dealing if the person possesses inside information and recommends or induces another person, on the basis of inside information, to acquire or dispose of financial instruments to which that information relates.	5. For the purposes of this Regulation, <u>recommending or</u> <u>inducing</u> another person to engage in insider dealing <u>arises when a</u> person <u>who</u> possesses inside information, <del>and</del> recommends or induces another person on the basis of <u>that</u> information, to acquire or dispose of financial instruments to which that information relates.	3. For the purposes of this Regulation, a person recommends that another person engages in insider dealing, or induces another person to engage in insider dealing, if the person possesses inside information and recommends, on the basis of that inside information, that another person acquire or dispose of financial instruments to which that information relates, or induces that person to make such an acquisition or disposal.	3. For the purposes of this Regulation, recommending that another person engages in insider dealing, or inducing another person to engage in insider dealing, arises where the person possesses inside information and a) recommends, on the basis of that information, that another person acquire or dispose of financial instruments to which that information relates, or induces that person to make such an acquisition or disposal or b) recommends, on the basis of that information, that another person cancel or amend an order concerning a financial instrument to which that information relates, or induces that person to make such a cancellation or amendment.
17	Art 7, para 3 a (new)/6		6.Theuseofrecommendations or inducementsreferredtoinparagraph5amountstoinsiderdealingthepersonusingtherecommendationorinducementknowsoroninsideinformation.	3a. The use or onward disclosure of the recommendations or inducements referred to in paragraph 3 amounts to insider dealing when the person using or disclosing the recommendation or inducement knows or ought to know, that it is based upon insider information.	3a. The use of the recommendations or inducements referred to in paragraph 3 amounts to insider dealing when the person using the recommendation or inducement knows or ought to know, that it is based upon insider information.

17	Art 7, para 3 b (new)			3b. For the purposes of this Regulation, a person recommends that another person engages in insider dealing, or induces another person to engage in insider dealing, if the person possesses inside information and recommends, on the basis of that information, that another person cancel or amend an order concerning a financial instrument to which that information relates, without disclosing the inside information to that person, or induces that person to make such a cancellation or amendment.	[deletion]
17	Art 7, para 4	4. For the purposes of the Regulation, improper disclosure of inside information arises where a person possesses inside information and discloses the inside information to any other person, except where the disclosure is made in the normal course of the exercise of duties resulting from an employment or profession.	deleted	[EP text moved alongside Council Art. 7b(1)]	[deletion]
17	Art 7, para 5, subpara 1, / para 2 introdu ctory part	5. Paragraphs 1, 2, 3 and 4 apply to any person who possesses inside information as a result of any of the following situations:	2. <u>This article applies to any</u> legal or natural person who possesses inside information as a result of any of the following situations:	5. Paragraphs 1, 2, 3 and 4 apply to any person who possesses inside information as a result of any of the following situations:	possesses inside information as a

17	Art 7, para 5, subpara 1, point a / para 2 point b	(a) being a member of the administrative, management or supervisory bodies of the issuer;	(b) being a member of the administrative, management or supervisory bodies of the issuer,	(a) being a member of the administrative, management or supervisory bodies of the issuer;	(a) being a member of the administrative, management or supervisory bodies of the issuer;
17	Art 7, para 5, subpara 1, point b/ para 2 point c	(b) having a holding in the capital of the issuer;	(c) having a holding in the capital of the issuer,	(b) having a holding in the capital of the issuer;	(b) having a holding in the capital of the issuer;
17	Art 7, para 5, subpara 1, point c/ para 2 point d	(c) his having access to the information through the exercise of duties resulting from an employment or profession;	(d) his having access to the information through the exercise of duties resulting from <u>his</u> <u>employment</u> , profession or <u>duties;</u>	· · · · · ·	(c) having access to the information through the exercise of an <u>employment</u> , profession or <u>duties.</u>
17	Art 7, para 5, subpara 1, point d/ para 2 point e	(d) being involved in criminal activities.	(e) being involved in criminal activities.	(d) being involved in <i>illegal</i> activities.	(d) being involved in criminal activities.

pa su 1, f(1 an	ara 2, ubpara , point (new) nd	Paragraphs 1, 2, 3 and 4 also apply to any inside information obtained by a person under circumstances other than those referred to in points (a) to (d) and which the person knows or ought to know, is inside information.	(f)obtaininginsideinformationunder circumstancesother than those in points (b) to (f)and which the person knows oroughttoknowisinformation.	Paragraphs 1, 2, 3 and 4 also apply to any inside information obtained by a person under circumstances other than those referred to in points (a) to (d) and which the person knows or ought to know, is inside information.	
	urt 7, ara /7	6. Where the person referred to in paragraph 1 and 2 is a legal person, the provisions of those paragraphs shall also apply to the natural persons who take part in or influence the decision to carry out, or attempt to carry out, the acquisition or disposal for the account of the legal person concerned.	national law, where the person	person, the provisions of those	national law, where the person referred to in this Article is a legal person, the provisions shall also apply to the natural persons

18	Art 7,	7. Where the person referred to	deleted	[EP text moved alongside Council	[deletion]
	para 7	in paragraph 1 is a legal person, the		Art. 7a para 1]	
	1	provisions of that paragraph shall			
		not apply to a transaction by the			
		legal person if the legal person had			
		in place effective arrangements			
		which ensure that no person in			
		possession of inside information			
		relevant to the transaction had any			
		involvement in the decision or			
		behaved in such a way as to			
		influence the decision or had any			
		contact with those involved in the			
		decision whereby the information			
		could have been transmitted or its			
		existence could have been indicated.			
18	Art 7,	8. Paragraph 1 shall not apply	deleted	[EP text moved alongside Council	[deletion]
	para 8	to transactions conducted in the		Art. 7a para 3]	
		discharge of an obligation that has			
		become due to acquire or dispose of			
		financial instruments where that			
		obligation results from an agreement			
		concluded, or is to satisfy a legal or			
		regulatory obligation that arose,			
		before the person concerned			
		possessed inside information.			

10					F11. 1
18	Art 7,	9. In relation to auctions of			[deletion]
	para	emission allowances or other	information by cancelling or	emission allowances or other	
	9/3	auctioned products based thereon	amending an order concerning a	-	
1		that are held pursuant to Regulation	financial instrument to which the	that are held pursuant to Regulation	
1		(No) 1031/2010, the prohibition	information relates where the	(EU) No 1031/2010, the prohibition	
		under paragraph 1 shall also apply to	order was placed before the	under paragraph 1 shall also apply to	
		the use of inside information by	person concerned possessed the	the use of inside information by	
		submitting, modifying or	inside information, shall also be	submitting, modifying or	
		withdrawing a bid for own account		withdrawing a bid for own account	
		of the person that possesses inside	relation to auctions of emission	of the person that possesses inside	
		information or for the account of a	allowances or other auctioned	information or for the account of a	
		third party.	products based thereon that are held	third party.	
			pursuant to Regulation (No)		
			1031/2010, the <u>use of inside</u>		
			information referred to in first		
			subparagraph shall also comprise		
			modifying or withdrawing a bid by a		
			person for its own account of the		
			person that possesses inside		
			information or for the account of a		
			third party.		
18	Art 7,		[Council text moved alongside EP		
	para 5		para 3]		
18	Art 7,		[Council text moved alongside EP		
	para 6		para 3a]		
	(new)				
	, í				
18	Art 7,		[Council text moved alongside EP		
	para 7		para 6]		
	(new)		L		
	(10,1)				

18	Art 7,		[EP text moved alongside Council	
	para 9		Art. 7a, para 2]	
	a (new)			

	r			
18	Art 7 a	<u>Article 7a</u>	[moved from EP Art 7(7)]	Article 7a
	(new)	Legitimate behaviour		Legitimate Behaviour
		<b><u>1.</u></b> For the purpose of	7. This Article shall not apply	
		applying article 7, a legal person	to a legal person, that carries out a	1. For the purposes of Articles 7
		in possession of inside information	transaction if that person:	and 9, a legal person in
		shall not be deemed to have used	(a) did not encourage,	possession of inside information
		that information or consequently	recommend, induce or otherwise	shall not, in itself, be deemed to
		to have engaged in insider dealing	influence the natural person who	have used that information or
		on the basis of circumstances	made the decision on its behalf to	consequently to have engaged in
		where the legal person:	acquire or dispose of financial	insider dealing on the basis of an
		(a) had established,	instruments to which the	acquisition or disposal, where the
		implemented and maintained	information relates; and	legal person:
		adequate and effective internal	(b) had established, implemented	a) had established, implemented
		arrangements and procedures that	and maintained adequate and	and maintained adequate and
		effectively ensure that neither the	effective <i>internal</i> arrangements and	effective internal arrangements
		natural persons, who made the	procedures to ensure that neither	and procedures that effectively
		decision on its behalf to acquire or	the natural person referred to in	ensure that <i>neither the natural</i>
		dispose of financial instruments to	point (a), nor any other natural	person who made the decision on
		which the information relates, nor	person who may have had any	its behalf to acquire or dispose of
		any other natural person who may	influence <i>on</i> the decision <i>to acquire</i>	financial instruments to which the
		have had any influence on the	or <i>dispose of</i> those <i>instruments</i> , was	information relates, nor any other
		decision to acquire or dispose of	in <i>possession of</i> the <i>inside</i>	natural person who may have had
		those instruments, are in	information <i>referred to in point (a)</i> .	any influence on that decision was
		possession of the inside	<b>J</b>	in <i>possession of</i> the <i>inside</i>
		information; and		information; and
		(b) did not encourage,		<u>b) did not encourage,</u>
		recommend, or induce or		recommend to, induce or
		otherwise influence the natural		otherwise influence the natural
		person to acquire or dispose of		person who on behalf of the legal
		financial instruments to which the		person acquired or disposed of
		information relates.		financial instruments to which
				the information relates;

possess not be	<u>For the purpose of</u> <u>ing Article 7, a person</u> <u>ssing inside information shall</u>	[moved from EP Art 7(9a)] 9a. A person possessing inside	2. For the purposes of Articles 7
have e         on the         circum         (a)         market         instrum         inform         authori         party a         disposa         to whice         is made         course         maker         (b)         authori         behalf	e deemed to have used that mation, or consequently to engaged in insider dealing, the basis of the following mstances: where that person is a et maker for the financial ument to which that mation relates or a body orised to act as a counter and the acquisition or sal of financial instruments ich that information relates de legitimately in the normal e of their duties as a market r or a counter party; where that person is orised to execute orders on f of third parties, and the	information shall be deemed not to use that information, and therefore not to commit insider dealing, where that person: (a) acts as a market maker or as a person authorised to act as a counterparty and the acquisition or disposal of financial instruments to which that information relates is made legitimately in the normal course of the exercise of his employment, profession or duties; or (b) is authorised to execute orders on behalf of third parties, and the acquisition or disposal of financial instruments to which the order relates is made to carry out such an order legitimately in the normal course of the exercise of his	and 9, a person in possession of inside information shall not, in itself, be deemed to have used that information or consequently to have engaged in insider dealing on the basis of an acquisition or disposal where that person: a) is a market maker for the financial instrument to which that information relates or a person authorised to act as a counterparty for the financial instrument to which that information relates and the acquisition or disposal of financial instruments to which that information relates is made legitimately in the normal course of the exercise of their function as
inform authori party a disposa to whice is made course maker (b) authori behalf acquisi instrum relates an orde normal	nation relates or a body rised to act as a counter and the acquisition or sal of financial instruments ich that information relates de legitimately in the normal e of their duties as a market r or a counter party; where that person is rised to execute orders on f of third parties, and the sition or disposal of financial uments to which the order es is made to carry out such der legitimately in the al course of the exercise of nployment, profession or	made legitimately in the normal course of the exercise of his employment, profession or duties; or (b) is authorised to execute orders on behalf of third parties, and the acquisition or disposal of financial instruments to which the order relates is made to carry out such an order legitimately in the normal	financial instrument to which that information relates or a person authorised to act as a counterparty for the financial instrument to which that information relates and the acquisition or disposal of financial instruments to which that information relates is made legitimately in the normal course

19	(c) where that person enters	[deleted]
	into transactions, places or	
	withdraws orders in relation to	
	derivatives on commodities the	
	sole purpose of which is to cover	
	direct losses from their existing	
	contractual obligations, except	
	where the inside information	
	concerned is reasonably expected	
	or required to be disclosed in	
	accordance with legal or	
	regulatory provisions at the Union	
	or national level, market rules,	
	contracts practices, or customs, on	
	the relevant commodity	
	derivatives or spot markets.	
	uerrvatives or spot markets.	

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19		<b><u>3.</u></b> Transactions conducted in	[moved from EP Art 7(8)]	3. For the purposes of Articles 7
		the discharge of an obligation to	8. <i>This Article</i> shall not apply	and 9, a person in possession of
		acquire or dispose of financial	to transactions conducted in the	inside information shall not, in
		instruments, undertaken in good	discharge of an obligation that has	itself, be deemed to have used that
		faith and not as a part of a plan to	become due to acquire or dispose of	information or consequently to
		evade the prohibition of insider	financial instruments where that	have engaged in insider dealing
		dealing, shall not constitute	obligation results from an agreement	on the basis of an acquisition or
		insider dealing where that	concluded, or is to satisfy a legal or	disposal where that person
		obligation results from an order	regulatory obligation that arose,	conducts a transaction to acquire or
		placed, or an agreement	before the person concerned	dispose of financial instruments
		concluded, or is to satisfy a legal	possessed inside information.	where that transaction is carried
		or regulatory obligation that	1	out in the discharge of an
		arose, before the person		obligation that has become due in
		concerned possessed inside		good faith and not to circumvent
		information.		the prohibition of insider dealing
				and:
				a) that obligation results from <b>an</b>
				order placed or an agreement
				concluded before the person
				concerned possessed inside
				information; or
				b) is to satisfy a legal or regulatory
				obligation that arose, before the
				person concerned possessed inside
				information.
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19	<b>3a.</b> Insider dealing shall be		4. Insider dealing shall be
	deemed not to arise in itself where	8	deemed not to arise in itself
	<u>a person possessing inside</u>		where a person possessing inside
	information obtained in the	company and using it in the context	information obtained in the
	conduct of a public takeover or	of a public take-over bid for the	conduct of a public takeover or
	merger with a company, uses that	purpose of gaining control of that	merger with a company, uses
	information solely for the purpose	company or proposing a merger	that information solely for the
	of proceeding with a merger with,	with that company shall not in itself	purpose of proceeding with that
	or a public takeover of that	be deemed to constitute insider	merger or public takeover,
	company, provided that at the	dealing.	provided that at the point of
	point of approval of the merger or		approval of the merger or
	acceptance of the offer by the		acceptance of the offer by the
	shareholders of that company, any		shareholders of that company,
	inside information has been made		any inside information has been
	public or has otherwise ceased to		made public or has otherwise
	be inside information.		ceased to be inside information.
	This paragraph does not apply to		This paragraph does not apply to
	stakebuilding using inside		stakebuilding using inside
	information.		information.
			Stakebuilding using inside
			information shall not be deemed
			to constitute a legitimate
			behaviour in accordance with
			this paragraph. "Stakebuilding"
			means an acquisition of securities
			in a company which does not
			trigger a legal or regulatory
			obligation to make an
			announcement of a takeover bid in
			relation to that company
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19		<b>3b.</b> A person that uses his own	[moved from EP Art. 3(2b)]	<b><u>3b.</u></b> The mere fact that a
		knowledge that he decided to	2b. Since the acquisition or	person uses their own knowledge
		acquire or dispose of financial	disposal of financial instruments	that they have decided to acquire
		instruments shall not be deemed,	necessarily involves a prior decision	or dispose of financial
		in itself, to be using inside	to acquire or dispose taken by the	instruments in the acquisition or
		information when he acquires or	person who undertakes one or other	disposal of those financial
		disposes those financial		instruments shall not in itself
		instruments	out of this acquisition or disposal	
			shall not be deemed in itself to	
			constitute the use of inside	
			information.	
19		4. Notwithstanding		6. Notwithstanding paragraphs
		paragraphs 1, 2, 3 and 3a, a		1, 2, 3, 4 and 5, a breach of the
		breach can still be deemed to have		prohibition of insider dealing set
		occurred if the competent		out in Article 9 can still be
		authority establishes that there		deemed to have occurred if the
		was an illegitimate reason behind		competent authority establishes
		these transactions, orders to trade		that there was an illegitimate
		or behaviours.		reason behind the orders to
				trade, transactions or behaviours
				concerned.

19	Art 7 b	Article 7b	To be considered together with	Article 7b
17	(new)	Improper disclosure of inside	Article 7	Improper disclosure of inside
	para 1	information		information
	para r	<u>1. Improper disclosure of</u>	[moved from EP 7 para 4]	1. For the purposes of this
		inside information arises when a		Regulation improper disclosure of
		person who possesses inside		inside information arises where_a
		information discloses that	Regulation, improper disclosure of inside information arises where a	
		information to others, except	person possesses inside information	
		where the disclosure is made in	and discloses the inside information	
		the normal course of the exercise		· .
		of his employment, profession or	to any other person, except where the disclosure is made in the normal	-
		duties.	course of the exercise of duties	
		<u>uutes.</u>		profession or duties.
			resulting from an employment or	*
			profession.	This paragraph applies to any
				<u>natural or legal person in the</u> situations or circumstances
				situations or circumstances referred to in Art. 7(5)
19	Art 7 b	3. The onward disclosure of	See EP text in EP Art. 7(3a)	
19			See EF text III EF AIt. /(3a)_	2. For the purposes of this
	(new)	<u>recommendations or inducements</u> referred to in Article 7(5) amounts		Regulation <u>the onward disclosure</u> of recommendations or
	para 3	to improper disclosure under this		01 1000000000 01
				<u>inducements</u> referred to in
		Article when the person disclosing the recommendation or		Article 7(3) amounts to improper
		inducement knows or ought to		disclosure of inside information under this Article when the
		<u>know that it was based on inside</u> information.		person disclosing the recommendation or inducement
				knows or ought to know that it
				was based on inside information.

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19	Art 7 b	2. This article applies to any	[deletion]
	(new)	<u>natural or legal person who</u>	
	para 2	possesses inside information as a	
	•	result of any of the following	
		situations:	
		(a) Deleted,	
		(b) being a member of the	
		administrative, management or	
		supervisory bodies of the issuer,	
		(c) having a holding in the capital	
		of the issuer,	
		(d) having access to the	
		information through the exercise	
		<u>of duties resulting from his</u>	
		<u>employment, profession or duties;</u>	
		(e) being involved in criminal	
		activities.	
		(f) obtaining inside information	
		under circumstances other than	
		those in points (a) to [(e)] and	
		which the person knows or ought	
		to know is inside information.	
		to know is inside information.	

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19	Art 7 c	<u>Article 7c</u>	[EP text from Art. 11, para 2 d	<u>Article 7c</u>
	(new)	Market soundings	(new) and para. 3 point c)]	Market soundings
		<u>1. A market sounding</u>	2d. A person in a professional	<u>1. A market sounding</u>
		comprises the communication of	capacity who intends to query one	comprises the communication of
		information, prior to the	or more investors with a view to	information, prior to the
		announcement of a transaction, to	setting the terms of a possible	<u>announcement of a transaction,</u>
		one or more potential investors:	future significant distribution or	<u>to one or more potential</u>
		(a) by an issuer of a financial	buy-back of securities in which it is	<u>investors:</u>
		<u>instrument;</u>	acting at the request of an issuer or	(a) by an issuer of a financial
		(b) by a secondary offeror of a	seller, shall maintain appropriate	<u>instrument;</u>
		<u>financial instrument, in such</u>	records of its queries.	(b) by a secondary offeror of
		<u>quantity or value that the</u>	Prior to the query, should the	a financial instrument, in such
		transaction is distinct from	information to be communicated be	quantity or value that the
		ordinary trading and involves a	inside information, it shall obtain	transaction is distinct from
		selling method based on the prior	the investor's agreement to receive	ordinary trading and involves a
		assessment of potential interest	such information.	selling method based on the
		<u>from potential investors;</u>	3. ESMA shall develop	prior assessment of potential
		(c) by an emission allowance	draft regulatory technical standards	interest from potential investors;
		<u>market participant; or</u>	to determine:	(c) by an emission allowance
		(d) by a third party acting on	••••	<u>market participant; or</u>
		behalf of or on the account of any	(c) the type of queries that are	(d) by a third party acting on
		of (a) to (c) above,	deemed to be carried out in the	behalf of or on the account of
		in order to gauge the interest of	context of a possible future	any of (a) to (c) above,
		potential investors in a possible	significant distribution or buy-back	in order to gauge the interest of
		transaction and the conditions	of securities on behalf of an issuer	potential investors in a possible
		relating to it such as its potential	or seller and the recording	transaction and the conditions
		size or pricing.	arrangements that are appropriate	relating to it such as its potential
		In this Regulation, the expression	to comply with the requirements	size or pricing.
		"a disclosing market participant"	established in paragraph 2d.	
		shall refer to a natural or legal	ESMA shall submit those draft	
		person falling into any of the	regulatory technical standards to the	1a. Without prejudice to
		categories set out in sub-	Commission by $[]^*$ *.	Article 17.4, disclosure of inside
		paragraphs (a) to (d) of	Power is conferred to the	
		paragraph 1 and paragraph 1a,	Commission to adopt the regulatory	
		who discloses information in the	technical standards referred to in the	for the securities of a company
			first subparagraph in accordance	or a merger with a company to Be
1138	4/13	<u>course of a market sounding.</u> <u>1a. Without prejudice to</u>	with Articles 10 to 14 of Regulation	parties entitled to the securities,
		Articlo (7.4 Bdisclosure of inside	(EU) No 1095/2010.	shall also constitute a market N
		information by a person intending	(EU) into 1093/2010.	sounding, provided that:
		to make a takeover bid for the		
		securities of a company or a		necessary to enable the pa

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19	Art 8,		1. For the purposes of this		1. For the purposes of this
	para 1,	Regulation, market manipulation	•	-	
	point a	shall comprise the following	1 0		
		activities:	activities:	activities:	activities:
		(a) entering into a transaction,	(a) entering into a transaction,	(a) entering into a	(a) entering into a
		placing an order to trade or any	placing an order to trade or any	transaction, placing an order to trade	transaction, placing an order to
		other behaviour which has the	other behaviour which has the	or any other behaviour which :	trade or any other behaviour
		following consequences:	following consequences:	- gives, or is likely to give, false or	which:
		- it gives, or is likely to give, false	- it gives, or is likely to give, false	misleading signals as to the supply	- gives, or is likely to give, false or
		or misleading signals as to the	or misleading signals as to the	of, demand for, or price of, a	misleading signals as to the supply
		supply of, demand for, or price of, a	supply of, demand for, or price of, a	financial instrument or a related spot	of, demand for, or price of, a
		financial instrument or a related spot	financial instrument or a related spot	*	financial instrument or a related
		commodity contract; or	commodity contract; or	-   secures, or is likely to secure, the	spot commodity contract; or
		- it secures, or is likely to secure,	- it secures, or is likely to secure,		- secures, or is likely to secure, the
		the price of one or several financial	the price of one or several financial	1	price of one or several financial
		instruments or a related spot	instruments or a related spot	*	instruments or a related spot
		commodity contracts at an abnormal	commodity contracts at an abnormal	5	commodity contracts at an
		or artificial level;	or artificial level;	,	abnormal or artificial level;
			unless the person who entered into		unless the person who entered
			the transactions or issued the		into the transactions or issued
			orders to trade establishes that his		the orders to trade establishes
			reasons for so doing are		that his reasons for so doing are
			legitimate, and that these		legitimate, and that these
			transactions or orders to trade are		transactions or orders to trade
			in conformity with accepted		are in conformity with accepted
			market practices on the trading		market practices; or
			venue concerned; or		
		1	·		

OJ please insert date: 12 months following the date of entry into force of this Regulation.

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20	Art 8,	(b) entering into a transaction,	(b) entering into a transaction,	(b) entering into a transaction,	(b) entering into a transaction,
	para 1,	placing an order to trade or any	placing an order to trade or any	placing an order to trade or any other	placing an order to trade or any
	point b	other behaviour affecting the price	other behaviour which affects or is	activity or behaviour affecting, or	other <i>activity or</i> behaviour <u>which</u>
		of one or several financial	likely to affect the price of one or	likely to affect, the price of one or	affects or is likely to affect the
		instruments or a related spot	several financial instruments or a	several financial instruments or a	price of one or several financial
		commodity contract, which employs	related spot commodity contract,	related spot commodity contract,	instruments or a related spot
		a fictitious device or any other form	which employs a fictitious device or	which employs a fictitious device or	commodity contract, which
		of deception or contrivance; or	any other form of deception or	any other form of deception or	employs a fictitious device or any
			contrivance; or	contrivance;	other form of deception or
					contrivance;
20	Art 8,	(c) disseminating information	(c) disseminating information	(c) disseminating information	(c) disseminating information
	para 1,	through the media, including the	through the media, including the	through the media, including the	through the media, including the
	point c	Internet, or by any other means,	Internet, or by any other means,	internet, or by any other means,	internet, or by any other means,
		which has the consequences referred	which gives or is likely to give,	which has or is likely to have the	which gives, or is likely to give,
		to in subparagraph (a), where the	false or misleading signals as to	consequences referred to in point	false or misleading signals as to
		person who made the dissemination	the supply of, demand for, or price	(a), where the person who made the	the supply of, demand for, or price
		knew, or ought to have known, that	of <u>a financial instrument or a</u>	dissemination knew, or ought to	<u>of, a financial instrument or a</u>
		the information was false or	related spot commodity contract,	have known, that the information	related spot commodity contract
		misleading.	or secures or is likely to secure the	was false or misleading; or	or secures, or is likely to secure,
			price of one or several financial		the price of one or several
			instruments or a related spot		financial instruments or a related
			<u>commodity contract at an</u>		spot commodity contracts at an
			<u>abnormal or artifical level,</u>		<u>abnormal or artificial level,</u>
			including the dissemination of		including the dissemination of
			rumours and false or misleading		rumours where the person who
			news, where the person who made		made the dissemination knew, or
			the dissemination knew, or ought to		ought to have known, that the
			have known, that the information		information was false or
			was false or misleading- <u>or</u>		misleading.
1			-		

20	Art 8, para 1, point d	"(d) transmitting false or misleading information, providing false or misleading inputs, or any action which manipulates the calculation of a benchmark."	(d) transmitting false or misleading information <u>or</u> providing false or misleading inputs <u>where the person</u> <u>who made the transmission or</u> <u>provided the input knew or ought</u> <u>to have known that it was false or</u> <u>misleading</u> , or any <u>other behaviour</u> which manipulates the calculation of a benchmark.	misleading information, providing false or misleading inputs, or any other behaviour relating to benchmarks, which involves the making of, or the request to make, a false or misleading representation of any kind.	(d) transmitting false or misleading information <u>or</u> providing false or misleading inputs <u>where the</u> <u>person who made the</u> <u>transmission or provided the</u> <u>input knew or ought to have</u> <u>known that it was false or</u> <u>misleading, or any other</u> <u>behaviour</u> which manipulates the calculation of a benchmark
20	Art 8, para 1, second subpara	When information is disseminated for the purposes of journalism, such dissemination of information shall be assessed taking into account the rules governing the freedom of the press and freedom of expression in other media, unless: - those persons derive, directly or indirectly, an advantage or profits from the dissemination of the information in question; or - the disclosure or dissemination is made with the intention of misleading the market as to the supply of, demand for, or price of financial instruments.	deleted	Where information is disseminated for the purposes of journalism under point (c) of the first subparagraph, such dissemination of information shall be assessed taking into account the rules governing the freedom   of expression and the freedom and pluralism of the media as well as the rules or codes governing the journalist profession, unless: - those persons derive, directly or indirectly, an advantage or profits from the dissemination of the information in question; or - the disclosure or dissemination is made with the intention of misleading the market as to the supply of, demand for, or price of financial instruments.	[Covered by Article 15a]

20	Art 8,	2. For the purposes of this	deleted	2 For the purposes of	
20			deleteu	2. For the purposes of	
	para 2,	Regulation, an attempt to engage in			[Delete]
	points	market manipulation shall comprise		in market manipulation shall	
	a and b	the following:		comprise the following, <i>regardless</i>	
	/ para	(a) attempting to enter into a		of whether it has the intended net	
	2a	transaction, trying to place an order		effect:	
		to trade or trying to engage in any		(a) attempting to enter into a	
		other behaviour as defined in		transaction, trying to place an order	
		paragraph 1(a) or (b); or		to trade or trying to engage in any	
		(b) attempting to disseminate		other behaviour as defined in	
		information as defined in paragraph		paragraph 1(a) or (b); or	
		1(c).		(b) attempting to disseminate	
				information as defined in paragraph	
				1(c).	
				2a. Making an attempt for the	
				purpose of this Article is the taking	
				of any step necessary to effect any	
				of the activities referred to in	
				paragraph 2(a) and (b).	

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20	Art 8,	3. The following behaviour	2. The following behaviour shall,	-	The following behaviour shall,
	para	shall be considered as market	inter alia, be considered as market		<i>inter alia</i> , be considered as market
	3/2,	manipulation or attempts to engage	manipulation where it has an effect	alia, as market manipulation or	manipulation:
	point a	in market manipulation:	referred to in paragraph 1 (a), 1	attempts to engage in market	(a) conduct by a person, or
		(a) conduct by a person, or persons	(b), 1 (c) or 1 (d):	manipulation:	persons acting in collaboration, to
		acting in collaboration, to secure a	(a) conduct by a person, or	(a) conduct by a person, or	secure a dominant position over the
		dominant position over the supply of	persons acting in collaboration, to	persons acting in collaboration, to	supply of or demand for a financial
		or demand for a financial instrument	secure a dominant position over the	secure a dominant position or	instrument or related spot
		or related spot commodity contracts	supply of or demand for a financial	otherwise over the supply of or	commodity contracts which has, or
		which has the effect of fixing,	instrument or related spot	demand for a financial instrument or	is likely to have, the effect of
		directly or indirectly, purchase or	commodity contracts which has or is	related spot commodity contracts	fixing, directly or indirectly,
		sale prices or creating other unfair	likely to have the effect of fixing,		purchase or sale prices or creates,
		trading conditions,	directly or indirectly, purchase or	•	or is likely to create, other unfair
			sale prices or create or is likely to		trading conditions;
			create other unfair trading	creating other unfair trading	
			conditions,	conditions, or setting prices to an	
				abnormal and artificial level;	
20	Art 8,	(b) the buying or selling of	(b) the buying or selling of	(b) the buying or selling of	(b) the buying or selling of
	para	financial instruments at the close of	financial instruments at the close of	financial instruments, at any stage of	financial instruments, at the
	3/2,	the market with the effect or	the market with the effect or likely	the <i>trading period</i> of the market,	opening or close of the market,
	point b	intention of misleading investors	effect of misleading investors acting	which has or is likely to have the	which has or is likely to have the
		acting on the basis of closing prices,	on the basis of closing prices,	effect or intention of misleading	effect of misleading investors
				investors acting on the basis of the	acting on the basis of <i>the</i> prices
				displayed prices, including the	displayed, including the opening
				closing prices;	or closing prices;

20	Art 8,	(c) the sending of orders to a	(c) the <b>placing</b> of	(c) the <i>placing</i> of orders to a	(c) the <i>placing</i> of orders to a
	para	trading venue by means of	orders to a trading venue or facility	trading venue, <i>including any</i>	trading venue, <i>including any</i>
	3/2,	algorithmic trading, including high	including any cancellation or	cancellation or modification	cancellation or modification
	point c	frequency trading, without an	modification thereof, by means of	thereof, generally within a short	<i>thereof,</i> by <i>any available</i> means of
	Pointe	intention to trade but for the purpose	algorithmic <u>strategies</u> , including	<i>period</i> by <i>any available</i> means of	trading including <i>electronic</i>
		of:	high frequency trading, strategies,	trading including <i>electronic means</i> ,	means, such as algorithmic and
		– disrupting or delaying the	which has one of the effects	such as algorithmic and high	high frequency trading <i>strategies</i> ,
		functioning of the trading system of	referred to in paragraph 1 (a) or	frequency trading <i>strategies, as</i>	and which has one of the effects
		the trading venue;	1 (b) by:	defined in Directive//EU [new	referred to in paragraph 1(a) or
		– making it more difficult for other	- disrupting or delaying the	MiFID, which consists of at least	1(b) by:
		persons to identify genuine orders	functioning of the trading system of	one of the following:	- disrupting or delaying the
		on the trading system of the trading	the trading venue <u>or facility, or</u>	- disrupting or delaying the	functioning of the trading system
		venue; or	which is likely to do so or;	functioning of the trading system of	of the trading venue or which is
		- creating a false or misleading	– making it more difficult for other	the trading venue, or making it	likely to do so;
		impression about the supply of or	persons to identify genuine orders	more likely to do so;	- making it more difficult
		demand for a financial instrument.	on the trading system of the trading	- making it more difficult for	for other persons to identify
			venue; or <u>facility or which is</u>	other persons to identify genuine	genuine orders on the trading
			likely to do so, for example by	orders on the trading system of the	system of the trading venue or
			entering orders which result in	trading venue or making it more	which is likely to do so, <i>including</i>
			the overloading and	likely to do so, including by	by entering orders which result in
			destabilisation of the order book;	entering orders which result in the	the overloading or destabilisation
			<u>or</u>	overloading or destabilisation of the	of the order book; or
			– creating or being likely to create	order book; or	- creating or being likely to
			false or misleading signals about	- creating a false or	create a false or misleading signal
			the supply of or demand for or	misleading impression about the	about the supply of or demand for,
			price of a financial instrument, for	supply of or demand for, or price of	or price of a financial instrument,
			example by entering orders to	a financial instrument, in particular	in particular by entering orders to
			initiate or exacerbate a trend.	by entering orders to initiate or	initiate or exacerbate a trend;
				exacerbate a trend, or making it	
				more likely that such an impression	
				is created;	

20	Art 8, para 3/2, point d	(d) taking advantage of occasional or regular access to the traditional or electronic media by voicing an opinion about a financial instrument or related spot		voicing an opinion about a financial	
		commodity contract (or indirectly about its issuer) while having previously taken positions on that financial instrument or related spot commodity contract and profiting	commodity contract (or indirectly about its issuer) while having previously taken positions on that financial instrument or related spot commodity contract and profiting	commodity contract (or indirectly about its issuer) while having previously taken positions on that financial instrument or related spot	commodity contract (or indirectly about its issuer) while having previously taken positions on that financial instrument or related spot commodity contract and profiting
		subsequently from the impact of the opinions voiced on the price of that instrument or related spot commodity contract, without having simultaneously disclosed that conflict of interest to the public in a proper and effective way.	subsequently from the impact of the opinions voiced on the price of that instrument or related spot commodity contract, without having simultaneously disclosed that conflict of interest to the public in a proper and effective way.	profiting subsequently from the impact of the opinions voiced on the price of that instrument or related spot commodity contract, without having simultaneously disclosed that	subsequently from the impact of the opinions voiced on the price of that instrument or related spot commodity contract, without having simultaneously disclosed that conflict of interest to the public in a proper and effective
20	Art 8, para 3/2, point e	(e) the buying or selling on the secondary market of emission allowances or related derivatives prior to the auction held pursuant to Regulation No 1031/2010 with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or misleading bidders bidding in the auctions.	(e) the buying or selling on the secondary market of emission allowances or related derivatives prior to the auction held pursuant to Regulation No 1031/2010 with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or misleading bidders bidding in the auctions.	secondary market of emission allowances or related derivatives prior to the auction held pursuant to Regulation No 1031/2010 with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or	way; (e) the buying or selling on the secondary market of emission allowances or related derivatives prior to the auction held pursuant to Regulation No 1031/2010 with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or misleading bidders bidding in the auctions.

21	Art 8, para 4/3	4. For the purposes of applying points (a) and (b) of paragraph 1 of Article 8, and without prejudice to the forms of behaviour set out in paragraph 3, Annex I defines non- exhaustive indicators related to the employment of fictitious devices or any other form of deception or contrivance, and non-exhaustive indicators related to false or misleading signals and to price securing.	3. For the purposes of applying points (a) and (b) of paragraph 1 of this Article, and without prejudice to the forms of behaviour set out in paragraph 2. Annex I defines non- exhaustive indicators related to the employment of fictitious devices or any other form of deception or contrivance, and non-exhaustive indicators related to false or misleading signals and to price securing.	paragraph 1(a) and (b), and without prejudice to the forms of behaviour set out in paragraph 3, Annex I defines non-exhaustive indicators related to the employment of fictitious devices or any other form of deception or contrivance, and non-exhaustive indicators related to false or misleading signals and to	applying paragraph 1(a) and (b), and without prejudice to the forms of behaviour set out in paragraph 3, Annex I defines non-exhaustive indicators related to the employment of fictitious devices or any other form of deception or contrivance, and non-exhaustive indicators related to false or misleading signals and to price securing.
21	Art 8, para 4 (new)		4. In conformity with national law, where the person referred to in this Article is a legal person, the provisions shall also apply to the natural persons who participate in the decision to carry out, activities for the account of the legal person concerned.		4. In conformity with national law, where the person referred to in this Article is a legal person, the provisions shall also apply to the natural persons who participate in the decision to carry out, activities for the account of the legal person concerned.

21	Art 8,	4a. Trading venues shall	
	para 4	ensure that they have regimes in	[Delete]
	a (new)	place, as outlined in Article 59 of	
		Directive/ [new MiFID], to	
		ensure that no person acting in	
		collaboration can secure a	
		dominant position over the supply	
		of, or demand for, a financial	
		instrument or related spot	
		commodity contracts which have	
		the effect of fixing, directly or	
		indirectly, purchase or sale prices	
		or creating other unfair trading	
		conditions.	

21	Art 8, para 4 b (new)			4b. In order to ensure orderly markets, market participants shall disclose additional information to the trading venue and the competent authority, in order to	[Delete]
				facilitate their ability to detect abusive behaviour and conduct an investigation. That information should be comprised of the following:	
				<ul> <li>(a) who stands behind an order;</li> <li>(b) whether the order was executed manually or electronically; and</li> <li>(c) which strategy was used for the execution.</li> </ul>	
21	Art 8, para 5/ 6	5. The Commission may adopt, by means of delegated acts in accordance with Article 31, measures specifying the indicators laid down in Annex I, in order to clarify their elements and to take into account technical developments on financial markets.	6. The Commission may adopt, by means of delegated acts in accordance with Article 31, measures specifying the indicators laid down in Annex I, in order to clarify their elements and to take into account technical developments on financial markets.	5. <b>ESMA shall develop</b> draft regulatory technical standards to specify the indicators laid down in Annex I, in order to clarify their elements and to take into account technical developments on financial markets. <b>ESMA shall submit those draft</b> regulatory technical standards to	6. The Commission may adopt, by means of delegated acts in accordance with Article 31, measures specifying the indicators laid down in Annex I, in order to clarify their elements and to take into account technical developments on financial markets.
				the Commission by [] <sup>*</sup> . Power is conferred to the Commission to adopt the regulatory technical standards referred to in the first subparagraph in accordance with Articles 10 to 14 of Regulation (EU) No 1095/2010.	

OJ please insert date: 12 months after the date of entry into force of this Regulation.

21	Art.4a / 8a (new), title	<u>Article 8a</u> <u>Accepted Market Practices</u>	Article 4a Accepted market practices	Accepted market practices
21	Art.8a (new), para 1	1. The prohibition in Article 10 of this Regulation shall not apply to the activities indicated in Article 8(1)(a) provided that they are carried out for legitimate reasons and have been accepted by the competent authority in accordance with this article. A practice that is accepted in a particular market cannot be considered applicable to other markets unless the competent authorities of such other markets have officially accepted that practice.		<b>1.</b> The prohibition in Article 10 shall not apply to the activities indicated Article 8(1)(a) provided that the person entering into a transaction, placing an order to trade or any other behaviour establishes that such transaction, order or behaviour have been carried out for legitimate reasons, and are in conformity with accepted market practices, established in accordance with this Article.

0.1				
21	Art.4a	2. Competent authorities	1. Competent authorities may	
	/8a	shall be able to establish an	establish an accepted market	2. Competent authorities
	(new),	accepted market practice taking	practice on the basis of the	shall be able to establish an
	para	into account the following	following criteria:	accepted market practice taking
	1/2	criteria:	(a) the level of transparency of	into account the following
		(a) the specific market practice	the relevant market practice to the	<u>criteria:</u>
		<u>has a substantial level of</u>	whole market;	(a) the specific market practice
		<u>transparency to the market;</u>	(b) the need to safeguard the	<u>has a substantial level of</u>
		(b) the specific market practice	operation of market forces and the	transparency to the market;
		shall ensure a high degree of	proper interplay of the forces of	(b) the specific market practice
		safeguards to the operation of	supply and demand;	<u>ensures a high degree of</u>
		market forces and the proper	(c) the degree to which the	safeguards to the operation of
		interplay of the forces of supply	relevant market practice has an	market forces and the proper
		and demand;	impact on market liquidity and	interplay of the forces of supply
		(c) the specific market practice	efficiency;	and demand;
		shall have a positive impact on	(d) the degree to which the	(c) the specific market practice
		<u>market liquidity and efficiency;</u>	relevant practice takes into account	has a positive impact on market
		(d) the specific market practice	the trading mechanism of the	liquidity and efficiency;
		<u>shall take into account the</u>	relevant market and enables market	(d) the specific market practice
		trading mechanism of the relevant	participants to react properly and in	takes into account the trading
		<u>market and enable market</u>	a timely manner to the new market	mechanism of the relevant
		participants to react properly and	situation created by that practice;	market and enable market
		in a timely manner to the new	(e) the risk inherent in the	participants to react properly
		market situation created by that	relevant practice for the integrity of	and in a timely manner to the
		<u>practice;</u>	directly or indirectly related	new market situation created by
		(e) the specific market practice	markets, whether regulated or not,	that practice;
		shall not create risks for the	in the relevant financial instrument	(e) the specific market practice
		integrity of, directly or indirectly,	within the Union;	does not create risks for the
		related markets, whether	(f) the outcome of any	integrity of, directly or
		regulated or not, in the relevant	investigation of the relevant market	indirectly, related markets,
		financial instrument within the	practice by a competent authority	whether regulated or not, in the
		whole Union;	or by another authority, in	relevant financial instrument
		(f) the outcome of any	particular whether the relevant	within the Union;
		investigation of the relevant	market practice breached rules or	(f) the outcome of any
		market practice by any competent	regulations designed to prevent	investigation of the relevant
1.1.0.2	4/10	authority or other authority, in	market abuse, or codes of conduct,	market practice by any and
1138	34/13	particular whether the relevant	whether on the market in question	<u>competent authority or other</u>
		marker marker breached rules or	or on directly or indirectly related	authority, in particular whether N
		regulations designed to prevent	markets within the Union;	the relevant market practice
		market abuse, or codes of	(g) the structural	breached rules or regulations
		conduct, be it on the market in	characteristics of the relevant	designed to prevent market
1		consucty by it on the market m	<b>, , , , , ,</b> , ,	utsigntu to pitytiit market

21	A	2 101 11 1		
21	Art.4a	3. When considering to	2. Before establishing an	
	(new),	<u>accept a market practice,</u>	accepted market practice, a	<u>2a. Before establishing an</u>
	para	competent authorities shall notify	competent authority shall notify	accepted <u>market practice in</u>
	2/3	ESMA and other competent	ESMA and the other competent	accordance with paragraph 1, the
		authorities of the intention to	authorities of the intended accepted	<u>competent authorities shall</u>
		recognise a market practice and	market practice and provide details	<u>notify ESMA</u> and the other
		provide details of the assessment	of the assessment made according	competent authorities of the
		made according to the criteria laid	to the criteria laid down in	intention to establish an accepted
		down in paragraph 2. Notification	paragraph 1. Such notification	market practice and provide
		of the intention to establish an	shall be made not less than six	details of the assessment made
		accepted market practice shall be	months before the accepted market	according to the criteria laid down
		made not less than 3 months	practice is intended to take effect	in paragraph 2. Such notification
		before the accepted market	.3. Within three months	shall be made not less than 3
		practice is intended to take effect.	following receipt of the notification,	months before the accepted
		Within 2 months following receipt	ESMA shall issue an opinion to the	market practice is intended to take
		of the notification, ESMA shall	competent authority in question	effect.
		issue an opinion to the competent	assessing the compatibility of each	
		authority in question assessing the	accepted market practice with the	3. Within 2 months following
		compatibility of each market	requirements established in	receipt of the notification, ESMA
		practice with the requirements	paragraph 1 and specified in the	shall issue an opinion to the
		established in paragraph 2 and	regulatory technical standards	competent authority in question
		specified in the regulatory	adopted pursuant to paragraph 5	assessing the compatibility of
		technical standards adopted	and considering whether the	each accepted market practice
		pursuant to paragraph 5. The	establishment of the accepted	with the requirements established
		opinion shall be published on	market practice would not threaten	in paragraph 1 and specified in
		ESMA's website.	the market confidence in the	the regulatory technical standards
			Union's financial market. The	adopted pursuant to paragraph 5.
			opinion shall be published on	Such opinion shall also consider
			ESMA's website.	whether the establishment of the
				accepted market practice would
				not threaten the market
				confidence in the Union's
				financial market. The opinion
				shall be published on ESMA's
				website.
				website.

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21	Art.4a	4. Where a competent		4. Where a competent
	(new),	authority establishes an accepted	authority establishes an accepted	authority establishes an accepted
	para	market practice contrary to an	market practice contrary to an	market practice contrary to an
	4/4a	ESMA opinion issued according to	ESMA opinion issued according to	ESMA opinion issued in
		<u>paragraph 3, it shall publish on its</u>	paragraph 3, it shall publish on its	accordance with paragraph 3, it
		website within 24 hours of	website within 24 hours of	shall publish on its website within
		establishing the accepted market	establishing the accepted market	24 hours of establishing the
		practice, a notice fully explaining	practice a notice setting out in full	accepted market practice a notice
		its reasons for doing so.	its reasons for doing so, including	setting out in full its reasons for
		4.a If a competent authority	why the accepted market practice	doing so, including why the
		considers that another competent	does not threaten market	accepted market practice does not
		authority has not met the	confidence.	threaten market confidence.
		requirements of paragraph 2 in		inreaten market confluence.
		establishing an accepted market		
		practice, ESMA shall assist those		4a. Where a competent authority
		authorities in reaching an		<u>considers that another</u>
		agreement in accordance with its		competent authority has not met
		powers under Article 19 of		the requirements of paragraph 2
		<b>Regulation (EU) No 1095/2010.</b>		in establishing an accepted
		If the competent authorities		market practice, ESMA shall
		concerned fail to reach an		<u>assist those authorities in</u>
		agreement, ESMA may take a		<u>reaching an agreement in</u>
		decision in accordance with		accordance with its powers
		Article 19(3) of Regulation (EU)		under Article 19 of Regulation
		No 1095/2010.		<u>(EU) No 1095/2010.</u>
				If the competent authorities
				concerned fail to reach an
				agreement, ESMA may take a
				decision in accordance with
				Article 19(3) of Regulation (EU)
				No 1095/2010.

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OJ please insert date: 12 months after the date of entry into force of this Regulation.

22	Art.4a	( Taling into account	6 Compatant anthonities shall	5 Compositions and and and
22		<u>6. Taking into account</u>	6. <i>Competent authorities shall</i>	
	(new),	significant changes to the relevant	- ·	- ·
	para 6	<u>market environment, such as</u>	practices they have accepted, in	every two years, the accepted
		changes to trading rules or to	-	· ·
		market infrastructures, competent	significant changes to the relevant	
		authorities shall review every two	market environment, such as	into account significant changes
		years each accepted market	changes to trading rules or to	to the relevant market
		practice, with a view to decide	market infrastructures.	environment, such as changes to
		whether or not to maintain it or to		trading rules or to market
		modify the conditions for its		infrastructures, with a view to
		acceptance.		decide whether or not to
				maintain it or to modify the
				conditions for its acceptance.
22	Art.4a	7. ESMA shall publish on its	7. ESMA shall publish on its	
	(new),	website a list of accepted market	4	-
	para 7	practices and in which Member	practices and in which Member	practices and in which Member
	para /	States they are applicable.	States they are applicable.	States they are applicable.
		States they are applicable.	States they are applicable.	States they are applicable.
- 22				
22	Art.4a	8. ESMA shall monitor the		
	(new),	application of the accepted market	· · · ·	
	para 8	practices and shall submit an	practices and shall submit an	<b>^</b>
		annual report to the Commission	annual report to the Commission	-
		on how they're applied in the	on how they are applied in the	on how they are applied in the
		markets concerned.	markets concerned.	markets concerned.
	1			

22	Art.4a (new), para 9		9. Accepted market practice established by competent authorities before the entry into force of this regulation can continue to apply in respective Member States concerned until competent authorities made a decision regarding the continuation of this practice following ESMA's opinion according to paragraph 3. Competent authorities shall submit the accepted market practices to ESMA within 3 months after the regulatory technical standards under paragraph 5 are adopted by the	9. An accepted market practice established by a competent authority before the entry into force of this Regulation continues to apply in the Member State concerned until it has been submitted to ESMA in accordance with paragraph 2. Competent authorities shall submit such accepted market practices to ESMA within three months of the adoption by the Commission of the regulatory technical standards under paragraph 5.	9. Competent authority shall submit accepted market practices established by them before the entry into force of this Regulation to ESMA within three months of the adoption by the Commission of the regulatory technical standards under paragraph 5; Such accepted market practices shall continue to apply in the Member State concerned until the competent authority has made a decision regarding the continuation of this practice following ESMA's opinion according to paragraph 3.
22	Art 9,	A person shall not: (a) engage or attempt to engage in insider dealing; (b) recommend or induce another person to engage in insider dealing; or (c) improperly disclose inside information.	Commission.A person shall not:(a)engage or attempt toengage in insider dealing; or(b)recommend(b)recommendorinduce another person to engage ininsider dealing; or(c)improperly disclose insideinformation-	A person shall not: (a) engage or attempt to engage in insider dealing; (b) recommend that another person engages in insider dealing or <i>induce</i> <i>another person to engage in insider</i> <i>dealing; or</i> (c) improperly disclose inside information.	A person shall not: (a) engage or attempt to engage in insider dealing; (b) recommend that another person engages in insider dealing or <i>induce another person to engage</i> <i>in insider dealing; or</i> (c) improperly disclose inside information.
22	Art 10	A person shall not engage in market manipulation or attempt to engage in market manipulation.	A person shall not engage in market manipulation or attempt to engage in market manipulation.		A person shall not engage in market manipulation or attempt to engage in market manipulation.

	4 . 10			DL
22	Art 10		Article 10a	Delete
	a (new)		Abusive order entry	
			1. Any person who operates	
			the business of trading venue shall	
			have in place rules to avoid abusive	
			order entry in line with Article	
			51(5a) of Directive/ [new	
			MiFID], such as imposing a higher	
			fee for market participants placing	
			an order that is subsequently	
			cancelled and lower fees for an	
			order which is executed, or	
			imposing a higher fee on market	
			participants placing a high ratio of	
			cancelled orders to executed orders	
			and imposing higher fees on those	
			operating a high frequency trading	
			strategy in order to reflect the	
			additional burden on system	
			capacity. Any person who operates	
			the business of trading venue shall	
			be able to adjust its fees for	
			cancelled orders according to the	
			length of time for which the order	
			was maintained and to calibrate the	
			fees to each financial instrument to	
			which they apply.	
			2. Any person who operates	
			the business of trading venue shall	
			report systematic and repetitive	
			breaches of these rules to	
			competent authorities in order for	
			competent authorities in order for competent authorities to take	
			appropriate action under this	
			Regulation. <u>-3. In accordance with the</u>	
1129	34/13	OM/mf		154
1130		Owi/IIII	provisions of Article 17 of Directive	
		DGG 1B	/ [new MiFID], if any firm	EN
			which engages in algorithmic	
			trading fail to report to their	
1			competent authority a material item	

22	Art 11,	1. Any person who operates	1. Market operators	1. Any person who operates	1. Market operators and
22	para 1	the business of a trading venue shall	1. <u>Market operators</u> operating a regulated market and	the business of a trading venue or	1
	para r	•		e	<u>^</u>
		adopt and maintain effective	market operators and investment	trading over the counter shall adopt	
		arrangements and procedures in	firms operating an MTF or OTF	and maintain effective arrangements	maintain effective arrangements,
		accordance with [Articles 31 and	shall establish and maintain	and procedures in accordance with	
		56] of Directive [new MiFID] aimed	effective arrangements and systems	[Articles 31 and 56] of Directive	preventing and detecting market
		at preventing and detecting market	aimed at preventing and detecting	[new MiFID] aimed at preventing	abuse and attempts to engage in
		abuse.	market abuse <del>. and attempted</del>	and detecting market abuse.	market abuse in accordance with
			market abuse in accordance with		[Articles 31 and 56] of Directive
			[articles 31 and 56] in Directive		[new MiFID].
			[New MIFID]. They shall report		-
			orders and transactions that		Any person referred to in the first
			might constitute insider dealing,		subparagraph shall report orders
			market manipulation or an		and transactions that might
			attempt to engage in market		constitute insider dealing,
			manipulation or insider dealing to		market manipulation or an
			the competent authority without		attempt to engage in insider
			delay.		dealing or market manipulation
					to the competent authority
					without delay.
	Art 11,			1a. Any person who operates	
	para 1a			the business of a trading venue	DELETE
	puiara			shall adopt and maintain effective	DEELTE
				arrangements and procedures to	
				exchange information with other	
				persons who operate the business of	
				a trading venue with significant	
				liquidity in the same or closely	
				related instruments aimed at	
				preventing and detecting market	
				abuse across such venues.	

22	Art. 11,	2. Any person professionally	2. Any person professionally	2. Any person professionally	2. Any person
	para 2	arranging or executing transactions		arranging or executing	professionally arranging or
	<b>^</b>	in financial instruments shall have	in financial instruments shall		executing transactions in
		systems in place to detect and report	establish and maintain effective	<u>instruments shall adopt and</u>	financial instruments shall
		orders and transactions that might	arrangements and systems in place	maintain effective arrangements	establish and maintain effective
		constitute insider dealing, market	to detect and report suspicious	and procedures to detect and	arrangements, systems and
		manipulation or an attempt to	orders and transactions that might		procedures to detect and report
		engage in market manipulation or	constitute insider dealing, market		<u>suspicious orders and</u>
		insider dealing. If that person	manipulation or an attempt to		<u>transactions.</u>
		reasonably suspects that an order or	engage in market manipulation or		
		transaction in any financial	insider dealing. If that person		<u>reasonable suspicion that an</u>
		instrument, whether placed or	reasonably suspects. Whenever		order or transaction in any
		executed on or outside a trading	such a person has a reasonable		<u>financial instrument, whether</u>
		venue, might constitute insider	suspicion that an order or		placed or executed on or outside
		dealing, market manipulation or an	transaction in any financial		<u>a trading venue, might constitute</u>
		attempt to engage in market	instrument, whether placed or		<u>insider dealing, market</u>
		manipulation or insider dealing, the	executed on or outside a trading		manipulation or an attempt to
		person shall notify the competent	venue, might constitute insider		<u>engage in insider dealing or</u>
		authority without delay.	dealing, market manipulation or an		market manipulation the person
			attempt to engage in market		shall notify the competent
			manipulation or insider dealing, the		<u>authority without delay.</u>
			person shall notify the competent	<u>without delay.</u>	
			authority without delay.		

23	Art. 11,	[EP text moved alongside Article 29	<b><u>3. Without prejudice to Article</u></b>
	para 2		<b>16 of this Regulation, persons</b>
	a (new)		professionally arranging
			transactions shall be subject to
			the rules of notification of the
			Member State in which they
			are registered or have their
			head office, or in the case of a
			branch, the Member State
			where the branch is situated.
			The notification shall be
			addressed to the competent
			authority of this Member
			<u>State.</u>
			Member States shall ensure
			that competent authorities
			receiving the notification of
			suspicious transactions
			transmit such information
			immediately to the competent
			authorities of the regulated
			markets concerned.
23	Art. 11,	[EP text moved alongside Article	
	para 2	13]	
	b (new)		

23	Art. 11,	2c. The notification in good	Deleted – moved to 17(5)
	para 2	faith to the competent authority as	
	c(new)	referred to in Articles 7 to 10 shall	
		not constitute a breach of any	
		restriction on disclosure of	
		information imposed by contract or	
		by any legislative, regulatory or	
		administrative provision, and shall	
		not involve the person notifying in	
		liability of any kind related to such	
		notification.	

23	Art. 11, para 2 d (new)			[EP text moved alongside Council 7c]	
23	Art. 11, para 3	3. ESMA shall develop draft regulatory technical standards to determine appropriate arrangements and procedures for persons to comply with the requirements established in paragraph 1 and to determine the systems and notification templates to be used by persons to comply with the requirements established in paragraph 2. ESMA shall submit the draft regulatory technical standards referred to in the first subparagraph to the Commission by []. Power is conferred to the Commission to adopt the regulatory technical standards referred to in the first subparagraph in accordance with Articles 10 to 14 of Regulation 1095/2010.	<ul> <li>3. ESMA shall develop draft regulatory technical standards to determine:</li> <li>appropriate arrangements and procedures for persons to comply with the requirements established in paragraph 1 and to determine the systems and notification templates to be used by persons to comply with the requirements established in paragraphs 1 and 2.</li> <li>ESMA shall submit the draft regulatory technical standards referred to in the first subparagraph to the Commission by [].</li> <li>Power is conferred to the Commission to adopt the regulatory technical standards referred to in the first subparagraph in accordance with Articles 10 to 14 of Regulation 1095/2010.</li> </ul>	<ul> <li>draft regulatory technical standards to determine:</li> <li>(a) appropriate arrangements and procedures for persons to comply with the requirements established in paragraph 1;</li> <li>(b) the systems and notification templates to be used by persons to comply with the requirements established in paragraph 2; and</li> <li>(c) [EP text moved alongside Council 7c] ESMA shall submit those draft regulatory technical standards to the Commission by []</li> </ul>	3. ESMA shall develop draft regulatory technical standards to determine: a) appropriate arrangements, <u>systems</u> and procedures for persons to comply with the requirements established in paragraphs 1 and 2; b) the notification templates to be used by persons to comply with the requirements established in <u>paragraphs 1 and 2</u> . ESMA shall submit the draft regulatory technical standards referred to in the first subparagraph to the Commission by 24 months. Power is conferred to the Commission to adopt the regulatory technical standards referred to in the first subparagraph in accordance with Articles 10 to 14 of Regulation 1095/2010.

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OJ please insert date: 12 months following the date of entry into force of this Regulation.

23	Art 12,	1. An issuer of a financial	1. An issuer of a financial	1. An issuer of a financial	1. An issuer of a financial
	para 1	instrument shall inform the public as	instrument shall inform the public as	instrument shall inform the public	instrument shall inform the public
	•	soon as possible of inside	soon as possible of inside	and the competent authority as soon	as soon as possible of inside
		information, which directly concerns	information, which directly concerns	as possible, of inside information,	information, which directly
		the issuer, and shall, for an	said issuer.	which directly concerns the issuer,	concerns said issuer.
		appropriate period, post on its	The issuer shall ensure that the	and shall, for an appropriate period,	The issuer shall ensure that the
		Internet site all inside information it	inside information is made public	post on its Internet site all inside	inside information is made
		is required to disclose publicly.	in a manner which enables fast	information it is required to disclose	public in a manner which
			access and complete, correct and	publicly.	enables fast access and complete,
			timely assesment of the		correct and timely assessment of
			information by the public and,		the information by the public
			where applicable, in the Officially		and, where applicable, in the
			Appointed Mechanism referred to		<b>Officially Appointed Mechanism</b>
			in [Transparency Directive]. The		referred to in [Transparency
			issuer must not combine inside		Directive]. The issuer must not
			information to the public with the		<u>combine the disclosure of inside</u>
			marketing of its activities. The		information to the public with
			<u>issuer shall post and maintain on</u>		the marketing of its activities.
			its official website for a period of		The issuer shall post and
			at least five years, all inside		maintain on its official website
			information it is required to disclose		for a period of at least five years,
			publicly.		all inside information it is required
			This article shall apply to issuers		to disclose publicly.
			who have requested or approved		This article shall apply to issuers
			<u>admission of their financial</u>		who have requested or approved
			<u>instruments to trading on a</u>		<u>admission of their financial</u>
			regulated market in a Member		<u>instruments to trading on a</u>
			State or, in the case of instruments		regulated market in a Member
			only being traded on a MTF or an		State or, in the case of
			OTF, issuers who have approved		instruments only being traded on
			<u>trading of their financial</u>		a MTF or an OTF, issuers who
			instruments on a MTF or an OTF		have approved trading of their
			or have requested admission to		financial instruments on a MTF
			<u>trading of their financial</u>		or an OTF or have requested
			<u>instruments on a MTF in a</u>		admission to trading of their
138	4/13		Member State. OM/mf		financial instruments on a MTF
130	T/ IJ				in a Member State.
			DGG 1B		E

23	Art 12,	2. An emission allowance	2. An emission allowance	2. An emission allowance	2. An emission allowance
	para 2,	market participant shall publicly,	market participant shall publicly,	market participant shall publicly,	market participant shall publicly,
	first	effectively and in a timely manner	effectively and in a timely manner	effectively and in a timely manner	effectively and in a timely manner
	subpara	disclose inside information	disclose inside information	disclose inside information	disclose inside information
	_	concerning emission allowances	concerning emission allowances	concerning emission allowances	concerning emission allowances
		which it holds in respect of its	which it holds in respect of its	which it holds in respect of its	which it holds in respect of its
		business, including aviation	business, including aviation	business, including aviation	business, including aviation
		activities as specified in Annex I of	activities as specified in Annex I of	activities as specified in Annex I of	activities as specified in Annex I of
		Directive 2003/87/EC or	Directive 2003/87/EC or	Directive 2003/87/EC or	Directive 2003/87/EC or
		installations within the meaning of	installations within the meaning of	installations within the meaning of	installations within the meaning of
		Article 3(e) of the same Directive	Article 3(e) of the same Directive	Article 3(e) of that Directive which	
		which the participant concerned, or	which the participant concerned, or	1 1 7 1	1 1 7 1
		parent undertaking or related	parent undertaking or related	<b>C C</b>	undertaking or related undertaking,
		undertaking, owns or controls or for	undertaking, owns or controls or for		owns or controls or for which the
		which the participant, or its parent	which the participant, or its parent		participant, or its parent
		undertaking or related undertaking,	undertaking or related undertaking,	U, 1	e .
		is responsible for operational	is responsible for operational	1	is responsible for operational
		matters, either in whole or in part.	matters, either in whole or in part.	1 0	matters, either in whole or in part.
		With regard to installations, such	With regard to installations, such	· · · · · · · · · · · · · · · · · · ·	With regard to installations, such
		disclosure shall include relevant	disclosure shall include relevant		disclosure shall include relevant
		information to the capacity and	information to the capacity and	capacity and utilisation of	information to the capacity and
		utilisation of installations, including	utilisation of installations, including		utilisation of installations,
		planned or unplanned unavailability	planned or unplanned unavailability	· · ·	• •
		of such installations.	of such installations.	installations.	unavailability of such installations.

23	Art 12,	The first subparagraph shall not			
	para 2,	apply to an emission allowance			
	second	market participant where the			
	subpara	installations or aviation activities			
		that it owns, controls or is			
		responsible for, in the preceding			
		year have had emissions not			
		exceeding a minimum threshold of			
		carbon dioxide equivalent and,			
		where they carry out combustion			
		activities, have had a rated thermal			
		input not exceeding a minimum			
		threshold.	threshold.	threshold.	threshold.

23	Art 12, para 2, third subpara	The Commission shall adopt, by means of a delegated act in accordance with Article 31, measures establishing a minimum threshold of carbon dioxide equivalent and a minimum threshold of rated thermal input for the purposes of application of the exemption provided for in the second subparagraph.	means of a delegated act in accordance with Article 31, measures establishing a minimum threshold of carbon dioxide equivalent and a minimum threshold	<i>empowered to</i> adopt delegated acts in accordance with Article 31 <i>modifying the</i> minimum threshold of carbon dioxide equivalent and <i>the</i> minimum threshold of rated thermal input for the purposes of application of the exemption provided for in the	means of a delegated act in accordance with Article 31, measures establishing a minimum threshold of carbon dioxide equivalent and a minimum threshold of rated thermal input for the purposes of application of the exemption provided for in the second subparagraph. The Commission shall adopt, by means of a delegated act in accordance with Article 31, measures establishing a minimum threshold of carbon dioxide equivalent and a minimum threshold of rated thermal input for the purposes of application of the exemption provided for in the second subparagraph of paragraph 2 of the present article and to specify the competent authority for the
					<u>notifications of paragraphs 3</u> and 4 of the present article.

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23	Art 12,	3. Paragraphs 1 and 2 shall not		3. Paragraphs 1 and 2 shall not	
	para 3	apply to information which is only	<u>instrument or an emission</u>	apply to information which is only	
		inside information within the	allowance market participant, not	inside information within the	
		meaning of point (e) of paragraph 1	exempted pursuant to the second	meaning of Article $6(1)(e)$ .	not exempted pursuant to the
		of Article 6.	subparagraph of paragraph 2 of		second subparagraph of
			this Article, may under his own		paragraph 2 of this Article, may
			responsibility delay the public		<u>under his own responsibility</u>
			disclosure of inside information,		delay the public disclosure of
			<u>as referred to in paragraph 1,</u>		inside information, as referred to
			provided that all of the following		in paragraph 1, provided that all
			conditions are met:		of the following conditions are
			<u>– the immediate disclosure would</u>		<u>met:</u>
			<u>likely prejudice his legitimate</u>		<u>– the immediate disclosure</u>
			interests;		would likely prejudice his
			<u>– the omission would not be likely</u>		legitimate interests;
			to mislead the public;		<u>– the omission would not be</u>
			<u>– the issuer of a financial</u>		likely to mislead the public;
			instrument or emission allowance		<u>– the issuer of a financial</u>
			<u>market participant is able to</u>		<u>instrument or emission</u>
			ensure the confidentiality of that		allowance market participant is
			information.		able to ensure the confidentiality
			Subject to the conditions referred		of that information.
			to above, in the case of a		Subject to the conditions
			protracted process which occurs		referred to above, in the case of a
			in stages, intended to bring about		protracted process, which occurs
			or which results in a particular		in stages, intended to bring about
			circumstance or a particular		or which results in a particular
			event, an issuer may under his		circumstance or a particular
			own responsibility delay the		event, an issuer may under his
			public disclosure of inside		own responsibility delay the
			information relating to this		public disclosure of inside
			process.		information relating to this
			Where an issuer of a financial		process.
			instrument or emission allowance		Where an issuer of a financial
			market participant has delayed		instrument or emission
1100	4/10				allowanaa maalaat nantiainant
1138	4/13		the disclosure of inside information under this paragraph		has delayed the disclosure of inside information under the
			it shall Ginform the competent		inside information under the
			authority that disclosure of the		paragraph, it shall inform the
			information was delayed and		competent authority that
			provide in writing an explanation		disclosure of the information was

24	Art 12,	4. Without prejudice to	4. In order to preserve the	4. Without prejudice to	In order to preserve the stability
	para 4,	paragraph 5, an issuer of a financial	stability of the financial system, an	paragraph 5, an issuer of a financial	of the financial system, an issuer
	fisrt	instrument or an emission allowance	issuer of a financial instrument	instrument or an emission allowance	of a financial instrument which is
	subpara	market participant, not exempted	which is a credit institution or	market participant, not exempted	a credit institution or other
	F	pursuant to the second subparagraph	other financial institution, may	pursuant to the second subparagraph	financial institution, may under
		of paragraph 2 of Article 12, may	under its own responsibility delay	of Article 12(2), may under his own	its own responsibility delay the
		under his own responsibility delay	the public disclosure of inside	responsibility delay the public	disclosure of inside information,
		the public disclosure of inside	information,—including, but not	disclosure of inside information, as	including, but not limited to,
		information, as referred to in	limited to, information which is	referred to in paragraph 1, such as	information which is related to a
		paragraph 1, such as not to prejudice	related to a temporary liquidity	not to prejudice his legitimate	temporary liquidity problem,
		his legitimate interests provided that	problem, including the need to	interests provided that both of the	including the need to receive
		both of the following conditions are	receive temporary liquidity	following conditions are met:	temporary liquidity assistance
		met:	assistance from a central bank or	(a) the omission would not be	from a central bank or lender of
		- the omission would not be likely	lender of last resort, provided that	likely to mislead the public;	last resort, provided that all the
		to mislead the public;	<b><u>all</u></b> the following conditions are	(b) the issuer of a financial	following conditions are <b>satisfied</b> :
		– the issuer of a financial instrument	satisfied:	instrument or emission allowance	(a) the disclosure of the
		or emission allowance market	- the omission would not be likely	market participant is able to ensure	<u>information entails a risk of</u>
		participant is able to ensure the	to mislead the public;	the confidentiality of that	undermining the financial
		confidentiality of that information.	- the issuer of a financial instrument	information.	stability of the issuer and of the
			or emission allowance market		financial system;
			participant is able to ensure		(b) it is in the public interest
			(a) the disclosure of the		to delay the disclosure
			<u>information entails a risk to</u>		(c) the confidentiality of that
			undermine the financial stability		information-can be ensured; and
			of the issuer and of the financial		(d) the competent authority
			<u>system;</u>		has consented to the delay on the
			(b) it is in the public interest		basis that the conditions at sub-
			<u>to delay the disclosure</u>		<u>paragraphs (a) to (c) are met.</u>
			(c) the confidentiality of that		
			information-can be ensured; and		
			(d) the competent authority		
			has consented to the delay on the		
			basis that the conditions at sub-		
			paragraphs (a) to (c) are met.		

	4 / 10				<b>T T C C C C C C C C C C</b>
24	,	Where an issuer of a financial	Where an issuer of a financial	Where an issuer of a financial	In order to satisfy the conditions
	para 4,	instrument or emission allowance	instrument or emission allowance	instrument or emission allowance	at sub-paragraphs (a) to (c), the
	second	market participant has delayed the	market participant has delayed the	market participant intends to delay	issuer shall notify the competent
	subpara	disclosure of inside information	disclosure of inside information	the disclosure of inside information	authority of its intention to delay
		under this paragraph it shall inform	under this paragraph it shall inform	under this paragraph it shall inform	the disclosure of the inside
		the competent authority that	the competent authority that	the competent authority of that	<u>information referred to in the</u>
		disclosure of the information was	disclosure of the information was	intention and provide sufficient	first sub-paragraph and provide
		delayed immediately after the	delayed immediately after the	information to justify the necessity	evidence that the conditions set
		information is disclosed to the	information is disclosed to the	of the <i>delay according to the</i>	<u>out in sub-paragraph (a) to (c)</u>
		public.	public	criteria set out in paragraph 5. In	are met. The competent
			In order to satisfy the conditions	the event that the competent	<u>authority shall consult as</u>
			at sub-paragraphs (a) to (c), the	authority does not permit the delay	appropriate the central bank and
			issuer shall notify the competent	in accordance with paragraph 5,	or the macro-prudential
			authority of its intention to delay	the information shall be disclosed	authority where instituted or,
			the disclosure of the inside	immediately after the <i>refusal has</i>	otherwise the following
			information referred to in the first	been communicated. Such	<u>authority:</u>
			sub-paragraph and provide	information to competent	<u>– if the issuer is a credit</u>
			evidence that the conditions set	authorities shall not preclude in	institution or an investment firm
			out in sub-paragraph (a) to (c) are	any way the power of competent	the Authority determined
			met. The competent authority	authorities to sanction a breach of	according to Article 124a par. 1
			shall consult as appropriate the	this Regulation.	a) of Directive [New CRD IV];
			central bank and or the macro-		<u>– in other cases the authority</u>
			prudential Authority where		responsible for the supervision of
			instituted or, otherwise the		the issuer.
			<u>following Authority:</u>		The competent authority shall
			<u>– if the issuer is a credit</u>		ensure that the delay is only for
			institution or an investment firm		such period as is necessary in the
			the Authority determined		public interest. The competent
			<u>according to art 124a par. 1 a) of</u>		<u>authority shall as a minimum</u>
			<b>Directive</b> [New CRD IV];		evaluate on a weekly basis if the
			<u>– in other cases the Authority in</u>		<u>conditions set out in sub-</u>
			charge with the supervision.		paragraph (a) to (c) are met.
			The competent authority shall		If the competent authority does
			ensure that the delay is only for		not consent to the delay, the
			such period as is necessary in the		issuer shall disclose the
112	04/12		public interest, and the competent		information immediately.
113	84/13		authority shall as a minimum		This paragraph shall apply to <sup>166</sup>
			evalume (on a weekly basis if the		cases where the issuer decided N
			conditions set out in sub-		not to delay the disclosure of
			paragraph (a) to (c) are met.		inside information according to
			If the competent authority does		paragraph 3.

24	Art 12,		<b>4a.</b> If the confidentiality of		4a. If the confidentiality of
	para 4		inside information not disclosed		inside information not disclosed
	a (new)		under the conditions of		<u>under the conditions of</u>
			paragraphs 3 or 4, is no longer		paragraphs 3 or 4, is no longer
			ensured, the issuer has to inform		ensured, the issuer has to inform
			the public of this inside		the public of this information as
			information as soon as possible.		soon as possible. This includes
			This includes situations where a		<u>situations where a rumour</u>
			<u>rumour explicitly relates to a</u>		explicitly relates to a piece of
			piece of inside information which		inside information which has not
			is not disclosed under paragraphs		been disclosed under paragraphs
			3 or 4 when that rumour is		3 or 4 when that rumour is
			sufficiently accurate to indicate		sufficiently accurate to indicate
			that the confidentiality of that		that the confidentiality of that
			information is no longer ensured.		information is no longer ensured.
24	Art 12,	5. A competent authority may	deleted	5. A competent	
	para 5,	permit the delay by an issuer of a		authority may permit the delay by an	[deleted]
	first	financial instrument of the public		issuer of a financial instrument or an	
	subpara	disclosure of inside information		emission allowance market	
	_	provided that the following		participant of the public disclosure	
		conditions are satisfied:		of inside information provided that	
		- the information is of systemic		the following conditions are	
		importance;		satisfied:	
		- it is in the public interest to delay		(a)- the information is of	
		its publication;		systemic importance;	
		– the confidentiality of that		(b) it is in the public interest to	
		information can be ensured.		delay its publication;	
				(c) the confidentiality of that	
				information can be ensured.	
				The competent authority shall,	
				where appropriate, keep ESMA	
				informed of developments in	
				accordance with Article 18(1) of	
				Regulation (EU) No 1095/2010.	

24	Art 12,	That permission shall be in writing.	deleted	The decision to grant or withhold	
	para 5,	The competent authority shall		permission shall be communicated	[deleted]
	second	ensure that the delay is only for such		in writing. The competent authority	
	subpara	period as is necessary in the public		shall ensure that the delay is only for	
		interest.		such period as is necessary in the	
				public interest.	
24	Art 12,	The competent authority shall at	deleted	The competent authority shall at	
	para 5,	least once every week review		least once every week review	[deleted]
	third	whether the delay continues to be		whether the delay continues to be	
	subpara	appropriate and shall revoke the		appropriate and shall revoke the	
		authorisation immediately if any of		authorisation immediately if any of	
		the conditions in points (a), (b) or		the conditions in point (a), (b) or (c)	
		(c) are no longer satisfied.		are no longer satisfied.	

24	Art 12, para 5/6	6. Where an issuer of a financial instrument or an emission allowance market participant, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, or a person acting on his behalf or for his account, discloses any inside information to any third	5. Where an issuer of a financial instrument or an emission allowance market participant, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, or a person acting on his behalf or for his account, discloses any inside information to any third	financial instrument or an emission allowance market participant, not exempted pursuant to the second	financial instrument or an emission allowance market participant, not exempted pursuant to the second subparagraph of paragraph 2 of this article, or a person acting on their behalf or for their account,
		party in the normal exercise of his duties resulting from employment or profession, as referred to in Article 7(4), he must make complete and effective public disclosure of that information, simultaneously in the case of an intentional disclosure, and promptly in the case of a non- intentional disclosure. This paragraph shall not apply if the person receiving the information owes a duty of confidentiality, regardless of whether such duty is based on a law, on regulations, on articles of association, or on a contract.	party in the normal exercise of his duties resulting from employment or profession, as referred to in Article 7(4), he must make complete and effective public disclosure of that information, simultaneously in the case of an intentional disclosure, and promptly in the case of a non- intentional disclosure. This paragraph shall not apply if the person receiving the information owes a duty of confidentiality, regardless of whether such duty is based on a law, on regulations, on articles of association, or on a contract.	effective public disclosure of that information, simultaneously in the case of an intentional disclosure, and promptly in the case of a non- intentional disclosure. This paragraph shall not apply if the person receiving the information owes a duty of confidentiality, which prevents that person from disclosing the relevant information	course of the exercise of an employment, profession or duty, as referred to in Article 7b(1), they must make complete and effective public disclosure of that information, simultaneously in the case of an intentional disclosure, and promptly in the case of a non- intentional disclosure. This paragraph shall not apply if the person receiving the information owes a duty of confidentiality, regardless of whether such duty is based on a law, on regulations, on articles of association, or on a

24	Art 12,	7. Inside information relating	6. Inside information relating	7. Inside information relating	6. Inside information relating
	para	to issuers of a financial instrument,	to issuers of a financial instrument,	to issuers of a financial instrument,	to issuers whose financial
	6/7	whose financial instruments are	whose financial instruments are	whose financial instruments are	instruments are admitted to trading
		admitted to trading on an SME	admitted to trading on an SME	admitted to trading on an SME	on an SME growth market, may be
		growth market, may be posted by the	growth market, may be posted by the	growth market, may be posted by the	posted by the trading venue on its
		trading venue on its website instead	trading venue on its website instead	trading venue on its website instead	website instead of on the website
		of on the website of the issuer where	of on the website of the issuer where	of on the website of the issuer where	of the issuer where the trading
		the trading venue chooses to provide	the trading venue chooses to provide	the trading venue chooses to provide	venue chooses to provide this
		this facility for issuers on that	this facility for issuers on that	this facility for issuers on that	facility for issuers on that market.
		market. In that event such issuer is	market. In that event such issuer is	market. In that event such issuer is	
		deemed to have fulfilled the	deemed to have fulfilled the	deemed to have fulfilled the	
		obligation in paragraph 1.	obligation in paragraph 1.	obligation in paragraph 1.	

24	Art 12,	8. This Article shall not apply	deleted	8. This Article shall not apply	[deleted]
	para 8	to issuers who have not requested or		to issuers who have not requested or	
		approved admission of their		approved admission of their	
		financial instruments to trading on a		financial instruments to trading on a	
		regulated market in a Member State		regulated market in a Member State	
		or, in the case of an instrument only		or, in the case of an instrument only	
		traded on a MTF or an OTF, have		traded on a MTF or an OTF, have	
		not requested or approved trading of		not requested or approved trading of	
		their financial instruments on a MTF		their financial instruments on a MTF	
		or an OTF in a Member State.		or an OTF in a Member State.	

OJ please insert date: 12 months after entry into force of this Regulation.

<ul> <li>25 Art 13, para 1</li> <li>1. Issuers of a financial instrument or emission allowance market participants, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, and any person acting on their behalf or on their account, shall:         <ul> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and - provide the list; and thority as soon as possible upon its request.</li> </ul> </li> <li>25 Art 13, para 1</li> <li>1. Issuers of a financial instrument or emission allowance market participants, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, and any person, and persons acting on their behalf or on their account, shall:             <ul> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and - provide the list to the competent authority as soon as possible upon its request.</li> </ul> <ul> <li>atting agencies or otherwise to information;</li> <li>performing tasks through which they has information;</li> </ul> <li>(c) provide the list to the list to the information;</li> <li>(b) promptly update the list;</li> <li>(c) provide the list to the list to the information;</li> <li>(b) promptly update the list;</li> <li>(c) provide the list to the list to the information;</li> <li>(b) promptly update the list;</li> <li>(c) provide the list to the list to the information;</li> <li>(c) provide the list to the list to the information;</li> <li>(c) provide the list to the list to the information;</li> <li>(c) provide the list to the list to the information;</li> <li></li></li></ul>	of all of inside persons
<ul> <li>market participants, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, and any person acting on their behalf or on their account, shall:         <ul> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;             - regularly update the list; and             - provide the list to the competent authority as soon as possible upon its request.</li> <li>market participants, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, and any person, and persons acting on their behalf or on their account, shall:</li></ul></li></ul>	of all of inside persons
<ul> <li>pursuant to the second subparagraph of paragraph 2 of Article 12, and any person acting on their behalf or on their account, shall:         <ul> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and – provide the list to the competent authority as soon as possible upon its request.</li> </ul> </li> </ul>	of all to inside persons
<ul> <li>of paragraph 2 of Article 12, and any person acting on their behalf or on their account, shall:         <ul> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and - provide the list to the competent authority as soon as possible upon its request.</li> <li>of paragraph 2 of Article 12, and any person, and persons acting on their behalf or on their account, shall:                 <ul> <li>draw up a list of all persons</li> <li>account, shall:</li> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and - provide the list to the competent authority as soon as possible upon its request.</li> <li>draw up a list the competent authority as soon as possible upon its request.</li> <li>of paragraph 2 of Article 12, and any person acting on their behalf or on their account, shall:</li> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and - provide the list to the competent authority as soon as possible upon its request.</li> <li>draw up a list st through which they have access to inside information;</li> <li>performing tasks through which they have access to in</li></ul></li></ul></li></ul>	to inside persons
any person acting on their behalf or on their account, shall: - draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information; - regularly update the list; and - provide the list to the competent authority as soon as possible upon its request.any person, and persons acting on their behalf or on their account, shall: - draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information; - regularly update the list; and - provide the list to the competent authority as soon as possible upon 	to inside persons
<ul> <li>on their account, shall:         <ul> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and - provide the list to the competent authority as soon as possible upon its request.</li> </ul> </li> <li>on their account, shall:         <ul> <li>their behalf or on their account, shall:</li> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and employment or its request.</li> <li>they get access to inside information;</li> <li>performing tasks through which they last of information;</li> <li>performing tasks through which they matcompetent information;</li> <li>performing tasks through which they matcompetent information;</li> <li>they get access to inside information;</li> <li>performing tasks through which they as soon as possible upon its request.</li> </ul> </li> </ul>	persons
<ul> <li>draw up a list of all persons working for them, under a contract of employment or otherwise, who have access to inside information;</li> <li>regularly update the list; and</li> <li>provide the list to the competent authority as soon as possible upon its request.</li> <li>are working for them, under a contract of employment or <u>acting as advisers, accountants, credit</u></li> <li>they get access to inside information;</li> <li>performing tasks through which they lagt access to inside information;</li> <li>performing tasks through which they lagt access to inside information;</li> </ul>	*
working for them, under a contract of employment or otherwise, who have access to inside information; – regularly update the list; and – provide the list to the competent authority as soon as possible upon its request. 	inder a
of employment or otherwise, who have access to inside information; – regularly update the list; and – provide the list to the competent authority as soon as possible upon its request.	inuci a
have access to inside information; – regularly update the list; and – provide the list to the competent authority as soon as possible upon its request.	nt, or
<ul> <li>- regularly update the list; and</li> <li>- provide the list to the competent authority as soon as possible upon its request.</li> <li>- regularly update the list; and</li> <li>- provide the list to the competent authority as soon as possible upon its request.</li> <li>- regularly update the list; and</li> <li>- provide the list to the competent authority as soon as possible upon its request.</li> <li>- regularly update the list; and</li> <li>- provide the list to the competent authority as soon as possible upon its request.</li> <li>- regularly update the list; and</li> <li>- provide the list to the competent information;</li> <li>- provide the list to the competent authority as soon as</li> <li>- provide the list to the list to the information;</li> <li>- provide the list to the list to the information;</li> <li>- provide the list to the list to the information;</li> <li>- provide the list to the list to the information;</li> <li>- provide the list to the list to the information;</li> </ul>	tasks
<ul> <li>provide the list to the competent authority as soon as possible upon its request.</li> <li>preforming tasks through which they get access to inside information;</li> <li>(b) regularly update that list; and</li> <li>(c) provide the list to the competitive competent authority as soon as</li> </ul>	e access
authority as soon as possible upon its request.	uch as
its request. they get access to inside information; they get access to inside (c) provide the list to the (b) promptly update in accordance with parts	<u>credit</u>
information; competent authority as soon as <i>in accordance with para</i>	
	that list
	raph 3;
- regularly update the list; and possible upon its request. and	-
- provide the list to the competent c) provide the list	to the
authority as soon as possible upon competent authority as	
its request; and possible upon its request;	soon as
	soon as

25	Art 13,	<u>– take all reasonable steps to</u>	0	
	para 1	ensure that any person on the list		
	a (new)	acknowledges the legal and	their behalf or for their account	their behalf or on their account,
		regulatory duties entailed and is	shall ensure when drawing such a	shall take all reasonable steps to
		aware of the sanctions applicable	list that any person on it	ensure that any person on the list
		<u>to the misuse or improper</u>	acknowledges the legal and	acknowledges in writing the legal
		disclosure of such information in	regulatory duties entailed and is	and regulatory duties entailed
		<u>writing.</u>	aware of the sanctions attaching to	and is aware of the sanctions
		When an issuer has delegated the	the misuse or improper circulation	<u>applicable to the misuse or</u>
		task to draw up and update the	of such information.	<i>improper<u>disclosure</u>of such</i>
		list to a person acting on its		information.
		behalf, the issuer must take		Where another person acting on
		<u>reasonable measures to ensure</u>		behalf or the account of the issuer
		that the person fulfils the		assumes the task of drawing up and
		obligation under this Regulation.		updating the insider list, the issuer
		<u>The Issuer must always retain a</u>		remains fully responsible for
		right of access to the list.		compliance with the obligation
				under this Article. The issuer
				<u>shall always retain a right of</u>
				access to the list.
25	Art. 11,		[moved from EP Article 11(2b]	DELETE
	para 2		2b. Any person included on an	
	b (new)		insider list that becomes aware of	
			activities that might constitute	
			insider dealing, market	
			manipulation or an attempt to	
			engage in market manipulation or	
			insider dealing shall report such	
			information through the channels	
1			referred to in paragraphs 2 and 2a.	

25	Art 13,	<u>3. The insider list shall</u>	<b><u>2.</u></b> The insider list shall
	para 3	document at least:	<u>include at least:</u>
		(a) the identity of any person	(a) the identity of any person
		having access to inside	having access to inside
		information;	information;
		(b) the reason for being	(b) the reason for including
		included in the list;	that person in the list;
		(c) the date at which the list of	(c) the date and time at
		insiders was created and updated;	which such person obtained
		(d) the date and time at which	access to inside information;
		such person obtained access to	(d) the date at which the
		inside information;	insider list was created;
		(e) the date and time at which	
		such person ceased to have access	
		to inside information;	
25	Art 13,	2. The insider list shall be	3. The insider list shall be
	para 2	promptly updated:	promptly updated, including the
		(a) when there is a change in	date of the update in the
		<u>the reason why any person is</u>	following circumstances:
		<u>already on the list;</u>	(a) when there is a change in
		(b) when any new person has	the reason for including a person
		to be added to the list;	<u>already on the list;</u>
			(b) when there is a new
			person who has access to inside
			information and needs, therefore,
			to be added to the list;
			(c) when a person ceases to have
			access to inside information.
			Each update shall specify the
			date and time when the change
			triggering the update occurred.

25	Art 13,	4. The insider list should b		4. The insider list shall be
	para 4	kept by the issuer or, if applicable	2	retained by the issuers and any
	-	the person acting on his behalf fo		person acting on their behalf or
		a period of at least [5] years after	<u>.</u>	account for a period of at least 5
		being drawn up or updated	<u>.</u>	years after being drawn up or
		Notwithstanding the retentio		updated.
		period of at least [5] years, th		
		issuer or, if applicable, the perso	<u>L</u>	
		acting on his behalf, shall retai	<u>L</u>	
		the records for a longer perio		
		when asked to do so by th	2	
		<u>competent authority.</u>		

25	Art. 13,	2. Issuers of a financial	5. Issuers whose financial	deleted	5. Issuers whose financial
23				ueleleu	
	para	instrument whose financial	instruments are admitted to trading		instruments are admitted to trading
	2/5	instruments are admitted to trading	on an SME growth market shall be		on an SME growth market shall be
		on an SME growth market shall be			exempted from drawing up such a
		exempt from drawing up such a list.	list if the following conditions are		list <b>if the following conditions are</b>
		However, if requested to do so by	met: : exempt from drawing up such		<u>met:</u>
		the competent authority as part of	a list. However, if requested to do so		(a) the issuer takes all
		the exercise of its supervisory or	by the competent authority as part of		reasonable steps to ensure that
		investigatory functions, that issuer	the exercise of its supervisory or		any person with access to inside
		shall provide the competent	investigatory functions, that issuer		information acknowledges the
		authority with a list identifying	shall provide the competent		legal and regulatory duties
		those persons working for them with	authority with a list identifying		entailed and is aware of the
		access to inside information.	those persons working for them with		sanctions applicable to the
			access to inside information.		misuse or improper circulation
			(a) the issuer takes all		of such information, and
			reasonable steps to ensure that		(b) the issuer is able to
			any person with access to inside		provide the competent authority,
			information acknowlegdes the		upon request, with the insider
			legal and regulatory duties		list of this article.
			entailed and is aware of the		
			sanctions applicable to the misuse		
			or improper circulation of such		
			information, and		
			(b) the issuer is able to		
			provide the competent authority,		
			upon request, with the insider list		
			of this article.		

25	Art 13,	3. This Article shall not apply	6. This Article shall apply to	deleted	6. This Article shall apply
	para	to issuers who have not requested or	issuers who have requested or		to issuers who have requested or
	3/6	approved admission of their	approved admission of their		approved admission of their
		financial instruments to trading on a	financial instruments to trading		financial instruments to trading
		regulated market in a Member State	<u>on a regulated market in a</u>		<u>on a regulated market in a</u>
		or, in the case of an instrument only	Member State or, in the case of an		Member State or, in the case of
		traded on a MTF or an OTF, have	instrument only traded on a MTF		an instrument only traded on a
		not requested or approved trading of	or an OTF, have approved trading		MTF or an OTF, have approved
		their financial instruments on a MTF	of their financial instruments on a		trading of their financial
		or an OTF in a Member State.	MTF or an OTF or have		<u>instruments on a MTF or an</u>
			requested admission to trading of		<b>OTF</b> or have requested
			their financial instruments on a		admission to trading of their
			MTF in a Member State.		financial instruments on a MTF
					in a Member State.

25	$\Lambda r + 12$	4. The Commission shall	deleted	A ECMA abolt develop develop	DELETE
25	Art 13,		ucicidu	4. <b>ESMA</b> shall develop draft	DELEIE
	para 4	adopt, by means of delegated acts in		regulatory technical standards to	
		accordance with Article 31,		determine the information as to the	
		measures determining the content of		identities and the reasons for persons	
		a list as referred to in paragraph 1,		to be included on an insider list as	
		including information as to the		referred to in paragraph 1, and to	
		identities and the reasons for		specify the conditions under which	
		persons to be included on an insider		issuers of a financial instrument or	
		list, and the conditions under which		emission allowance market	
		issuers of a financial instrument or		participants, or entities acting on	
		emission allowance market		their behalf, are to draw up such a	
		participants, or entities acting on		list, including the conditions under	
		their behalf, are to draw up such a		which such lists are to be updated,	
		list, including the conditions under		the time for which they are kept, and	
		which such lists are to be updated,		the responsibilities of the persons	
		the time for which they are kept, and		thereon. In the case of SMEs,	
		the responsibilities of the persons		ESMA shall provide proportionate	
		thereon.		and simplified draft regulatory	
				technical standards to reduce the	
				administrative burdens on issuers	
				of financial instruments whose	
				financial instruments are admitted	
				to trading on SME growth markets.	
				ESMA shall submit those draft	
				regulatory technical standards to	
				the Commission by []*.	
				Power is conferred to the	
				Commission to adopt the regulatory	
				technical standards referred to in	
				the first subparagraph in	
				accordance with Articles 10 to 14 of	
				Regulation (EU) No 1095/2010.	

OJ please insert date: 12 months after the date of entry into force of this Regulation.

25	Art 13, para 5 Art 13,	5. This Article shall also apply to any auction platform, auctioneer and auction monitor in relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to Regulation (No) 1031/2010.	deleted [moved alongside para 3]	5. This Article shall also apply to any auction platform, auctioneer and auction monitor in relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to Regulation (EU) No 1031/2010.	[deletion]
	para 6 (new)				
26	Art 13, para 7 (new)		7. Paragraphs 1 to 4 of this Article shall apply to an emission allowance market participant, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12 in relation to inside information concerning emission allowances and auctioned products based thereon that arises in relation to the physical operations of that emission allowance market participant. Paragraphs 1 to 4 of this Article shall also apply to any auction platform, auctioneer and auction monitor in relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to Regulation (No) 1031/2010.		7. Paragraphs 1 to 4 of this <u>Article shall also apply to</u> <u>emission allowance market</u> <u>participants, not exempted</u> <u>pursuant to the second</u> <u>subparagraph of paragraph 2 of</u> <u>Article 12 in relation to inside</u> <u>information concerning emission</u> <u>allowances and auctioned</u> <u>products based thereon that</u> <u>arises in relation to the physical</u> <u>operations of that emission</u> <u>allowance market participant.</u> <u>Paragraphs 1 to 4 of this Article</u> <u>shall also apply to any auction</u> <u>platform, auctioneer and auctions of</u> <u>emission allowances or other</u> <u>auctioned products based</u> <u>thereon that are held pursuant to</u> <u>Regulation (No) 1031/2010.</u>

26	Art 13,	6. ESMA shall develop draft	8. ESMA shall develop draft	6. ESMA shall develop	8. ESMA shall develop draft
	para	implementing technical standards to	implementing technical standards to	draft implementing technical	implementing technical standards
	6/8	determine the precise format of	determine the precise format of	standards to determine the precise	to determine the precise format of
		insider lists and the format for	insider lists and the format for	format of insider lists and the format	insider lists and the format for
		updating insider lists referred to in	updating insider lists referred to in	for updating insider lists referred to	updating insider lists referred to in
		this Article.	this Article.	in this Article.	this Article.
		ESMA shall submit the draft	ESMA shall submit the draft	ESMA shall submit those draft	ESMA shall submit those draft
		implementing technical standards	implementing technical standards	implementing technical standards to	implementing technical standards
		referred to in the first subparagraph	referred to in the first subparagraph	the Commission by []*.	to the Commission by 24 months
		to the Commission by [].	to the Commission by [].	Power is conferred to the	Power is conferred to the
		Power is conferred to the	Power is conferred to the	Commission to adopt the	Commission to adopt the
		Commission to adopt the	Commission to adopt the	implementing technical standards	implementing technical standards
		implementing technical standards	implementing technical standards	referred to in the first subparagraph	referred to in the first subparagraph
		referred to in the first subparagraph	referred to in the first subparagraph	in accordance with Article 15 of	in accordance with Article 15 of
		in accordance with Article 15 of	in accordance with Article 15 of	Regulation (EU) No 1095/2010.	Regulation (EU) No 1095/2010.
		Regulation 1095/2010.	Regulation 1095/2010.		

26	Art 14,	1. Persons discharging		1. Persons discharging	
	para 1	managerial responsibilities within an	managerial responsibilities within an	managerial responsibilities within an	responsibilities within an issuer of
		issuer of a financial instrument or an	issuer of a financial instrument-or an	issuer of a financial instrument or an	a financial instrument, as well as
		emission allowance market	emission allowance market	emission allowance market	persons closely associated with
		participant, not exempted pursuant	participant, not exempted pursuant	participant, not exempted pursuant	them, shall <b>notify the issuer and</b>
		to the second subparagraph of	to the second subparagraph of	to the second subparagraph of	the competent authority about the
		paragraph 2 of Article 12, as well as	paragraph 2 of Article 12, as well as	Article $12(2)$ , as well as persons	existence of every transaction
		persons closely associated with	persons closely associated with	closely associated with them, shall	conducted on their own account
		them, shall ensure that information	them, shall <u>as soon as possible and</u>	ensure that information is made	relating to the shares or debt
		is made public about the existence	in any evet within 3 business days	public about the existence of	instruments of that issuer, or to
		of transactions conducted on their	of the transaction notify the issuer	transactions conducted on their own	derivatives or other financial
		own account relating to the shares of	and the competent authority about	account relating to the shares of that	instruments linked to them, or in
		that issuer, or to derivatives or other	the existence of every transaction	issuer, or to derivatives or other	emission allowances or related
		financial instruments linked to them,	conducted on their own account	financial instruments linked to them,	derivatives.
		or in emission allowances. Such	relating to the shares or debt	or in emission allowances. Such	Such notifications shall be made
		persons shall ensure that the	instruments of that issuer, or to	persons shall ensure that the	promptly and no later than 3
		information is made public within	derivatives or other financial	information is made public within	business days after the
		two business days after the day on	instruments linked to them, or in	two business days after the day on	transaction.
		which the transaction occurred.	emission allowances or related	which the transaction occurred.	This obligation applies once the
			derivatives, once the total amount		total amount of the transactions
			of the transactions has reached		has reached the threshold set in
			<u>the threshold set in paragraph 6</u>		paragraph 6 within a calendar
			<u>within a calendar year. The issuer</u>		<u>year.</u>
			shall ensure that the information is		
			made public <u>in a manner, as</u>		<b>1a For the purposes of applying</b>
			specified in Article 12.7, ensuring		paragraph 1 of this Article, and
			fast access to this information on a		without prejudice to the right of
			non-discriminatory basis and		Member States to provide for
			makes it available to the		other notification obligations
			competent authority and, where		than those covered by this
			applicable in the officially		Article, Member States shall
			appointed mechanism referred to		ensure that all transactions
			in [transparency directive] as soon		related to shares admitted to
			as possible, and in any event		trading on a regulated market,
			within 3 business days after the day		or to derivatives or other
1138	34/13		on which the transaction occurred		financial instruments linked to 82
1150			The issuer shall use such media as		them, conducted on the own
			may PasonaBly be relied upon for		account of persons referred N
			the effective dissemination of		paragraph 1 above, are notified
			information to the public		to the competent authorities. The
			throughout the Community.		rules of notification to which

26	4 : 14		
26	Art 14,	2. The Issuer shall notify the	2. Issuers shall notify the persons
	para 2	<u>persons discharging managerial</u>	discharging managerial
	(new)	responsibilities of their obligations	responsibilities within that issuer
		under this article in writing. The	of their obligations under this
		issuer shall draw up a list of all	article in writing. Issuers shall
		persons discharging managerial	draw up a list of all persons
		responsibilities and their closely	discharging managerial
		associated persons.	responsibilities and persons
		Persons discharging managerial	closely associated with them.
		<u>responsibilities within an issuer</u>	Persons discharging managerial
		shall notify the persons closely	responsibilities within an issuer
		associated with them of their	shall notify the persons closely
		obligations under this article in	associated with them of their
		writing. The manager shall keep a	obligations under this article in
		<u>copy of this notification.</u>	writing and shall keep a copy of
			this notification.

OM/mf

26	Art 14,	<u>3. The notifi</u>	cation of <u>3.</u>	The notification of
	para 3	transactions shall	<u>contain the</u> <u>transa</u>	actions referred to in
	(new)	following information	<u>parag</u>	raph 1 shall contain the
		a. Name of the p	erson; follow	ing information:
		b. Reason for no	ification; a.	Name of the person;
		c. Name of t	ne relevant b.	<b>Reason for notification;</b>
		issuer;	<u> </u>	Name of the relevant
		d. Description an	id identity of issuer	
		the financial instrume	<u>nt;</u> d.	Description and identity
		<u>e. Nature</u>	of the of the	financial instrument;
		transaction(s) (e.g. a	equisition or e.	Nature of the
		disposal), indicating	whether it is transa	action(s) (e.g. acquisition or
		linked to the exerci	se of share dispos	sal), indicating whether it is
		option programmes o	r to the case linked	to the exercise of share
		set out in paragraph 5	; <u>option</u>	n programmes or to the
		<u>f. Date and p</u>	ace of the specifi	ic examples set out in
		transaction(s); and	parag	raph 4;
		g. Price and vo	lume of the <u>f.</u>	Date and place of the
		transaction(s). In th	e case of a transa	action(s); and
		pledge whose terms p	rovide for its g.	Price and volume of the
		value to change, thi	s should be transa	action(s). In the case of a
		disclosed together wit	h its value at pledge	e whose terms provide for
		the date of the pledge.	its va	lue to change, this should
			<u>be di</u>	sclosed together with its
			value	at the date of the pledge.

26	At 14,	2. For the purposes of			4. For the purposes of paragraph 1
	para	paragraph 1 transactions that must		paragraph 1 transactions that must	
	2/5	be notified shall include:	be notified shall include:	be <i>made public</i> shall include:	shall <u>also</u> include:
		- the pledging or lending of	- the pledging or lending of	(a) the pledging or lending of	(a) the pledging or lending of
		financial instruments by or on behalf	5	financial instruments by or on behalf	financial instruments by or on
		of a person referred to in paragraph	of a person referred to in paragraph	of a person referred to in paragraph	behalf of a person referred to in
		1;	1;	1;	paragraph 1;
		– transactions undertaken by a	– transactions undertaken by <u>any</u>	(b) transactions undertaken by a	•
		portfolio manager or other person on	person professionally arranging	portfolio manager or other person on	person professionally arranging
		behalf of a person referred to in	or executing transactions or by	behalf of a person referred to in	or executing transactions or by
		paragraph 1 including where	<u>any</u> other person, on behalf of a	paragraph 1 including where	<u>any</u> other person, on behalf of a
		discretion is exercised by that	person discharging managerial	discretion is exercised by that	person discharging managerial
		manager or other person.	responsibilities referred to in	manager or other person.	<u>responsibilities or a person</u>
			paragraph 1 including where		closely associated with such
			discretion is exercised by that		person referred to in paragraph 1
			manager or other person.		including where discretion is
			<u>– transactions made under a life</u>		exercised.
			insurance policy defined in		(c) transactions made under a
			accordance with Directive		life insurance policy, defined in
			2009/138/EC of the European		accordance with Directive
			Parliament and of the Council of		2009/138/EC of the European
			25 November 2009, where the		Parliament and of the Council of
			policyholder is a person		25 November 2009, where:
			discharging managerial		- the policyholder is a person
			responsibilities within an issuer of		discharging managerial
			<u>a financial instrument or a person</u>		responsibilities within an issuer
			closely associated with a person		of a financial instrument or a
			discharging managerial		person closely associated with
			responsibilities, the investment		such person,
			risk is born by the policyholder,		<u>- the investment risk is born by</u>
			and where the policyholder has		the policyholder, and
			the power or discretion to make		<u>- the policyholder has the power</u>
			investment decisions regarding		or discretion to make investment
			specific instruments in that life		decisions regarding specific
			insurance policy or execute		instruments in that life insurance
1138	4/13		transactions regarding specific		policy or to execute transactions <sub>185</sub>
1150			instruments for that life insurance		regarding specific instruments
			<u>polic</u> ∕DGG 1B		for that life insurance policy. EN
			A pledge, or other similar security		For the purposes of point (a) a
			interest, of securities in connection		pledge, or other similar security
			with the depositing of the		interest, of securities in

26	At 14, para 3/6	3. Paragraph 1 shall not apply to transactions totalling under EUR 20,000 over the period of a calendar year.	6. Paragraph 1 shall not apply to any subsequent transaction once a total amount of EUR 5,000 has been reached within a calendar year. The threshold of EUR 5,000 shall be computed by summing up without netting all transactions mentioned in paragraph 1.	deleted	6. Paragraph 1 shall not apply to any subsequent transaction once a total amount of EUR 5,000 has been reached within a calendar year. The threshold of EUR 5,000 shall be calculated by adding without netting all transactions mentioned in
26	Art 14, para 6a (new)		6a. A competent authority may decide to increase the threshold set in paragraph 6 to EUR 20000 and shall inform ESMA of its decision and the justification of its decision with specific reference to market conditions, to adopt the higher threshold prior to its application. ESMA shall publish on its website the list of thresholds that apply in accordance with this article.		baragraph 1.6a.A competent authoritymay decide to increase thethreshold set in paragraph 6 toEUR 20,000 and shall informESMA of its decision and thejustification of its decision withspecific reference to marketconditions, to adopt the higherthreshold prior to its application.ESMA shall publish on itswebsite the list of thresholds thatapply in accordance with thisarticle and the justificationsprovided by competentauthorities for such thresholds.

26	At 14,	4. This Article shall also apply			This Article shall also apply to
	para	to any auction platform, auctioneer	persons discharging managerial		persons discharging managerial
	4/7	and auction monitor in relation to	responsibilities within emission	and auction monitor in relation to	responsibilities within emission
		auctions of emission allowances or	allowance market participants not	auctions of emission allowances or	allowance market participants, not
		other auctioned products based	exempted pursuant to the second	other auctioned products based	exempted pursuant to the second
		thereon that are held pursuant to	subparagraph of paragraph 2 of	thereon that are held pursuant to	subparagraph of Article 12(2), as
		Regulation (No) 1031/2010.	Article 12 as well as to persons	Regulation (EU) No 1031/2010.	well as persons closely associated
			closely associated with them in so		with them in so far as their
			far as their transactions involve		transactions involve emission
			emission allowances, derivatives		allowances, derivatives thereof
			thereof or auctioned products		or auctioned products based
			based thereon.		thereon.
			This Article shall also apply to		This Article shall also apply to
			persons discharging managerial		persons discharging managerial
			responsibilities within any auction		<u>responsibilities within any</u>
			platform, auctioneer and auction		auction platform, auctioneer and
			monitor involved in the auctions		auction monitor involved in the
			<u>held under</u> Regulation (No)		auctions held under Regulation
			1031/2010 as well as to persons		(No) 1031/2010 <u>as well as to</u>
			closely associated with them in so		persons closely associated with
			far as their transactions involve		them in so far as their
			emission allowances, derivatives		transactions involve emission
			thereof or auctioned products		allowances, derivatives thereof
			based thereon.		or auctioned products based
					thereon.

	27	At 14, para 4 a (new)		4a. A person discharging managerial responsibilities within an issuer of a financial instrument shall not conduct any transactions on his or her own account relating to the shares of that issuer or to derivatives or other financial instruments linked to them outside a trading window.	4a. Without prejudice to the general prohibition of insider dealing and market manipulation, a person discharging managerial responsibilities within an issuer shall not conduct any trading on the person's account or for the account of a third party directly or indirectly, relating to the shares or debt instruments of the issuer or to derivatives or other financial instruments linked to them, during a closed period of thirty calendar days before the announcement of an interim financial report or a year-end report which the relevant issuer is obliged to make public according to the rules of the trading venue where the issuer's shares are admitted to trading, or according to national law <del>fimplementing the</del> <i>Transparency Directive</i> , unless a set of circumstances exists where dealing during this closed period may be permitted by the issuer, either on a case by case basis due to the existence of exceptional circumstances which require the immediate sale of shares, such as severe financial difficulty, or due to the characteristics of the dealing involved for dealings made under or related to an employee's share scheme, saving
11	138	4/13	OM/mf DGG 1B		schemes, qualification or $1_{188}$ entitlements of shares or dealings where the beneficial interest $\mathbf{E} \mathbf{N}$ the relevant security does not change.

27	At 14,	5. The Commission may adopt,	deleted	deleted	[deleted]
	para 5	by means of delegated acts in			
		accordance with Article 31,			
		measures modifying the threshold in			
		paragraph 3 taking into account the			
		developments in financial markets.			

27	Art 14,	6. The Commission shall	9. The Commission shall	6. The Commission	9. The Commission shall
27	,				
	para 6	adopt, by means of delegated acts in		shall adopt delegated acts in	adopt, by means of delegated acts
		accordance with Article 31,	accordance with Article 31,	accordance with Article 32,	in accordance with Article 31,
		measures specifying the professional	measures, specifying the	measures specifying:	measures specifying the
		functions of persons who are	professional functions of persons		characteristics of a transaction
		considered to discharge managerial	who are considered to discharge	of persons who are considered to	referred to in paragraph $5$ which
		responsibility as referred to in	managerial responsibility as referred	discharge managerial responsibility	trigger that duty <del>.</del>
		paragraph 1, the types of	to in paragraph 1, the types of	as referred to in paragraph 1,	
		association, including by birth as	association, including by birth as	(b) the types of association,	
		well as under civil and contractual	well as under civil and contractual	including by birth as well as under	
		law, considered to create a close	law, considered to create a close	civil and contractual law, considered	
		personal association, the	personal association, the	to create a close personal	
		characteristics of a transaction	characteristics of a transaction	association,	
		referred to in paragraph 2 which	referred to in paragraph 5 which		
		trigger that duty, and the	trigger that duty <del>, and the</del>	(c) the arrangements and the	
		information that must be made	information that must be made	conditions for the application of	
		public and the means of informing	public and the means of informing	trading windows in accordance	
		the public.	the public.	with paragraph 4a and, in	
		*	1	particular, the start and the end	
				point of such trading windows, as	
				well as the conditions related to	
				possession of price sensitive	
				information attached to the ban on	
				trading outside a trading window.	
				ESMA shall provide the	
				Commission with technical advice	
				before the delegated acts referred to	
				in the first subparagraph are	
				drafted.	

	1		
27	Art 14,	6a. ESMA shall develop	
	para 6	draft regulatory technical standards	[Delete]
	a (new)	to specify the characteristics of a	
		transaction referred to in	
		paragraph 2 which trigger the duty	
		referred to in that paragraph, the	
		information that must be made	
		public as required under paragraph	
		1 and the means of informing the	
		public. In developing those draft	
		regulatory standards ESMA may, if	
		appropriate, establish a threshold	
		for amount or volume of	
		transactions referred to in	
		paragraph 2, which triggers the	
		duty referred to in that paragraph,	
		and which may vary depending on	
		the type of persons concerned.	
		ESMA shall submit those draft	
		regulatory technical standards to	
		the Commission by []*.	
		Power is conferred to the	
		Commission to adopt the regulatory	
		technical standards referred to in	
		the first subparagraph in	
		accordance with Articles 10 to 14 of	
		Regulation (EU) No 1095/2010.	

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

27	4 . 1 4		
27	Art 14,	6b. In order to ensure	6b. In order to ensure
	para 6	uniform application of paragraph	uniform application of paragraph
	b (new)	1, ESMA may develop draft	1, ESMA may develop draft
		implementing technical standards	implementing technical standards
		concerning the format [template] in	concerning the format [template]
		which the information referred to	in which the information referred
		in paragraph 1 is to be made	to in paragraph 1 is to be notified
		public.	and made public.
		ESMA shall submit those draft	ESMA shall submit those draft
		implementing technical standards	implementing technical standards
		to the Commission by []*.	to the Commission by 24 months.
		Power is conferred on the	Power is conferred on the
		Commission to adopt the	Commission to adopt the
		implementing technical standards	implementing technical standards
		referred to in the first	referred to in the first
		subparagraph in accordance with	subparagraph in accordance with
		Article 15 of Regulation (EU) No	Article 15 of Regulation (EU) No
		1095/2010.	1095/2010.

27	Art 15,	1. Persons who produce or			
21	para 1	disseminate information	disseminate recommendations	disseminate information	-
	para r	recommending or suggesting an	concerning financial instruments	recommending or suggesting an	
		e		0 00 0	recommendations or other
		investment strategy, intended for	or issuers of financial instruments	investment strategy, intended for	Ũ
		distribution channels or for the	and persons who produce or	distribution channels or for the	88 8
		public, shall take reasonable care to	disseminate other information	public, shall take reasonable care to	
		ensure that such information is	recommending or suggesting an	ensure that such information is	
		objectively presented, and to	investment strategy, intended for	objectively presented, and to	
		disclose their interests or indicate	distribution channels or for the	disclose their interests or indicate	objectively presented, and to
		conflicts of interest concerning the	public, shall take reasonable care to	conflicts of interest concerning the	disclose their interests or indicate
		financial instruments to which that	ensure that such information is	financial instruments to which that	conflicts of interest concerning the
		information relates.	objectively presented, and to	information relates.	financial instruments to which that
			disclose their interests or indicate		information relates.
			conflicts of interest concerning the		For the purposes of applying this
			financial instruments to which that		<u>Article:</u>
			information relates.		(a) investment recommendations
					means any information
					recommending or suggesting an
					investment strategy, explicitly or
					implicitly, concerning one or
					several financial instruments or
					the issuers of financial
					instruments, including any
					opinion as to the present or
					future value or price of such
					instruments, intended for
					distribution channels or for the
					public;
					(b) recommending or suggesting
					an investment strategy means:
					(i) information produced by an
					independent analyst, an
					investment firm, a credit
					institution, any other person
					whose main business is to produce
-					investment recommendations or
1138	4/13		OM/mf		a natural person working for 193
			DGG 1B		them under a contract of EN employment or otherwise, that,
					directly or indirectly, expresses a
					<u>particular investment proposals</u>

27	Art 15,	1a.     Where the persons referred	[consider alongside Art. 17/19]
	para 1	to in paragraph 1 trade on their	
	a (new)	own account in instruments for	
		which they give the advice referred	
		to in paragraph 1, competent	
		authorities may request such	
		information as they deem necessary	
		from such persons and, where	
		appropriate, other competent	
		authorities in order to determine	
		whether the advice is compliant	
		with the requirements under	
		paragraph 1.	

27	Art 15,	2. Public institutions	2. Public institutions	2. Public institutions	2. Public institutions
21	para 2	disseminating statistics liable to	disseminating statistics or forecasts	disseminating statistics liable to	
	para 2	have a significant effect on financial		have a significant effect on financial	<u> </u>
		e	liable to have a significant effect on	e	
		markets shall disseminate them in an	financial markets shall disseminate	markets shall disseminate them in an	significant effect on financial
		objective and transparent way.	them in an objective and transparent	objective and transparent way.	markets shall disseminate them in
			way.		an objective and transparent way.
27	Art 15,	3. ESMA shall develop draft		3. ESMA shall develop draft	
	para 3	regulatory technical standards to	regulatory technical standards to		3. ESMA shall develop draft
		determine the technical	determine the technical	determine the technical	regulatory technical standards to
		arrangements, for the various	arrangements, for the various	arrangements, for the various	determine the technical
		categories of person referred to in	categories of persons referred to in	categories of person referred to in	arrangements, for the various
		paragraph 1, for objective	paragraph 1, for objective	paragraph 1, for objective	categories of person referred to in
		presentation of information	presentation of information	presentation of information	paragraph 1, for objective
		recommending an investment	recommending an investment	recommending <i>or suggesting</i> an	presentation of investment
		strategy and for disclosure of	strategy and for disclosure of	investment strategy and for	recommendations or other
		particular interests or indications of	particular interests or indications of	disclosure of particular interests or	information recommending or
		conflicts of interest.	conflicts of interest.	indications of conflicts of interest.	suggesting an investment
		ESMA shall submit the draft	ESMA shall submit the draft	ESMA shall submit those draft	strategy and for disclosure of
		regulatory technical standards	regulatory technical standards	regulatory technical standards to the	particular interests or indications
		referred to in the first subparagraph	referred to in the first subparagraph	Commission by ( 1*	of conflicts of interest.
		to the Commission by [].	to the Commission by [].	Commission by [] <sup>*</sup> .	ESMA shall submit those draft
		Power is conferred to the	Power is conferred to the	Power is conferred to the	regulatory technical standards to
		Commission to adopt the regulatory	Commission to adopt the regulatory	Commission to adopt the regulatory	the Commission by <i>24 months</i> .
		technical standards referred to in the	technical standards referred to in the	technical standards referred to in the	Power is conferred to the
		first subparagraph in accordance	first subparagraph in accordance	first subparagraph in accordance	Commission to adopt the
		with Articles 10 to 14 of Regulation	with Articles 10 to 14 of Regulation	with Articles 10 to 14 of Regulation	regulatory technical standards
		1095/2010.	1095/2010.	(EU) No 1095/2010.	referred to in the first subparagraph
		10/0/2010.	1075/2010.		1 0 1
					in accordance with Articles 10 to
					14 of Regulation (EU) No
					1095/2010.

<sup>\*</sup> 

OJ please insert date: 12 months after the date of entry into force of this Regulation.

		The technical arrangements laid
		down in the regulatory technical
		standards referred to in paragraph
		3 shall not apply to journalists
		subject to equivalent appropriate
		regulation in the Member States,
		including equivalent appropriate
		self-regulation, provided that such
		regulation achieves similar effects
		as those technical arrangements.
		The text of that equivalent national
		regulation shall be notified to the
		Commission.

	r			
27	Art.	<u>Article 15a</u>	Article 15a	<u>Article 15a</u>
	15a	<b>Disclosure or dissemination of</b>	Disclosure or dissemination of	<b>Disclosure or dissemination of</b>
	(new)	information in the media	information in the media	<u>information in the media</u>
		For the purpose of applying	Where information is disclosed or	
		Articles 7b, 8(1)(c) and 15,	disseminated and where	For the purpose of applying
		disclosure or dissemination of	recommendations are produced or	Articles 7b, 8(1)(c) and 15 where
		information or recommendations	disseminated for the purpose of	information is disclosed or
		for the purpose of journalism or	journalism, such disclosure or	disseminated and where
		other form of expression in the	dissemination of information shall	recommendations are produced or
		media, shall be assessed taking	be assessed taking into account the	disseminated for the purpose of
		into account the rules governing	rules governing the freedom of	<i>journalism</i> <u>or other form of</u>
		the freedom of the press and	expression, the freedom and	expression in the media such
		freedom of expression in other	pluralism of the media and the	disclosure or dissemination of
		media and the rules or codes	rules or codes governing the	information shall be assessed
		governing the journalist	journalist profession, unless:	taking into account the rules
		profession, unless:	(a) the persons concerned or	governing the freedom o <u>f the</u>
		(a) the persons concerned or	persons closely associated with	press and freedom of expression
		persons closely associated with	them derive, directly or indirectly,	in other media and the rules or
		them derive, directly or indirectly,	an advantage or profits from the	codes governing the journalist
		an advantage or profits from the	disclosure or the dissemination of	profession, unless:
		disclosure or the dissemination of	the information in question; or	(a) the persons concerned or
		the information in question; or	(b) the disclosure or the	persons closely associated with
		(b) the disclosure or the	dissemination is made with the	them derive, directly or indirectly,
		dissemination is made with the	intention of misleading the market	an advantage or profits from the
		intention of misleading the market	as to the supply of, demand for, or	disclosure or the dissemination of
		as to the supply of, demand for, or	price of financial instruments.	the information in question; or
		price of financial instruments.		(b) the disclosure or the
				dissemination is made with the
				intention of misleading the
				market as to the supply of,
				demand for, or price of financial
				instruments.

28	Art. 16	Without prejudice to the	Without prejudice to the	Without prejudice to the	Without prejudice to the
		competences of the judicial	competences of the judicial	1 5	competences of the judicial
		authorities, each Member State shall	authorities, and paragraph 1 of	1 0	authorities, each Member State
		designate a single administrative	article 17, each Member State shall		shall designate a single
		competent authority for the purpose	designate a single administrative		administrative competent authority
		of this Regulation. The competent	competent authority for the purpose		for the purpose of this Regulation.
		authority shall ensure that the	of this Regulation. The competent	<b>e</b> 1	Member States shall inform the
		provisions of this regulation are	authority shall ensure that the	authority to fulfil its powers	Commission, ESMA and the
		applied on its territory, regarding all	provisions of this regulation are	provided for in this Regulation. The	competent authorities of other
		actions carried out on its territory,	applied on its territory, regarding all	competent authority shall ensure that	Member States of same. The
		and those actions carried out abroad	actions carried out on its territory,	the provisions of this Regulation are	competent authority shall ensure
		relating to instruments admitted to	and those actions carried out abroad	applied on its territory, regarding all	that the provisions of this
		trading on a regulated market, for	relating to instruments admitted to	actions carried out on its territory,	regulation are applied on its
		which a request for admission to	trading on a regulated market, for	and those actions carried out abroad	territory, regarding all actions
		trading on such market has been	which a request for admission to	relating to instruments admitted to	carried out on its territory, and
		made, or which are traded on an	trading on such market has been	trading on a regulated market, for	those actions_carried out abroad
		MTF or OTF operating, within its	made, or which are traded on <u>a</u> MTF	which a request for admission to	relating to instruments admitted to
		territory. Member States shall	or OTF or for which a request for	trading on such market has been	trading on a regulated market, for
		inform the Commission, ESMA and	admission to trading has been	made, or which are traded on an	which a request for admission to
		the competent authorities of other	made on a MTF operating, within	MTF or OTF operating, within its	trading on such market has been
		Member States thereof.	its territory. Member States shall	territory. Member States shall	made, or which are traded on <u>a</u>
			inform the Commission, ESMA and	inform the Commission, ESMA and	MTF or OTF or for which a
			the competent authorities of other	the competent authorities of other	request for admission to trading
			Member States thereof.	Member States thereof.	<u>has been made on a MTF</u>
					operating <del>,</del> within its territory.

20	Art 17	1 Compotent authorities shall	1 Compotent outhorities shall	1 Compotent	1 Composition authorities shall
28	Art. 17,	*	1. Competent authorities shall		1. Competent authorities shall
	para 1	exercise their functions in any of the	exercise their functions and powers		
		following ways:	in any of the following ways:	functions in any of the following	powers in any of the following
		(a) directly;	(a) directly;	ways:	ways:
		(b) in collaboration with other	(b) in collaboration with other	(a) directly;	(a) directly;
		authorities or with the market	authorities or with the market	(b) in collaboration with other	(b) in collaboration with other
		undertakings;	undertakings;	authorities or with the market	authorities or with the market
		(c) under their responsibility by	(c) under their responsibility by	undertakings;	undertakings;
		delegation to such authorities or to	delegation to such authorities or to	(c) under their responsibility by	(c) under their responsibility by
		market undertakings;	market undertakings;	delegation to such authorities or to	delegation to such authorities or to
		(d) by application to the competent	(d) by application to the competent	market undertakings;	market undertakings;
		judicial authorities.	judicial authorities.	(d) by application to the competent	(d) by application to the
				judicial authorities.	competent judicial authorities.
28	Art. 17,	2. In order to fulfil their duties	2. In conformity with their	2. In order to fulfil	
	para 2,	under this Regulation, competent	national law, competent authorities	their duties under this Regulation,	2. In order to fulfil their duties
	point a	authorities shall have, in conformity	shall have, in conformity with	competent authorities shall have, in	under this Regulation, competent
	_	with national law, at least the	national law, at least the following	conformity with national law and	
		following supervisory and	supervisory and investigatory	powers, at least the following	conformity with national law at
		investigatory powers:	powers, to help fulfil their duties	supervisory and investigatory	least the following supervisory and
		(a) request access to any	under this Regulation:	powers:	investigatory powers:
		document in any form, and to	(a) have access to any	(a) <i>have</i> access to any	(a) <i>have</i> access to any
		receive or take a copy thereof;	document and other data in any	document in any form, and to	document and other data in any
			form, and to receive or take a copy	receive or take a copy thereof;	form, and to receive or take a copy
			thereof;		thereof;

28	Art. 17, para 2, point b	(b) request information from any person, including those who are successively involved in the transmission of orders or conduct of the operations concerned, as well as their principals, and if necessary, to summon and question any such person with a view to obtain information;	information from any person, including those who are successively involved in the transmission of orders or conduct of the operations concerned, as well as their principals, and if necessary, to summon and question any such person with a view to obtain information;	any person, including those who are successively involved in the transmission of orders or conduct of the operations concerned, as well as their principals, and if necessary, to summon and question any such person with a view to obtain information;	of the operations concerned, as well as their principals, and if necessary, to summon and question any such person with a view to obtain information;
28	Art. 17, para 2, point c	(c) in relation to derivatives on commodities, request information from market participants on related spot markets according to standardized formats, obtain reports on transactions, and have direct access to traders' systems;	(c) in relation to derivatives on commodities, request information from market participants on related spot markets according to standardized formats, obtain reports on transactions, and have direct access to traders' systems;	<i>derivatives</i> , request information from market participants on related spot markets according to standardized formats, obtain reports	<i>derivatives</i> , request information from market participants on related spot markets according to standardized formats, obtain
28	Art. 17, para 2, point d	(d) carry out on-site inspections at sites other than private premises with or without announcement;	(d) carry out on-site inspections or investigations;	<b>2</b> • • •	(d) carry out on-site inspections, <u>or investigations at</u> <u>sites other than the private</u> <u>residences of natural persons</u> ;

28	Art. 17,	(e) after having obtained prior	(e) <u>enter premises of natural</u>	(e) after having obtained prior	(e) <u>enter premises of natural</u>
	para 2,	authorisation from the judicial	and legal persons in order to seize	authorisation from the judicial	
	point e	authority of the Member State	documents and other data in any	authority of the Member State	seize documents and other data
	I	concerned in accordance with	form where a reasonable suspicion	concerned in accordance with	
		national law, and where a reasonable	exists that documents and other	national law, and where a reasonable	
		suspicion exists that documents	data related to the subject-matter of	suspicion exists that documents	and other data related to the
		related to the subject-matter of the	the inspection or investigation may	related to the subject-matter of the	subject-matter of the inspection or
		inspection may be relevant to prove	be relevant to prove a case of insider	inspection may be relevant to prove	investigation may be relevant to
		a case of insider dealing or market	dealing or market manipulation in	a case of insider dealing or market	prove a case of insider dealing or
		manipulation in violation of this	violation of this Regulation or	manipulation in violation of this	market manipulation in violation of
		Regulation or Directive [new	Directive [new MAD], enter private	Regulation or Directive//EU	this Regulation. Where prior
		MAD], enter private premises in	premises in order to seize documents	[new MAD], enter private premises	authorisation is needed from the
		order to seize documents in any	<del>in any form<mark>; where prior</mark></del>	in order to seize documents in any	judicial authority of the Member
		form ;	authorisation is needed from the	form;	State concerned, in accordance
			judicial authority of the Member		with national law, such power
			State concerned, in accordance		shall only be used after having
			<u>with national law, such power</u>		obtained that prior
			<u>shall be used after having</u>		<u>authorisation;</u>
			obtained that prior authorisation;		
28	Art. 17,			(ea) refer matters for criminal	(ea) refer matters for criminal
	para 2,			prosecution;	investigation;
	point e				
	a (new)				

28	Art. 17, para 2, point f	(f) require existing telephone and existing data traffic records held by a telecommunication operator or by an investment firm, where a reasonable suspicion exists that such records related to the subject-matter of the inspection may be relevant to prove insider dealing or market manipulation as defined in[new MAD] in violation of this Regulation or Directive [new MAD]; these records shall however not concern the content of the communication to which they relate.]	(f) require existing <u>recordings</u> <u>of</u> telephone <u>conversations or</u> <u>electronic communications</u> held by <u>a telecommunication operator or by</u> an investment firm <u>or credit</u> <u>institution or other financial</u> <u>institutions</u> ;	(f) require existing <i>records of</i> telephone <i>conversations, electronic communications</i> and ¦data traffic records held by ¦an investment firm <i>in accordance with [new MIFID];</i>	(f) require existing <i>recordings</i> of telephone conversations, electronic communications or other data traffic records held by investment firms, <u>credit</u> <u>institutions or other financial</u> <u>institutions;</u>
28	Art. 17, para 2, point f a/h (new)		(h) require, insofar as is permitted by national law, existing data traffic records held by a telecommunication operator, where such records may be relevant to the investigation of insider dealing or market manipulation in violation of this Regulation;	(fa) require existing telephone and existing data traffic records held by a telecommunication operator, where such records may be relevant to prove insider dealing or market manipulation in violation of this Regulation or Directive //EU [new MAD] The records referred to in this point shall not include the content of voice communications by telephone, unless authorisation from a judicial authority has been given;	(fa) require, insofar as permitted by national law, existing data traffic records held by a telecommunication operator, where there is a reasonable suspicion of a breach and where such records may be relevant to the investigation of insider dealing or market manipulation in violation of this Regulation
29	Art. 17, para 2, point f b/i (new)		(i) request the freezing and/or sequestration of assets:	(fb) request the freezing and/ or sequestration of assets;	(fb) request the freezing and/ or sequestration of assets;

20	4 4 17			
29	Art. 17,	(j) suspend trading of the		
	para 2,	<u>financial instrument concerned;</u>	financial instrument concerned;	financial instrument concerned;
	point f			
	c/j			
	(new)			
29	Art. 17,	(k) to temporary require the	(fd) require temporary cessation	(fd) require the temporary
	para 2,	cessation of any practice that is	of any practice that is contrary to	cessation of any practice that the
	point f	contrary to the provisions in this	the provisions of this Regulation.	competent authority considers
	d /k	regulation and prevent repetition		contrary to the provisions of this
	(new)	of such practice;		Regulation;
29	Art. 17,	(l) temporary prohibition of		
2)		professionel activity;		
	para 2,	professioner activity;		prohibition on the exercise of
	point l			<u>professional activity;</u>
	(new)			
29	Art. 17,	(m) take all the necessary		(fg) take all necessary measures
	para 2,	measure to ensure that the public		to ensure that the public is
	point m	is correctly informed, including		correctly informed, including the
	(new)	correction of false or misleading		correction of false or misleading
		disclosed information, including		disclosed information, including
		by requiring an issuer or other		by requiring an issuer or other
		person who has published or		person who has published or
		disseminated false or misleading		disseminated false or misleading
		information to publish a		information to publish a
		corrective statement.		corrective statement.
29	Art. 17			deleted
29	para 2a		2a. The operations referred to in	defetted
	*		points (e), (f) and (fa) may be	
	(new)		performed by law enforcement	
			authorities in cooperation with	
			supervisory authorities in	
			accordance with national law.	

29	Art. 17,	3. The competent authorities	deleted	3. The competent authorities	deleted
	para 3	shall exercise the supervisory and		shall exercise the supervisory and	
		investigatory powers, referred to in		investigatory powers, referred to in	
		paragraph 2, in accordance with		paragraph 2, in accordance with	
		national law.		national law. <i>The competent</i>	
				authorities shall neither seek nor	
				take instructions from any person	
				associated with the person under	
				investigation.	
29	Art. 17,	4. The processing of personal	deleted	4. The processing of personal	[deletion]
	para 4	data collected in the exercise of the		data collected in the exercise of the	
		supervisory and investigatory		supervisory and investigatory	
		powers pursuant to this Article shall		powers pursuant to this Article shall	
		be carried out in accordance with		be carried out in accordance with	
		Directive 95/46/EC.		Directive 95/46/EC.	

29	Art. 17,	5. Member States shall ensure	4. Member States shall ensure	5. Member States shall ensure	5. Member States shall
	para 5			that appropriate measures are in	
	1		place so that competent authorities		are in place so that competent
		have all the supervisory and		· ·	authorities have all the supervisory
		investigatory powers that are		· ·	and investigatory powers that are
		necessary to fulfil their duties.	necessary to fulfil their duties. This		necessary to fulfil their duties.
		-	Regulation is without prejudice to		This Regulation is without
			laws, regulations and		prejudice to laws, regulations
			administrative provisions adopted		and administrative provisions
			in relation to takeover bids,		adopted in relation to takeover
			merger transactions and other		bids, merger transactions and
			transactions affecting the		other transactions affecting the
			ownership or control of		<u>ownership or control of</u>
			companies regulated by the		companies regulated by the
			supervisory authorities appointed		supervisory authorities
			by Member States pursuant to		appointed by Member States
			this Article 4 of Directive		pursuant to Article 4 of Directive
			<b>2004/25/EC of the European</b>		<b>2004/25/EC of the European</b>
			Parliament and of the Council of		Parliament and of the Council of
			21 April 2004 on takeover bids		21 April 2004 on takeover bids
			that impose requirements in		<u>that impose requirements in</u>
			addition to the requirements of		addition to the requirements of
			this Regulation.		this Regulation.

29	5. A person shall not be considered in breach of any restriction on disclosure of information posed by a contract or by any legislative, regulatory or administrative provision when making information available in accordance with paragraph 2.		5a. A person making information available to the Competent Authority in accordance with this Regulation shall not be considered in breach of any restriction on disclosure of information imposed by contract or by any legislative, regulatory or administrative provision, and shall not involve the person notifying in liability of any kind related to such notification.
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<u> </u>	T			
30	Art. 17		Article 17a	Delete
	a (new)		Cross-market order-book	
			surveillance	
			1. For any financial	
			instrument admitted to trading on a	
			regulated market or an MTF, the	
			competent authority of the Member	
			State concerning the trading venue	
			where the financial instrument was	
			first admitted to trading shall have	
			the power to conduct cross-market	
			supervision of market manipulation	
			conducted through order-book	
			activity.	
			In accordance with Article 71(1) of	
1			[new MiFID] the competent	
			authorities should be able to	
			delegate surveillance tasks to third	
			parties.	
			2. Operators of trading venues	
			shall provide order-book data	
			regarding financial instruments	
			that are actively traded on that	
			regulated market or MTF to their	
			home Member State competent	
			authority.	
			Where that competent authority is	
			not the competent authority	
			referred to in paragraph 1, it shall	
			make the necessary arrangements	
			to consolidate and forward the	
			corresponding order-book data to	
			the competent authority referred to	
			in paragraph 1.	
			In any event, the home Member	
1120	4/12		State competent authority of the	202
1138	4/13	OM/mf	regulated markets or MTF shall	207
		DGG 1B	remain responsible for ensuring	EN
			that regulated markets and MTFs	
			under its supervision report orders	
			in compliance with applicable data	

20	1 . 10	1 771	1 771	4 751	
30	Art. 18,	1. The competent authorities	*	1. The competent authorities	1
	para 1	shall cooperate with ESMA for the	*	*	<b>▲</b>
		purposes of this Regulation, in	purposes of this Regulation, in		purposes of this Regulation, in
		accordance with Regulation (EU)			
		No 1095/2010.	No 1095/2010.	No 1095/2010.	No 1095/2010.
30	Art. 18,	2. The competent authorities			
	para 2	shall, without delay, provide ESMA	shall, without delay, provide ESMA	shall, without delay, provide ESMA	shall, without delay, provide
		with all information necessary to	with all information necessary to	with all information necessary to	ESMA with all information
		carry out its duties, in accordance	carry out its duties, in accordance	carry out its duties, in accordance	necessary to carry out its duties, in
		with Article 35 of Regulation (EU)	with Article 35 of Regulation (EU)	with Article 35 of Regulation (EU)	accordance with Article 35 of
		No 1095/2010.	No 1095/2010.	No 1095/2010.	Regulation (EU) No 1095/2010.
30	Art. 18,	3. ESMA shall develop draft			
	para 3	implementing technical standards to	implementing technical standards to	implementing technical standards to	implementing technical standards
		determine the procedures and forms	determine the procedures and forms	determine the procedures and forms	to determine the procedures and
		for exchange of information as	for exchange of information as	for exchange of information as	forms for exchange of information
		referred to in paragraph 2.	referred to in paragraph 2.	referred to in paragraph 2.	as referred to in paragraph 2.
		ESMA shall submit the draft	ESMA shall submit the draft	ESMA shall submit those draft	ESMA shall submit those draft
		implementing technical standards	implementing technical standards	implementing technical standards to	implementing technical standards
		referred to in the first subparagraph	referred to in the first subparagraph	the Commission by <u>[]**.</u>	to the Commission by 24 months.
		to the Commission by [].	to the Commission by [].	Power is conferred to the	Power is conferred to the
		Power is conferred to the	Power is conferred to the	Commission to adopt the	Commission to adopt the
		Commission to adopt the	Commission to adopt the	implementing technical standards	implementing technical standards
		implementing technical standards	implementing technical standards	referred to in the first subparagraph	referred to in the first subparagraph
		referred to in the first subparagraph	referred to in the first subparagraph	in accordance with Article 15 of	in accordance with Article 15 of
		in accordance with Article 15 of			Regulation (EU) No 1095/2010.
		Regulation 1095/2010.	Regulation 1095/2010.	Regulation (EU) No 1095/2010.	

\* OJ please insert date: 12 months after the date of entry into force of this Regulation.

\* OJ please insert date: 24 months after the date of entry into force of this Regulation.

\*\* OJ please insert date: 12 months after the date of entry into force of this Regulation.

· · · · ·					Y
	rt. 19,	1. Competent authorities shall		*	1. Competent authorities shall
pa	ara 1	cooperate with each other and	cooperate with each other and	cooperate with each other and	*
		ESMA where it is necessary for the	ESMA where it is necessary for the	ESMA where it is necessary for the	is necessary for the purposes of
		purposes of this Regulation. In	purposes of this Regulation, unless	purposes of this Regulation.	this Regulation, <u>unless one of the</u>
		particular, competent authorities	one of the exceptions in paragraph	Competent authorities shall render	exceptions in paragraph 2 apply.
		shall render assistance to competent	<u><b>2</b> apply</u> . In particular, competent	assistance to competent authorities	Competent authorities shall render
		authorities of other Member States	authorities shall render assistance to	of other Member States and ESMA.	assistance to competent authorities
		and ESMA, and, without undue	competent authorities of other	In particular, they shall exchange	of other Member States and
		delay, exchange information and	Member States and ESMA, and,	information, without undue delay,	ESMA. In particular, they shall
		cooperate in investigation and	without undue delay, exchange	and cooperate in investigation and	exchange information, without
		enforcement activities. This	information and cooperate in	enforcement activities.	undue delay, and cooperate in
		cooperation and assistance shall also	investigation, supervision and	The obligation to cooperate and	investigation, supervision and
		apply as regards the Commission in	enforcement activities. This	assist laid down in the first	enforcement activities.
		relation to the exchange of	cooperation and assistance shall also	subparagraph shall also apply as	The obligation to cooperate and
		information relating to commodities	apply as regards the Commission in	regards the Commission in relation	assist laid down in the first
		which are agricultural products	relation to the exchange of	to the exchange of information	subparagraph shall also apply as
		listed in Annex I to the Treaty.	information relating to commodities	relating to commodities which are	regards the Commission in relation
			which are agricultural products	agricultural products listed in Annex	to the exchange of information
			listed in Annex I to the Treaty.	I to the TFEU.	relating to commodities which are
			The cooperation between the		agricultural products listed in
			competent authorities and ESMA		Annex I to the TFEU.
			shall be done in accordance with		The cooperation between the
			<b>Regulation (EU) No 1095/2010, in</b>		competent authorities and
			<u>particular its Article 35.</u>		ESMA shall be done in
			Where Member States have		accordance with Regulation (EU)
			chosen, in accordance with Article		No 1095/2010, in particular its
			<b>26(1) second subparagraph, to lay</b>		Article 35.
			down criminal sanctions for the		Where Member States have
			breaches of the provisions of this		<u>chosen, in accordance with</u>
			<b>Regulation referred to in that</b>		Article 26(1) second
			Article, they shall ensure that		<u>subparagraph, to lay down</u>
			appropriate measures are in place		<u>criminal sanctions for the</u>
			so that competent authorities have		breaches of the provisions of this
			all the necessary powers to liaise		<b>Regulation referred to in that</b>
			<u>with judicial authorities within</u>		Article, they shall ensure that
11384/1	3		their jurisdiction to receive		appropriate measures are in 200
11304/1	5		specific information related to		place so that competent
			criminal G 1 Binvestigations or		authorities have all the necessary
			proceedings commenced for		powers to liaise with judicial
			possible violations of this		<u>authorities within their</u>
			<b>Regulation and provide the same</b>		jurisdiction to receive specific

30	Art. 19,	2. A competent authority	2. A competent authority
	para 2	may refuse to act on a request for	may refuse to act on a request
	(new)	information or request to co-	for information or request to co-
		operate with an investigation	operate with an investigation in
		where:	the following exceptional
		<u>a. Communication might</u>	<u>circumstances:</u>
		adversely affect the security of the	<u>a. Communication might</u>
		Member State addressed, in	adversely affect the security of
		particular the fight against	the Member State addressed, in
		terrorism and other serious	particular the fight against
		<u>crimes,</u>	terrorism and other serious
		b. Complying might	<u>crimes,</u>
		<u>adversely affect its own</u>	b. Complying would be
		investigation or enforcement	likely to adversely affect its own
		<u>activities or where applicable, a</u>	investigation or enforcement
		criminal investigation,	<u>activities or where applicable, a</u>
		c. Judicial proceedings have	<u>criminal investigation,</u>
		already been initiated in respect of	<u>c. Judicial proceedings</u>
		the same actions and against the	<u>have already been initiated in</u>
		same persons before the	respect of the same actions and
		authorities of the Member State	against the same persons before
		addressed; or	the authorities of the Member
		<u>d. a final judgment has</u>	State addressed; or
		already been delivered in relation	<u>d. a final</u>
		to such persons for the same	judgment has already been
		actions in the Member State	<u>delivered</u> in relation to such
		<u>addressed.</u>	persons for the same actions in
			the Member State addressed.

<b>a</b> a	1 . 10		• ~ ~ · · · ·		
30	Art. 19,	2. Competent authorities and		-	*
	para	ESMA shall cooperate with ACER	ESMA shall cooperate with ACER	ESMA shall cooperate with the	*
	2/3	and the national regulatory	and the national regulatory	Agency for the Cooperation of	Agency for the Cooperation of
		authorities of the Member States to	authorities of the Member States to	Energy Regulators (ACER),	Energy Regulators (ACER),
		ensure that a coordinated approach	ensure that a coordinated approach	established under Regulation (EC)	established under Regulation (EC)
		is taken to the enforcement of the	is taken to the enforcement of the	No 713/2009 and the national	No 713/2009 and the national
		relevant rules where transactions,	relevant rules where transactions,	regulatory authorities of the Member	regulatory authorities of the
		orders to trade or other actions or	orders to trade or other actions or	States to ensure that a coordinated	Member States to ensure that a
		behaviours relate to one or more	behaviours relate to one or more	approach is taken to the enforcement	coordinated approach is taken to
		financial instruments to which this	financial instruments to which this	of the relevant rules where	the enforcement of the relevant
		Regulation applies and also to one	Regulation applies and also to one	transactions, orders to trade or other	rules where transactions, orders to
		or more wholesale energy products	or more wholesale energy products	actions or behaviours relate to one or	trade or other actions or behaviours
1		to which Article 3, 4 and 5 of	to which Article 3, 4 and 5 of	more financial instruments to which	relate to one or more financial
1		[Regulation (EU) Noof the	[Regulation (EU) Noof the	this Regulation applies and also to	instruments to which this
		European Parliament and the	European Parliament and the	one or more wholesale energy	Regulation applies and also to one
		Council on Wholesale Energy	Council on Wholesale Energy	products to which Article 3, 4 and 5	or more wholesale energy products
		Market Integrity and Transparency]	Market Integrity and Transparency]	of Regulation (EU) No/2012 [on	to which Article 3, 4 and 5 of
		apply. Competent authorities shall	apply. Competent authorities shall	Wholesale Energy Market Integrity	Regulation (EU) No/2012 [on
		consider the specific characteristics	consider the specific characteristics	and Transparency] apply. Competent	Wholesale Energy Market Integrity
		of the definitions of Article 2 of	of the definitions of Article 2 of	authorities shall consider the	and Transparency] apply.
		[Regulation (EU) Noof the	[Regulation (EU) Noof the	specific characteristics of the	Competent authorities shall
		European Parliament and the	European Parliament and the	definitions of Article 2 of	consider the specific characteristics
		Council on Wholesale Energy	Council on Wholesale Energy	[Regulation (EU) Noof the	of the definitions of Article 2 of
		Market Integrity and Transparency]	Market Integrity and Transparency]	European Parliament and the	[Regulation (EU) Noof the
		and the provisions of Article 3, 4	and the provisions of Article 3, 4	Council on Wholesale Energy	European Parliament and the
		and 5 of [Regulation (EU) Noof	and 5 of [Regulation (EU) Noof	Market Integrity and Transparency]	Council on Wholesale Energy
		the European Parliament and the	the European Parliament and the	and the provisions of Article 3, 4	Market Integrity and
		Council on Wholesale Energy	Council on Wholesale Energy	and 5 of Regulation (EU) No	Transparency] and the provisions
		Market Integrity and Transparency]	Market Integrity and Transparency]	/2012 [on Wholesale Energy	of Article 3, 4 and 5 of Regulation
		when they apply Articles 6, 7 and 8	when they apply [Articles 6, 7 and	Market Integrity and Transparency]	(EU) No/2012 [on Wholesale
		of this Regulation to financial	8] of this Regulation to financial	when they apply Articles 6, 7 and 8	Energy Market Integrity and
		instruments related to wholesale	instruments related to wholesale	of this Regulation to financial	
		energy products.	energy products.	instruments related to wholesale	Articles 6, 7 and 8 of this
				energy products.	Regulation to financial instruments
					related to wholesale energy
1120	4/12				products
1138	4/13		OM/mf	•	2

30	Art. 19,	3. Competent authorities shall,	<b><u>4.</u></b> Competent authorities shall,	3. Competent authorities shall,	3. Competent authorities
	para	on request, immediately supply any	on request, immediately supply any	on request, immediately supply any	shall, on request, immediately
	3/4	information required for the purpose	information required for the purpose	information required for the purpose	supply any information required
		referred to in paragraph 1.	referred to in paragraph 1.	referred to in paragraph 1.	for the purpose referred to in
					paragraph 1.

30	Art. 19,	4. Where a competent	5. Where a competent	4. Where a competent	4. Where a competent
20	para 4	authority is convinced that acts	authority is convinced that acts	authority is convinced that acts	authority is convinced that acts
	puiu .	contrary to the provisions of this	contrary to the provisions of this	contrary to the provisions of this	5
		Regulation are being, or have been,	Regulation are being, or have been,	Regulation are being, or have been,	Regulation are being, or have been,
		carried out on the territory of	carried out on the territory of	carried out on the territory of	carried out on the territory of
		another Member State or that acts	another Member State or that acts	another Member State or that acts	another Member State or that acts
		are affecting financial instruments	are affecting financial instruments	are affecting financial instruments	are affecting financial instruments
		traded on a trading venue situated in	traded on a trading venue situated in	traded on a trading venue situated in	traded on a trading venue situated
		another Member State, it shall give	another Member State, it shall give	another Member State, it shall give	in another Member State, it shall
		notice of that fact in as specific a	notice of that fact in as specific a	notice of that fact in as specific a	give notice of that fact in as
		manner as possible to the competent	manner as possible to the competent	manner as possible to the competent	specific a manner as possible to the
		authority of the other Member State	authority of the other Member State	authority of the other Member State	competent authority of the other
		and to ESMA and, in relation to	and to ESMA and, in relation to	and to ESMA and, in relation to	Member State and to ESMA and,
		wholesale energy products, to	wholesale energy products, to	wholesale energy products, to	in relation to wholesale energy
		ACER. The competent authorities of	ACER. The competent authorities of	ACER. The competent authorities of	products, to ACER. The competent
		the various Member States involved	the various Member States involved	the various Member States involved	authorities of the various Member
		shall consult each other and ESMA	shall consult each other and ESMA	shall consult each other and ESMA	States involved shall consult each
		and, in relation to wholesale energy	and, in relation to wholesale energy	and, in relation to wholesale energy	other and ESMA and, in relation to
		products, ACER, on the appropriate	products, ACER, on the appropriate	products, ACER, on the appropriate	wholesale energy products, ACER,
		action to take and inform each other	action to take and inform each other	action to take and inform each other	on the appropriate action to take
		of significant interim developments.	of significant interim developments.	of significant interim developments.	and inform each other of
		They shall coordinate their action, in	They shall coordinate their action, in	They shall coordinate their action, in	significant interim developments.
		order to avoid possible duplication	order to avoid possible duplication	order to avoid possible duplication	They shall coordinate their action,
		and overlap when applying	and overlap when applying	and overlap when applying	in order to avoid possible
		administrative measures, sanctions	administrative measures, sanctions	administrative measures, sanctions	duplication and overlap when
		and fines to those cross border cases	and fines to those cross border cases	and fines to those cross border cases	applying administrative measures,
		in accordance with Articles 24, 25,	in accordance with Articles 24, 25,	in accordance with Articles 24, 25,	sanctions and fines to those cross
		26, 27 and 28, and assist each other	26, 27 and 28, and assist each other	26, 27 and 28, and assist each other	border cases in accordance with
		in the enforcement of their	in the enforcement of their	in the enforcement of their	Articles 24, 25, 26, 27 and 28, and
		decisions.	decisions.	decisions.	assist each other in the
					enforcement of their decisions.

30	Art. 19,	5. The competent authority of	<b><u>6.</u></b> The competent authority of	5. The competent authority of	5. The competent authority of
	para	one Member State may request	one Member State may request	one Member State may request	one Member State may request
	5/6,	assistance of the competent	assistance of the competent	assistance of the competent authority	assistance of the competent
	first	authority of another Member State	authority of another Member State	of another Member State with regard	authority of another Member State
	subpara	with regard to on-site inspections or	with regard to on-site inspections or	to on-site inspections or	with regard to on-site inspections
		investigations.	investigations.	investigations.	or investigations.
31	Art. 19,	The competent authority shall	The <u>requesting</u> competent authority	The competent authority shall	The <u>requesting</u> competent
	para	inform ESMA of any request	may inform ESMA of any request	inform ESMA of any request	authority may inform ESMA of
	5/6,	referred to in the first subparagraph.	referred to in the first subparagraph.	referred to in the first subparagraph.	any request referred to in the first
	second	In case of an investigation or an	In case of an investigation or an	In case of an investigation or an	subparagraph. In case of an
	subpara	inspection with cross-border effect,	inspection with cross-border effect,	inspection with cross-border effect,	investigation or an inspection with
		ESMA shall if requested to do so by	ESMA shall, if requested to do so by	ESMA shall if requested to do so by	cross-border effect, ESMA shall if
		one of the competent authorities	one of the competent authorities	one of the competent authorities, or	requested to do so by one of the
		coordinate the investigation or	coordinate the investigation or	on its own initiative, where	competent authorities coordinate
		inspection.	inspection.	appropriate with regard to the	the investigation or inspection.
				objectives of this Regulation,	
				coordinate the investigation or	
				inspection.	

31	Art. 19, para 5/6, third subpara	Where a competent authority receives a request from a competent authority of another Member State to carry out an on-site inspection or an investigation, it may do any of the following: (a) carry out the on-site inspection or investigation itself; (b) allow the competent authority which submitted the request to participate in an on-site inspection or investigation; (c) allow the competent authority which submitted the request to carry out the on-site inspection or investigation; (d) appoint auditors or experts to carry out the on-site inspection or investigation:	Where a competent authority receives a request from a competent authority of another Member State to carry out an on-site inspection or an investigation, it may do any of the following: (a) carry out the on-site inspection or investigation itself; (b) allow the competent authority which submitted the request to participate in an on-site inspection or investigation; (c) allow the competent authority which submitted the request to carry out the on-site inspection or investigation itself; (d) appoint auditors or experts to carry out the on-site inspection or investigation:	Where a competent authority receives a request from a competent authority of another Member State to carry out an on-site inspection or an investigation, it may do any of the following: (a) carry out the on-site inspection or investigation itself; (b) allow the competent authority which submitted the request to participate in an on-site inspection or investigation; (c) allow the competent authority which submitted the request to carry out the on-site inspection or investigation itself; (d) appoint auditors or experts to carry out the on-site inspection or investigation:	Where a competent authority receives a request from a competent authority of another Member State to carry out an on- site inspection or an investigation, it may do any of the following: (a) carry out the on-site inspection or investigation itself; (b) allow the competent authority which submitted the request to participate in an on-site inspection or investigation; (c) allow the competent authority which submitted the request to carry out the on-site inspection or investigation itself; (d) appoint auditors or experts to carry out the on-site inspection or investigation itself;
		to carry out the on-site inspection or investigation; (e) share specific tasks related	to carry out the on-site inspection or investigation; (e) share specific tasks related	to carry out the on-site inspection or investigation; (e) share specific tasks related	experts to carry out the on-site inspection or investigation; (e) share specific tasks related
		to supervisory activities with the other competent authorities.	to supervisory activities with the other competent authorities.	to supervisory activities with the other competent authorities.	to supervisory activities with the other competent authorities.
31			<u>Competent authorities may also</u> <u>cooperate with competent</u> <u>authorities of other member states</u> <u>with respect to facilitate recovery</u> <u>of pecuniary sanctions.</u>		<u>Competent authorities may also</u> <u>cooperate with competent</u> <u>authorities of other Member</u> <u>States with respect to facilitating</u> <u>the recovery of pecuniary</u> sanctions.

31	Art. 19,	6. Without prejudice to Article	7. Without prejudice to Article	6. Without prejudice to Article	6. Without prejudice to
	para	258 TFEU, a competent authority	258 TFEU, a competent authority	258 TFEU, a competent authority	Article 258 TFEU, a competent
	6/7,	whose request for information or	whose request for information or	whose request for information or	authority whose request for
	first	assistance in accordance with	assistance in accordance with	assistance in accordance with	information or assistance in
	subpara	paragraphs 1, 2, 3 and 4 is not acted	paragraphs 1, $3, 4$ and $5$ is not acted	paragraphs 1, 2, 3 and 4 is not acted	accordance with paragraphs 1, 2, 3
		upon within a reasonable time or	upon within a reasonable time or	upon within a reasonable time or	and 4 is not acted upon within a
		whose request for information or	whose request for information or	whose request for information or	reasonable time or whose request
		assistance is rejected may refer that	assistance is rejected may refer that	assistance is rejected may refer that	for information or assistance is
		rejection or absence of action within	rejection or absence of action within	rejection or absence of action within	rejected may refer that rejection or
		a reasonable timeframe to ESMA.	a reasonable timeframe to ESMA.	a reasonable timeframe to ESMA.	absence of action within a
					reasonable timeframe to ESMA.
31	Art. 19,	· · · · · · · · · · · · · · · · · · ·	In those situations, ESMA may act	5	In those situations, ESMA may act
	para	in accordance with Article 19 of	in accordance with Article 19 of	in accordance with Article 19 of	in accordance with Article 19 of
	6/7,	Regulation (EU) No 1095/2010,	Regulation (EU) No 1095/2010,	Regulation (EU) No 1095/2010,	Regulation (EU) No 1095/2010,
	second	without prejudice to the possibility	without prejudice to the possibility	without prejudice to the possibility	without prejudice to the possibility
	subpara	of ESMA acting in accordance with	e		of ESMA acting in accordance
		Article 17 of Regulation (EU) No	Article 17 of Regulation (EU) No	Article 17 of Regulation (EU) No	with Article 17 of Regulation (EU)
		1095/2010.	1095/2010.	1095/2010.	No 1095/2010.

31	Art. 19,	7. Competent authorities shall	<b><u>8.</u></b> Competent authorities shall	7. Competent authorities shall	7. Competent authorities
	para	cooperate and exchange information	cooperate and exchange information	cooperate and exchange information	shall cooperate and exchange
	7/8,	with relevant national and third	with relevant national and third	with relevant national and third	information with relevant national
	first	country regulatory authorities	country regulatory authorities	country regulatory authorities	and third country regulatory
	subpara	responsible for the related spot	responsible for the related spot	responsible for the related spot	authorities responsible for the
		markets where they have reasonable	markets where they have reasonable	markets where they have reasonable	related spot markets where they
		grounds to suspect that acts, which	grounds to suspect that acts, which	grounds to suspect that acts, which	have reasonable grounds to suspect
		constitute market abuse in	constitute market abuse in violation	constitute insider dealing or market	that acts, which constitute market
		accordance with Article 2, are being,	of this Regulation, are being, or	manipulation in accordance with	abuse in <b>violation of this</b>
		or have been, carried out. This	have been, carried out. This	this Regulation or with Directive	Regulation, are being, or have
		cooperation shall ensure a	cooperation shall ensure a	2012//EU [new MAD], are being,	been, carried out. This cooperation
		consolidated overview of the	consolidated overview of the	or have been, carried out. This	shall ensure a consolidated
		financial and spot markets, and	financial and spot markets, and	cooperation shall ensure a	overview of the financial and spot
		detect and sanction cross-market and	detect and sanction cross-market and	consolidated overview of the	markets, and detect and sanction
		cross-border market abuses.	cross-border market abuses.	financial and spot markets, and	cross-market and cross-border
				detect and sanction cross-market and	market abuses.
				cross-border market abuses.	

31	Art. 19,	In relation to emission allowances,	In relation to emission allowances,	In relation to emission allowances,	In relation to emission allowances,
	para	the co-operation and exchange of	the co-operation and exchange of	the co-operation and exchange of	the co-operation and exchange of
	7/8,	information provided for under the	information provided for under the	information provided for under the	information provided for under the
	second	preceding subparagraph shall also be	preceding subparagraph shall also be	preceding subparagraph shall also be	preceding subparagraph shall also
	subpara	ensured with:	ensured with:	ensured with:	be ensured with:
		(a) the auction monitor, with	(a) the auction monitor, with	(a) the auction monitor, with	(a) the auction monitor, with
		regard to auctions of emission	regard to auctions of emission	regard to auctions of emission	regard to auctions of emission
		allowances or other auctioned	allowances or other auctioned	allowances or other auctioned	allowances or other auctioned
		products based thereon that are held	products based thereon that are held	products based thereon that are held	products based thereon that are
		pursuant to Regulation (No)	pursuant to Regulation (No)	pursuant to Regulation (No)	held pursuant to Regulation (No)
		1031/2010;	1031/2010;	1031/2010;	1031/2010;
		(b) competent authorities,	(b) competent authorities,	(b) competent authorities,	(b) competent authorities,
		registry administrators, including the	registry administrators, including the	registry administrators, including the	registry administrators, including
		Central Administrator, and other	Central Administrator, and other	Central Administrator, and other	the Central Administrator, and
		public bodies charged with the	public bodies charged with the	public bodies charged with the	other public bodies charged with
		supervision of compliance under	supervision of compliance under	supervision of compliance under	the supervision of compliance
		Directive 2003/87/EC.	Directive 2003/87/EC.	Directive 2003/87/EC.	under Directive 2003/87/EC.
31	Art. 19,	ESMA shall perform a facilitation	ESMA shall perform a facilitation	ESMA shall perform a facilitation	ESMA shall perform a facilitation
	para	and coordination role in relation to	and coordination role in relation to	and coordination role in relation to	and coordination role in relation to
	7/8,	the cooperation and exchange of	the cooperation and exchange of	the cooperation and exchange of	the cooperation and exchange of
	third	information between competent	information between competent	information between competent	information between competent
	subpara	authorities and regulatory authorities	authorities and regulatory authorities	authorities and regulatory authorities	authorities and regulatory
		in other Member states and third	in other Member states and third	in other Member states and third	authorities in other Member states
		countries. Competent authorities	countries. Competent authorities	countries. Competent authorities	and third countries. Competent
		shall wherever possible conclude	shall wherever possible conclude	shall wherever possible conclude	authorities shall wherever possible
		cooperation arrangements with third	cooperation arrangements with third	cooperation arrangements with third	conclude cooperation arrangements
		country regulatory authorities	country regulatory authorities	country regulatory authorities	with third country regulatory
		responsible for the related spot	responsible for the related spot	responsible for the related spot	authorities responsible for the
		markets in accordance with Article	markets in accordance with Article	markets in accordance with Article	related spot markets in accordance
		20.	20.	20.	with Article 20.

31	Art. 19, para 8	8. The disclosure of personal data to a third country shall be governed by Articles 22 and 23.	deleted	8. The disclosure of personal data to a third country shall be governed by Articles 22 and 23.	Delete
31	Art. 19, para 9	9. ESMA shall develop draft implementing technical standards to determine the procedures and forms for exchange of information and assistance as referred to in this Article. ESMA shall submit the draft implementing technical standards referred to in the first subparagraph to the Commission by []. Power is conferred to the Commission to adopt the implementing technical standards referred to in the first subparagraph in accordance with Article 15 of Regulation 1095/2010.	<ul> <li>9. ESMA shall develop draft implementing technical standards to determine the procedures and forms for exchange of information and assistance as referred to in this Article.</li> <li>ESMA shall submit the draft implementing technical standards referred to in the first subparagraph to the Commission by [].</li> <li>Power is conferred to the Commission to adopt the implementing technical standards referred to in the first subparagraph in accordance with Article 15 of Regulation 1095/2010.</li> </ul>	draft implementing technical standards to determine the	develop draft implementing technical standards to determine the procedures and forms for exchange of information and assistance as referred to in this

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

32	Art. 19			Article 19a	DELETE
	a (new)			Resolution of disagreements	
				between competent authorities	
				Where a competent authority	
				disagrees about the procedure or	
				content of an action or inaction of	
				another competent authority of	
				another Member State related to	
				any provisions of that Regulation	
				or of the Directive (EU) No/	
				[new MAD], ESMA may act in	
				accordance with Article 19 of	
				Regulation (EU) No 1095/2010.	
32	Art.20,	1. The competent authorities of	1	1	*
	para 1,	Member States shall where	Member States shall where	Member States shall where	of Member States shall where
	first	necessary conclude cooperation	necessary conclude cooperation	necessary conclude cooperation	necessary conclude cooperation
	subpara	arrangements with competent	arrangements with supervisory	arrangements with competent	arrangements with <u>supervisory</u>
		authorities of third countries	authorities of third countries	authorities of third countries	authorities of third countries
		concerning the exchange of	concerning the exchange of	concerning the exchange of	concerning the exchange of
		information with competent	information with <u>supervisory</u>	information with competent	information with <u>supervisory</u>
		authorities in third countries and the	authorities in third countries and the	authorities in third countries and the	authorities in third countries and
		enforcement of obligations arising	enforcement of obligations arising	enforcement of obligations arising	e
		under this Regulation in third	under this Regulation in third	under this Regulation in third	arising under this Regulation in
		countries. These cooperation	countries. These cooperation	countries. These cooperation	third countries. These cooperation
		arrangements shall ensure at least an efficient exchange of information	arrangements shall ensure at least an	arrangements shall ensure at least an efficient exchange of information	arrangements shall ensure at least
		that allows the competent authorities	efficient exchange of information that allows the competent authorities	that allows the competent authorities	ε
		to carry out their duties under this	1	to carry out their duties under this	
1		Regulation.	to carry out their duties under this Regulation.	Regulation.	competent authorities to carry out their duties under this Regulation.
32	Art.20,	A competent authority shall inform	A competent authority shall inform	A competent authority shall inform	A competent authority shall inform
52	para 1,	ESMA and other competent	ESMA and other competent	ESMA and other competent	ESMA and other competent
	second	authorities of Member States where	authorities of Member States where	authorities of Member States where	authorities of Member States
	subpara	it proposes to enter into such an	it proposes to enter into such an	it proposes to enter into such an	
	suopara	arrangement.	arrangement.	arrangement.	an arrangement.
L		arrangement.		arangement.	

32	Art.20,	1a. Where the Union	
	para 1a	participates in an emission trading	DELETE
	(new)	scheme with a third country,	
		emission allowances under this	
		scheme and auctioned products	
		based thereon shall fall into the	
		scope of this Regulation. Where	
		necessary, the Commission shall	
		adopt, by means of delegated acts in	
		accordance with Article 32,	
		measures establishing the criteria	
		for the inclusion of those emission	
		allowances and auctioned products	
		in the scope of this Regulation.	

32	Art.20,	2. ESMA shall coordinate the	2. ESMA shall, wherever	2. ESMA shall	2. ESMA shall, wherever
52	para 2,	development of cooperation	<b>possible,</b> coordinate the	<i>facilitate and</i> coordinate the	·
	first	arrangements between the competent	development of cooperation	development of cooperation	
		authorities of Member States and the	1 1	· · ·	1 1
	subpara		arrangements between the	<b>e</b> 1	e
		relevant competent authorities of	competent authorities of Member	authorities of Member States and the	1
		third countries. For that purpose,	States and the relevant competent	<u> </u>	
		ESMA shall prepare a template	authorities of third countries. For		authorities of third countries.
		document for cooperation	that purpose, ESMA shall prepare a	Article 15 of Regulation (EU) No	ESMA shall <i>develop draft</i>
		arrangements that may be used by	template document for cooperation	<i>1095/2010</i> , ESMA shall <i>develop</i>	regulatory technical standards
		competent authorities of Member	arrangements that may be used by	draft regulatory technical standards	containing a template document
		States.	competent authorities of Member	<i>containing</i> a template document for	for cooperation arrangements that
			States.	cooperation arrangements that <i>are to</i>	are to be used by competent
				be used by competent authorities of	authorities of Member States
				Member States where possible.	where possible.
				ESMA shall submit those draft	-
				regulatory technical standards to	regulatory technical standards to
				с , м	the Commission by 24 months
				the Commission by*.	Power is delegated to the
				Power is delegated to the	Commission to adopt the
				Commission to adopt the regulatory	regulatory technical standards
				technical standards referred to in	8
				the first subparagraph in	5
				accordance with Articles 10 to 14 of	subparagraph in accordance with
				Regulation (EU) No 1095/2010.	Articles 10 to 14 of Regulation
				5	(EU) No 1095/2010.

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

32	Art.20, para 2, second subpara / para 2a	ESMA shall also coordinate the exchange between competent authorities of Member States of information obtained from competent authorities of third countries that may be relevant to the taking of measures under Articles 24, 25, 26, 27 and 28.	also coordinate the exchange between competent authorities of Member States of information obtained from competent authorities of third countries that may be relevant to the taking of measures under [Articles 24, 25, 26, 27–and 28.27].	<i>and</i> coordinate the exchange between competent authorities of Member States of information obtained from competent authorities of third countries that may be relevant to the taking of measures under Articles 24, 25, 26, 27 and 28.	<b>possible,</b> <i>facilitate and</i> coordinate the exchange between competent authorities of Member States of information obtained from <i>supervisory</i> authorities of third countries that may be relevant to the taking of measures under [Articles 24, 25, 26, 27 and 28].
32	Art.20, para 3	3. The competent authorities shall conclude cooperation arrangements on exchange of information with the competent authorities of third countries only where the information disclosed is subject to guarantees of professional secrecy which are at least equivalent to those set out in Article 21. Such exchange of information must be intended for the performance of the tasks of those competent authorities.	3. The competent authorities shall conclude cooperation arrangements on exchange of information with the competent authorities of third countries only where the information disclosed is subject to guarantees of professional secrecy which are at least equivalent to those set out in Article 21. Such exchange of information must be intended for the performance of the tasks of those competent authorities.	shall conclude cooperation arrangements on exchange of information with the competent authorities of third countries only where the information disclosed is	shall conclude cooperation arrangements on exchange of information with the <u>supervisory</u> authorities of third countries only where the information disclosed is subject to guarantees of
32	Art.20, para 4	4. The disclosure of personal data to a third country shall be governed by Articles 22 and 23.	4. The disclosure of personal data to a third country shall be governed by Articles 22 and 23.	4. The disclosure of personal data to a third country shall be governed by Articles 22 and 23.	[deleted]

32	Art. 21,	1. Any confidential	1. Any confidential	1. Any confidential	1. Any confidential
-	para 1	information received, exchanged or	5	information received, exchanged or	information received, exchanged or
	puru r	transmitted pursuant to this			transmitted pursuant to this
		Regulation shall be subject to the	*	<u> </u>	Regulation shall be subject to the
		conditions of professional secrecy	•	•	conditions of professional secrecy
		laid down in paragraph 2 and 3.	1 5	1 2	laid down in paragraph <del>s</del> 2.
		laid down in paragraph 2 and 5.	laid down in paragraph 2 and 3,	laid down in paragraphs 2 and 5.	laid down in paragraph <del>s</del> 2.
			except when the competent		
			authority states that the		1a. All the information exchanged
			information may be disclosed or		between the competent authorities
			where such disclosure is necessary		under this Regulation that concerns
			for legal proceedings.		business or operational conditions
					and other economic or personal
					affairs shall be considered
					confidential and shall be subject to
					the requirements of professional
					secrecy, except where the
					competent authority states at the
					time of communication that such
					information may be disclosed or
					such disclosure is necessary for
					legal proceedings.
					iegai proceedings.

32	Art. 21,	2. The obligation of	2. The obligation of	2. The obligation of	
52	para 2	professional secrecy applies to all	professional secrecy applies to all	e	2. The obligation of
	para 2	persons who work or who have			e
		worked for the competent authority	1		professional secrecy applies to all
		1 P	· · · · ·	× *	persons who work or who have
		or for any authority or market	or for any authority or market	or for any authority or market	worked for the competent authority
		undertaking to whom the competent	undertaking to whom the competent	undertaking to whom the competent	or for any authority or market
		authority has delegated its powers,	authority has delegated its powers,	authority has delegated its powers,	undertaking to whom the
		including auditors and experts	including auditors and experts	including auditors and experts	competent authority has delegated
		contracted by the competent	contracted by the competent	contracted by the competent	its powers, including auditors and
		authority. Information covered by	authority. Information covered by	authority. Information covered by	experts contracted by the
		professional secrecy may not be	professional secrecy may not be	professional secrecy may not be	competent authority. Information
		disclosed to any other person or	disclosed to any other person or	disclosed to any other person or	covered by professional secrecy
		authority except by virtue of	authority except by virtue of	authority except by virtue of	may not be disclosed to any other
		provisions laid down by law.	provisions laid down by <b><u>national</u></b>	provisions laid down by law.	person or authority except by
			law.		virtue of provisions laid down by
					law.
33	Art. 21,	3. All information exchanged	deleted	3. All information exchanged	[covered by para 1]
	para 3	between competent authorities under		between competent authorities under	
		this Regulation shall be considered		this Regulation that concern	
		confidential, except when the		business or operational conditions	
		competent authority states at the		and other economic or personal	
		time of communication that the		affairs shall be considered	
		information may be disclosed or		confidential, except when the	
		where such disclosure is necessary		competent authority states at the	
		for legal proceedings.		time of communication that the	
				information may be disclosed or	
				where such disclosure is necessary	
				for legal proceedings.	

33	Art.22	With regard to the processing of	With regard to the processing of	With regard to the processing of	With regard to the processing of
		personal data carried out by Member	personal data carried out by Member	personal data carried out by Member	personal data within the framework
		States within the framework of this	States within the framework of this	States within the framework of this	of this Regulation, competent
		Regulation, competent authorities	Regulation, competent authorities	Regulation, competent authorities	
		shall apply the provisions of	shall apply the provisions of	shall apply the provisions of	tasks for the purposes of this
				Directive 95/46/EC. With regard to	
		the processing of personal data by		the processing of personal data by	
		ESMA within the framework of this		ESMA within the framework of this	
		Regulation, ESMA shall comply	5	Regulation, ESMA shall comply	
		with the provisions of Regulation	framework of this Regulation,	with the provisions of Regulation	ESMA within the framework of
		(EC) No 45/2001.	ESMA shall comply with the		this Regulation, ESMA shall
		Personal data shall be retained for a	provisions of Regulation (EC) No	Personal data shall be retained for a	1 5 1
		maximum period of 5 years.	45/2001.	maximum period of 5 years.	Regulation (EC) No 45/2001.
			Personal data shall be retained for a		Personal data shall be retained for
			maximum period of 5 years.		a maximum period of 5 years.

33	Art. 23,	1. The competent authority of	1. The competent authority of	1. The competent authority of a	1. The competent authority of
	para 1	a Member State may transfer	a Member State may transfer	Member State may transfer personal	a Member State may transfer
	_	personal data to a third country	personal data to a third country	data to a third country provided the	personal data to a third country
		provided the requirements of	provided the requirements of	requirements of Directive 95/46/EC,	provided the requirements of
		Directive 95/46/EC, particularly of	Directive 95/46/EC, particularly of	particularly of Article 25 or 26, are	Directive 95/46/EC are fulfilled
		Articles 25 or 26, are fulfilled and	Articles 25 or 26, are fulfilled and	fulfilled and only on a case-by-case	and only on a case-by-case basis.
		only on a case-by-case basis. The	only on a case-by-case basis. The	basis. The competent authority of	The competent authority shall
		competent authority of the Member	competent authority of the Member	the Member State shall ensure that	ensure that the transfer is necessary
		State shall ensure that the transfer is	State shall ensure that the transfer is	the transfer is necessary for the	for the purpose of this Regulation
		necessary for the purpose of this	necessary for the purpose of this	purpose of this Regulation. The	and that the third country does not
		Regulation. The competent authority	Regulation. The competent authority	competent authority shall ensure that	transfer the data to another third
		shall ensure that the third country	shall ensure that the third country	the third country does not transfer	country unless it is given express
		does not transfer the data to another	does not transfer the data to another	the data to another third country	written authorisation and complies
		third country unless it is given	third country unless it is given	unless it is given express written	with the conditions specified by
		express written authorisation and	express written authorisation and	authorisation and complies with the	the competent authority of the
		complies with the conditions	complies with the conditions	conditions specified by the	Member State.
		specified by the competent authority	specified by the competent authority	competent authority of the Member	
		of the Member State. Personal data	of the Member State. Personal data	State. Personal data may only be	
		may only be transferred to a third	may only be transferred to a third	transferred to a third country which	
		country which provides an adequate	country which provides an adequate	provides an adequate level of	
		level of protection of personal data.	level of protection of personal data.	protection of personal data.	

OM/mf

33	Art. 23,	2. The competent authority of	2. The competent authority of	2. The competent authority of a	2. The competent authority of
	para 2	a Member State shall only disclose	a Member State shall only disclose	Member State shall only disclose	a Member State shall only disclose
	_	information received from a	personal data received from a	information received from a	personal data received from a
		competent authority of another	competent authority of another	competent authority of another	competent authority of another
		Member State to a competent	Member State to a competent	Member State to a competent	Member State to a supervisory
		authority of a third country where	authority of a third country where	authority of a third country where	authority of a third country where
		the competent authority of the	the competent authority of the	the competent authority of the	the competent authority of the
		Member State concerned has	Member State concerned has		
		obtained express agreement of the	1 8	· ·	obtained express agreement from
		competent authority which	the competent authority which	1	the competent authority which
		transmitted the information and,	transmitted the information and,	-	transmitted the data and, where
		where applicable, the information is			
		· · ·	is disclosed solely for the purposes		
		which that competent authority gave	for which that competent authority		that competent authority gave its
		its agreement.	gave its agreement.	its agreement.	agreement.
33	Art. 23,	3. Where a cooperation	1	3. Where a cooperation	1
	para 3	agreement provides for the exchange	agreement provides for the exchange		0 1
		of personal data, it shall comply	1 7 1 7		
		with Directive 95/46/EC.	with Directive 95/46/EC as these	Directive 95/46/EC.	comply with Directive 95/46/EC <u>as</u>
			<u>are implemented in national law</u> .		implemented in national law.

33	Art. 24, para 1, first subpara	1. Member States shall lay down the rules on administrative measures and sanctions applicable in the circumstances defined in Article 25 to the persons responsible for breaches of the provisions of this Regulation and shall take all measures necessary to ensure that they are implemented. The measures and sanctions provided for shall be effective, proportionate and dissuasive.	deleted	1. Member States shall lay down the rules on administrative measures and sanctions applicable in the event of conduct referred to in Article 25 to the persons responsible for breaches of the provisions of this Regulation and shall take all measures necessary to ensure that they are implemented. The measures and sanctions provided for shall be effective, proportionate and dissuasive.	DELETE
33	Art. 24, para 1, second subpara	By [24 months after entry into force of this Regulation] the Member States shall notify the rules referred to in the first subparagraph to the Commission and ESMA. They shall notify the Commission and ESMA without delay of any subsequent amendment thereto.	deleted	By <i>[]</i> ** the Member States shall notify the rules referred to in the first subparagraph to the Commission and ESMA. They shall notify the Commission and ESMA without delay of any subsequent amendment thereto.	DELETE

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

22	Art 21	2 In the evereige of their	dalatad	2 In the evereige of their	DELETE
33	Art. 24,	2. In the exercise of their	deleted	2. In the exercise of their	DELEIE
	para 2	sanctioning powers under		sanctioning powers in the event of	
		circumstances defined in Article 25,		conduct referred to in Article 25,	
		competent authorities shall		competent authorities shall	
		cooperate closely to ensure that the		cooperate closely to ensure that the	
		administrative measures and		administrative measures and	
		sanctions produce the desired results		sanctions produce the desired results	
		of this Regulation and coordinate		of this Regulation and coordinate	
		their action in order to avoid		their action in order to avoid	
		possible duplication and overlap		possible duplication and overlap	
		when applying administrative		when applying administrative	
		measures and sanctions and fines to		measures and sanctions and fines to	
		cross border cases in accordance		cross border cases in accordance	
		with Article 19		with Article 19.	
33	Art. 24,			2a. Competent authorities shall	DELETE
	para 2			also cooperate closely with the	
	a (new)			authorities of any Member State	
				responsible for the investigation or	
				prosecution of any criminal	
				offences arising from conduct	
				referred to in Article 25, to ensure	
				that that the administrative and	
				criminal measures and sanctions	
				produce the desired result and to	
				coordinate their action to avoid	
				possible duplication or overlap	
				where the breach may result in both	
				criminal sanctions and	
				administrative measures or	
				sanctions.	

33	Art. 25, point a	<ul><li>This Article shall apply in all the following circumstances:</li><li>(a) a person engages in insider dealing in breach of Article 9;</li></ul>	deleted	This Article shall apply to the following conduct: (a) a person engages <i>or attempts to engage</i> in insider dealing in breach of Article 9;	DELETE
34	Art. 25, point b	(b) a person recommends or induces another person to engage in insider dealing in breach of Article 9;	deleted	(b) a person recommends or induces another person to engage in insider dealing in breach of Article 9;	DELETE
34	Art. 25, point c	(c) a person improperly discloses insider information in breach of Article 9;	deleted	(c) a person improperly discloses insider information in breach of Article 9;	DELETE
34	Art. 25, point d	(d) a person engages in market manipulation in violation of Article 10;	deleted	(d) a person engages in market manipulation in violation of Article 10;	DELETE
34	Art. 25, point e	(e) a person attempts to engage in market manipulation in violation of Article 10;	deleted	(e) a person attempts to engage in market manipulation in violation of Article 10;	DELETE
34	Art. 25, point f	(f) a person who operates the business of a trading venue of a trading venue fails to adopt and maintain effective arrangements and procedures aimed at preventing and detecting market manipulation practices, in breach of Article 11 (1) ;	deleted	(f) a person who operates the business of a trading venue of a trading venue fails to adopt and maintain effective arrangements and procedures aimed at preventing and detecting market manipulation practices, in breach of Article 11(1);	DELETE

34Art. 25, point g(g) a person professionally arranging or executing transactions fails to have in place systems to detect and report transactions that might constitute insider dealing, market manipulation or an attempt to engage in market manipulation or fails to notify suspicious orders or transactions to the competent authority without delay, in breach of Article 11 (2);(g) a person professionally arranging or executing transactions fails to notify suspicious orders or transactions to the competent authority without delay, in breach of Article 11 (2);DELETE34Art. 25, point h(h) an issuer of a financial instrument or emission allowance market participant, not exempted pursuant to the second subparagraph or farmer based of pursuant to the second subparagraph pursuant to the second subparagraphdeleted(g) a person professionally arranging or executing transactions fails to have in place systems to detect and report transactions that might constitute insider dealing, market manipulation or fails to notify suspicious orders or transactions to the competent authority without delay, in breach of Article 11(2);DELETE	
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point h instrument or emission allowance market participant, not exempted pursuant to the second subparagraph instrument or emission allowance pursuant to the second subparagraph	
market participant, not exempted pursuant to the second subparagraph market participant, not exempted pursuant to the second subparagraph	
pursuant to the second subparagraph pursuant to the second subparagraph	
of normarranh 2 of Article 12 foile to	
of paragraph 2 of Article 12, fails to of Article 12(2), fails to inform the	
inform the public as soon as possible public as soon as possible of inside	
of inside information or to post on its Internet	
its Internet site inside information to be	
be disclosed publicly, in breach of disclosed publicly, in breach of	
Article 12 (1); Article 12(1);	
34 Art. 25, (i) an issuer of a financial deleted (i) an issuer of a financial DELETE	
point i instrument or an emission allowance instrument or an emission allowance	
market participant, not exempted market participant, not exempted	
pursuant to the second subparagraph pursuant to the second subparagraph	
of paragraph 2 of Article 12, delays of Article 12(2), delays the	
the disclosure of inside information disclosure of inside information	
where such a delay is likely to where such a delay is likely to	
mislead the public or without mislead the public or without	
ensuring the confidentiality of that ensuring the confidentiality of that	
information, in breach of Article 12 information, in breach of Article	
(2);	

34	Art. 25, point j	(j) an issuer of a financial instrument or an emission allowance market participant, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, fails to inform the competent authority that the disclosure of inside information was delayed, in breach of Article 12 (2);	deleted	(j) an issuer of a financial instrument or an emission allowance market participant, not exempted pursuant to the second subparagraph of Article 12(2), fails to inform the competent authority that the disclosure of inside information was delayed, in breach of Article 12(4);	
34	Art. 25, point k	(k) an issuer of a financial instrument or an emission allowance market participant, or a person acting on their behalf or on their account fails to disclose to the public the inside information disclosed to any person in the normal exercise of duties resulting from employment or profession, in breach of Article 12 (4);	deleted	(k) an issuer of a financial instrument or an emission allowance market participant, or a person acting on their behalf or on their account fails to disclose to the public the inside information disclosed to any person in the normal exercise of duties resulting from employment or profession, in breach of Article 12(6);	DELETE
35	Art. 25, point 1	(1) an issuer of a financial instrument, an emission allowance market participant, not exempted pursuant to the second subparagraph of paragraph 2 of Article 12, or a person acting on their behalf or on their account fails to draw up, regularly update or transmit to the competent authority on request a list of insiders, in breach of Article 13 (1);	deleted	(1) an issuer of a financial instrument, an emission allowance market participant, not exempted pursuant to the second subparagraph of Article 12(2), or a person acting on their behalf or on their account fails to draw up, regularly update or transmit to the competent authority on request a list of insiders, in breach of Article 13(1);	DELETE

35	Art. 25,	(m) a person discharging	deleted	(m) a person discharging	DELETE
55	point m	managerial responsibilities within an		managerial responsibilities within an	DEETE
	point in	issuer of financial instruments, an		issuer of financial instruments, an	
		emission allowance market		emission allowance market	
		participant, not exempted pursuant		participant, not exempted pursuant	
		to the second subparagraph of		to the second subparagraph of	
		paragraph 2 of Article 12, or a		Article 12(2), or a person closely	
		person closely associated with them		associated with them fails to make	
		fails to make public the existence of		public the existence of transactions	
		transactions conducted on their own		conducted on their own account, in	
		account, in breach of Article 14 (1)		breach of Article 14(1) and (2);	
		and (2);		(-),	
35	Art. 25,	(n) a person producing or	deleted	(n) a person producing or	DELETE
	point n	disseminating information		disseminating information	
	<b>^</b>	recommending or suggesting an		recommending or suggesting an	
		investment strategy intended for		investment strategy intended for	
		distribution channels or for the		distribution channels or for the	
		public fails to take reasonable care		public fails to take reasonable care	
		to ensure the information is		to ensure the information is	
		objectively presented or to disclose		objectively presented or to disclose	
		interests or conflicts of interest, in		interests or conflicts of interest, in	
		breach of Article 15 (1);		breach of Article 15(1);	
35	Art. 25,	(o) a person who works or has	deleted	(o) a person who works or has	DELETE
	point o	worked for a competent authority or		worked for a competent authority or	
		for any authority or market		for any authority or market	
		undertaking to whom the competent		undertaking to whom the competent	
		authority has delegated its tasks		authority has delegated its tasks	
		discloses information covered by		discloses information covered by	
		professional secrecy in breach of		professional secrecy in breach of	
		Article 21;		Article 21;	

35	Art. 25, point p Art. 25, point q	<ul> <li>(p) a person fails to grant the competent authority access to a document and to provide a copy of it, requested in accordance with Article 17 (2) (a);</li> <li>(q) a person fails to provide information or to respond to a summons demanded by the</li> </ul>	deleted	<ul> <li>(p) a person fails to grant the competent authority access to a document and to provide a copy of it, requested in accordance with Article 17(2)(a);</li> <li>(q) a person fails to provide information or to respond to a summons demanded by the</li> </ul>	
		competent authority in accordance with Article 17 (2) (b);		competent authority in accordance with Article 17(2)(b);	
35	Art. 25, point r	(r) a market participant fails to provide competent authority with information in relation to commodity derivatives or with suspicious transaction reports or to grant direct access to traders' systems, requested in accordance with Article 17 (2) (c);	deleted	(r) a market participant fails to provide competent authority with information in relation to commodity derivatives or with suspicious transaction reports or to grant direct access to traders' systems, requested in accordance with Article 17(2)(c);	DELETE
35	Art. 25, point s	(s) a person fails to grant access to a site for inspection, requested by the competent authority in accordance with Article 17 (2) (d) ;	deleted	(s) a person fails to grant access to a site for inspection, requested by the competent authority in accordance with Article 17(2)(d);	DELETE
35	Art. 25, point t	(t) a person fails to grant access to existing telephone and data traffic records requested in accordance with Article 17 (2) (f);	deleted	(t) a person fails to grant access to existing telephone and data traffic records requested in accordance with Article 17(2)(f);	DELETE
35	Art. 25, point u	(u) a person fails to comply with a request by the competent authority to cease a practice contrary to this Regulation, to suspend trading of financial instruments or to publish a corrective statement;	deleted	(u) a person fails to comply with a request by the competent authority to cease a practice contrary to this Regulation, to suspend trading of financial instruments or to publish a corrective statement;	DELETE

36	Art. 25,	(v) a person carries out an	deleted	(v) a person carries out an	DELETE
	point v	activity when prohibited from doing		activity when prohibited from doing	
		so by the competent authority.		so by the competent authority.	

26	$ = \frac{1}{1} $	1 W/:41	1 W/:41 1' 4	W7:4h and a main dia 4
	Art. 26, 1. Without prejudice to the	1 5	1. Without prejudice to	1 5
-	para 1, supervisory powers of competent	criminal sanctions] and without	the supervisory powers of competent	sanctions and without prejudice
	ntrodu authorities in accordance with	<b>prejudice</b> to the supervisory powers	authorities in accordance with	1 2 1
	tory Article 17, in case of a breach	of competent authorities in	Article 17, in the event of a breach	1
par	part referred to in paragraph 1,	accordance with Article 17,	of Article 9 or 10 or in the event of	accordance with Article 17,
	competent authorities shall, in	Member States shall, in conformity	conduct referred to in Article 25,	<u>Member States</u> shall, in
	conformity with national law, have	with national law, provide for	competent authorities shall, in	conformity with national law,
	the power to impose at least the	competent authorities to have the	conformity with national law, have	provide for competent
	following administrative measures	power to <u>take appropriate</u>	the power to impose at least the	<u>authorities to</u> have the power to
	and sanctions:	administrative measures and	following administrative measures	take appropriate administrative
		impose administrative measures and	and sanctions:	measures and impose
		sanctions for the breaches of articles		administrative sanctions for:
		9, 10, 11(1), 11(2), 12(1), 12(2),		a. the breaches of articles 9, 10,
		12(3), 12(4), 12(5), 12(6), 13(1),		11(1), 11(2), 12(1), 12(2),
		13(2), 13(3), 13(4), 13(5), 14(1),		12(3), 12(4), 12(5), 12(6),
		14(2), 14(3), 15(1), 15(2) and 17(2)		13(1), 13(2), 13(3), 13(4),
		of this Regulation.		13(5), 14(1), 14(2), 14(3), and
		<u>Member States may decide not to</u>		15(1) of this Regulation; and
		<u>lay down rules for administrative</u>		b. failure to cooperate or comply
		sanctions according to		in an investigation or with an
		subparagraph 1 where those		inspection or request covered
		breaches are already subject to		by Article 17 (2).
		<u>criminal sanctions in their</u>		
		national law by [24 months after		Member States may decide not
		<u>entry into force of this</u>		<u>to lay down rules for</u>
		<u>Regulation]. In this case, Member</u>		administrative sanctions
		States shall communicate to the		according to subparagraph 1
		Commission the relevant criminal		where those breaches are already
		law rules.		subject to criminal sanctions in
		By [24 months after entry into		their national law by 24 months
		force of this Regulation] Member		after entry into force of this
		States shall notify the rules		<b>Regulation. In this case, Member</b>
		<u>referred to in the first</u>		States shall notify in detail to the
		subparagraph to the Commission		Commission and ESMA of the
		and ESMA. They shall notify the		relevant criminal law rules.
11384/13	13	Commission and ESMA without delay of any subsequent		By 24 months after entry into 37
				force of this Regulation, Member
		amenDment Bereto.		States shall notify in detail the N
				rules referred to in the first
				subparagraph to the Commission
				and ESMA. They shall notify the

36			1a.Incaseofabreachreferredtoinparagraph1,MemberStatesshall,inconformitywithnationallaw,provideforcompetentauthoritiestohavethepowertotohavethepowertotakeadministrativemeasuresandsanctions:ininin		1a.Incaseofabreachreferredtoinparagraph1(a),MemberStatesshall,inconformitywithnationallaw,provideforcompetentauthoritiestohavethepowertoimposeatlakeandorimposeatfollowingadministrativemeasuresandand
36	Art. 26, para 1/1a, point a	(a) an order requiring the person responsible for the breach to cease the conduct and to desist from a repetition of that conduct;	(a) an order requiring the person responsible for the breach to cease the conduct and to desist from a repetition of that conduct;	(a) an order requiring the person responsible for the breach to cease the conduct and to desist from a repetition of that conduct;	(a) an order requiring the person responsible for the breach to cease the conduct and to desist from a repetition of that conduct;
36	Art. 26, para 1/1a, point b	(b) measures to be applied for failure to cooperate in an investigation covered by Article 17;	deleted	(b) measures to be applied for failure to cooperate in an investigation covered by Article 17;	delete
36	Art. 26, para 1/1a, point ba		(ba) the disgorgement of the profits gained or losses avoided because of the breach where those can be determined;		(ba) the disgorgement of the profits gained or losses avoided because of the breach where those can be determined;
36	Art. 26, para 1, point c	(c) measures which have the effect of putting an end to a continuous breach of this Regulation and eliminating its effect;	deleted	(c) measures which have the effect of putting an end to a continuous breach of this Regulation and eliminating its effect;	delete
36	Art. 26, para 1/1a, point d/c	(d) a public statement which indicates the person responsible and the nature of the breach, published on the website of competent authorities;	(c) a public <u>warning</u> which indicates the person responsible and the nature of the breach <del>, published</del> on the website of competent authorities;	(d) a public statement which indicates the person responsible and the nature of the breach, published on the website of competent authorities;	

36	Art. 26, para 1, point e	(e) correction of false or misleading disclosed information including by requiring any issuer or other person who has published or disseminated false or misleading information to publish a corrective statement;	deleted	(e) correction of false or misleading disclosed information including by requiring any issuer or other person who has published or disseminated false or misleading information to publish a corrective statement;	DELETED
36	Art. 26, para 1, point f	(f) temporary prohibition of an activity;	deleted	(f) temporary <i>or permanent</i> prohibition of an activity;	DELETED
37	Art. 26, para 1/1a, point g/f	authorisation of an investment firm	(f) [withdrawal <u>or suspension</u> of the authorisation of an investment firm as defined in Article 4 (1) of Directive [new MiFID];	(g) withdrawal of the authorisation of an investment firm as defined in Article 4 (1) of Directive [new MiFID];	

37	Art. 26, para 1/1a, point h/g	(h) a temporary ban against any member of an investment firm's body or any other natural person, who is held responsible, to exercise functions in investment firms;		<ul> <li>(h) a temporary or permanent ban against any member of an investment firm's body or any other natural person, who is held responsible, to exercise functions in investment firms.</li> <li>Where such a person has committed a breach of the provisions on insider trading or market manipulation, they will be prohibited for two years from trading on a trading venue subject to this Regulation.</li> <li>Where such a person has been previously subject to sanctions for insider trading or market manipulation, they shall be permanently prohibited from trading on a trading venue subject to this Regulation.</li> </ul>	<ul> <li>g) a_temporary ban against any person discharging managerial responsibilities in an investment firm or any other natural person who is held responsible, from exercising management functions in_investment firms; or (ga) In the event of repeated breaches of Article 9 or 10, a permanent ban against any person discharging managerial responsibilities in an investment firm or any other natural person who is held responsible, from exercising management functions in investment firms;</li> <li>(gb) a_temporary ban against any person discharging managerial responsibilities in an investment firm or any other natural person who is held responsible, from exercising managerial responsibilities in an investment firm or any other natural person who is held responsible, from dealing on own account;</li> </ul>
37	Art. 26, para 1, point i	(i) suspend trading of the financial instruments concerned;	deleted	(i) suspend trading of the financial instruments concerned;	DELETED
37	Art. 26, para 1, point j	(j) request the freezing and/or sequestration of assets;	deleted	(j) request the freezing or sequestration of assets;	DELETED

37	Art. 26,	(k) administrative pecuniary	(j) administrative pecuniary	(k) administrative pecuniary	(i) maximum administrative
	para	sanctions of up to twice the amount	sanctions of up to <u>at least</u> twice the	sanctions of up to ten times the	pecuniary sanctions of at least
	1/1a,	of the profits gained or losses	amount of the profits gained or	amount of the profits gained or	three times the amount of the
	point	avoided because of the breach where	losses avoided because of the breach	losses avoided because of the breach	profits gained or losses avoided
	k/j	those can be determined;	where those can be determined; or	where those can be determined, if	because of the breach where those
				higher than any of the maximum	can be determined;
				amounts referred to in points (l) or	
				(m), as applicable;	

37	Art. 26, para 1/1a, point l/ point 1	(1) in respect of a natural person, administrative pecuniary sanctions of up to [EUR 5 000 000] or in the Member States where the Euro is not the official currency, the corresponding value in the national currency on the date of entry to force of this Regulation;	1) in respect of a natural person- <b>up to at least:</b> (i) for breaches of articles 9 and <u>10, [EUR 5,000,000] or in the</u> Member States where the Euro is not the official currency, the corresponding value in the national currency on the date of entry to force of this Regulation; or (ii) for breaches of articles not covered by articles 9, 10, 13, 14 and 15 [EUR 1,000,000] or in the Member States where the Euro is not the official currency, the corresponding value in the national currency on the date of entry to force of this Regulation;	<ul> <li>(1) without prejudice to point</li> <li>(k), in respect of a natural person, administrative pecuniary sanctions of up to an unlimited amount;</li> </ul>	1) in respect of a natural person, maximum administrative pecuniary sanctions of <u>at least:</u> (i) for breaches of articles 9 and <u>10,</u> EUR 5,000,000 or in the Member States where the Euro is not the official currency, the corresponding value in the national currency on the date of entry to force of this Regulation; or (ii) for breaches of articles not covered by articles 9, 10, 13, 14 and 15 EUR 1,000,000 or in the Member States where the Euro is not the official currency, the corresponding value in the national currency on the date of
		e ,			
			-		2
					<b>e</b>
					corresponding value in the
			entry to force of this Regulation;		national currency on the date of
			(iii) for breaches of articles 13, 14		entry to force of this Regulation;
			and 15 [EUR 500,000] or in the		(iii) for breaches of articles 13,
			Member States where the Euro is		<u>14 and 15 EUR 500,000 or in the</u>
			not the official currency, the		Member States where the Euro
			<u>corresponding</u> value in the		is not the official currency, the
			national currency on the date of		<u>corresponding</u> value in the
			entry into force of this regulation.		national currency on the date of
					<u>entry into force of this</u>
					regulation.

	1	1		
37 Art. 26,	(m) in respect of a legal person,		(m) without prejudice to point	
para	administrative pecuniary sanctions	administrative pecuniary sanctions	(k), in respect of a legal person,	person, maximum administrative
1/1a,	of up to 10 % of its total annual	<del>of</del> -up to <u>at least:</u>	administrative pecuniary sanctions	pecuniary sanctions of <b>at least:</b>
point	turnover in the preceding business	(i) for breaches of articles 9 and	of up to 20% of its total annual	(i) for breaches of articles 9 and
m/point		10, EUR[10,000,000] or, only if	turnover in the preceding business	<b><u>10, EUR 15,000,000 or</u></b> 15 % of its
2	subsidiary of a parent undertaking	specifically provided for in	year; where the legal person is a	total annual turnover according to
	[as defined in Articles 1 and 2 of	national law, 10 % of its total	subsidiary of a parent undertaking	the last available accounts
	Directive 83/349/EEC], the relevant	annual turnover according to the	[as defined in Articles 1 and 2 of	approved by the management
	total annual turnover shall be the	last available accounts approved	Directive 83/349/EEC], the relevant	body; where the legal person is a
	total annual turnover resulting from	by the management body; where	total annual turnover shall be the	parent undertaking or a
	the consolidated account of the	the legal person is <b>a parent</b>	total annual turnover resulting from	subsidiary of a parent undertaking
	ultimate parent undertaking in the	undertaking or a subsidiary of a	the consolidated account of the	which has to prepare
	preceding business year.	parent undertaking which has to	ultimate parent undertaking in the	consolidated financial accounts
		prepare consolidated financial	preceding business year.	according to [as defined in
		accounts according to [as defined		Articles 1 and 2 of Directive
		in Articles 1 and 2 of Directive		83/349/EEC], the relevant total
		83/349/EEC], the relevant total		annual turnover shall be the total
		annual turnover shall be the total		annual turnover or the
		annual turnover or the		corresponding type of income
		corresponding type of income		according to the relevant
		according to the relevant		accounting directives [Directive
		accounting directives [Directive		86/635/EC for banks, Directive
		86/635/EC for banks, Directive		91/674/EC for insurance
		91/674/EC for insurance		companies] according to the last
		companies] according to the last		available consolidated accounts
		available consolidated accounts		approved by the management
		approved by the management		body of the ultimate parent
		body of the ultimate parent		undertaking; or
		undertaking; or		(ii) for breaches not covered
		(ii) for breaches not covered		by articles 9, 10, 13, 14 and 15
		by articles 9, 10, 13, 14 and 15		EUR 2,500,000 or 2 % of its total
		EUR[2,500,000] or, only if		annual turnover according to the
		specifically provided for in		last available accounts approved
		national law, 2 % of its total		by the management body: where
		annual turnover according to the		the legal person is a parent
204/12		last available accounts approved		undertaking or a subsidiary of a
384/13		by the management body; where		parent undertaking which has to
		the logal liberson is a parent		prepare consolidated financial
		undertaking or a subsidiary of a		accounts according to [as defined
		parent undertaking which has to		in Directive 83/349/EEC], the
		prepare consolidated financial		relevant total annual turnover

37	Art. 26,		<u>References to the competent</u>		<b>References to the competent</b>
	para		<u>authority in this paragraph are</u>		authority in this paragraph are
	1a,		without prejudice to the ability of		without prejudice to the ability
	subpara		the competent authority to		of the competent authority to
	2		exercise its functions in any ways		exercise its functions in any ways
			<u>referred to in Article 17.1 .</u>		referred to in Article 17.1.
37	Art. 26,	2. Competent authorities may	2. Member States may	2. Competent authorities may	2. Member States may
	para 2	have other sanctioning powers in	provide competent authorities	have other sanctioning powers in	provide competent authorities
	-	addition to those referred to in	under national law to have other	addition to those referred to in	under national law to have other
		paragraph 2 and may provide for	sanctioning powers in addition to	paragraph 1 and may provide for	sanctioning powers in addition to
		higher levels of administrative	those referred to in paragraph <u><b>1a</b></u> and		those referred to in paragraph <u><b>1a</b></u>
		pecuniary sanctions than those	may provide for higher levels of	-	and may provide for higher levels
		established in that paragraph.	administrative pecuniary sanctions	established in that paragraph. In	of sanctions than those established
			than those established in that		in that paragraph
			paragraph.	pecuniary sanctions above those	
				established in paragraph 1,	
				competent authorities may take into	
				consideration the extent to which a	
				breach of one or more of the	
				requirements of this Regulation has	
				negatively impacted the functioning	
				of markets, the financial positions	
				of participants in those markets and	
				broader economic, social and	
				environmental interests.	

37	Art. 26, para 3	3. Every administrative measure and sanction imposed for breach of this Regulation shall be published without undue delay, including at least information on the type and nature of the breach and the	deleted	3. Every administrative measure and sanction imposed for breach of this Regulation shall be published without undue delay, including at least information on the type and nature of the breach and the	Delete
		identity of persons responsible for it, unless such publication would seriously jeopardise the stability of financial markets. Where publication would cause disproportionate damage to the parties involved, competent authorities shall publish the measures and sanctions on an		identity of persons responsible for it, unless such publication would seriously jeopardise the stability of financial markets. Where publication would cause disproportionate damage to the <i>natural persons</i> involved, competent authorities shall publish the measures and sanctions <i>against such natural persons</i> on an	
38	Art 27,	anonymous basis. Effective application of sanctions	Exercise of supervisory and	anonymous basis. Effective application of sanctions	Exercise of supervisory and
30	title	Effective application of salicitolis	sanctioning powers	Encenve application of salietions	Exercise of supervisory and sanctioning powers
38	Art; 27, para 1, first subpara , point a	<ol> <li>When determining the type of administrative measures and sanctions, competent authorities shall take into account all relevant circumstances, including:         <ul> <li>(a) the gravity and duration of the breach;</li> </ul> </li> </ol>	1.MemberStatesshallensure that, whendetermining thetypeandlevelofadministrativemeasuresandsanctions,competentauthoritiesshall-take into account allrelevantcircumstances,includingwhere appropritate:(a)the gravity and duration ofthe breach;	<ol> <li>Member States shall ensure that when determining the type of administrative measures, sanctions and level of fines, competent authorities shall take into account all relevant circumstances, including:         <ul> <li>(a) the gravity and duration of the breach;</li> </ul> </li> </ol>	ensure that, when determining the type and level of administrative sanctions, competent authorities take into account all relevant circumstances, including where appropriate:

38	Art; 27, para 1, first subpara , point b	(b) the degree of responsibility of the responsible person;	(b) the degree of responsibility of the responsible person;	(b) the degree of responsibility of the person concerned;	b) the degree of responsibility of the responsible person
38	Art; 27, para 1, first subpara , point b a (new)			(ba) where applicable, the extent to which an employee has been encouraged or pressured to act in a certain way by the internal rules, instructions or practices of the relevant institution;	DELETE
38	Art; 27, para 1, first subpara , point c	(c) the financial strength of the responsible person, as indicated by the total turnover of the responsible legal person or the annual income of the responsible natural person;	(c) the financial strength of the responsible person, as indicated <b><u>notably</u></b> by the total turnover of the responsible legal person or the annual income of the responsible natural person;	(c) the financial strength of the person concerned, as indicated by the total turnover of the legal person concerned or the annual income of the responsible natural person;	(c) the financial strength of the responsible person, as indicated <b><u>notably</u></b> by the total turnover of the responsible legal person or the annual income of the responsible natural person;
38	Art; 27, para 1, first subpara , point d	(d) the importance of the profits gained or losses avoided by the responsible person, insofar as they can be determined;	(d) the importance of the profits gained or losses avoided by the responsible person, insofar as they can be determined;	(d) the importance of the profits gained or losses avoided by the person responsible, insofar as they can be determined;	(d) the importance of the profits gained or losses avoided by the responsible person, insofar as they can be determined;
38	Art; 27, para 1, first subpara , point e	(e) the level of cooperation of the responsible person with the competent authority, without prejudice to the need to ensure disgorgement of profits gained or losses avoided by that person;	(e) the level of cooperation of the responsible person with the competent authority, without prejudice to the need to ensure disgorgement of profits gained or losses avoided by that person;	(e) the level of cooperation of the person concerned with the competent authority, without prejudice to the need to ensure disgorgement of profits gained or losses avoided by that person;	e) the level of cooperation of the responsible person with the competent authority, without prejudice to the need to ensure disgorgement of profits gained or losses avoided by that person;

38	Art; 27,	(f) previous breaches by the	(f) previous breaches by the	(f) previous breaches by the	(f) previous breaches by the
	para 1,	responsible person.	responsible person.	person concerned.	person concerned.
	first				
	subpara				
	, point				
	f				
38	Art; 27,		(g) measures taken, after the		(g) measures taken, after the
	para 1,		breach, by a responsible person to		breach, by a responsible person
	first		prevent the repetition of the		to prevent the repetition of the
	subpara		breach.		breach
	, point				
	g (new)				
38	Art; 27,	Additional factors may be taken into	deleted	Additional factors may be taken into	Delete
	para 1,	account by competent authorities, if		account by competent authorities, if	
	second	such factors are specified in national		such factors are specified in national	
	subpara	law.		law.	

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39	Art; 27, para 2	2. ESMA shall issue guidelines addressed to competent authorities in accordance with Article 16 of Regulation No (EU) 1095/2010 on types of administrative measures and sanctions and level of fines.	2. In the exercise of their sanctioning powers under circumstances defined in Article 26, competent authorities shall cooperate closely to ensure that the supervisory and investigative powers and administrative sanctions produce the desired results of this Regulation. They shall also and coordinate their action in order to avoid possible duplication and overlap when applying supervisory and investigative powers and administrative sanctions and fines to cross border cases in accordance with Article 19.	ESMA shall issue guidelines addressed to competent authorities in accordance with Article 16 of Regulation No (EU) 1095/2010 on	sanctioningpowersundercircumstancesdefined inArticle26,competentauthoritiesshallcooperatecloselytoensurethesupervisoryandinvestigative
39	Art. 28	Member States shall ensure that decisions taken by the competent authority in accordance with this Regulation are subject to the right of appeal.	deleted	Member States shall ensure that decisions taken by the competent authority in accordance with this Regulation are subject to the right of appeal.	Delete

39	Art. 28	Article 28 a	Delete
	a (new)	Rights of the defence	
		Member States shall put in place	
		appropriate procedures to ensure	
		the rights of the defence of the	
		person who is subject to an	
		investigation on the basis of this	
		Regulation. Such procedures shall	
		ensure that the person concerned is	
		heard before the adoption of a	
		decision concerning him or her,	
		and that that person has the right to	
		seek effective judicial remedy	
		against a decision concerning him	
		or her.	

39	Art. 29,	1. Member States shall put in	1. Member States shall <u>ensure</u>	1. Member States shall ensure	1. Member States shall
	para 1,	place effective mechanisms to	that competent authorities	that effective mechanisms are put in	ensure that competent
	introdu	encourage reporting of breaches of	establish effective mechanisms to	place to supplement those referred	authorities establish effective
	ctory	this Regulation to competent	enable reporting of actual or	to in Article 11(2a) to encourage	mechanisms, to enable reporting of
	part	authorities, including at least:	potential breaches of the	reporting of breaches of this	actual or potential breaches of
			provisions of this Regulation to	Regulation to competent authorities,	the provisions of this Regulation
			competent authorities, including at	including at least specific procedures	to competent authorities.
			least:	for the receipt of reports of breaches	<b>1a.</b> The mechanisms referred
				and their follow-up. Such	to in paragraph 1 shall include at
				procedures shall ensure that the	<u>least:</u>
				following principles are complied	(a) specific procedures for the
				with:	receipt of reports of breaches and
				(a) appropriate protection,	their follow-up, including the
				including full anonymity, for	
				persons who report potential or	
				actual breaches, in particular and	reports;
				without prejudice to national	
				provisions regulating judicial	
				proceedings, the confidentiality of	
				the identity of those persons during	
				all stages of the procedure;	
39	Art. 29,	(a) specific procedures for the			
	para	receipt of reports of breaches and	to in paragraph 1 shall include at		
	1/1a,	their follow-up;	least:		
	point a		(a) specific procedures for the		
			receipt of reports of breaches and		
			their follow-up;		

39	Art. 29, para 1/1a, point b	(b) appropriate protection for persons who report potential or actual breaches;	(b) appropriate protection for <u>employees</u> who <u>denounce</u> breaches <u>committed within their employer</u> <u>against retaliation, discrimination</u> <u>or other types of unfair treatment</u> <u>at a minimum;</u>		(b) within their employment, appropriate protection for <b>persons</b> <b>working under a contract of</b> <b>employment</b> , who <u>report</u> breaches <u>or are accused of</u> <u>breaches</u> , <u>against retaliation</u> , <u>discrimination or other types of</u> <u>unfair treatment at a minimum</u> .
39	Art. 29, para 1/1a, point c/b	(c) protection of personal data concerning both the person who reports the potential or actual breaches and the accused person in compliance with the principles laid down in Directive 95/46/EC;	(c) protection of <u>the identity</u> both of the person who reports the <u>potential or actual</u> breaches and the <u>natural</u> person <u>who is allegedly</u> <u>responsible for a breach, at all</u> <u>stages of the procedure unless</u> <u>such disclosure is required by</u> <u>national law in the context of</u> <u>further investigation or</u> <u>subsequent judicial proceedings.</u>	(b) protection of personal data concerning both the person who reports the potential or actual breaches and the accused person in compliance with the principles laid down in Directive 95/46/EC;	(c) protection of personal data both of the person who reports the breach and the <u>natural</u> person <u>who</u> <u>is allegedly responsible for it,</u> <u>including protections in relation</u> <u>to preserving the confidentiality</u> <u>of the identity of the relevant</u> <u>persons, at all stages of the</u> <u>procedure without prejudice to</u> <u>such disclosures being required</u> <u>by national law in the context of</u> <u>investigations or subsequent</u> <u>judicial proceedings.</u>
<u>39</u> <u>39</u>	Art. 29, para 1, point d/c	(d) appropriate procedures to ensure the right of the accused person of defence and to be heard before the adoption of a decision concerning him and the right to seek effective judicial remedy against any decision or measure concerning him.	deleted <u>Further to the above, Member</u> <u>States may provide competent</u> <u>authorities under national law to</u> establish additional mechanisms.	<ul> <li>(c) appropriate protection for the accused person; and</li> <li>(d) appropriate protection from adverse treatment at work for, and provision of legal assistance to, both the person who reports and the accused person.</li> </ul>	Delete

39	Art. 11, para 2 a (new)		[moved from Article 11(2a) 2a. ESMA and the national competent authority shall provide one or more secure communication channel for persons to provide notification of market abuse. Such channels shall ensure that the identity of persons providing information is known only to	Delete
			ESMA or the national competent authority.	
40	Art. 29,	2. Member States may		2. Member States shall
	para 2	<u>require employers engaging in</u>		<u>require employers engaging in</u>
	(new)	activities that are regulated for		activities that are regulated for
		<u>financial services purposes, to</u>		financial services purposes, to
		<u>have in place appropriate</u>		have in place appropriate
		procedures for their employees to		procedures for their employees
		report breaches internally		to report breaches internally
		through a specific, independent		
		and autonomous channel.		

40	At. 20	2 Einensiel incentives to	2 Marshan States	2 Einensiel incentives to	Manahan 64-4-5
40	Art. 29,	2. Financial incentives to	3. Member States may	2. Financial incentives to	<u>Member States may provide for</u>
	para	persons who offer salient	provide for financial incentives to	persons who offer salient	<u>financial</u> incentives to persons
	2/3	information about potential breaches	persons who offer salient	information about potential breaches	who offer salient information about
		of this Regulation may be granted in	information about potential breaches	of this Regulation may be granted in	potential breaches of this
		conformity with national law where	of this Regulation to be granted in	conformity with national law where	Regulation to be granted in
		such persons do not have a pre-	conformity with national law where	such persons do not have a pre-	conformity with national law
		existing legal or contractual duty to	such persons do not have aother	existing legal or contractual duty to	where such persons do not have
		report such information, that the	pre-existing legal or contractual	report such information, that the	other pre-existing legal or
		information is new, and it results in	dutyies to report such information,	information is new, and it results in	contractual duties to report such
		the imposition of an administrative	and provided that the information	the imposition of an administrative	information, and provided that the
		sanction or measure or a criminal	is new, and it results in the	sanction or measure or a criminal	information is new, and it results in
		sanction for a breach of this	imposition of an administrative	sanction for a breach of this	the imposition of an administrative
		Regulation.	sanction or measure or a criminal	Regulation.	sanction or measure or a criminal
			sanction for a breach of this		sanction for a breach of this
			Regulation.		Regulation.
40	Art. 29,	3. The Commission shall	4. The Commission shall adopt, by	3. The Commission shall	<b>4.</b> The Commission shall adopt, by
	para	adopt, by means of implementing	means of implementing acts in	adopt, by means of <i>delegated</i> acts in	means of implementing acts in
	3/4	acts in accordance with Article 33,	accordance with Article 33,	accordance with Article 32,	accordance with Article 33,
		measures to specify the procedures	measures to specify the procedures	measures to specify the procedures	measures to specify the procedures
		referred to in paragraph 1, including	referred to in paragraph 1, including	1 2 1	referred to in paragraph 1,
		the modalities of reporting and the	the modalities of reporting and the	the modalities of reporting and the	including the modalities of
		modalities for following-up of	modalities for following-up of	1 0	reporting and the modalities for
		reports, the measures for the	reports, and measures for the	reports, the measures for the	following-up of reports, and
		protection of persons.	protection of <u>employees and</u>	protection of persons.	measures for the protection of
		* 1	measures for the protection of	1	persons working under a
			personal data.		contract of employment and
			<u></u> -		measures for the protection of
					personal data.
L					

40	Art. 30,	1. Competent and judicial	1. Competent and judicial	1. Competent authorities shall	1. Competent authorities
	para 1	authorities shall provide ESMA	authorities shall provide ESMA	provide ESMA annually with	shall provide ESMA annually with
		annually with aggregated	annually with aggregated	aggregated information regarding all	aggregated information regarding
		information regarding all	information regarding all	administrative measures, sanctions	all administrative measures,
		administrative measures, sanctions	administrative measures, sanctions	and fines imposed, either by them or	sanctions and fines imposed by the
		and fines imposed in accordance	and fines imposed by the	by judicial authorities, in	competent authority in
		with Articles 24, 25, 26, 27, 28 and	competent authority in accordance	accordance with Articles 24, 25, 26,	accordance with Articles 24, 25,
		29. ESMA shall publish this	with Articles 24, 25, 26, 27, 28 and	27, 28 and 29. ESMA shall publish	26, 27, 28 and 29. ESMA shall
		information in an annual report.	29. ESMA shall publish this	this information in an annual report.	publish this information in an
			information in an annual report.		annual report. Competent
					authorities shall also provide
					ESMA annually with anonymised
					and aggregated data regarding all
					administrative investigations
					undertaken in accordance with the
					above mentioned articles.

10	4 4 9 0				
40	Art. 30,		<b>1a. Where Member States</b>		<u>1a. Where Member States</u>
	para 1		have chosen, in accordance with		have chosen, in accordance with
	a (new)		Article 26(1) second		Article 26(1) second
			subparagraph, to lay down		subparagraph, to lay down
			criminal sanctions for the		criminal sanctions for the
			breaches of the provisions of this		breaches of the provisions of this
			<b>Regulation referred to in that</b>		<b>Regulation referred to in that</b>
			Article, their Competent		Article, their competent
			authorities shall provide ESMA		authorities shall provide ESMA
			annually with aggregated		annually with anonymised and
			information regarding all criminal		aggregated data <del>information</del>
			penalties imposed by the judicial		regarding all criminal
			authorities in accordance with		investigations undertaken and
			Articles 24, 25, 26, 27, 28 and 29.		criminal penalties imposed by
			ESMA shall publish this		the judicial authorities in
			information in an annual report.		accordance with Articles 26, 27,
					28 and 29. ESMA shall publish
					this information data on
					criminal sanctions imposed in an
					annual report.
40	Art. 30,	2. Where the competent	2. Where the competent	2. Where the competent	Where the competent authority has
	para 2	authority has disclosed	authority has disclosed		1 F
		administrative measures, sanctions		-	sanctions, fines and criminal
		and fines to the public, it shall			
		simultaneously report those	the public, it shall simultaneously	<u>^</u>	simultaneously report those
		administrative measures, sanctions	report those administrative	administrative measures, sanctions	
		and fines to ESMA.	measures, sanctions <del>and</del> , fines <b>and</b>	and fines to ESMA.	fines and criminal penalties to
			<u>criminal penalties</u> to ESMA.		ESMA
			<u>ci ininai penatues</u> to LowiA.		LOWIN

40	Art. 30, para 3	3. Where a published administrative measure, sanction and fine relates to an investment firm authorised in accordance with Directive [new MiFID], ESMA shall add a reference to the published sanction in the register of investment firms established under Article 5(3) of Directive [new MiFID].	3. Where a published administrative measure, sanction, fine and <u>criminal penalty</u> relates to an investment firm authorised in accordance with Directive [new MiFID], ESMA shall add a reference to the published sanction in the register of investment firms established under Article 5(3) of	administrative measure, sanction and fine relates to an investment firm authorised in accordance with Directive [new MiFID], ESMA shall add a reference to the published sanction in the register of investment firms established under Article 5(3)	1
40	Art. 30, para 4	4. ESMA shall develop draft implementing technical standards to determine the procedures and forms for exchange of information as referred to in this Article. ESMA shall submit the draft implementing technical standards referred to in the first subparagraph to the Commission by []. Power is conferred to the Commission to adopt the implementing technical standards referred to in the first subparagraph in accordance with Article 15 of Regulation 1095/2010.	Directive [new MiFID].4.ESMA shall develop draftimplementing technical standards todetermine the procedures and formsfor exchange of information asreferred to in this Article.ESMA shall submit the draftimplementing technical standardsreferred to in the first subparagraphto the Commission by [].Power is conferred to theCommission to adopt theimplementing technical standardsreferred to in the first subparagraphin accordance with Article 15 ofRegulation 1095/2010.	draft implementing technical standards to determine the procedures and forms for exchange of information as referred to in this	Directive [new MiFID].4.ESMA shall develop draftimplementing technical standardsto determine the procedures andforms for exchange of informationas referred to in this Article.ESMA shall submit the draftimplementing technical standardsreferred to in the first subparagraphto the Commission by 24 months.Power is conferred to theCommission to adopt theimplementing technical standardsreferred to in the first subparagraphn accordance with Article 15 ofRegulation 1095/2010.

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

40		
40	<u>Chapter 5a</u>	<u>Chapter 5a</u>
	Article 30a	<u>Article 30a</u>
	Publication of decisions	Publication of decisions
	<b><u>1. A decision imposing an</u></b>	<b><u>1. A decision imposing an</u></b>
	<u>administrative sanction or</u>	<u>administrative sanction or</u>
	measure for breach of this	<u>measure for breach of this</u>
	Regulation shall be published by	<b>Regulation shall be published by</b>
	<u>competent</u> authorities on their	<u>competent</u> authorities on their
	official website immediately after	<u>official website immediately</u>
	the person sanctioned is informed	after the person sanctioned is
	of that decision. The publication	informed of that decision. The
	shall include at least information	publication shall include at least
	on the type and nature of the	information on the type and
	breach and the identity of the	nature of the breach and the
	persons responsible. This	identity of the persons
	obligation does not apply to	responsible. This obligation does
	decisions imposing measures that	not apply to decisions imposing
	are of an investigatory nature.	measures that are of an
	However, where the publication of	investigatory nature.
	the identity of the legal persons or	However, where the publication
	personal data of natural persons is	of the identity of the legal
	considered by the competent	persons or personal data of
	authority to be disproportionate	natural persons is considered by
	following a case-by-case	the competent authority to be
	assessment conducted on the	disproportionate following a
	proportionality of the publication	case-by-case assessment
	of such data, or where publication	conducted on the proportionality
	jeopardises the stability of	of the publication of such data,
	financial markets or an on-going	or where publication jeopardises
	investigation, competent	the stability of financial markets
	authorities shall either :	or an on-going investigation,
	- delay the publication of the	competent authorities shall
	decision to impose a sanction or a	either :
	measure until the moment where	$\overline{(a)}$ delay the publication of the
	the reasons for non publication	decision to impose a sanction or
11001/10	cease to exist	a measure until the moment
11384/13	- publish the decision to impose a	where the reasons for non
	sanction Got Ba measure on an	publication cease to exist; <b>E</b>
	anonymous basis in a manner	
	which is in conformity with	(b) publish the decision to
	national law, if such anonymous	impose a sanction or a measure
	national law, it such allohymous	

40	Art. 31	The Commission shall be	As referred to in [Article 4(3),	deleted	Not yet discussed
40	лн. эт	empowered to adopt delegated acts		ιειειεα	Not yet discussed
		in accordance with Article 32	Article 12(2), Article 14(8) and (9)] the Commission shall be		
		concerning the supplementing and	empowered to adopt delegated acts		
		amending of the conditions for buy-	in accordance with Article 32-		
		back programmes and stabilisation	concerning the supplementing and		
		of financial instruments, the	amending of the conditions for buy-		
		definitions in this Regulation, the	back programmes and stabilisation		
		conditions for drawing up insider	of financial instruments, the		
		lists, the conditions relating to	definitions in this Regulation, the		
		managers' transactions and the	conditions for drawing up insider		
		arrangements for persons who	lists, the conditions relating to		
		provide information that may lead to	managers' transactions and the		
		the detection of breaches of this	arrangements for persons who		
		Regulation.	provide information that may lead to		
			the detection of breaches of this		
			Regulation.		
41	Art. 32,	1. The power to adopt	1. The power to adopt	1. The power to adopt	1. The power to adopt
	para 1	delegated acts is conferred on the	delegated acts is conferred on the	delegated acts is conferred on the	delegated acts is conferred on the
		Commission subject to the	Commission subject to the	Commission subject to the	Commission subject to the
		conditions laid down in this Article.	conditions laid down in this Article.	conditions laid down in this Article.	conditions laid down in this
					Article.
41	Art. 32,	2. The delegation of power	2. The delegation of power	2. The power to adopt	2. The delegation of power
	para 2	shall be conferred for an	shall be conferred for an	delegated acts referred to in Article	
	-	indeterminate period of time from	indeterminate period of time from	5(2), Article 10(4), Article 12(2),	
		the date referred to in Article 36(1).	the date referred to in Article 36(1).	Article 14(6) and Article 29(3) shall	-
				be conferred on the Commission for	36(1).
				an indeterminate period of time from	
				the date referred to in Article 36(1).	

41	Art. 32,	3. The delegation of power	3. The delegation of power	3. The delegation of power	3. The delegation of power
	para 3	may be revoked at any time by the	may be revoked at any time by the	referred to in Article 5(2), Article	may be revoked at any time by the
	<u>^</u>	European Parliament or by the	European Parliament or by the	10(4), Article 12(2), Article 14(6)	European Parliament or by the
		Council. A decision of revocation	Council. A decision of revocation	and Article 29(3) may be revoked at	Council. A decision of revocation
		shall put an end to the delegation of	shall put an end to the delegation of	any time by the European Parliament	shall put an end to the delegation
		the power specified in that decision.	the power specified in that decision.	or by the Council. A decision to	of the power specified in that
		It shall take effect the day following	,	revoke shall put an end to the	decision. It shall take effect the day
		the publication of the decision in the	the publication of the decision in the	delegation of the power specified in	following the publication of the
		Official Journal of the European	Official Journal of the European	that decision. It shall take effect the	decision in the Official Journal of
		Union or at a later date specified		day following the publication of the	<b>A</b>
		therein. It shall not affect the	therein. It shall not affect the	decision in the Official Journal of	date specified therein. It shall not
		validity of any delegated acts	validity of any delegated acts	the European Union or at a later date	, , , , , , , , , , , , , , , , , , ,
		already in force.	already in force.	specified therein. It shall not affect	5
				the validity of any delegated acts	
				already in force.	
41	Art. 32,		1	A	
	para 4	delegated act, the Commission shall	6	delegated act, the Commission shall	•
		notify it simultaneously to the		notify it simultaneously to the	
		European Parliament and to the	European Parliament and to the	European Parliament and to the	European Parliament and to the
		Council.	Council.	Council.	Council.

41	Art. 32,	5. A delegated act shall enter	5 A delegated act shall enter	5. A delegated act <i>adopted</i>	5. A delegated act shall enter
• •	para 5	into force only if no objection has		pursuant to Article 5(2), Article	
	puru o	been expressed either by the		10(4), Article 12(2), Article 14(6)	
		1 5	1 5	and Article 29(3) shall enter into	
		within a period of 2 months of	-		-
		notification of that act to the	-		*
		European Parliament and the	European Parliament and the	1 2 1	
		Council or if, before the expiry of	Council or if, before the expiry of		1
		that period, the European Parliament		1	that period, the European
		and the Council have both informed	· ·		1 / 1
		the Commission that they will not		1	
		object. That period shall be extended	object. That period shall be	· ·	
		by 2 months at the initiative of the	extended by 2 months at the		
		European Parliament or the Council.	initiative of the European Parliament		•
		European i amanene or the counter.	or the Council.	object. That period shall be extended	*
				by <i>three months</i> at the initiative of	
				the European Parliament or the	
				Council.	
41	Art. 32			Article 32a	Delete
	a (new)			Deadline for the adoption of	
	<i>w</i> (110 (1))			delegated acts	
				The Commission shall adopt	
				delegated acts under Article 5(2),	
				Article 10(4), Article 12(2), Article	
				14(6) and Article 29(3) by*.	

\*

OJ: please insert date: 18 months after the date of entry into force of this Regulation.

41	Art. 33,	1. For the adoption of	1. For the adoption of	deleted	1. For the adoption of
71		implementing acts under Article	1		implementing acts under Article
	para 1	· · · · ·			1 0
		29(3) the Commission shall be	29(3) the Commission shall be		29(3) the Commission shall be
		assisted by the European Securities	5 1		assisted by the European Securities
		Committee established by	Committee established by		Committee established by
		Commission Decision 2001/528/EC	Commission Decision 2001/528/EC		Commission Decision
		. That committee shall be a	. That committee shall be a		2001/528/EC. That committee
		committee within the meaning of	committee within the meaning of		shall be a committee within the
		Regulation (EU) No 182/2011.	Regulation (EU) No 182/2011 .		meaning of Regulation (EU) No
					182/2011.
41	Art. 33,	2. Where reference is made to	2. Where reference is made to	delete	2. Where reference is made
	para 2	this paragraph, Articles 5 of	this paragraph, Articles 5 of		to this paragraph, Articles 5 of
		Regulation (EU) No 182/2011 shall	Regulation (EU) No 182/2011 shall		Regulation (EU) No 182/2011
		apply, having regard to the	apply, having regard to the		shall apply, having regard to the
		provisions of Article 8 thereof.	provisions of Article 8 thereof.		provisions of Article 8 thereof.
41	Art. 34	Directive 2003/6/EC shall be	Directive 2003/6/EC and its	Directive 2003/6/EC shall be	Directive 2003/6/EC and its
		repealed with effect from [24	implementing measures shall be	repealed with effect from [] <sup>**</sup> .	implementing measures shall be
		months after entry into force of this	repealed with effect from [24	References to Directive 2003/6/EC	repealed with effect from 24
		Regulation]. References to Directive	months after entry into force of this	shall be construed as references to	months after entry into force of this
		2003/6/EC shall be construed as	Regulation]. References to Directive	this Regulation.	Regulation. References to
		references to this Regulation.	2003/6/EC shall be construed as		Directive 2003/6/EC shall be
			references to this Regulation.		construed as references to this
					Regulation.

\*\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

41		Article 34a	Delete
	34a /	Review and report	
		By 30 June 2014, the Commission	
		shall, after consulting the	
		competent authorities and ESMA,	
		report to the European Parliament	
		and the Council on the	
		appropriateness of the	
		proportionate regime for issuers of	
		financial instruments admitted to	
		trading on a SME growth market,	
		in particular as provided for in	
		Article 12(4).	

42	Art.	<u>Report</u>		<u>Report</u>
	35a	By [4 years after entry into force	<u> </u>	y 3 years after application into
	(new)	of this Regulation], the		orce of this Regulation, the
		Commission shall report to the		commission shall report to the
		European Parliament and the	<u> E</u>	uropean Parliament and the
		Council on the application of this		council on the application of this
		Regulation and, if necessary, on	<u> </u>	egulation and, if necessary, on
		the need to review it, including	<u>t</u>	ne need to review it, including
		with regard to the	<u> </u>	vith regard to:
		appropriateness of introducing	a	. <u>the appropriateness of</u>
		common rules on the need for all		introducing common rules on
		Member States to provide for		the need for all Member
		<u>administrative sanctions for</u>		<u>States to provide for</u>
		insider dealing and market		administrative sanctions for
		<u>manipulation.</u>		insider dealing and market
		The Commission shall submit its		<u>manipulation;</u>
		<u>report</u> accompanied, if	b	. <u>whether the definition of</u>
		<u>appropriate, by a legislative</u>		inside information is
		proposal.		<u>sufficient to cover all</u>
				<u>information relevant for</u>
				<u>competent authorities to</u>
				<u>effectively combat market</u>
				<u>abuse;</u>
			c	<u></u>
				conditions under which the
				<u>prohibition on trading is</u>
				<u>mandated in accordance with</u>
				Article 14(4a) with a view to
				identifying whether there are
				<u>any further circumstances</u>
				<u>under which the prohibition</u>
				should apply; <del>and</del>
			d	
				<u>establishing an EU</u>
				framework for cross market
1139	34/13	OM/mf		order book surveillance in
1150				relation to market abuse, <sup>205</sup>
		DGG 1B		including recommendation
				for such a framework; and
			e	the scope of the application
				of the benchmark provisions.

42	Art. 34	Article 34b	DELETE
12	b (new)	ESMA advisory committee on high	
	U (IICW)	•	
		frequency trading	
		By 30 June 2014, ESMA shall se	
		up an advisory committee o	f
		national experts to determine	2
		developments of high-frequency	,
		trading that could potentially	,
		constitute market manipulation	1
		with a view to:	
		(a) increasing ESMA'	5
		knowledge about high-frequency	,
		trading; and	
		(b) providing a list of abusive	2
		practices with regard to high	
		frequency trading, including	
		spoofing, quote stuffing and	!
		layering, for the purposes of Article	2
		5(2a).	

42	Art. 34	Article	24.0	DELETE
42			-	DELETE
	c (new)	ESMA advisory c		
		technology in finan		
		By 30 June 2014,		
		establish an advisor		
		national experts to a	establish which	
		technological develo	opments in the	
		markets could potent	tially constitute	
		market abuse	or market	
		manipulation with a	view to:	
		(a) increase	ESMA's	
		knowledge about n	ew technology	
		related trading strat		
		potential for abuse,	0	
			list of abusive	
		practices that have		
		identified that relate	-	
		high frequency tra		
		and	and sharegies	
			effectiveness of	
		different tradir		
		approaches to dealin		
			-	
		associated with any	y new trading	
		practices.	EQ14	
		As a result of the a	-	
		should produce		
		guidelines for best		
		the EU financial max	rkets	

42	Art. 35	Transitional provisions	delated	delated	Deleted
42	AIL 55	*	deleted	deleted	Deleted
		Market practices existing before the			
		entry into force of this Regulation			
		and accepted by competent			
		authorities in accordance with			
		Commission Regulation (EC) No			
		2273/2003 for the purpose of			
		applying point 2(a) of Article 1 of			
		Directive 2003/6/EC, may remain			
		applicable until [12 months after			
		entry into application of this			
		Regulation] provided that they are			
		notified to ESMA by the competent			
		authorities concerned before the date			
		of application of this Regulation.			
42	Art. 35			Article 35a	Deleted
	a (new)			Staff and resources of ESMA	
				By*, ESMA shall assess its	
				staffing and resources needs	
				arising from the assumption of its	
				powers and duties under this	
				Regulation and submit a report to	
				the European Parliament, the	
				Council and the Commission.	

\*

OJ please insert date: 12 months after the date of entry into force of this Regulation.

42	Art. 36,	1. This Regulation shall enter	1. This Regulation shall enter	1. This Regulation shall enter	1. This Regulation shall enter
42		•	e	-	÷
	para 1	into force [on the twentieth day	into force [on the twentieth day	E g	into force [on the twentieth day
		following that] of its publication in			
		the Official Journal of the European	the Official Journal of the European	the Official Journal of the European	the Official Journal of the
		Union.	Union.	Union.	European Union.
42	Art. 36, para 2	2. It shall apply from [24 months after entry into force of this Regulation] except for Articles 3(2), , 8(5), 11(3), 12(9), 13(4), 13(6), 14(5), 14(6), 15(3), 18(9), 19(9), 28(3) and 29(3) which shall apply immediately following the entry into force of this Regulation.	2. It shall apply from [24 months after entry into force of this Regulation] except for [Articles $3(2)$ , $8(5)$ , $11(3)$ , $12(9)$ , $13(4)$ , $13(6)$ , $14(5)$ , $14(6)$ , $15(3)$ , $18(9)$ , $19(9)$ , $\frac{28(3)}{28(3)}$ and $29(3)$ ] which shall apply immediately following the entry into force of this Regulation.	2. It shall apply [] <sup>**</sup> except for Article 3(2), Article 8(5), Article 11(3), Article 12(9), Article 13(4) and(6), 14(5) and(6), Article 15(3), Article 18(9), Article 19(9), Article 28(3) and Article 29(3) which shall apply immediately following the entry into force of this Regulation.	2. It shall apply from 24 months after entry into force of this Regulation except for [Articles 3(2), 8(5), 11(3), 12(9), 13(4), 13(6), 14(5), 14(6), 15(3), 18(9), 19(9), and 29(3)] which shall apply immediately following the entry into force of this Regulation.
42	Art. 36,		3. By 24 month after the	· · · · · ·	3. By 24 month after the
	para 3		entry into force of this Regulation		entry into force of this
	(new)		Member States shall implement		<b>Regulation Member States shall</b>
			into national law; [Article 16,		implement into national law;
			Article 17, Article 24,, Article		Article 16, Article 17, Article 26,
			25, Article 26, Article 29 and		Article 29 and Article 30a.
			Article 30a].		

<sup>\*\*</sup> OJ please insert date: 12 months after the date of entry into force of this Regulation.

A. Indicators of manipulative behaviour related to false or misleading signals and to price securing

For the purposes of applying point (a) of paragraph 1 of Article 8 of this Regulation, and without prejudice to the forms of behaviour set out in paragraph 3 thereof, the following non-exhaustive indicators, which should not necessarily be deemed in themselves to constitute market manipulation, shall be taken into account when transactions or orders to trade are examined by market participants and competent authorities:

(a) the extent to which orders to trade given or transactions undertaken represent a significant proportion of the daily volume of transactions in the relevant financial instrument, related spot commodity contract, or auctioned product based on emission allowances, in particular when these activities lead to a significant change in their prices;

(b) the extent to which orders to trade given or transactions undertaken by persons with a significant buying or selling position in a financial instrument, a related spot commodity contract, or a auctioned product based on emission allowances, lead to significant changes in the price of that financial instrument, related spot commodity contract, or auctioned product based on emission allowances;

(c) whether transactions undertaken lead to no change in beneficial ownership of a financial instrument, a related spot commodity contract, or a auctioned product based on emission allowances;

(d) the extent to which orders to trade given or transactions undertaken or orders cancelled include position reversals in a short period and represent a significant proportion of the daily volume of transactions in the relevant financial instrument, a related spot commodity contract, or a auctioned product based on emission allowances, and might be associated with significant changes in the price of a financial instrument, a related spot commodity contract, or a auctioned product based on emission allowances;

(e) the extent to which orders to trade given or transactions undertaken are concentrated within a short time span in the trading session and lead to a price change which is subsequently reversed;

(f) the extent to which orders to trade given change the representation of the best bid or offer prices in a financial instrument, a related spot commodity contract, or a auctioned product based on emission allowances, or more generally the representation of the order book available to market participants, and are removed before they are executed;

(g) the extent to which orders to trade are given or transactions are undertaken at or around a specific time when reference prices, settlement prices and valuations are calculated and lead to price changes which have an effect on such prices and valuations.

B. Indicators of manipulative behaviours related to the employment of fictitious devices or any other form of deception or contrivance

For the purposes of applying point (b) of paragraph 1 of Article 8 of this Regulation, and without prejudice to the forms of behaviour set out in the second paragraph of point 3 thereof, the following non-exhaustive indicators, which should not necessarily be deemed in themselves to constitute market manipulation, shall be taken into account when transactions or orders to trade are examined by market participants and competent authorities:

(a) whether orders to trade given or transactions undertaken by persons are preceded or followed by dissemination of false or misleading information by the same persons or persons linked to them;

(b) whether orders to trade are given or transactions are undertaken by persons before or after the same persons or persons linked to them produce or disseminate investment recommendations which are erroneous or biased or demonstrably influenced by material interest.

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