

FEDERAL SERVICE FOR FINANCIAL MARKETS

ORDER

N 13-51 / pz-n dated June 18, 2013

**ON APPROVAL OF THE REGULATIONS
ON PROCEDURE FOR NOTIFYING PERSONS ON THEIR INCLUSION AND EXCLUSION
IN/FROM THE LIST
OF INSIDERS, THE REGULATIONS
ON TRANSFER OF LISTS OF INSIDERS TO TRADE ORGANIZERS
THROUGH WHICH TRANSACTIONS IN FINANCIAL
INSTRUMENTS, FOREIGN CURRENCY AND (OR) GOODS ARE PERFORMED,
THE REGULATIONS ON PROCEDURE AND DEADLINES FOR SENDING NOTIFICATIONS
BY INSIDERS
ABOUT THE TRANSACTIONS THEY PERFORMED**

Displacing documents list
(as amended by Directives of the Bank of Russia No. 5128-U dated 22.04.2019,
No. 5129-U dated 22.04.2019)

ConsultantPlus: note.

Art. 10 of FZ N 224-FZ dated 27.07.2010 since 01.05.2019 is set forth in the new revision of the Federal Law N 310-FZ of 03.08.2018 .

In accordance with clauses 2 and 3 of part 1 of article 9, part 6 of article 10, clause 4 of article 13 of the Federal law N 224-FZ dated 27.07.2010 "On counteracting the unlawful use of insider information and market manipulation and on amendments to certain legislative acts of the Russian Federation " (Collection of Legislative Acts of the Russian Federation, 2010, N 31, Art. 4193; 2011, N 29, Art. 4291; N 48, Art. 6728; 2012, N 31, Art. 4334), Regulation on the Federal Service for Financial Markets approved by the Decree of the Government of the Russian Federation dated August 29, 2011 N 717 (Collection of Legislative Acts of the Russian Federation, 2011, N 36, Art. 5148, 2012, N 20, Art. 2562, 2013, N 20, Art. 2488), it is ordered as follows:

1. To approve the attached Regulations on Procedure for Notifying Persons on their Inclusion and Exclusion in/from the List of Insiders.
2. Became invalid. -Directive of the Bank of Russia N 5129-U dated 22.04.2019.
3. Ceased to be in force. - Directive of the Bank of Russia N 5128-U dated 22.04.2019.
4. The following shall be declared invalid:

Order of the FFMS of Russia No. 11-3/pz-n of 21.01.2011 "On Approval of the Regulations on Procedure for Notifying Persons on their Inclusion and Exclusion in/from the List of Insiders, the Regulations on Transfer of Lists of Insiders to Trade Organizers through which Transactions in Financial Instruments, Foreign Currency and (or) Goods are Performed, the Regulations on Procedure and Deadlines for Sending Notifications by Insiders about the Transactions they Performed".

<1> Registered in the Ministry of Justice of the Russian Federation on 01.04.2011, registration N 20382.

The order of the Federal Financial Markets Service No. 11-28/pz-n<1> of June 28, 2011 "On making amendments in the order of the Federal Financial Markets Service of January 21, 2011 No. 11-3/pz-n "On Approval of the Regulations on Procedure for Notifying Persons on their Inclusion and Exclusion in/from the List of Insiders, the Regulations on Transfer of Lists of Insiders to Trade Organizers through which Transactions in Financial Instruments, Foreign Currency and (or) Goods are Performed, the Regulations on Procedure and Deadlines for Sending Notifications by Insiders about the Transactions they Performed" and in the Regulations on Transfer of Lists of Insiders to Trade Organizers through which Transactions in Financial Instruments, Foreign Currency and (or) Goods are Performed, approved by this order";

<1> Registered in the Ministry of Justice of the Russian Federation on 22.07.2011, registration N 21449.

clause 27 of the Order of the FFMS of Russia No. 12-27/pz-n of 24.04.2012 <1> "On Making Amendments to Certain Legislative Acts of the Federal Service for Financial Markets".

<1> Registered in the Ministry of Justice of the Russian Federation on 01.06.2012, registration N 24428.

Head
D.V.PANKIN

Approved By
Order of the Federal Service
for Financial Markets
dated 18.06.2013 N 13-51/pz-n

**REGULATIONS
ON PROCEDURE FOR NOTIFYING PERSONS ON THEIR INCLUSION AND EXCLUSION
IN/FROM THE LIST
OF INSIDERS**

I. General Provisions

1.1. This Regulation establishes the procedure for notification by legal entities set forth in Part 1 of Article 9 of Federal Law dated July 27, 2010 N 224-FZ "On counteracting the unlawful use of insider information and market manipulation and on amendments to certain legislative acts of the Russian Federation" <1> (hereinafter - the Law), of persons included in the list of insiders of these legal entities (hereinafter - the entities), about their inclusion in such a list and exclusion from it.

<1> Collection of Legislative Acts of the Russian Federation, 2010, N 31, Art. 4193; 2011, N 29, Art. 4291; N 48, Art. 6728; 2012, N 31, Art. 4334.

II. Procedure for notifying persons included

in the list of insiders of the entity, on their inclusion in such a list and exclusion from it

2.1. The entity shall send a notification on the inclusion of a person in the list of insiders of the entity or on the exclusion of a person from such a list (hereinafter - the Notification) to a person included in the list of insiders of the entity or excluded from such a list, no later than 7 (seven) business days from the date of inclusion of this person in the list of insiders or the date of exclusion of the person from the specified list, respectively.

2.2. Persons included in the list (excluded from the list) of insiders of the organization shall be notified by the entity by delivering a Notification by hand or by mail, telegraph, teletype, electronic communication, which allows to establish reliably the fact of sending the Notification.

2.3. The notification may be made in hard copy and (or) in the form of an electronic document signed by electronic signature in accordance with the requirements of the Russian Federation laws. A date and an outgoing number must be assigned to the notification in the manner established by the entity.

The notification drawn up in hard copy must be signed by an authorized person of the entity and certified with the seal (stamp) of the entity.

All Notification forms, the scope of which exceeds one sheet, must be stitched, numbered and impressed on the binding with the signature of the authorized person and the seal (stamp) of the entity.

The notification of the entity may not be certified (not impressed) with the seal (stamp) of the entity if such certification (impressing) is not required in accordance with personal law or the constituent documents of a foreign entity.

If the Notification is made in hard copy, the person concerned can be notified electronically, including using the Internet telecommunications network, an electronic image of the document (electronic digital form into which the document is transferred, made in hard copy or through its scanning).

2.4. The entity, at the request of a person included in (excluded from) the list of insiders of the entity, no later than 7 (seven) business days from the date the entity receives the relevant requirement, must send (issue) to such a person a copy of the Notification in hard copy, signed by an authorized person and impressed with the seal (stamp) of the entity. All Notification's copies, the scope of which exceeds one sheet, must be stitched, numbered and impressed on the binding with the signature of the authorized person and the seal (stamp) of the entity.

The notification's copy of a foreign entity may not be certified (not impressed) with the seal (stamp) of the foreign entity if such certification (impressing) is not required in accordance with personal law or the constituent documents of the foreign entity.

2.5. The notification to the entity shall contain the following information:

2.5.1. with respect to the entity:

1) the full corporate name of the entity (for a non-profit entity - the name);

2) TIN and PSRN of the entity, and in relation to a foreign entity - data allowing identification of a foreign entity in accordance with foreign law;

3) the registered office and other address for the entity to receive mail correspondence (if any);

4) surname, name, patronymic (if any) of the contact person responsible for maintaining the list of insiders, phone, email address;

5) the category (s) of insiders provided for by Article 4 of the Law to which the entity belongs (for each category the clause number of Article 4 of the Law and the category description in accordance with the Law are indicated);

2.5.2. in relation to a legal entity (a foreign entity that is not a legal entity under foreign law) included in the list of insiders of the entity or excluded from this list:

1) the full corporate name of the legal entity (for a non-profit entity - the name);

2) TIN and PSRN of the legal entity, and in relation to a foreign entity - data allowing identification of a foreign entity in accordance with foreign law;

3) the registered office and address for the legal entity to receive mail correspondence;

4) the number of the clause (numbers of clauses) of Article 4 of the Law, in accordance with which a person is included in (excluded from) the list of insiders, as well as the reason for inclusion (exclusion) of the person in the list (from the list) of insiders indicated in clauses 2.8 and 2.9 of these Regulations, or the number of the contract with a legal entity included (excluded) in the list (from the list) of insiders, in connection with the conclusion (termination) of which the corresponding legal entity is included (excluded) in the list (from the list);

5) the type and date of occurrence of the event of which the person is notified (inclusion in the list or exclusion of the person from the list of insiders);

6) a financial instrument, foreign currency or goods, in respect of which a person included in the list of insiders of the entity should send notifications of transactions made by him in accordance with Art. 10 of the Law, - if the type of event that the person is notified of is inclusion of the person to the entity's insiders list;

2.5.3. in relation to an individual included in the list of insiders of the entity or excluded from the specified list:

1) surname, name, patronymic (if any) of the individual;

2) the date and place of birth (if any) and (or) the full corporate name of the entity (for a non-profit entity - the name), the position that the individual holds in the specified entity;

3) the number of the clause (numbers of clauses) of Article 4 of the Law, in accordance with which a person is included in (excluded from) the list of insiders, as well as the reason for inclusion (exclusion) of the person in the list (from the list) of insiders indicated in clauses 2.8 and 2.9 of these Regulations, or the number of the contract with an individual included (excluded) in the list (from the list) of insiders, in connection with the conclusion (termination) of which the corresponding individual is included (excluded) in the list (from the list);

4) the type and date of occurrence of the event of which the person is notified (inclusion in the list or exclusion of the person from the list of insiders);

5) a financial instrument, foreign currency or goods, in respect of which a person included in the list of insiders of the entity should send notifications of transactions made by him in accordance with Art. 10 of the Law, - if the type of event that the person is notified of is inclusion of the person to the entity's insiders list;

2.6. The notification of inclusion of a person in the list of insiders of the entity should also contain an information message about the requirements of the Law in relation to insiders of the entity.

2.7. The information provided for in subclause 4 of clause 2.5.1, subclause 6 of clause 2.5.2 and subclause 5 of clause 2.5.3 of these Regulations is not indicated in the Notification if such information is posted (published) on the entity's website in the Internet "

2.8 If the type of event that the person is notified of is the inclusion of the person in the list of insiders of the entity, the Notification shall indicate one or more reasons for inclusion in the list of insiders:

1) providing a person with (receiving by a person) the actual access to insider information on the basis of a civil contract concluded with the entity;

2) conclusion/entry into force of a concluded employment or civil law agreement (agreement to amend the terms and conditions of an employment or civil law agreement) by an entity with an individual, providing for the systematic access (permanent access) of an individual to insider information;

3) making a decision on the election (appointment) of a person to the position of the sole executive body or entity's auditor, member of the board of directors (supervisory board), collegial executive body (directorate, board) or the entity's audit committee by an authorized body with specification of details (date of resolution, the numbers and dates of the minutes of the meeting (session) of the authorized management body of the entity) of such a decision;

4) making a decision on the transfer of powers (functions) of the sole executive body of the entity to the managing entity or the manager by an authorized management body with specification of details (date of resolution, the number and dates of the minutes of the meeting (session) of the authorized management body of the entity) of such a decision, as well as the conclusion/entry into force of a concluded civil law agreement (agreement to amend the terms and conditions of an employment or civil law agreement) with a managing entity or manager concerning the execution of the functions of a sole executive body of the entity with specification of details (date and number of conclusion) of such an agreement;

5) making a decision on the election (appointment) of a person to the position of the sole executive body or management body's auditor, member of the board of directors (supervisory board), collegial executive body (directorate, board) or the management entity's audit committee by an authorized management authority of the management body with specification of details (date of resolution, the numbers and dates of the minutes of the meeting (session) of the authorized management authority of the management body) of a relevant decision;

6) submission of a preliminary notification of the direction of a voluntary, mandatory or competing offer to purchase securities by the entity to the federal executive body for the securities market, and if the entity submits a voluntary, mandatory or competing offer to purchase securities that are not traded in organized tenders, but in respect of which an application for admission to organized tenders has been submitted, - the entity shall submit a voluntary, mandatory or competing purchase offer for these securities to the federal executive body for the securities market;

7) conclusion/entry into force of a concluded agreement by the entity with a news agency, on the basis of which the news agency discloses or provides information to the entity with specification of details (date and number of conclusion) of such an agreement;

8) providing the rating agency (obtaining by the rating agency) access to insider information on the basis of a civil law agreement concluded with the entity on assigning a rating to the entity and (or) its securities with specification of details (date and number of conclusion) of such an agreement;

9) execution of labor duties by an employee related to the provision (receipt) of access to insider information on an ongoing basis;

10) temporary provision of the entity's employee (obtaining by the entity's employee) with access to insider information due to the performance of certain labor duties;

11) another reason for inclusion in the list of insiders shall be indicated.

2.9 If the type of event that the person is notified of is the exclusion of the person from the list of insiders of the entity, the Notification shall indicate one or more reasons for exclusion from the list of insiders:

1) distribution, including disclosure, or provision of insider information in accordance with the Russian Federation securities laws;

2) the entity's loss of insider status, including due to the termination of the admission of financial instruments or goods of the entity to trade at organized tenders in the Russian Federation, resulted from the legal entity liquidation, that in turn included the entity in its list of insiders, or if the entity receives notifications of its exclusion from the list of insiders of such a legal entity;

3) termination (amendment) of an employment or civil law contract, on the basis of or pursuant to which a person was granted (received) access to insider information;

4) termination of execution of labor duties by an employee related to the provision (receipt) of access to insider information;

5) termination, including early termination, of the powers of the person holding the position of the sole executive body or entity's auditor, member of the board of directors (supervisory board), collegial executive body (directorate, board) or the entity's audit committee by an authorized body;

6) termination, including early termination, of the powers of the managing body or manager, who performed the functions of the entity's sole executive body;

7) termination, including early termination, of the powers of the person holding the position of the sole executive body or management body's auditor, member of the board of directors (supervisory board), collegial executive body (directorate, board) or the audit committee of this management body;

8) execution of a court decision that has entered into legal force to exclude a person from the entity's list of insiders;

9) erroneous (unlawful) inclusion of a person in the entity's list of Insiders;

10) other grounds for exclusion from the list of insiders.

2.10. If the notification of exclusion of a person from the list of insiders sent by the entity to the last of the addresses of the person known to it, included in the list of insiders of the entity, was not received by the specified person, the entity shall take reasonable measures in the circumstances concerned to establish the address of the relevant person to which the notification could be sent.

2.11. The shall keep records for all notifications sent in accordance with this Regulation. Full information about all notifications sent shall be kept in the entity for at least 5 (five) years from the date of exclusion from the list of insiders of the entity.

Approved By
Order of the Federal Service

for Financial Markets
dated 18.06.2013 N 13-51/pz-n

COMPANY
ON TRANSFER OF LISTS OF INSIDERS TO TRADE ORGANIZERS
THROUGH WHICH TRANSACTIONS IN FINANCIAL
INSTRUMENTS, FOREIGN CURRENCY AND (OR) GOODS ARE PERFORMED

Ceased to be in force. - Directive of the Bank of Russia N 5129-U dated 22.04.2019.

Approved By
Order of the Federal Service
for Financial Markets
dated 18.06.2013 N 13-51/pz-n

COMPANY
ON PROCEDURE AND DEADLINES FOR SENDING NOTIFICATIONS BY INSIDERS
ABOUT THE TRANSACTIONS THEY PERFORMED

Ceased to be in force. - Directive of the Bank of Russia N 5128-U dated 22.04.2019.
