

The Transparency Requirements (Securities Admitted to Trading on a Regulated Market) (Amending) Law of 2009 is issued upon publication in the Official Gazette of the Republic of Cyprus pursuant to Article 52 of the Constitution.

No. 72(I) of 2009

**LAW AMENDING THE TRANSPARENCY REQUIREMENTS
(SECURITIES ADMITTED TO TRADING ON A REGULATED MARKET) LAW**

For purposes of -

EU Official
Journal: L 390,
31.12.2004,
p. 38.

- (a) a proper harmonization with the act of the European Community entitled «Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004, on the harmonization of the transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC»; and
- (b) better application of the basic law;

The House of Representatives hereby enacts as follows:

Short title.
190(I) of 2007.

1. The present Law shall be cited as the Transparency Requirements (Securities Admitted to Trading on a Regulated Market) (Amending) Law of 2009 and shall be read together with the Transparency Requirements (Securities Admitted to Trading on a Regulated Market) Law of 2007 (hereinafter referred to as «the basic law») and the basic law and the present Law shall be referred to together as the Transparency Requirements (Securities Admitted to Trading on a Regulated Market) Laws of 2007 and 2009.

Amendment of
section 2 of the
basic law.

2. Section 2 of the basic law is amended as follows:

- (a) With the addition in the definition of the term «disclosure»,

immediately after the word «provisions» (second line), of the phrase «of subsection (1)».

- (b) with the addition in the definition of the term «management company», immediately before the word «company» (fifth line), of the word «management»; and
- (c) with the replacement in the definition of the term «annual bulletin» -
 - (i) of the phrase «document» (fourth line) with the phrase «annual document», and
 - (ii) of the phrase «Directive 2003/71/EC» (sixth line) with the phrase «section 10 of Directive 2003/71/EC».

Amendment of section 5 of the basic law.

3. Section 5 of the basic law is amended as follows:

- (a) With the replacement in subsection (1) thereof, of the phrase «or debt securities the denomination of which» (second and third lines) with the phrase «or issuer of debt securities the denomination per unit of which »; and
- (b) with the replacement in subsection (2) thereof, of the phrase «or debt securities the denomination of which» (second and third lines) with the phrase «or issuer of debt securities the denomination per unit of which ».

Amendment of section 9 of the basic law.

4. Section 9 of the basic law is amended as follows:

- (a) With the replacement in paragraph (b) of subsection (4) thereof, of the phrase «harmonizing Directive 83/349/EEC and who is, according to that law» (second and third lines) with the

phrase « and who according to the law harmonizing Directive 83/349/EEC is»;

- (b) with the deletion in paragraph (c) of subsection (4) thereof, of the phrase «in the Republic,» (second line);
- (c) with the replacement of sub-paragraph (ii) of paragraph (d) of subsection (4) thereof, with the following new sub-paragraph:

«(ii) the annual accounts of the parent company, drawn up in accordance with the national law of the member state in which the parent company is incorporated.»; and

- (d) with the replacement in paragraph (a) of subsection (5) thereof, of the comma (fifth line) with the word «and».

Amendment of section 10 of the basic law.

5. Paragraph (a) of subsection (5) of section 10 of the basic law is amended as follows:

- (a) With the addition immediately after the phrase «reviewed by an auditor» (second line), of the phrase «(auditor's review)»; and
- (b) with the deletion of the phrase «(audit review)» (third line).

Amendment of section 15 of the basic law.

6. Section 15 of the basic law is amended as follows:

- (a) With the replacement in subsection (1) thereof, of the phrase «of sections 9, 10, 11 and 12» (third and fourth lines) with the phrase «of sections 9, 10, 11, 12 and 13»; and
- (b) with the replacement in subsection (2) thereof, of the phrase «of sections 9, 10, 11 and 12» (second and third lines) with the phrase «of sections 9, 10, 11, 12 and 13».

Amendment of section 16 of the basic law.

7. Section 16 of the basic law is amended as follows:

- (a) With the replacement of the phrase «one hundred thousand pounds (CYP100.000)» (fourth line) with the phrase «one hundred and seventy thousand euro (€170.000)»; and
- (b) with the replacement of the phrase « two hundred thousand pounds (CYP200.000)» (sixth line) with the phrase «three hundred and forty-one thousand euro (€341.000)».

Amendment of section 17 of the basic law.

8. Subsection (1) of section 17 of the basic law is amended as follows:

- (a) With the replacement of the phrase «Provided that the Republic is the home member state of an issuer,» (first and second lines) with the word «An issuer»; and
- (b) with the deletion of the phrase «the issuer» (third and fourth lines).

Amendment of section 18 of the basic law.

9. Section 18 of the basic law is amended with the deletion of the phrase «and provided that the Republic is the home member state of the issuer» (second and third lines).

Amendment of section 19 of the basic law.

10. Section 19 of the basic law is amended with the replacement of the phrase «of subsection (1)» (fourth line) with the phrase «of subsections (1) and (3)».

Amendment of section 24 of the basic law.

11. Section 24 of the basic law is amended as follows:

- (a) With the replacement of the phrase «fifty thousand pounds

(CYP50.000)» (fourth line) with the phrase «eighty-five thousand euro (€85.000)»; and

- (b) with the replacement of the phrase «one hundred thousand pounds (CYP100.000)» (sixth line) with the phrase «one hundred and seventy thousand euro (€170.000)».

Amendment of section 25 of the basic law.

12. Section 25 of the basic law is amended as follows:

- (a) With the addition in subsection (1) thereof, immediately after the phrase «issuer of shares» (first line), of the phrase «admitted to trading on a regulated market,»; and
- (b) with the replacement in paragraph (a) of subsection (2) thereof, of the phrase «In case where the Republic is the home member state, to» (first and second lines) with the word «To».

Amendment of section 26 of the basic law.

13. Section 26 of the basic law is amended as follows:

- (a) With the addition in subsection (1) thereof, immediately after the phrase «issuer of debt securities» (first line), of the phrase « admitted to trading on a regulated market,»;
- (b) with the replacement in paragraph (a) of subsection (2) thereof, of the phrase «In case where the Republic is the home member state, to» (first and second lines) with the word «To»; and
- (c) with the addition in paragraph (c) of subsection (5) thereof, before the word «it is required» (first line), of the phrase «subject to the provisions of subsection (6) and without prejudice to the provisions of subsection (7),».

Amendment of section 27 of the basic law.

14. Section 27 of the basic law is amended as follows:

- (a) With the replacement of the phrase «fifty thousand pounds (CYP50.000)» (fourth line) with the phrase «eighty-five thousand euro (€85.000)»; and
- (b) with the replacement of the phrase « one hundred thousand pounds (CYP100.000)» (sixth line) with the phrase «one hundred and seventy thousand euro (€170.000)».

Amendment of section 28 of the basic law.

15. Section 28 of the basic law is amended as follows:

- (a) With the replacement in paragraph (b) of subsection (2) thereof, of the phrases:
 - «(i) where the Republic is the home member state, the Cyprus Securities and Exchange Commission, or
 - (ii) in the case where the home member state in other than the Republic, the competent authority of such member state,»
 with the following new phrase:
 - «the Cyprus Securities and Exchange Commission,»;
- (b) with the replacement in paragraph (a) of subsection (3) thereof, of the phrases:
 - «In accordance with the provisions of subsection (1), of section 59, every shareholder is under an obligation to notify -
 - (i) the issuer, and
 - (ii)(A) where the Republic is the home member state, the Cyprus Securities and Exchange Commission, or
 - (B) in the case where the home member state is other than the Republic, the competent authority of such member state,»

with the following new phrases:

«Every shareholder has an obligation to notify -

- (i) the issuer, and
- (ii) the Cyprus Securities and Exchange Commission,»; and

- (c) With the replacement in paragraph (b) of subsection (3) thereof, of the phrase «equivalent events as those described in in paragraph (a)» (third and fourth lines) with the phrase «equivalent events changing the breakdown of voting rights in an issuer».

Amendment of section 29 of the basic law.

16. Section 29 of the basic law is amended with the deletion of subsection (3) thereof.

Amendment of section 30 of the basic law.

17. Subsection (1) of section 30 of the basic law is amended as follows:

- (a) with the deletion of phrase «(1), (2),» (fourth line);
- (b) with the replacement of paragraph (b) thereof, with the following new paragraph:
 - «(b) the Cyprus Securities and Exchange Commission,»;
 - and
- (c) with the deletion of paragraph (c).

Amendment of section 31 of the basic law.

18. Section 31 of the basic law is amended with the replacement of subsection (1) thereof, with the following new subsection:

«(1) A person, who holds, directly or indirectly, the financial instruments of subsection (5) in an issuer, is under an obligation to notify -

- (a) the issuer, and
- (β) the Cyprus Securities and Exchange Commission,

the percentage of the financial instruments held, provided that this reaches, exceeds or falls below the thresholds of subsection (2) of section 28.».

Amendment of section 32 of the basic law.

19. Section 32 of the basic law is amended as follows:

- (a) With the deletion in subsection (1) thereof, of the comma and number «, 29» (second line); and
- (b) with the deletion from paragraph (a) of subsection (5) thereof, of the comma and number «, 29» (third line).

Amendment of section 33 of the basic law.

20. Subsection (1) of section 33 of the basic law is amended with the replacement of numbers «28, 29, 30 and 32» (second and third lines) with numbers «28, 30, 31 and 32».

Amendment of section 34 of the basic law.

21. Section 34 of the basic law is amended with the replacement in subsection (1) thereof, of the phrase «with regard to shares, to which voting rights are attached or voting rights as per sections 28, 29 and 30» (second, third and fourth lines) with the phrase «which holding concerns either shares provided for in section 28, subject to section 29, or voting rights provided for in section 30».

Amendment of section 35 of the basic law.

22. Section 35 of the basic law is amended as follows:

- (a) With the deletion in subsection (1) thereof, of the phrase «authorised in accordance with the provisions of the Investment Services and Activities and Regulated Markets Law,» (second, third and fourth lines); and
- (b) with the replacement in subsection (1) of the phrase «with regard to shares, to which voting rights are attached or voting

rights as per sections 28, 29 and 30» (fifth and sixth lines) with the phrase « which holding concerns either shares provided for in section 28, subject to section 29, or voting rights provided for in section 30».

Amendment of section 36 of the basic law.

23. Section 36 of the basic law is amended as follows:

- (a) With the replacement of the phrase «fifty thousand pounds (CYP50.000)» (fourth line) with the phrase «eighty-five thousand euro (€85.000)»; and
- (b) with the replacement of the phrase «one hundred thousand pounds (CYP100.000)» (sixth line) with the phrase «one hundred and seventy thousand euro (€170.000)».

Amendment of section 37 of the basic law.

24. Section 37 of the basic law is amended as follows:

- (a) With the replacement of subsections (1) and (2) thereof, with the following new subsections:

«(1) An issuer or a person who has applied for admission to trading on a regulated market without the issuer's consent, has an obligation-

- (a) to disclose regulated information in a manner ensuring fast access to such information on a non discriminatory basis and, more specifically, -
 - (i) where the issuer has admitted its securities on a regulated market in the Republic, to publish the regulated information on such regulated market, and
 - (ii) to publish the regulated information on its internet site;

(b) to use such media as may reasonably be relied upon, for the effective dissemination of the regulated information to as wider public as possible within the Republic and in the other member states.

(2) In addition to the provisions of subsection (1), the person referred to in subsection (1) is under an obligation -

(a) subject to the provisions of subsection (5), simultaneously with the disclosure of the regulated information provided for in subsection (1), to file the regulated information to the Cyprus Securities and Exchange Commission, which may publish it on its internet site, and

(b) to make available the regulated information for storage to the officially appointed mechanism, in accordance with the provisions of section 38.»; and

(b) with the replacement in subsection (4) thereof, of the phrase «of paragraph (e), of subsection (2)» (first line) with the phrase «of paragraph (b) of subsection (1)».

Amendment of section 38 of the basic law.

25. Subsection (2) of section 38 of the basic law is amended with the deletion of the phrase « section 20 and» (second and third lines).

Amendment of section 40 of the basic law.

26. Section 40 of the basic law is amended as follows:

(a) With the replacement in subsection (2) thereof, of the phrase «two hundred thousand pounds (CYP200.000)» (third line) with the phrase «three hundred and forty-one thousand euro (€341.000)» and with the replacement of the phrase «four

hundred thousand pounds (CYP400.000)» (fifth line) with the phrase «six hundred and eighty-three thousand euro (€683.000)»; and

- (b) with the replacement in subsection (3) thereof, of the phrase «two hundred thousand pounds (CYP200.000)» (fifth line) with the phrase «three hundred and forty-one thousand euro (€341.000)».

Amendment of section 42 of the basic law.

27. Section 42 of the basic law is amended with the replacement of the phrase «in sections 28 and 29» (first line) with the phrase «in section 28».

Amendment of section 43 of the basic law.

28. Section 43 of the basic law is amended as follows:

- (a) With the replacement in subsection (2) thereof, of the phrase «of section 20, of subsection (2) of section 28, of subsection (1) of section 30, of subsections (1) and (5) of section 31 and of sections 37, 38, 41, 42 and 44» (fourth, fifth and sixth lines) with the phrase «of sections 37, 39, 41, 42 and 44»; and
- (b) with the replacement in subsection (4) thereof, of the phrase «of sections 41 and 42» (sixth and seventh lines) with the phrase «of sections 37, 41 and 42».

Amendment of section 44 of the basic law.

29. Section 44 of the basic law is amended with the replacement of the phrase «disclose regulated information, in accordance with the provisions of subsections (1), (2), (3), (4) and (6) of section 37» (fourth and fifth lines) with the phrase «comply with the provisions of subsections (1), (2)(a), (3) and (6) of section 37».

Amendment of section 45 of the basic law.

30. Paragraph (d) of subsection (2) of section 45 of the basic law is amended with the replacement of number «29» with number «30».

Amendment of section 47 of the basic law. 31. Section 47 of the basic law is amended with the deletion from subsection (1) thereof, of the phrase «concerning the imposition of sanctions,» (second line).

Amendment of section 51 of the basic law. 32. Subsection (1) of section 51 of the basic law is amended as follows:

(a) With the replacement of the phrase «fifty thousand pounds (CYP50.000)» (fifth line) with the phrase «eighty-five thousand euro (€85.000)»; and

(b) with the replacement of the phrase «one hundred thousand pounds (CYP100.000)» (seventh line) with the phrase «one hundred and seventy thousand euro (€170.000)».

Amendment of the title of Part XIII of the basic law. 33. The title of Part XIII of the basic law is replaced with the following title:

«PART XIII
ANNUAL FEES, FINAL AND TRANSITIONAL PROVISIONS».

Addition of new section in the basic law. 34. The basic law is amended with the addition, immediately after section 56 thereof, of the following new section:

«Payment of annual fees. 56A.-(1) For purposes of application of this Law, as well as for fulfilling the obligations of issuers, annual fees are paid to the Cyprus Securities and Exchange Commission the amount of which is defined by way of a Directive issued by the Cyprus Securities and Exchange Commission.

(2) The annual fees paid under subsection (1) are calculated as revenue of the Cyprus Securities and Exchange Commission.».

