

**LAW PROVIDING FOR TRANSPARENCY REQUIREMENTS
IN RELATION TO INFORMATION ABOUT ISSUERS WHOSE SECURITIES ARE
ADMITTED TO TRADING ON A REGULATED MARKET**

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For the purpose of harmonisation with -

Official Journal of (α) The act of the European Community titled “Directive 2004/109/EC
E.C.: L390,
31.12.2004,
p. 38.

of the European Parliament and of the Council of 15 December 2004 on the harmonisation of 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

Official Journal of (β) Articles 2, 5, 9 and 11 of the act of the European Community titled
E.C.: L69,
9.3.2007, p. 27.

“Commission Directive 2007/14/EC of 8 March 2007 laying down detailed rules for the implementation of certain provisions of Directive 2004/109/EC on the harmonisation of transparency

requirements in relation to information about issuers whose securities are admitted to trading on a regulated market”,

The House of Representatives hereby enacts as follows:

ΜΕΡΟΣ Ι

ΕΙΣΑΓΩΓΙΚΕΣ ΔΙΑΤΑΞΕΙΣ

Summary title. 190(I) of 2007 1. The present law shall be cited as the Transparency Requirements (Securities Admitted to Trading on a Regulated Market) Law of 2007.

Definition. 2. In the present law except where it follows otherwise from the context -

“Republic” shall mean the Republic of Cyprus;

“disclosure” shall mean making public regulated information, in accordance with the provisions of section 37 ·

144(I) of 2007. “portfolio management” shall have the meaning given to it in subsection (1), of section 2 of the Investment Services and Activities and Regulated Markets Law of 2007·

“International Standards on Auditing” shall mean the International Standards of Auditing (ISA) in force as well as the relevant texts, which are published by the International Auditing and Assurance Board (IAASB)·

“International Financial Reporting Standards” shall mean the International Financial Reporting Standards (IFRS) in force and the interpretations issued by the International Accounting Standards Board (IASB) and shall include the International Accounting Standards (IAS).

“court” shall mean a court with competent jurisdiction.

“market maker” shall mean a person, who holds himself out on the financial markets on a continuous basis as being willing to deal on own account, by buying and selling financial instruments against its proprietary capital, at prices defined by such market maker.

“issuer” shall mean –

- (a) a legal entity governed by private or public law, including a state, whose securities are admitted to trading on a regulated market.
- (b) in the case of depository receipts representing securities, the issuer of the securities represented.

“auditor” in the case of the Republic, shall have the meaning given to it in subsection (1), of section 2 of the Companies Law and, in the case of any other member state, it shall mean the person with the required legal qualifications to act as auditor, as defined in the legislation of that member state harmonising directive 2006/43/EC.

Cap. 113.
9 of 1968
76 of 1977
17 of 1979
105 of 1985
198 of 1986

19 of 1990
41(I) of 1994
15(I) of 1995
21(I) of 1997
82(I) of 1999
149(I) of 1999
2(I) of 2000
135(I) of 2000
151(I) of 2000
76(I) of 2001
70(I) of 2003
167(I) of 2003
92(I) of 2004
24(I) of 2005
129(I) of 2005
130(I) of 2005
98(I) of 2006
124(I) of 2006
70(I) of 2007
71(I) of 2007
131(I) of 2007.

“controlled undertaking” shall have the meaning given to it in section 3.

64(I) of 2001
157(I) of 2002
71(I) of 2004
187(I) of 2004
44(I) of 2007.

“Cyprus Securities and Exchange Commission” shall mean the public corporate body, established and operating pursuant to the Cyprus Securities and Exchange Commission (Establishment and Responsibilities) Law.

“investment firm” or “IF” in the case of the Republic shall have the meaning given to it in subsection (1) of section (2) of the Investment Services and Activities and Regulated Markets Law and, in the case of another member state, it shall mean the investment firm, which operates in accordance with the legislation of that member state harmonizing directive 2004/39/EC

200(l) of 2004. “management company” in the case of the Republic shall have the meaning given to it in section 41 of the Open-Ended Undertakings for Collective Investment in Transferable Securities (UCITS) and Related Issues Law and, in the case of another member state, it shall mean the company which operates in accordance with the legislation of that member state harmonizing directive 85/611/EEC .

114(l) of 2005. “annual bulletin” in the case of the Republic, shall have the meaning given to it in section 2 of the Public Offer and Prospectus Law of 2005 and, in the case of another member state, it shall mean the document drawn up in accordance with the legislation of that member state harmonizing directive 2003/71/EC .

“European Commission” shall mean the Commission of the European Communities .

Official Journal of E.C...:L 243, 11.9.2002, p.1. “Regulation 1606/2002” shall mean the action of the European Community titled “Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards”, as amended .

“Central Bank” shall mean the Central Bank of Cyprus, established pursuant to section 3 of the Central Bank of Cyprus Laws 1963 until 2001 and which operates pursuant to the Central Bank of Cyprus Laws of 2002 until 2007.

48 of 1963

10 of 1979

35 of 1990

233 of 1991

74(l) of 1992

66(l) of 1993

100(l) of 1994

99(l) of 1995

116(l) of 1996

107(l) of 1997

97(l) of 1998

92(l) of 1999

148(l) of 1999

124(l) of 2000

166(l) of 2000

147(l) of 2001.

138(l) of 2002

166(l) of 2003

34(l) of 2007.

“securities” shall mean these classes of all the types of securities which are negotiable on the capital market , with the exception of –

(a) instruments of payment, and

(b) money market instruments having a maturity of less than twelve months,

and it includes -

- (aa) shares in companies and other securities equivalent to shares in companies, partnerships or other entities, and depositary receipts in respect of shares,
- (bb) bonds or other forms of securitized debt, including depositary receipts in respect of such securities,
- (cc) any other securities giving the right to acquire or sell any such transferable securities or giving rise to a cash settlement determined by reference to transferable securities, currencies, interest rates, yields, commodities or other indices or measures.

“securities issued in a continuous or repeated manner” shall mean the debt securities of the same issuer on tap or at least two separate issues of securities of a similar type and/or class.

«member state» shall mean a member state of the European Union or another state which is party to the European Economic Area Agreement, signed in Oporto on the 2nd May 1992 and was adapted by the Protocol signed in Brussels on the 17th May 1993, as the Agreement is amended.

“home member state” shall have the meaning given to it in section 5.

“host member state” shall mean a member state in which securities are admitted to trading on a regulated market, if different from the home member state.

“units of collective investment undertaking” shall mean securities issued by a collective investment undertaking and representing rights of the participants in such an undertaking over its assets.

“money market instruments” shall mean those classes of instruments which are normally dealt in on the money market, such as treasury bills, certificates of deposit and commercial papers and excluding instruments of payment.

“shareholder” shall mean any person governed by private or public law, who holds directly or indirectly -

- (α) shares of the issuer in its own name and on its own account,
- (β) shares of the issuer in own name but on behalf of another person,
- (γ) depository receipts, in which case the holder of the depository receipt shall be considered as the shareholder of the underlying shares represented by the depository receipts.

“parent company” in the case of the Republic shall have the meaning as given to it in section 148 of the Companies Law and, in the case of another member state, it shall mean the company which satisfies the requirements of the legislation of that member state harmonising directive 83/349/EEC.

“Directive” shall mean the regulatory Directive of the Cyprus Securities and Exchange Commission, issued pursuant to the provisions of the present Act and published in the Official Gazette of the Republic ·

“directive 78/660/EEC” shall mean the action of the European Community
 Official Journal of E.C.:L222,
 14.8.1978,
 p.1·
 L 363,
 20.12.2006,
 p. 137.
 titled “Fourth Council Directive 78/660/EEC of 25 July 1978 based on Article 54 (3) (g) of the Treaty on the annual accounts of certain types of companies”, as was last amended by Directive 2006/99/EC, and as amended ·

“directive 83/349/EEC” shall mean the action of the European Community
 Official Journal of E.C.:L193,
 18.7.1983, p. 1·
 L 363,
 20.12.2006,
 p. 137.
 titled “seventh Council 83/349/EEC of 13 June 1983 based on Article 54(3)(g) of the Treaty on consolidated accounts”, as was last amended by directive 2006/99/EC, and as further amended·

“directive 85/611/EEC” shall mean the action of the European Community
 Official Journal of E.C.: L 375,
 31.12.1985, p. 3·
 L 79, 24.3.2005,
 p. 9.
 titled “Council Directive of 20 December 1985 on the coordination of law, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS)”, as was last amended by directive 2005/1/EC, and as may be amended from time to time ·

“directive 2000/12/EC” shall mean the action of the European Community
 Official Journal of E.C.:L 275,
 27.10.2000,
 p. 39·
 L 70, 9.3.2006,
 p. 33.
 titled “Directive 2000/12/EC of the European Parliament and of the Council of 20th March 2000 relating to the taking up and pursuit of the business of credit institutions”, as was last amended by directive 2006/29/EC, and as amended·

Official Journal of E.C.: L345, 31.12.2003, p.64.

“directive 2003/71/EC” shall mean the action of the European Community titled “Directive 2003/71/EC of the European Parliament and of the Council of 4th November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending directive 2001/34/EC”, as amended.

Official Journal of E.C.: L145, 30.4.2004, p. 1· L114, 27.4.2006, p. 60.

“directive 2004/39/EC” shall mean the action of the European Community titled “Directive 2004/39/EC of the European Parliament and of the Council of 21st April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC”, as was last amended by Directive 2006/31/EC and as amended .

Official Journal of E.C.: L390, 31.12.2004, p. 38.

“directive 2004/109/EC” shall mean the action of the European Community titled “Directive 2004/109/EC of the European Parliament and of the Council of 15th December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC” as amended .

Official Journal of E.C.: L157, 9.6.2006, p. 87.

“directive 2006/43/EC” shall mean the action of the European Community titled “Directive 2006/43/EC of the European Parliament and of the Council of 17th May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC” as amended.

Official Journal of
E.C.: L177,
30.6.2006,
p. 201.

“directive 2006/49/EC” shall mean the action of the European Community titled “Directive 2006/49/EC of the European Parliament and of the Council of 14th June 2006 on the capital adequacy of investment firms and credit institutions” as amended ·

“collective investment undertaking other than the closed end type” shall mean unit trusts and investment companies -

- (a) the object of which is the collective investment of capital provided by the public and which operate on the principle of risk spreading, and
- (b) the units of which are, at the request of the holder of such units, repurchased or redeemed, directly or indirectly, out of the assets of those undertakings·

“credit Institution” shall mean-

- (a) in the case of the Republic, a bank and/or a cooperative credit institution,
- (b) in the case of another member state, a credit institution which operates in accordance with the legislation of that member state harmonizing directive 2000/12/EC,
- (c) in the case of a third country, a credit institution which has received an operating license in accordance with the legislation relating to the credit institutions of that third country·

“regulated information” shall have the meaning given to it in section 6·

“regulated market” or “organised market” in the case of the Republic shall have the meaning given to it in sub-section (1) of section 2 of the the Investment Services and Activities and Regulated Markets Law and in the case of another member state, it shall mean the market in accordance with the legislation of that member state harmonizing directive 2004/39/EC.

“cooperative credit institution” shall have the meaning given to it in section 2 of the Law on Cooperative Companies.

22 of 1985

68 of 1987

190 of 1989

8 of 1992

22(l) of 1992

140(l) of 1999

140(l) of 2000

171(l) of 2000

8(l) of 2001

123(l) of 2003

124(l) of 2003

144(l) of 2003

5(l) of 2004

170(l) of 2004

230(l) of 2004

23(l) of 2005

49(l) of 2005

76(l) of 2005

29(l) of 2007

37(l) of 2007.

66(l) of 1997
74(l) of 1999
94(l) of 2000
119(l) of 2003
4(l) of 2004
151(l) of 2004
231(l) of 2004
235(l) of 2004
20(l) of 2005.

“bank” shall have the meaning given to it in section 2 of the Banking Law.

“third country” shall mean a country that is not a member state.

“debt securities” shall mean bonds or other forms of transferable securitized debts with the exception of securities -

- (a) which are equivalent to shares in companies, or
- (b) which if converted or if the rights conferred by them are exercised, give rise to a right to acquire shares or securities equivalent to shares.

14(l) of 1993
32(l) of 1993
91(l) of 1994
45(l) of 1995
74(l) of 1995
50(l) of 1996

"Cyprus Stock Exchange" shall mean the Cyprus Stock Exchange established pursuant to section 3 of the Cyprus Securities and Stock Exchange Law.

16(l) of 1997

62(l) of 1997

71(l) of 1997

83(l) of 1997

29(l) of 1998

137(l) of 1999

19(l) of 2000

20(l) of 2000

39(l) of 2000

42(l) of 2000
49(l) of 2000
50(l) of 2000
136(l) of 2000
137(l) of 2000
141(l) of 2000
142(l) of 2000
175(l) of 2000
9(l) of 2001
37(l) of 2001
43(l) of 2001
66(l) of 2001
79(l) of 2001
80(l) of 2001
81(l) of 2001
82(l) of 2001
105(l) of 2001
119(l) of 2001
120(l) of 2001
1(l) of 2002
87(l) of 2002
147(l) of 2002
162 (l) of 2002
184(l) of 2003
205(l) of 2004
43(l) of 2005
99(l) of 2005
115 (l) of 2005
93(l) of 2006
28(l) of 2007.

“financial instruments” shall mean the securities, options, future options, swaps, forward rate agreements and any other derivative contract as mentioned in Part III of the Third Annex of the Investment Services and Activities and Regulated Markets Law.

Definition of
“controlled
undertaking”.

3.-(1) For the purposes of the present Law, “controlled undertaking” shall mean any undertaking in which a person -

- (a) has a majority of the voting rights, or
- (b) has the right to appoint or remove a majority of the members of the administrative, management or supervisory body and is at the same time a shareholder in or member of, the undertaking in question, or
- (c) is a shareholder or member and alone controls a majority of the shareholders’ or members’ voting rights, respectively, pursuant to an agreement entered into with other shareholders or members of the undertaking in question, or
- (d) has the power to exercise, or actually exercises, dominant influence or control.

(2) For the purposes of paragraph (b) of subsection (1), the right of a person to appoint or remove shall include –

- (a) the right of any other undertaking controlled by that person, and
- (b) the rights of any other person acting, albeit in its own name, but on behalf of that person or of any other undertaking controlled by that person.

Definition of
“electronic
means”.

4.-(1) For the purpose of the present Law, “electronic means” shall mean the electronic equipment for the processing, including digital compression, storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means.

(2) The Cyprus Securities and Exchange Commission may by way of Directive establish an indicative list of the means which are not to be considered as electronic means.

Definition of
“home member
state”

5.-(1) In the case of an issuer incorporated in a member state and of an issuer of shares or debt securities the denomination of which is less than 1000 euro, “home member state” shall mean the member state in which such issuer has its registered office.

(2) In the case of an issuer incorporated in a third country and of an issuer shares or debt securities the denomination of which is less than 1000 euro, “home member state” shall mean the member state in which such issuer is required to file its annual bulletin with the competent authority.

(3) The definition of “home member state” shall be applicable to debt securities in a currency other than Euro, provided that the value of such denomination per unit is, at the date of the issue, less than or nearly equivalent to EUR 1000.

(4) For any issuer not covered by the scope of application of subsections (1), (2) and (3), “home member state” shall mean the member state chosen by such issuer in accordance with the provisions of section 8.

Definition of
“regulated
information”.

6. For the purpose of the present Law, “regulated information” shall mean all information which -

(a) the issuer, or

(b) any other person who has applied for the admission of securities to trading on a regulated market without the issuer’s consent,

is required to disclose pursuant to-

(aa) the present Law and the Directives thereof, or

116(l) of 2005.

(bb) section 11 of the Insider Dealing and Market Manipulation (Market Abuse) Law and the Directives issued thereof.

Purpose and
scope of
application of the
present Law.

7.-(1) The present Law establishes the requirements in relation to the disclosure of periodic and ongoing information about issuers whose securities are already admitted to trading on a regulated market and for which the Republic is the home member state.

(2) The present Law shall not apply to -

(a) units issued by collective investment undertakings other than the closed-end type

(b) units acquired or disposed of in collective investment undertakings other than the closed end type.

Choice of home member state.

8.-(1) Every issuer who has the right to choose its home member state in accordance with subsection (4) of section 5, must exercise this right by choosing only one home member state between–

- (a) the member state in which the issuer has its registered office, and
- (b) those member states which have admitted its securities to trading on a regulated market on their territory.

(2) The choice of the issuer as to its home member state cannot be revoked before the end of at least three (3) years, unless its securities are no longer admitted to trading on any regulated market which is situated in or operating in the Community.

(3) Where the issuer chooses the Republic as home member state, its choice is disclosed in accordance with the provisions of section 37.

PART II

PERIODIC INFORMATION BY ISSUERS

Annual financial report.

9.-(1) Every issuer discloses its annual financial report as soon as possible and at the latest within four (4) months after the end of each financial year.

(2) Every issuer ensures that the annual financial report remains available to the public for at least five (5) years.

(3) The annual financial report comprises of-

(a) The annual financial statements,

(b) the management report, and

(c) statements made, by the members of the board of directors, the chief executive officer or the person who exercises equivalent duties and the chief financial officer, if they are not members of the board of directors of the issuer, whose names and functions are clearly indicated, in accordance with the provisions of subsection (7).

(4) (a) An issuer incorporated pursuant to the Companies Law, who is not required to prepare consolidated accounts according to the said law, prepares its annual financial statements, in accordance with the provisions of the Companies Law.

(b) An issuer incorporated pursuant to the law of another member state harmonizing Directive 83/349/EEC and who is, according to that law not required to prepare consolidated accounts, prepares its annual financial statements in accordance with the provisions of such law.

- (c) The annual financial statements of an issuer incorporated in the Republic pursuant to the Companies Law, who is required to prepare consolidated accounts pursuant to such Law, comprise of –
- (i) the consolidated accounts drawn up in accordance with the Companies Law or Regulation 1606/2002, and
 - (ii) the annual accounts of the parent company, drawn up in accordance with –
 - (A) the Companies Law, if the parent company is incorporated in the Republic, or
 - (B) the law of the member state in which the parent company is incorporated.
- (d) The annual financial statements of an issuer who is required pursuant to the laws of another member state harmonizing directive 83/349/EEC, to prepare consolidated accounts, comprise of –
- (i) the consolidated accounts drawn up in accordance with Regulation 1606/2002, and
 - (ii) the annual accounts of the parent company, drawn up in accordance with-
 - (A) the Companies Law where the parent company is incorporated in the Republic, or
 - (B) the law of the member state in which the parent company is incorporated.

- (5) (a) The annual financial statements of an issuer who has been incorporated pursuant to the Companies Law, are audited by a person which is considered to have the necessary qualifications to be appointed as an auditor and in accordance with sections 155 and 156 of such law, subject to the International Standards on Auditing in force.
- (b) The annual financial statements of an issuer, who does not fall within the scope of paragraph (a), are audited according to –
- (i) the law of its member state harmonizing articles 51 and 51a of directive 78/660/EEC or,
 - (ii) where the issuer is required to prepare consolidated accounts, the law of its member state harmonizing article 37 of directive 83/349/EEC.
- (c) The audit report, signed by the person responsible for auditing the financial statements, is disclosed in full together with the annual financial report.
- (6)(a) In the case of an issuer incorporated pursuant to the Companies Law, the management report is drawn up in accordance with the provisions of sections 57D and 151 of that Law.

(b) In the case of an issuer who does not fall within the scope of paragraph (a), the management report is drawn up in accordance with –

- (i) the law of its member state harmonizing article 46 of directive 78/660/EEC or,
- (ii) where such an issuer is required to prepare consolidated accounts, the law of its member state harmonizing article 36 of directive 83/349/EEC.

(7) The persons referred to in paragraph (c) of subsection (3), make statements, to the effect that, to the best of their knowledge:

(a) The annual financial statements –

- (i) have been prepared in accordance with the applicable set of accounting standards and in accordance with the provisions of subsection (4) above, and
- (ii) give a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer and the undertakings included in the consolidated accounts taken as a whole and

(b) the management report includes a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidated accounts as a whole, together with a description of the principal risks and uncertainties that they face.

(8) The Cyprus Securities and Exchange Commission may by way of Directive -

- (a) within the scope of application of subsections (1) and (2), specify the manner or/and the requirements, under which the annual financial report, including the audit report, is to remain available to the public for (5) years·
- (b) specify, elaborate or clarify information which must be included in the annual financial report.

Half-yearly
financial report.

10.-(1) Every issuer of shares or debt securities discloses as soon as possible a half-yearly financial report covering the first six months of the financial year and at the latest within two months after the end of the first six months of the financial year.

(2) The issuer referred to in subsection (1), ensures that the half-yearly financial report remains available to the public for at least five (5) years.

(3) The half-yearly financial report comprises of -

- (a) the interim financial statements·
- (b) the interim management report· and

- (c) statements made by the members of the board of directors of the issuer, the chief executive officer or the person who exercises equivalent duties and the chief financial officer if not members of the board of directors of the issuer, whose names and functions are clearly indicated, in accordance with the provisions of subsection (7).

(4) Subject to the provisions of section 58, the interim financial statements of the issuer are prepared in accordance with the International Financial Reporting Standard applicable to the interim financial statements.

- (5)(a) Where the half-yearly financial report has been audited or has been reviewed by an auditor, the auditors' report or the auditor's review (audit review) respectively, must be reproduced in full in the half-yearly financial report.

- (b) Where the half-yearly financial report has not been audited or reviewed by auditors, or if the auditor has refused to issue the relevant report or review, the fact must be reported by the issuer in its interim management report.

(6) The interim management report includes at least -

- (a) A detailed and extended economic analysis of the results, so that the readers of the report will be able to assess and evaluate the course of the results during the period -

- (b) a declaration of any income from non recurring or extraordinary activities of the issuer ·

- (c) comparative economic analysis of the figures showing for the period in relation to the previous corresponding period, which has to be sufficient and extensive in order to identify the changes and the differences between the results of the two periods·

- (d) an indication of important events that have occurred during the first six months of the financial year, and their impact on the interim financial statements·

- (e) a description of the principal risks and uncertainties for the remaining six months of the financial year·

- (f) any other substantial information, which affects or could affect the assessment or evaluation by the readers of the report, regarding profits and losses for the relevant period or any future periods, the prospects and trends of the operations and the gain or loss of important contracts or co operations·

- (g) In the case of an issuer of shares, the related parties' transactions during the first six months of the financial year, in accordance with the International Financial Reporting Standard applicable to the related parties transactions.

(7) The persons referred to in paragraph (c) of subsection (3), make statements, to the effect that, to the best of their knowledge -

(a) the interim financial statements–

- (i) have been prepared in accordance with the applicable set of accounting standards and in accordance with the provisions of subsection (4), and
- (ii) give a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer, or the undertakings included in the consolidated accounts as a whole· and

(b) the interim management report includes a fair review of the information required by subsection (6).

(8) The Cyprus Securities and Exchange Commission may by way of Directive -

(a) within the scope of application of subsections (1) and (2), specify the manner and/or the requirements under which a half-yearly financial report, including the audit report or the audit review, is to remain available to the public for five (5) years·

(b) within the scope of application of paragraph (a) of subsection (5), specify, elaborate or clarify issues with regards to the nature of the auditor's review ·

- (c) specify, elaborate or clarify information which must be included in the half yearly financial reports.

Interim
management
statement.

11.-(1) Subject to the provisions of subsection (1), of section 12 and without prejudice to the provisions of section 11 of the Insider Dealing and Market Manipulation (Market Abuse) Law, every issuer of shares discloses an interim management statement during both six months periods of the financial year.

(2) The interim management statement is prepared and disclosed in a period between ten (10) weeks after the beginning and six (6) weeks before the end of the relevant six-month period.

(3) The information included in the interim management statement covers the period from the beginning of the relevant six month period until the date that the statement is disclosed and provides -

- (a) An explanation of material events and transactions that have taken place during the relevant period and their impact on the financial position of the issuer and its controlled undertakings and
- (b) a general description of the financial position and performance of the issuer and its controlled undertakings during the relevant period.

Quarterly financial reports. 12.-(1) An issuer of shares who publishes quarterly financial reports -

Official Journal, PART III: 30.12.2005. 18.5.2007. (α) Pursuant to the decision of the Board of the Cyprus Stock Exchange published in the Official Gazette of the Republic as R.A.D. 596/2005, as amended recently by the decision of the Board of the Cyprus Stock Exchange published in the Official Gazette of the Republic as R.A.D. 209/2007, or pursuant to the corresponding legislation of another member state, or

(β) pursuant to such rules imposed by the regulated market, or

(γ) by its own initiative,

which include quarterly interim financial statements, is not subject to the obligation of preparing and disclosing interim management statements as provided for in section 11 for the corresponding period.

(2) Where the issuer prepares quarterly financial reports, which include quarterly interim financial statements, must disclose those, in accordance with the provisions of section 37, within two (2) months from the end of the first and third quarter of each year.

Indicative Result. 13.-(1) Every issuer discloses, as soon as possible and at the latest within two (2) months from the end of the period relevant to the annual financial reports, an indicative result (net gain or loss after tax) for the full financial year.

(2) The indicative result is prepared in accordance with the set of accounting standards applicable for the preparation of the annual financial statements or the interim financial statements.

(3) The disclosure of the indicative result for the financial year is accompanied by a report, which includes at least the information required by paragraphs (a), (b), (c) and (f) of subsection (6), of section 10.

Exemption from the provisions of sections 9, 10, 11 and 12.

14. The obligations provided for in sections 9, 10, 11 and 12 do not apply

-

(a) Where the issuer is –

- (i) The Republic or another member state,
- (ii) a regional or local authority of the Republic or of another member state,
- (iii) a public international body of which the Republic or at least another member state is a member,
- (iv) the European Central Bank,
- (v) the Central Bank,
- (vi) any other member states' national central bank,

whether or not they issue shares or other securities.

- (b) to issuers exclusively of debt securities admitted to trading on a regulated market –
- (i) when the denomination per unit of which is at least EUR 50.000, or
 - (ii) in the case of debt securities denominated in a currency other than euro, the value of such denomination per unit is, at the date of the issue, equivalent to at least EUR 50.000.

Responsibility for preparation and disclosure of periodic information.

15.-(1) Every issuer and its administrative, management or supervisory bodies are responsible for the preparation and disclosure of the information required, in accordance with the provisions of sections 9, 10, 11 and 12.

(2) In the case of non preparation and non disclosure of the information required in accordance with the provisions of sections 9, 10, 11 and 12, the administrative, management or supervisory bodies of the issuer are personally presumed liable for the omission and are subjected to administrative fines in accordance with the provisions of section 16, unless they are able to prove that the infringement was not due to their liability, deliberate omission or negligence.

Infringement of Part II. 16. Any person who does not comply with the provisions of the present Part and of the Directives issued thereof is subject to an administrative fine from the Cyprus Securities and Exchange Commission which shall not exceed the amount of one hundred thousand pounds (CYP100.000) and, in the case of repetition of the infringement, to an administrative fine which shall not exceed the amount of two hundred thousand pounds (CYP200.000), depending on the severity of the infringement.

PART III

ONGOING INFORMATION BY THE ISSUER

Disclosure of acquisition or disposal of own shares. 17.-(1) Provided that the Republic is the home member state of an issuer, who acquires or disposes of its own shares, either itself or through a person acting in its own name but on the issuer's behalf, the issuer is under an obligation to disclose, as soon as possible and the latest within the next working day following the date of such acquisition or disposal the total proportion of its own shares, where that-

- (a) reaches or exceeds the thresholds of five percent (5%) or ten percent (10 %) of the total voting rights, in the case of an acquisition.
- (b) reaches or falls below the thresholds of five percent (5%) or ten percent (10%) of the total voting rights, in the case of a disposal.

(2) The proportion of shares disclosed by the issuer in accordance with the provisions of subsection (1) is calculated on the basis of the total number of shares of the issuer to which voting rights are attached.

(3) The Cyprus Securities and Exchange Commission may by way of Directive regulate any specific matter with regard to the application of the present section.

Disclosure of total number of voting rights and capital.

18. Subject to the provisions of section 60, for the purpose of calculating the thresholds provided for in subsection (2), of section 28 and provided that the Republic is the home member state of the issuer, every issuer has an obligation to disclose the total number of voting rights and capital at the end of each calendar month during which an increase or decrease of such total number has occurred.

Disclosure of notification of the acquisition or disposal of voting rights.

19. Subject to the provisions of subsection (2) of section 59, every issuer has an obligation to disclose as soon as possible and not before the next working day following the receipt of a notification, which is prepared in accordance with the provisions of subsection (1) of section 32, all information contained in it.

Communication of proposed draft amendment of instruments of incorporation or statutes.

20. Every issuer communicates as soon as possible and the latest before the date of calling the general meeting which is to examine the draft amendment, every draft proposal for the amendment of its instrument of incorporation or statutes to the Cyprus Securities and Exchange and to the relevant market to which its securities have been admitted to trading.

Disclosure of change in rights.

21.-(1) Every issuer of shares has an obligation to disclose immediately and without delay any change in the rights attaching to the various classes of shares, including changes in the rights attaching to derivative securities issued by the issuer and giving access to the shares of that issuer.

(2) Every issuer of securities other than shares, has an obligation to disclose immediately and without delay any change in the rights of holders of such securities, including changes in the terms or conditions of such securities which could indirectly affect the rights of holders, such as changes in loan terms or in interest rates.

Disclosure of new loan issues. 22.-(1) Every issuer has an obligation to disclose immediately and without delay, any new loan issues, with reference to terms and any guarantee or security in respect thereof.

(2) Without prejudice to Insider Dealing and Market Manipulation (Market Abuse) Law, the obligation of subsection (1) shall not apply to an issuer which is a public international body of which the Republic or at least another member state is a member.

Responsibility for the disclosure of the information of sections 21 and 22. 23. In the case of non compliance with the provisions of sections 21 and 22, the administrative, management or supervisory bodies of the issuer are presumed personally liable for the omission and are subjected to an administrative fine in accordance with the provisions of section 24, unless they prove that the infringement was not due to their liability, deliberate omission or negligence.

Infringement of Part III. 24. Any person, who does not comply with the provisions of the present Part and of the Directives issued thereof, is subject to an administrative fine from the Cyprus Securities and Exchange Commission which shall not exceed the amount of fifty thousand pounds (CYP50.000) and in the case of repetition of the infringement, to an administrative fine which shall not exceed the amount of one hundred thousand pounds (CYP100.000), depending on the severity of the infringement.

PART IV**FRAMEWORK OF COMMUNICATION FOR ISSUERS AND HOLDERS OF
SECURITIES**

Equal treatment
and specific
obligations of
issuer of shares.

25.-(1) Every issuer of shares, is under an obligation to ensure equal treatment for all shareholders who are in the same position.

(2) Without prejudice of the provision of subsection (1), every issuer of shares shall have the following obligations:

- (a) In case where the Republic is the home member state, to ensure that there are available to the Republic all the necessary facilities and information to enable shareholders to exercise their rights.
- (b) to ensure that the integrity and safety of data is preserved.
- (c) subject to the provisions of the Companies Law or, where the issuer of shares has been incorporated in another member state, of the law that member state, not to prevent the exercise of the rights of the shareholders by proxy.

(3) Additionally to the obligations of subsection (2), every issuer of shares is obliged, particularly, to-

- (a) Provide information on –
 - (i) The place, time and agenda of meetings,
 - (ii) the total number of shares and voting rights, and
 - (iii) the rights of shareholders to participate in meetings.

 - (b) make available the required proxy form, on paper or, where applicable, by electronic means, to each person entitled to vote at a shareholders' meeting together with the notice concerning the meeting, and in case of meetings called via announcement without notice to each shareholder, to each shareholder upon request.

 - (c) designate as its agent a financial institution through which shareholders may exercise their financial rights and

 - (d) publish notices or distribute circulars concerning the allocation and payment of dividends or the issue of new shares, including information on any arrangements for allotment, subscription, cancellation or conversion.
- (4) For the purposes of conveying information, an issuer of shares may use electronic means provided that the decision for using electronic means is taken in a general meeting and the conveyance of information meets, at least, the following conditions-

- (a) The use of electronic means is in no way depended upon the location of the seat or residence of the shareholder or, of the persons which have been notified to the issuer as being entitled to exercise voting rights, in accordance with the provisions of section 30.
- (b) identification arrangements are put in place so that the shareholders, or the persons which have been notified to the issuer as being entitled to exercise voting rights, are effectively informed.
- (c) subject to the the provisions of subsection (5) and without prejudice to the provisions of subsection (6), it is required in writing, from the shareholders, or the persons that have been notified to the issuer as entitled to exercise voting rights, in accordance with the provisions of paragraphs (aa), (bb) ,(cc), (dd) and (ee) of subsection (1) of section 30, consent for the use of electronic means for conveying information.
- (d) any apportionment of the costs entailed in the conveyance of information by electronic means is determined by the issuer in compliance with the principle of equal treatment laid down subsection (1).

(5) For the purpose of paragraph (c) of subsection (4), in the cases where the persons referred to in the relevant subsection do not object within a reasonable period of time, it is presumed that they have consented.

(6) The persons referred to in paragraph (c) of subsection (4) may, at any time in the future, request the written conveyance of information.

(7) The Cyprus Securities and Exchange Commission, within the framework of application of paragraph (c), of subsection (3), may by way of Directive specify the types of financial institutions which may be designated as agents, through which shareholders may exercise their financial rights.

Equal treatment and specific obligations of issuer of debt securities.

26.-(1) Every issuer of debt securities is under the obligation to ensure equal treatment of all debt securities holders ranking pari passu, in respect of all the rights attaching to those debt securities.

(2) Without prejudice to the provisions of subsection (1), every issuer of debt securities shall have the following obligations:

- (a) In case where the Republic is the home member state, to ensure that there are available to the Republic all the necessary facilities and information to enable debt securities holders to exercise their rights.
- (b) to ensure that the integrity and the safety of data is preserved.
- (c) subject to the provisions of the Companies Law or, where the issuer of debt securities has been incorporated in another member state, of the law of that member state, not to prevent the exercise of the rights by proxy of the debt securities holders.

(3) Additionally to the obligations of subsection (2), every issuer of debt securities is obliged, particularly, to -

- (a) publish notices or distribute circulars, concerning –
 - (i) the place, time and agenda of meetings of debt securities holders,
 - (ii) the payment of interest, the exercise of any conversion, exchange, subscription or cancellation rights,
 - (iii) repayment, and
 - (iv) the right of debt securities holders to participate in the meetings.
- (b) make available the required proxy form, on paper or, where applicable, by electronic means, to each person entitled to vote at a debt securities holders' meeting, and, in the case of meetings called via announcement without notice, to each debt security holder upon request and
- (c) designate as its agent a financial institution through which debt securities holders may exercise their financial rights.

(4) Where only the debt securities holders are invited at the meeting –

- (a) whose denomination per unit is at least 50.000 EUR, or
- (b) in a currency other than euro, whose denomination per unit is, at the date of the issue, equivalent to at least 50.000 EUR,

the issuer may choose as venue for the meeting any member state, provided that all the necessary facilities and information are made available in that member state to enable such holders to exercise their rights.

(5) For the purposes of conveying information, every issuer of debt securities whose home member state is the Republic, or an issuer, who chose the Republic as the venue for the meeting in accordance with the provisions of subsection (4), may use electronic means, provided the decision for using electronic means is taken in a general meeting and the conveyance of information meets, at least, the following conditions-

- (a) the use of electronic means is in no way depended upon the location of the seat or residence of the debt security holder or of the proxy representing such holder ·
- (b) identification arrangements are put in place so that debt securities holders are effectively informed·
- (c) it is required in writing from debt securities holders to consent to the use of electronic means for conveying information·
- (d) any apportionment of the costs, entailed in the conveyance of information by electronic means, is determined by the issuer of debt securities, in compliance with the principle of equal treatment laid down in subsection (1).

(6) For the purpose of paragraph (c), of subsection (5), where the persons referred to in the relevant subsection do not object within a reasonable period of time, it is presumed that they have consented.

(7) The persons mentioned in paragraph (c), of subsection (5), may, at any time in the future, request the written conveyance of the information.

(8) The Cyprus Securities and Exchange Commission, within the framework of application of paragraph (c), of subsection (3), may by way of a Directive specify the types of financial institutions which may be designated as agents, through which debt securities holders may exercise their financial rights.

Infringement of
Part IV.

27. Any issuer who infringes the provisions of the present Part and of the Directives issued thereof, is subject to an administrative fine from the Cyprus Securities and Exchange Commission which shall not exceed the amount of fifty thousand pounds (CYP50.000) and in the case of repetition of the infringement, to an administrative fine which shall not exceed the amount of one hundred thousand pounds (CYP100.000), depending on the severity of the infringement.

PART V

OBLIGATIONS OF PERSONS IN CASE OF ACQUISITION OR DISPOSAL OF VOTING RIGHTS IN AN ISSUER

Acquisition or disposal of shares to which voting rights are attached.

28.-(1) For the purpose of the present section, any person who acquires shares in an issuer for the first time to which voting rights are attached, is considered a shareholder, provided that, with the acquisition, the percentage of voting rights held in the issuer reaches or exceeds the thresholds of subsection (2).

(2) Subject to the provisions of subsection (1), of section 59, a shareholder who acquires or disposes shares in an issuer, to which voting rights are attached, has an obligation to notify—

(a) The issuer, and

(b) (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 is other than the Republic, the competent authority of such member state,

of the percentage of voting rights held provided that, as a result of such acquisition or disposal, this percentage -

(aa) In the case of an acquisition, reaches or exceeds, or

(bb) In the case of a disposal, reaches or falls below,

the thresholds of five percent (5%), or ten percent (10%), or fifteen percent (15%), or twenty percent (20%), or twenty five percent (25%), or thirty percent (30%), or fifty percent (50%) or seventy five percent (75%) of the total voting rights of the issuer.

(3) (a) 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,

of the proportion of voting rights held in the issuer, provided that that proportion reaches, exceeds or falls below the thresholds of subsection (2), as a result of equivalent events changing the breakdown of voting rights of the issuer, in accordance with the information disclosed pursuant to the provisions of section 18.

(b) Subject to the provisions of subsection (1), of section 59, in case of an issuer incorporated in a third country, every shareholder is subject to the notification obligation of paragraph (a), if there is occurrence of equivalent events as those described in paragraph (a).

(c) The Cyprus Securities and Exchange Commission may, by way of a Directive, draw up a list of events which result in changing the breakdown of the voting rights.

(4) The voting rights are calculated on the basis of all the shares of the issuer to which voting rights are attached even if the exercise thereof is suspended. Information is also given in respect of all the shares of the issuer which are in the same class and to which voting rights are attached.

(5) For calculating the percentages referred to in subsection (2), any voting rights that the shareholder has a right to acquire, dispose or exercise in accordance with the provisions of section 30, need to be aggregated.

Exemptions from the provisions of section 28.

29.-(1) Subject to the provisions of subsection (1), of section 59, the provisions of section 28 are not applicable to -

- (a) shares acquired for the sole purpose of clearing and settling of transactions at the latest of three working days following the transaction ·
- (b) a custodian holding shares in its custodian capacity, provided that the custodian can only exercise the voting rights attached to such shares under instructions given in writing or by electronic means by the beneficiary of the shares·
- (c) an acquisition or disposal of voting rights by a market maker, that reaches or crosses the 5% threshold of the total voting rights of the issuer, provided that the market maker -

- (i) Acts in its capacity as a market maker and in accordance with the provisions of the Investment Services and Activities and Regulated Markets Law, or where the Republic is not the home member state, in accordance with the law of that member state harmonizing directive 2004/39/EC, and
 - (ii) neither intervenes in the management of the issuer concerned nor exerts any influence on the issuer to buy such shares or back the share price ·
- (d) shares of an issuer, which are held in the trading book of a credit institution or an investment firm, in accordance with -

Official Journal,
Part III:
15.12.2006.
25.7.2007.

- (i) Chapter III, of Part B of the Directive of the Central Bank for the calculation of capital requirements and large financing exposures and the equivalent Directive of the Cyprus Securities and Exchange Commission, or
- (ii) the law of another member state harmonizing directive 2006/49/EC,

provided that -

- (iA) the voting rights attached to such shares do not exceed 5% of the total of voting rights of the issuer, and

- (iB) the credit institution or the investment firm ensures that the voting rights attached to such shares are not exercised nor otherwise used to intervene in the management of the issuer.
- (e) shares provided to or by the members of the European System of Central Banks in carrying out their functions as monetary authorities, including shares provided to or by members of the European System of Central Banks under a pledge or repurchase or similar agreement for liquidity granted for monetary policy purposes or within a payment system, provided that the transactions last for a short period and that the voting rights attaching to such shares are not exercised.

(2) For the purpose of subparagraph (iB), of paragraph (d), of subsection (1), the credit institution or the investment firm ensures compliance with the obligation imposed by such provision, by the non-exercise of the voting rights attached to the shares of the issuer, which are held in the trading book.

148(l) of 2002
214(l) of 2002
6(l) of 2003
86(l) of 2003
194(l) of 2003
195(l) of 2003
145(l) of 2004
238(l) of 2004
98(l) of 2005

(3) For the purposes of paragraph (d) of subsection (1), “trading book” shall have the meaning given to it in section 2 of the Investment Firms (IF) Law of 2002-2005.

(4) The Cyprus Securities and Exchange Commission may, by way of a Directive, for the application of paragraph (c), of subsection (1), the control mechanism that a market maker must comply with in order to benefit from the exemption.

Acquisition,
disposal or
exercise of major
proportions of
voting rights.

30.-(1) Subject to the provisions of subsection (1), of section 59, a person who is entitled to acquire, to dispose of or to exercise voting rights of the issuer, has an obligation to notify, in accordance with the provisions of subsections (1),(2),(3) and (4) of section 28-

(a) the issuer, and

(b) where the Republic is the home member state, the Cyprus Securities and Exchange Commission ,or

(c) where the home member state is other than the Republic, the competent authority of that member state.

of the percentage of voting rights held, provided that as a result of the acquisition or of the disposal or of the exercise or of the events changing the breakdown of voting rights of the issuer, that percentage reaches, exceeds or falls below the thresholds of subsection (2), of section 28, in any of the following cases or in a combination of them:

(aa) Voting rights held by a third party, with whom that person has concluded an agreement, which obliges the contractual parties to adopt, by concerted exercise of the voting rights they hold, a lasting common policy towards the management of the issuer in question.

- (bb) voting rights held by a third party under an agreement concluded with that person providing for the temporary transfer for consideration of the exercise of voting rights in question.
- (cc) voting rights attaching to shares which are lodged as collateral with that person, provided the person controls the voting rights and declares its intention of exercising them.
- (dd) voting rights attaching to shares in which that person has the life interest.
- (ee) voting rights which are held, or may be exercised within the meaning of paragraphs (aa), (bb), (cc) and (dd), by an undertaking controlled by that person.
- (ff) voting rights attaching to shares deposited with that person which the person can exercise at its discretion in the absence of specific instructions from the shareholder.
- (gg) voting rights held by a third party in its own name on behalf of that person.
- (hh) voting rights which that person may exercise at its discretion as a proxy of the shareholder in the absence of specific instructions given from the shareholder.

(2) The provisions of paragraph (cc) of subsection (1) shall not apply to shares provided to or by the members of the European System of Central Banks within the framework of carrying out their functions as monetary authorities, including shares provided to or by members of the European System of Central Banks within the framework of a pledge or repurchase or similar agreements for liquidity, granted for monetary policy purposes or within the framework of a payment system, provided that the transactions are for a short period and provided that the voting rights attached to such shares are not exercised.

Holders of
financial
Instruments.

31.-(1) Subject to the provisions of subsection (1), of section 59, a person, who, directly or indirectly, holds the financial instruments of subsection (5), has an obligation to notify, in accordance with the provisions of sections 28 and 29-

- (a) the issuer, and
- (b) where the Republic is the home member state, the Cyprus Securities and Exchange Commission , or
- (c) where the home member state is other than the Republic, the competent authorities of that member state

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

(2) The notification obligation of subsection (1) arises where the holder of the financial instrument, at the date of its maturity, holds-

- (a) Either the unconditional right to acquire the underlying shares,

(b) or the discretion to acquire or not to acquire such shares.

(3) For notification purposes, the holder of the financial instrument aggregates and notifies the issuer of the underlying shares all the financial instruments held in it.

(4) Where the financial instrument relates to more than one underlying shares, the holder notifies separately each issuer of underlying shares the percentage held in it.

(5) For the purpose of the present section “financial instruments” means the financial instruments, which result in an entitlement to acquire at the holder’s own initiative alone and under a legally binding agreement, shares, to which voting rights are attached, irrespectively of whether the shares have been issued by the issuer or not.

Content of
notification.

32.-(1) The notification required in accordance with the provisions of sections 28, 29 and 30, contains the following information:

(a) the resulting situation in terms of voting rights·

(b) Where applicable, the chain of controlled undertakings through which the voting rights are held·

(c) the date, on which the threshold was changed·

(d) the identity of -

- (i) the shareholder, even if not entitled to exercise the voting right due to occurrence of any of the conditions referred to in section 30, and
- (ii) the person entitled to exercise the voting rights on behalf of that shareholder.

(2) For the purpose of paragraph (a), of subsection (3), the percentage of voting rights is calculated, on the basis of the total number of voting rights and capital of the issuer, as disclosed by the issuer, in accordance with the provisions of section 18.

(3) In the case of notification in accordance with the provisions of section 31, this contains -

- (a) The resulting situation, in terms of voting rights·
- (b) where applicable, the chain of controlled undertakings through which the financial instruments are held·
- (c) the date, on which the threshold was changed·
- (d) with regard to instruments, for which there is an exercise period, an indication of the date or time period, where shares will be acquired or can be acquired, depending on the circumstance ·
- (e) the date of expiration of the instrument·

(f) the identity of the holder of the financial instrument·

(g) the name of the issuer.

(4) A legal person is exempted from the notification obligation required by subsection (1), provided that the notification is submitted by its parent company or any other company, which controls the parent company.

(5) The Cyprus Securities and Exchange Commission may, by way of Directive-

(a) establish the form to be used for the notification of information as per sections 28, 29, 30 and 31 to the issuer and the Cyprus Securities and Exchange Commission,

(b) provided that the conditions of section 30 apply, to clarify the circumstances under which the shareholder or the person referred to in section 30, or both, notify the issuer and the Cyprus Securities and Exchange Commission,

(c) regulate specific issues and particulars as to the application of the provisions of the present section.

Deadline of notification.

33.-(1) Subject to the provisions of subsection (1), of section 59, the notification required in accordance with the provisions of sections 28, 29, 30 and 32, shall be effected as soon as possible but not later than within the next working trading day-

(a) From the day that—

(i) the transaction was made, or

(ii) that the person subject to the notification obligation, learns of the acquisition or disposal of or of the possibility of exercising voting rights, or, having regard to the circumstances, should have learned of it, regardless of the date on which the acquisition, disposal or possibility of exercising voting rights takes effect.

(b) from the date that the person subject to the notification obligation learns of or, having regard to the circumstances, should have learned of the event that resulted in changing the breakdown of voting rights of the issuer, in accordance with paragraphs (a) and (b), of subsection (3), of section 28.

(2) For the purpose of subparagraph (ii), of paragraph (a), of subsection (1), the person subject to the notification obligation is presumed that it ought to have knowledge of the acquisition, or the disposal or the possibility to exercise voting rights, not later than two trading days after the transaction is made.

(3) The commencement of the notification deadline is not affected by the fact that the actual exercise of the voting rights acquired or transferred, cannot yet be performed or by the fact that the control on the voting rights has not been for typical reasons effected.

(4) The Cyprus Exchange and Securities Commission for the purposes of complying with the notification deadline, may, by way of Directive, establish the calendar of trading days.

Aggregation of holdings and management companies.

34.-(1) The parent company of a management company is not required to aggregate its holding in an issuer, with regard to shares, to which voting rights are attached or voting rights as per sections 28, 29 and 30, with the holdings that the management company manages in the same issuer, in accordance with the provisions of—

- (a) The Open Ended Undertakings for Collective Investment in Transferable Securities & Related Issues Law, or
- (b) the law of another member state harmonizing directive 85/611/EEC,

provided that, such management company exercises the voting rights that it manages independently from the parent company.

(2) The provisions of sections 28, 29 and 30 apply to the parent company of a management company which has an obligation to aggregate its holdings in an issuer with the holdings of the management company, where—

- (a) the parent company, or another controlled undertaking of the parent company, has invested in holdings managed by such management company, and

(b) the management company has no discretion to exercise the voting rights attached to such holdings, and may only exercise such voting rights under direct or indirect instructions received either from the parent company or from another controlled undertaking of the parent company.

(3) Where the Cyprus Securities and Exchange Commission believes that any of the provisions of the present section are not complied with, has the power to oblige a company to aggregate the voting rights held, irrespectively of the fact that, in accordance with the provisions of the present section, the company has no such obligation.

(4) The Cyprus Securities and Exchange Commission may, by way of Directive, specify or clarify the conditions of independence to be complied with by the management companies and their parent companies, in order to benefit from the provisions of the present section.

Aggregation of holdings and investment firms.

35.-(1) The parent company of an investment firm, authorised in accordance with the provisions of the Investment Services and Activities and Regulated Markets Law, is not required to aggregate its holding in an issuer, with regard to shares, to which voting rights are attached or voting rights as per sections 28, 29 and 30, with the holdings that the investment firm manages in the same issuer on a client-by-client basis within the framework of the portfolio management, provided that the investment firm-

- (a) Is authorized by a competent authority to provide the investment service of portfolio management in accordance with the provisions of –
- (i) The Investment Services and Activities and Regulated Markets Law, or
 - (ii) the law of another member state harmonizing directive 2004/39/EC.
- (b) may only exercise the voting rights attached to such shares, only under instructions given in writing or by electronic means or if it ensures, by putting into place appropriate mechanisms, that, wherever individual portfolio management services are offered, they are conducted independently of any other services under conditions equivalent to those provided for by –
- (i) the Open Ended Undertakings for Collective Investment in Transferable Securities & Related Issues Law, and
 - (ii) the law of another member state harmonizing directive 85/611/EEC and
- (c) exercises the voting rights held independently from the parent company.

(2) The provisions of sections 28, 29 and 30 apply to the parent company of an investment firm which has an obligation to aggregate its holdings in an issuer with the holdings of the investment firm, where –

- (a) the parent company, or another controlled undertaking of the parent company, has invested in holdings managed by such investment firm and
- (b) the investment firm has no discretion to exercise the voting rights attached to such holdings, and may only exercise such voting rights under direct or indirect instructions, received from the parent company or from another controlled undertaking of the parent company.

(3) Where the Cyprus Securities and Exchange Commission believes that any of the provisions of the present section are not complied with, has the power to oblige a company to aggregate the voting rights held, irrespectively of the fact that, in accordance with the provisions of the present section, the company has no such obligation. .

(4) The Cyprus Securities and Exchange Commission may, by way of Directive, specify or clarify the conditions of independence to be complied with by the investment firms and their parent companies, in order to benefit from the provisions of the present section.

Infringement of
Part V.

36. Any person who does not comply with the provisions of the present Part and of the Directives issued thereof, is subject to an administrative fine from the Cyprus Securities and Exchange Commission which shall not exceed the amount of fifty thousand pounds (CYP50.000) and, in the case of repetition of the infringement, to an administrative fine which shall not exceed the amount of one hundred thousand pounds (CYP100.000), depending on the severity of the infringement.

PART VI
DISCLOSURE, DISSEMINATION AND STORAGE
OF REGULATED INFORMATION

Disclosure of regulated information.

37.-(1) Where the Republic is the home member state of the issuer, the issuer or the person who has applied for admission to trading on a regulated market without the issuer's consent, has an obligation to disclose regulated information in a manner ensuring fast access to such information on a non-discriminatory basis to the public.

(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), to file the regulated information to the Cyprus Securities and Exchange Commission, who may publish it on its internet site
- (b) where the issuer has admitted its securities on a regulated market in the Republic, to publish the regulated information on such regulated market,
- (c) to make available the regulated information for storage to the officially appointed mechanism, in accordance with the provisions of section 38,
- (d) to publish the regulated information on its internet site,
- (e) 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.

(3) The issuer or the person who has applied for admission to trading on a regulated market without the issuer's consent may not charge investors any specific cost for providing the regulated information.

(4) For the application of paragraph (e), of subsection (2), the Cyprus Securities and Exchange Commission may, by way of Directive, specify the minimum requirements, which must be complied with by the issuer or by the person who has applied for admission to trading on a regulated market without the issuer's consent, when disseminating regulated information to the other member states and the media that may be used for such purpose.

(5) An issuer or the person who has applied for admission to trading on a regulated market without the issuer's consent, is exempted from the obligation to file regulated information with the Cyprus Securities and Exchange Commission, provided that the regulated information, have already been filed with the Cyprus Securities and Exchange Commission, in accordance with section 14 of the Insider Dealing and Market Manipulation (Market Abuse) Law.

(6) An issuer or the person who has applied for admission to trading on a regulated market without the issuer's consent, where the present section is applies, has no obligation to use only media whose operators are established in the Republic.

Mechanism for the central storage of regulated information.

38.-(1) The Cyprus Securities and Exchange Commission ensures that where the Republic is the home member state—

- (a) there is at least one officially appointed mechanism for the central storage of regulated information, and
- (b) such mechanism complies, on a continuing basis, with the minimum quality standards of security, certainty as to the information source, time recording and easy access by end users.

(2) The mechanism referred to in subsection (1), shall be aligned with the filing procedure of regulated information of section 20 and paragraph (a), of subsection (2), of section 37.

(3) The Cyprus Securities and Exchange Commission has the power to appoint the entity, which will act as the mechanism for the central storage of regulated information, provided it complies with the requirements of subsections (1) and (2).

(4) The Cyprus Securities and Exchange Commission may, by way of Directive, clarify the minimum quality standards regarding security, certainty as to the information source, time recording and easy access by users to the central storage mechanism as well as specify the terms and period for the storage of regulated information.

Cyprus Securities and Exchange Commission
Directive on the filing of regulated information.

39. Within the obligation to file regulated information with the Cyprus Securities and Exchange Commission by the issuer, the shareholder, the holder of financial instruments and the person referred to in section 30, the Cyprus Securities and Exchange Commission may, by way of Directive specify-

- (a) the manner and/or the procedure, in accordance with which the aforementioned persons shall file by electronic means the regulated information with the Cyprus Securities and Exchange Commission,
- (b) the procedure, in order to coordinate the filing by the issuer of the annual financial reports as required in section 9, with the filing of the annual bulletin.

PART VII

FALSE OR MISLEADING DATA AND INFORMATION OR CONCEALING

Sanctions for false, misleading data and concealing.

40.-(1) It is prohibited for any person, who publishes or discloses or notifies or files or communicates data or information, which is under an obligation to publish, disclose, notify, file or communicate pursuant to the present Law and of any Directives issued thereof, to provide and/or to confirm false or misleading data or information and/or to conceal data and information.

(2) A person, who does not comply with the provisions of subsection (1) is subject to an administrative fine from the Cyprus Securities and Exchange Commission which shall not exceed the amount of two hundred thousand pounds (CYP200.000) and in the case of repetition of the infringement, to an administrative fine which shall not exceed the amount of four hundred thousand pounds (CYP400.000), depending on the severity of the infringement.

(3) Infringement of the present section, other than an administrative offence in accordance with the provisions of subsection (2), constitutes a criminal offence, which, in the case of conviction, is punishable with imprisonment of up to five (5) years or with a fine of up to two hundred thousand pounds (CYP200.000) or with both such penalties.

(4) Criminal liability for the offence of subsection (1) when omitted by a legal entity, is laid, in addition to the legal entity, to any member of the administrative, management or supervisory bodies, proved to have consented or acted jointly in the commission of the criminal offence.

(5) A person who, in accordance with the provisions of subsection (4), is criminally liable for a criminal offence committed by a legal entity, is jointly and severally liable with the legal entity, for any loss to third parties as a result of the commitment of the criminal offence.

(6) Conviction of any person in accordance with the provisions of subsection (3), under no circumstance acquits such person from a possible criminal liability with regard to offences referred to in the Insider Dealing and Market Manipulation (Market Abuse) Law or any other law.

PART VIII
LANGUAGE OF DISCLOSURE AND
OF NOTIFICATION OF REGULATED INFORMATION

Language of disclosure of regulated information.

41.-(1) Where securities of an issuer are admitted to trading on a regulated market only in the Republic, which is the home member state, the issuer discloses regulated information in the greek language and, in addition, if it chooses so, in any other language customary in the sphere of international finance.

(2) Where securities of an issuer are admitted to trading on a regulated market in the Republic, which is the home member state, and at the same time in a regulated market in one or more host member states, the issuer discloses regulated information-

- (a) in the greek language and, in addition, if it chooses so, in a language customary in the sphere of international finance, and
- (b) depending on choice of the issuer, either in a language accepted by the competent authorities of those host member states or in a language customary in the sphere of international finance.

(3)(a) Where securities of an issuer are admitted to trading on a regulated market in one or more host member states, but not in the Republic, as a home member state, the issuer may choose to disclose regulated information, either in a language accepted by the competent authorities of those host member states or in a language customary in the sphere of international finance.

- (b) Provided that the Republic is the home member state of the issuer referred to in paragraph (a), the Cyprus Securities and Exchange Commission may require such issuer to disclose regulated information in the greek or english language.

(4) Where securities of an issuer are admitted to trading on a regulated market without the issuer's consent, the obligations of subsections (1), (2) and (3) shall be incumbent not upon the issuer, but upon the person who, without the issuer's consent, has requested such admission.

(5) By way of derogation from subsections (1), (2), (3) and (4), and for -

- (a) Securities, whose denomination per unit amounts to at least 50.000 euro, or
- (b) debt securities denominated in a currency other than euro, equivalent to at least 50.000 euro at the date of issue,

which are admitted to trading in the Republic and in one or more other member states, the issuer discloses regulated information –

- (aa) either in a language accepted by the Cyprus Securities and Exchange Commission where the Republic is the home member state, and by the competent authorities of the host member states,
- (bb) or in a language customary in the sphere of international finance, at the choice of the issuer or of the person who, without the issuer's consent, has requested such admission.

(6) In an action brought before court, concerning the content of regulated information, responsibility for the payment of costs incurred in the translation of that information for the purposes of the legal proceedings, is decided by the court.

Language of notification of regulated information.

42.-(1) The shareholder mentioned in in sections 28 and 29, the person referred to in section 30 or the holder of financial instruments referred in section 31, may notify information to the issuer only in a language customary in the sphere of international finance.

(2) Where the issuer receives a notification in accordance with the provisions of subsection (1), he is not required to provide a translation of the notified information into a language accepted by the Cyprus Securities and Exchange Commission.

PART IX

THIRD COUNTRY ISSUERS

Third Country Issuers.

43.-(1) The Cyprus Securities and Exchange Commission may exempt an issuer, whose registered office is in a third country and for which the Republic is the home member state, from any requirement referred to in sections 9, 10, 11, 12, 15, 17, 18, 19, 21, 22, 23, 25 and 26, provided that-

- (a) the law of the third country, in which the issuer has its registered office, lays down at least equivalent requirements to the present Law, or

- (b) the issuer complies with the requirements of the law of the third country, that the Cyprus Securities and Exchange Commission considers as equivalent to the provisions of the present Law.

(2) The exception from any requirement, in accordance with the provisions of subsection (1), does not exempt the issuer from the obligation to disclose information, in accordance with the provisions 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 and the Directives issued thereof.

(3) An issuer, whose registered office is in a third country, is exempted from preparing its financial statement in accordance with sections 9 or 10, with regard to the financial year starting on or after 1.1.2007, provided that that issuer prepares its financial statements in accordance with internationally accepted standards referred to in Article 9 of Regulation (EC) No 1606/2002.

(4) The Cyprus Securities and Exchange Commission may require an issuer -

- (a) whose home member state is the Republic,
- (b) whose registered office is in a third country, and
- (c) who publishes information in such third country,

to disclose information, which may be of importance in the Republic and in the other member states, according to the provisions of sections of sections 41 and 42, even if these do not constitute regulated information.

(5) An undertaking, whose registered office is in a third country which would, if it had its registered office in the Republic, have been required to -

(a) have an authorization as a management company, pursuant to sections 14 or 16 of the Open-Ended Undertakings for Collective Investment in Transferable Securities (UCITS) and Related Issues Law , or

(b) have an authorization to provide portfolio management services as an investment firm in accordance with the Investment Services and Activities and Regulated Markets Law,

is exempted from the obligation to aggregate its holdings in an issuer with the holdings of its parent company, in accordance with the provisions of subsections (1) and (2) of section 34 and subsections (1) and (2) of section 35, provided that it complies with equivalent conditions of independence as management companies or investment firms which provide portfolio management services, in accordance with the Investment Services and Activities and Regulated Markets Law.

(6) The Cyprus Securities and Exchange Commission may, by way of Directive, specify -

(a) For the application of subsection (1) -

- (i) a mechanism ensuring the equivalence of information required under the present Law, including the financial statements, with the information, including the financial statements, required under the law, regulations or administrative provisions of a third country,
 - (ii) when a third country is considered to provide equivalent requirements to the present Law,
- (b) for the application of subsection (4), the type of information disclosed in a third country, which may be of importance in the Republic and in the other member states, even if these do not constitute regulated information,
- (c) for the application of subsection (5), when a third country is considered to provide requirements of independence equivalent to the present Law and to the Directives issued thereof.

PART X

ISSUERS WHOSE HOST MEMBER STATE IS THE REPUBLIC

Disclosure for issuers whose host member state is the Republic.

44. An issuer, whose securities are not admitted to trading in its home member state but are admitted only on a regulated market in the Republic, as its host member state, has an obligation to disclose regulated information, in accordance with the provisions of subsections (1), (2), (3), (4) and (6) of section 37.

Precautionary
measures.

45.-(1) An issuer, for whom the Republic is the host member state, is subject to the law of its home member state harmonizing directive 2004/109/EC.

(2) Where the Cyprus Securities and Exchange Commission finds that -

- (a) an issuer, for which the Republic is the host member state, or
- (b) a shareholder of an issuer, or
- (c) a holder of financial instruments of an issuer, or
- (d) the person referred to in section 29,

has committed an irregularity or has infringed its obligations, it refers its findings to the competent authority of the home member state.

(3)(a) Where, despite the measures taken by the competent authority of the home member state, or because of the inadequacy of such measures, the person of subsection (2) persists in infringing its obligations, the Cyprus Securities and Exchange Commission, after informing the competent authority of the home member state, may take any appropriate measure to protect the investors.

(b) The Cyprus Securities and Exchange Commission informs as soon as possible the Commission of any such measures taken.

(4) For the application of subsection (3), the relevant persons are subject to the provisions of the present Law, unless the law of the home member state applies provisions less stringent, in which case the less stringent provisions apply.

PART XI

SUPERVISION

Supervisory
Authority.

46.-(1) The Cyprus Securities and Exchange Commission is the competent authority responsible for ensuring the supervision and application of the provisions of the present Law and of the Directives issued thereof as well as for imposing administrative sanctions.

(2) The Cyprus Securities and Exchange Commission deals with administrative infringements either *ex officio*, or following a complaint submitted.

Powers of the
Cyprus Securities
and Exchange
Commission.

47.-(1) Without prejudice to the specific provisions of the present Law, concerning the imposition of sanctions, the provisions of the Cyprus Securities and Exchange Commission (Establishment and Responsibilities) Law governing the supervisory function of the Cyprus Securities and Exchange Commission, its power to collect information, to carry out investigations or inspections, to impose sanctions and in general all its functions, liabilities and duties pursuant to the said Law, are applicable in supplement with regard to the supervision that the Cyprus Securities and Exchange Commission exercises pursuant to this Law.

(2) In addition to the powers of the Cyprus Securities and Exchange Commission specified in the Cyprus Securities and Exchange Commission (Establishment and Responsibilities) Law, the Cyprus Securities and Exchange Commission has the following powers -

- (a) To require auditors, issuers, shareholders, holders of financial instruments and the person referred to in section 30 or 31 as well as the persons that control them or are controlled by them, to provide to the Cyprus Securities and Exchange Commission information and documents·
- (b) to require the issuer to disclose to the public the information required under paragraph (a), by the means and within time limits that the Cyprus Securities and Exchange Commission specifies ·
- (c) to publish, on its own initiative and after having heard the issuer, in the event the issuer or the persons that control it or are controlled by it fail to do so, the information mentioned in paragraph (b)·
- (d) to require the managers of the issuer, the shareholders, the holders of financial instruments and the person referred to in section 30 or 31, to notify the information required by the present Law and by any Directive issued thereof and, if necessary, to provide further information and documents·
- (e) to suspend, or request the relevant regulated market to suspend, trading in securities of an issuer, for a period not exceeding ten (10) days, if it has reasonable grounds for suspecting that the issuer has infringed provisions of the present Law or of any Directive issued thereof·

- (f) to prohibit trading on a regulated market, if it finds or if it has reasonable grounds for suspecting that the issuer has infringed provisions of the present Law and of any Directives issued thereof ·
- (g) to monitor that the issuer discloses timely information, with the objective of ensuring effective and equal access to the public in the Republic and in all other member states, where the securities are traded and to take appropriate actions, if that is not the case·
- (h) to make public the fact that an issuer, or a shareholder or a holder of financial instruments, or the person referred to in sections 30 or 31, is failing to comply with its obligations·
- (i) to examine that the information, referred to in the present Law, is drawn up in accordance with the relevant reporting framework, taking the appropriate measures, as specified in section 54, in case of infringements·
- (j) to carry out on-site inspections in the Republic, in order to verify compliance with the provisions of the present Law and of any Directive issued thereof·
- (k) to disclose to the public any measure taken or any administrative fine imposed for the compliance with the provisions of the present Law and of the Directives issued thereof, unless such disclosure may seriously jeopardize the financial markets or cause disproportionate damage to the interested parties·

(l) to require the issuer, the shareholder, the holder of financial instruments and the person mentioned in section 30, to make a corrective or supplementary statement, where the information provided pursuant to Parts III, IV and V of the present Law is considered by the Cyprus Securities and Exchange Commission to require correction or supplementing.

(3) For the purpose of paragraph (a), of subsection (2), disclosure by the auditor to the Cyprus Securities and Exchange Commission of any information, including fact or decision, related to a request made by the Cyprus Securities and Exchange Commission, does not constitute a breach of its confidentiality duty arising from any law, regulation or administrative provision, administrative or contractual obligation and under no circumstance involves liability of its part.

Professional
Secrecy.

48.-(1) The provisions of the Cyprus Securities and Exchange Commission (Establishment and Responsibilities) Law, that deal with the duty of confidentiality and the maintaining of professional secrecy by the Cyprus Securities and Exchange Commission, are also applicable in relation to the discharge of the Cyprus Securities and Exchange Commission's duties pursuant to the present Law, *mutatis mutandis*.

(2) Information covered by professional secrecy may not be disclosed to any other person or authority, except in circumstances where is permitted by virtue of the laws, regulations or administrative provisions which are in force in the Republic.

Cooperation of the Cyprus Securities and Exchange Commission with the competent authorities of other member states.

49.-(1) The Cyprus Securities and Exchange Commission cooperates with and renders assistance to the competent authorities of other member states, upon request, exercising its powers as referred in the present Law and in the Cyprus Securities and Exchange Commission (Establishment and Responsibilities) Law, whenever necessary for the purpose of carrying out its duties, as referred in the present Law, and the duties of the competent authorities of the other member states as they are provided in the law of those member states harmonizing directive 2004/109/EC.

(2) Subject to the provisions of section 48, the Cyprus Securities and Exchange Commission may exchange confidential information with the competent authorities of other member states, where the persons who receive such information are subject to an equivalent duty of confidentiality and of maintaining of professional secrecy concerning the information received.

(3) During an investigation conducted on behalf of a competent authority of a member state, the Cyprus Securities and Exchange Commission may be accompanied by a person who is authorized in writing by the competent supervisory authority of such member state, as the representative of such authority.

Cooperation with third countries.

50.-(1) The Cyprus Securities and Exchange Commission may conclude cooperation agreements providing for the exchange of information with the competent authorities of third countries or bodies of third countries, which carry out tasks respective to those of section 47, only where—

- (a) the information exchanged is subject to guarantees of professional secrecy, at least equivalent to those provided in sections 48 and 49.

- (b) the exchange of information is indented for the performance of the supervisory tasks of such authorities or bodies.

(2) The Cyprus Securities and Exchange Commission, in order to disclose to the competent authority or body of a third country, information acquired from the competent authority of another member state, must receive the express agreement of the competent authority of such member state and discloses those, solely for the purpose for which such competent authority gave its agreement.

PART XII

ADMINISTRATIVE SANCTIONS AND CIVIL LIABILITY

Administrative
Sanctions.

51.-(1) Where a person infringes the provisions of the present Law or of the Directives issued thereof, in the absence of a specific administrative sanction, the Cyprus Securities and Exchange Commission may impose an administrative fine which does not exceed the amount of fifty thousand pounds (CYP50.000) and in the case of repetition of the infringement, an administrative fine which shall not exceed the amount of one hundred thousand pounds (CYP100.000).

(2) In case it is proven that the person responsible for the violation obtained illicit gain from an infringement of the present Law and/or of the Directives issued thereof, which exceeds the amount of the administrative fines specified in in the present Law for such an infringement, the the Cyprus Securities and Exchange Commission may impose an administrative fine of up to double the amount of the gain which the person responsible has proven to have had obtained illicitly due to the infringement.

(3) Where, after the imposition by the Cyprus Securities and Exchange Commission of an administrative fine in accordance with the provisions of the present section or with the provisions of the present Law which provide for a specific administrative sanction, there is a continuation of the infringement, the Cyprus Securities and Exchange Commission may, after a reasonable time period which cannot be less than one month, impose a new and repeated administrative fine, considering the non compliance as a repetition of the infringement.

(4) In the case of an infringement of the present Law or of the Directives issued thereof by a legal person entity, the Cyprus Securities and Exchange Commission may impose an administrative fine-

- (a) to the legal person, or
- (b) only to the directors, managers or officers of the legal person, in case it is established that the infringement was a consequence of their fault, willful omission or negligence, or
- (c) to both the legal person and the directors, managers or officers of the legal person, in case it is established that the infringement was a consequence of their fault, willful omission or negligence.

Civil liability. 52.-(1) A person who infringes the present Law or of the Directives issued thereof, has an obligation to compensate any person who suffered damage or loss of profit or both, due to its act or omission, infringing its obligations which arise from the present Law or of the Directives issued thereof.

(2) Any criminal liability or the imposition of administrative sanction does not relieve the offender from any civil liability.

Right of appeal. 53. The decisions of the Cyprus Securities and Exchange Commission pursuant to the present Law are subject to the right of appeal to the Supreme Court, in accordance with Article 146 of the Constitution.

Measures for infringements of Part II. 54. Irrespective of the imposition of an administrative sanction, in the case where it is ascertained that the information of Part II of the present Law is not drawn up in accordance with the provisions of Part II, the Cyprus Securities and Exchange Commission, within the exercise of its powers pursuant to paragraph (j), of subsection (2), of section 47, may require the issuer to perform one or more of the following actions:

(α) Corrective statement and/or announcement ·

(β) restatement of the financial statements ·

(γ) inclusion of information in the next financial year.

Collection of administrative fines.

55.-(1) An administrative fine imposed by the Commission in accordance with the provisions of this Law or the relevant legislation shall be calculated as revenue to the Treasury of the Republic.

(2) In the case of failure to pay an administrative fine, court measures are taken for the collection in accordance with the provisions of the Cyprus Securities and Exchange Commission (Establishment and Responsibilities) Law.

PART XIII

FINAL AND TRANSITIONAL PROVISIONS

Issuance of Directives and obligation to comply.

56.-(1) Irrespective of any provisions of the present Law which provide for the issuance of Directives, the Cyprus Securities and Exchange Commission has the power to issue Directives.

(2) Compliance with the Directives issued by the Cyprus Securities and Exchange Commission pursuant to the present Law, by the addressees, is obligatory and failure to comply with constitutes an infringement of the section pursuant to which or with regards to which the Directive is issued.

Issue of guidelines.

57.-(1) The Cyprus Securities and exchange Commission has the power to issue guidelines in relation to the provisions of the present Law, and more specifically in relation to further facilitating public access to—

(a) Regulated information, and

(b) information required pursuant to the Public Offer and Prospectus Law.

(2) The aim of the guidelines referred to in subsection (1) is -

(a) The creation of an electronic network to be set up in the Republic between—

- (i) The regulatory authorities of securities markets in the Republic,
- (ii) the operators of regulated markets, and
- (iii) τ the national company registers in the Republic.

(b) the creation of a single electronic network or a platform of electronic networks across member states.

Exemption for
issuers within the
scope of
Regulation
1606/2002.

58. By way of derogation from the provisions of subsection (4), of section (10), the Cyprus Securities and Exchange Commission may exempt from the obligation to disclose financial statements pursuant to Regulation 1606/2002, issuers whose home member state is the Republic and are referred to in Article 9 of Regulation 1606/2002, for the financial year starting on or after 1 January 2006.

Notification and disclosure of voting rights already held.

59.-(1) Notwithstanding the provisions of subsection (1), of section 33, a shareholder notifies the issuer, as soon as possible and at the latest within two months after the date that the present Law comes into force, the proportion of voting rights and capital held in the issuer, in accordance with the provisions of sections 28, 29, 30 and 31, at that date, unless it has already made, before that date, a notification containing equivalent information.

(2) Notwithstanding the provisions of section 19, the issuer discloses the information received in the notifications of subsection (1), as soon as possible and no later than three months after the date that the present Law comes into force.

Disclosure of existing number of voting rights and capital.

60. Notwithstanding the provisions of section 18, the issuer discloses, as soon as possible from the date that the present Law comes into force, its total number of voting rights and capital unless it has already made, before that date, a publication containing equivalent information.