

MFSA

MALTA FINANCIAL SERVICES AUTHORITY

Securities and Markets
Supervision Unit

11 May 2018

Unit Tel: (+356) 21441155
Unit Fax: (+356) 21449308

Re: Circular to the financial services industry relating to the Market Abuse Regulation ('MAR')

This circular is being addressed to all Issuers who have financial instruments traded on a trading venue.

MFSA Website Update – Market Abuse Regulation Section

The MFSA has recently updated its website, specifically the section relating to Market Abuse Regulation, to *inter alia* include an updated list of all European legislative texts, as well as regulatory templates such as the List of Insiders, the Suspicious Transaction Order Report ('STOR') form and the Person Discharging Managerial Responsibilities ('PDMR') form. The updated section relating to Market Abuse Regulation can be accessed through the following link: <https://www.mfsa.com.mt/pages/viewcontent.aspx?id=516>

List of Insiders

As you are aware, Article 18 of the Market Abuse Regulation (EU) 596/2014 ('MAR') requires Issuers, or any persons acting on their behalf or on their account, to draw up a list of all persons who have access to inside information and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to inside information. Further requirements in relation to the Issuers' List of Insiders ('LOI') can also be found in Commission Implementing Regulation (EU) 2016/347 (the 'Implementing Regulation').

Kindly note that an Issuer shall remain responsible for drawing up and keeping updated its LOI even if it entrusts a third party with carrying out this task.

In terms of the Implementing Regulation, since multiple pieces of inside information can exist within an entity at the same time, insider lists should precisely identify the specific pieces of inside information to which persons working for Issuers have or have had access to. Consequently, the insider list should be divided into sections with a separate section for each piece of inside information. Therefore, LOIs must be prepared by Issuers on a deal-specific, project-specific or event-specific basis and each section (relating to a specific deal/project/event) should list all persons having access to the same specific piece of inside information (hereinafter referred to as

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the 'Temporary LOI'). A sample Temporary LOI is being attached to this circular for your reference.

Furthermore, in order to avoid multiple entries in respect of the same individuals in different sections of the insider lists, Issuers may decide to draw up and keep up to date a supplementary section of the LOI, which is of a different nature to the rest of sections of the LOI, as it is not created upon the existence of a specific piece of inside information following a specific deal, project or event. The supplementary list of insiders would include the list of "*permanent insiders*" who due to their role, function or position within the company of the Issuer, would always have access to all inside information of the Issuer. For clarification purposes, the supplementary list of insiders is also being referred to as the Permanent List of Insiders ('Permanent LOI').

The Authority would like to clarify that it is mandatory for an Issuer to draw up and keep updated at all times, the Temporary LOI. On the other hand, although the Implementing Regulation gives discretion to the Issuer as to whether to draw up a Permanent LOI or otherwise, the drawing up of Permanent LOIs is strongly recommended by the Authority, since it would avoid having multiple entries relating to the same individual under different sections of the Temporary LOI.

The Implementing Regulation also lays down the implementing technical standards with regard to the precise format of insider lists and for updating insider lists, and provides the templates of both the Permanent LOI and the Temporary LOI. In this respect, the Authority has created and uploaded templates of both the Permanent LOI and the Temporary LOI on its website. Such templates can be accessed through the following link: <https://www.mfsa.com.mt/pages/viewcontent.aspx?id=516>

In terms of Article 18(1)(b) of MAR, Issuers or any person acting on their behalf or on their account shall provide the insiders list to the competent authority as soon as possible upon its request. **Accordingly, Issuers who have financial instruments traded on a regulated market or multilateral trading facility, are hereby kindly required to use the templates provided on the MFSA website and submit their updated LOIs to the Authority.**

Kindly submit the updated LOIs and/or any queries relating to the same to pfma@mfsa.com.mt. **Issuers are requested to submit the updated LOIs at the earliest possible and by not later than 1 June 2018.**

Sincerely,



Lorraine Vella
Deputy Director
Securities & Markets Supervision Unit

Annex

MFSA MALTA FINANCIAL SERVICES AUTHORITY	Issuer's Name: ABC plc
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Temporary List Section of the insiders list

Name	Date	Time
Date and time of creation of the insider list	dd/mm/yyyy	hh:mm
Date and time of last update	dd/mm/yyyy	hh:mm
Date of transmission to the Competent Authority	dd/mm/yyyy	

Specific deal or event based inside information	Title	First name(s)	Surname(s)	Birth surname(s)	Professional Telephone number(s)	Company name	Company address	Function and reason for being an insider	Obtained - Date	Obtained - Time	Ceased - Date	Ceased - Time	Date of birth	National Identification Number	Personal telephone number	Personal full address
Preparation of 2017 Financial Statements	Example: Mr./Mrs.	Name of insider	Surname of insider	Birth Surname of insider	Work direct telephone line and/or work mobile numbers	XYZ Auditors	Company address of XYZ Auditors	Example: Auditor, Assistant Auditor, etc.	Date at which insider obtained access to inside information	Time at which insider obtained access to inside information	Date at which insider ceased to have access to inside information	Time at which insider ceased to have access to inside information	Date of birth of insider	Passport number or ID Card Number of insider	Personal telephone line and/or personal mobile numbers	The personal address of the insider
Preparation of 2017 Financial Statements	Example: Mr./Mrs.	Name of insider	Surname of insider	Birth Surname of insider	Work direct telephone line and/or work mobile numbers	XYZ Auditors	Company address of XYZ Auditors	Example: Auditor, Assistant Auditor, etc.	Date at which insider obtained access to inside information	Time at which insider obtained access to inside information	Date at which insider ceased to have access to inside information	Time at which insider ceased to have access to inside information	Date of birth of insider	Passport number or ID Card Number of insider	Personal telephone line and/or personal mobile numbers	The personal address of the insider
Preparation of 2017 Financial Statements	Example: Mr./Mrs.	Name of insider	Surname of insider	Birth Surname of insider	Work direct telephone line and/or work mobile numbers	XYZ Auditors	Company address of XYZ Auditors	Example: Auditor, Assistant Auditor, etc.	Date at which insider obtained access to inside information	Time at which insider obtained access to inside information	Date at which insider ceased to have access to inside information	Time at which insider ceased to have access to inside information	Date of birth of insider	Passport number or ID Card Number of insider	Personal telephone line and/or personal mobile numbers	The personal address of the insider
IT Infrastructure Project	Example: Mr./Mrs.	Name of insider	Surname of insider	Birth Surname of insider	Work direct telephone line and/or work mobile numbers	IT Solutions Ltd	Company address of IT Solutions Ltd	Example: IT Consultant, etc.	Date at which insider obtained access to inside information	Time at which insider obtained access to inside information	Date at which insider ceased to have access to inside information	Time at which insider ceased to have access to inside information	Date of birth of insider	Passport number or ID Card Number of insider	Personal telephone line and/or personal mobile numbers	The personal address of the insider
IT Infrastructure Project	Example: Mr./Mrs.	Name of insider	Surname of insider	Birth Surname of insider	Work direct telephone line and/or work mobile numbers	IT Solutions Ltd	Company address of IT Solutions Ltd	Example: IT Consultant, etc.	Date at which insider obtained access to inside information	Time at which insider obtained access to inside information	Date at which insider ceased to have access to inside information	Time at which insider ceased to have access to inside information	Date of birth of insider	Passport number or ID Card Number of insider	Personal telephone line and/or personal mobile numbers	The personal address of the insider
IT Infrastructure Project	Example: Mr./Mrs.	Name of insider	Surname of insider	Birth Surname of insider	Work direct telephone line and/or work mobile numbers	IT Solutions Ltd	Company address of IT Solutions Ltd	Example: IT Consultant, etc.	Date at which insider obtained access to inside information	Time at which insider obtained access to inside information	Date at which insider ceased to have access to inside information	Time at which insider ceased to have access to inside information	Date of birth of insider	Passport number or ID Card Number of insider	Personal telephone line and/or personal mobile numbers	The personal address of the insider