AT & S Austria Technologie & Systemtechnik
Aktiengesellschaft

Capital Market Compliance Directive

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1. PURPOSE AND SCOPE OF APPLICATION

It is of paramount interest to AT & S Austria Technologie & Systemtechnik Aktiengesellschaft ("**AT&S**") that employees do not pass on confidential company information, which they have become aware of, to third parties either during or after their employment with the company. The passing on of information during employment is only permitted to such persons or organizational units of AT&S which are specified as being expressly permitted.

Furthermore, AT&S and each individual employee are obliged to observe and adhere to the Austrian and European laws, regulations, decisions and rules in force in the context of business activities. It is the duty of the employees to inform themselves about the applicable laws and to adhere to the provisions which concern them and their work. Nevertheless, AT&S informs all employees and other persons active for AT&S about the prohibition of abuse of Inside Information (Art 7 MAR) in writing.

AT&S – as a listed company – acknowledges its responsibility, to prevent the abuse of capital-market-relevant Information by respective measures. This Capital Market Compliance Directive sets forth, in accordance with Section 119 Para 4 BörseG (*Stock Exchange Act*) and the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse as amended from time to time (market abuse regulation – "**MAR**") inter alia the principles for the transmission of information of AT&S and provides for organizational measures to prevent abuse or wrongful dissemination of capital-market-relevant Information in order to strengthen the confidence of shareholders. Furthermore, it includes rules regarding the publication and transmission of notifications on managers' transactions pursuant to Art 19 MAR. AT&S is obliged to publish Inside Information pursuant to Art 17 MAR.

This Capital Market Compliance Directive applies to AT&S and all its employees, including AT&S affiliated companies and their employees and, without limiting the generality of the foregoing, in particular to all Confidential Areas and all employees, persons, parties, entities, companies or bodies acting for or on behalf of these Confidential Areas or are connected with them in any other way, be it in Austria or any other country.

Explanations to the terms used in this Capital Market Compliance Directive can be found in the chapter Definitions on page 14 et seq.

2. ESTABLISHMENT OF CONFIDENTIALITY AREAS

2.1 General

Confidential Areas are corporate areas of AT&S set up permanently or temporarily (project related) in which people have regular or project related access to capital-market-relevant Information.

The members of the Executive Board and the employees of AT&S shall be informed in an appropriate manner of the permanent Confidential Areas and of any changes to the organizational composition of the permanent Confidential Areas. For each permanent Confidential Area a responsible person must be appointed by the Compliance Officer, who must inform the Compliance Officer demonstrably of any changes of the personnel composition of a Confidential Area (e.g. arrival and departure of employees).

2.2 Permanent Confidential Areas

The following permanent Confidential Areas exist:

- Supervisory Board
- Executive Board
- Accounting Group Finance & Controlling
- Compliance
- Investor Relations & Communications
- IT & Tools
- Legal Department
- Strategy & Business Development
- Other Corporate Functions
- Business Unit Mobile Devices & Substrates (“BU MS”)
- Business Unit Automotive, Industrial, Medical (“BU AIM”)

2.3 Temporary (project-related) Confidential Areas

In addition to the permanent Confidential Areas, temporary (project-related) Confidential Areas may be set up. In case of such temporary Confidential Areas the persons belonging to such respective area, begin and end, the name of the Confidential Area and the activities performed therein have to be recorded in writing and brought to the knowledge of the Compliance Officer. Temporary (project-related) Confidential Areas may be set up where required by projects, e.g. M&A transactions, capital measures or share buybacks of the company.

When setting up temporary project-related Confidential Areas, it must be ensured that only those persons are included in the Confidential Areas, as required by the subject matter of such temporary Confidential Areas.

The persons who belong to a Confidential Area are listed in the electronic Confidentiality Register. In case a person obtains access to an Inside Information, such person will be included in the Insider List.

2.4 Compliance Declarations

With regard to Art 18 Para 2 MAR Persons in Confidential Areas must acknowledge in writing the legal and regulatory duties entailed and declare in writing that they are aware of the sanctions applicable to insider dealing and unlawful disclosure of Inside Information and market manipulation.

The same acknowledgments and declarations have to be made by persons who obtain – without having been a member of a Confidential Area – access to an Inside Information and therefore must be included in the Insider List. Declaration forms will be made available by the Compliance Officer.

3. DEALING WITH CAPITAL-MARKET-RELEVANT INFORMATION

3.1 Organizational measures for the non-disclosure of information

a) The Compliance Officer must be immediately notified of all facts that become known for the first time within the company and that are recognized as capital-market-relevant Information.

b) Documents containing capital-market-relevant Information must in any event be handled and preserved at all times in such a way that they remain inaccessible to unauthorized persons. Boxes, drawers and cupboards shall be locked when leaving the room even for the shortest amount of time. Relevant files shall be closed and deposited in the appropriate storage facilities and kept under lock and key.

c) In principle, capital-market-relevant Information shall not leave a Confidential Area and shall be treated with strict confidence also internally as against other Confidential Areas and other corporate areas.

d) The above mentioned restrictions relating to the access and passing on of capital-market-relevant Information and the above mentioned obligations also apply to capital-market-relevant Information held on electronic data storage media (e.g. USB-sticks). Computer programs and data on electronic data processing equipment used for the storage and transmission of capital-market-relevant Information (electronically stored data, including electronic mails) may only be accessed using a user identity and password. Employees working with electronic data processing equipment containing capital-market-relevant Information must ensure that the data processing equipment is switched off or locked to ensure that there is no access to the program and data when leaving their workstations. Documents containing capital-market-relevant Information may only be printed in the “secure-print-mode” which requires an individually defined pin-code to be entered by the employee on the respective printer, if it cannot be otherwise ensured that no unauthorized person may have access to the document.

e) The internal and external transmission (where permitted) of capital-market-relevant Information (e.g. by telephone or email) shall be reduced to the absolute minimum necessary.

f) Codenames shall be used for all sensitive projects and all documents relating to these projects shall be clearly marked: "CONFIDENTIAL". Project-related documents shall be stored in separated data rooms or in segregated documentation.

g) Internet and intranet is addressed to a set of recipients that cannot be delimited in advance. It is therefore to be assumed that the inclusion of information in such media is equivalent to its broad publication. It is therefore essential to check every publication thoroughly for capital-market-relevance of the information before publication and in the event of any doubt the Compliance Officer has to be consulted. The sending of internal correspondence to a larger number of employees, if such might contain capital-market-relevant Information shall be cleared with the Compliance Officer in terms of manner and content of the correspondence beforehand.

h) Publications, press releases, analyst letters, contacts with analysts and investors shall be carried out exclusively by the Executive Board, by the Director Investor Relations & Communications or by persons, authorized by the Executive Board for such individual case who shall consult the Compliance Officer in the case of any doubt that the aforementioned could possibly contain capital-market-relevant Information. With regard to other media contact, it is essential to check the information thoroughly for capital-market-relevance and the Compliance Officer respectively the Director Investor Relations & Communications have to be consulted in advance.

i) All internal and external presentations, e.g. for customers and staff, may only be given in line with the internal provisions. If they might contain capital-market-relevant Information, the Compliance Officer has to be consulted. This also applies to updates of already existing presentations.

3.2 Public disclosure of Inside Information

3.2.1 Responsibility and process

The public disclosure of Inside Information (formerly “Ad-hoc-disclosure”) as well as the information of the Financial Market Authority (FMA) and the exchange operating company (Wiener Börse) shall be carried out by the department “Investor Relations & Communications” under the responsibility of the Director Investor Relations & Communications. The public disclosure of Inside Information shall basically be made as soon as possible, even though a prior approval by the entire Executive Board shall be obtained. The adherence of the “AT&S Crisis Communication Process” is to be ensured. In case of imminent danger or non-availability of the entire Executive Board approval of the available members of the Executive Board is to be obtained.

The Compliance Officer shall be informed before the public disclosure of the Inside Information. In case of uncertainties or doubts, e.g. regarding the existence of an Inside Information respectively a disclosure obligation, the entire Executive Board, respectively the available members of the Executive Board shall deliberate thereon together with the Director Investor Relations & Communications and the Compliance Officer. If the complexity or the relevance of such matter so requires, external advisors may be called in to such deliberations. The Director Investor Relations & Communications shall ensure that Inside Information can be disclosed by himself or an accordingly-educated person at any time.

A publication of Inside Information by an electronically operated information distribution system is to be notified to FMA and Wiener Börse in advance. Such information shall be made in writing and shall include the wording of the publication, the precise date of the envisaged publication as well as the first and last name and the telephone number of a contact person of the issuer.

3.2.2 Form of the public disclosure if Inside Information

In the disclosure of Inside Information the following information shall be included:

- the information submitted is Inside Information (with the objective of Europe-wide dissemination);
- the identity of the issuer (correct full name);
- the identity of the notifying person: first name, last name, position within the Issuer;
- the subject of the Inside Information (a recognizable keyword, which summarizes the substantial content of the publication);
- date and time of the transmission.

An Inside Information shall be worded in a brief and concise manner and shall not be combined with the marketing of activities of AT&S.

The public disclosure shall be made in a manner that enables investors to have public access to the Inside Information and by using an electronically operated information distribution system which is in use at least within the European Union. The information distribution systems which fulfil those requirements are determined by a regulation of the FMA. Upon entry into force of this Capital Market Compliance Directive, the dissemination shall include at least one of the following electronically operated information distribution system: Thomson Reuters, Bloomberg, or Dow Jones Newswire. After such public disclosure, Inside Information shall be made public on the website of AT&S and shall be kept publicly available for at least five years after the first public disclosure via an electronically operated information distribution system (also mentioning the date of such first public disclosure).

As soon as information is made public via an electronically operated information distribution system within the meaning of Sec. 119 Para. 7 BörseG, such information is considered to have been disclosed to the financial world and is therefore no longer classified as Inside Information.

3.2.3 Delay of public disclosure of Inside Information

The public disclosure of Inside Information may be delayed pursuant to Art 17 para 4 MAR if

- immediate disclosure is likely to prejudice the legitimate interests of the issuer,
- the delay of disclosure is not likely to mislead the public and
- the issuer is able to ensure the confidentiality of that information.

In the case of a protracted process that occurs in stages and that is intended to bring about, or that results in, a particular circumstance or a particular event, AT&S may, subject to Art 17 para 4 lit a) to c), delay the public disclosure of Inside Information relating to this process on its own responsibility. The Executive Board shall decide upon a possible delay of public disclosure of Inside Information. Any such decision including necessary reasoning and supporting documentation shall be recorded by the Director Investor Relations & Communications. In the case of a delay of disclosure AT&S in particular shall ensure the confidentiality of such Information and shall inform the FMA about the delay of public disclosure immediately after such information has been made public. On request of the FMA AT&S has to explain in writing whether the criteria for a delay of disclosure have been met.

3.3 TRANSMISSION OF CAPITAL-MARKET-RELEVANT INFORMATION / INSIDE INFORMATION

3.3.1 Form and recipient of the Information

All capital-market-relevant Information that has first become known and is recognized as capital-market-relevant shall be reported immediately to the Compliance Officer. This should be done orally or by telephone whenever possible; otherwise also via e-mail to the e-mail address of the Compliance Officer and the Deputy Compliance Officer as well as to the e-mail address compliance@ats.net and all measures shall be taken in coordination with the Compliance Officer to ensure that the information is not received by unauthorized persons. The Compliance Officer decides together with the Executive Board, or alone in the event of risk resulting from delay, on the next steps to be taken.

3.3.2 Internal transmission of capital-market-relevant Information

Capital-market-relevant Information should as a matter of principle not leave a Confidential Area and shall be treated with strict confidentiality in internal transactions, including as against other corporate areas. The transmission of capital-market-relevant Information within a Confidential Area is to be restricted to the extent necessary to achieve the working functions. Accordingly, capital-market-relevant Information shall only be disclosed to such persons whose duties involve working with such information due to their function. The number of persons with access to capital-market-relevant Information must be kept as low as possible.

Capital-market-relevant Information may only be communicated from one Confidential Area to another corporate area if this is required for business purposes. Such transmission of information has to be limited to the extent absolutely necessary. Anyone who forwards such information shall in advance take suitable measures to prevent a further dissemination and shall keep records about such transmission. In particular, the recipient of the information is to be adverted that the information is capital-market-relevant Information (thus, for example, if such transmission is made by e-mail, the sender shall call the recipient by phone prior thereto to inform that the data is being sent and shall label such e-mail as “confidential” or a similar notation). If a transmission is made to a person who does not belong to a Confidential Area, the Compliance Officer shall be informed immediately about such transmission (in particular, such information to the Compliance Officer shall include the content of the information, the name of the reporting person, the time of reporting as well as the time of transmission of the information and the name of the recipient of the information). Capital-market-relevant Information shall be treated with strict confidentiality even after leaving a Confidential Area.

3.3.3 External transmission of capital-market-relevant Information

The transmission of capital-market-relevant Information from a Confidential Area to persons outside the company is only permissible if (i) this is required for business purposes, (ii) such transmission is limited to the extent absolutely necessary and (iii) the external third party commits to keep all capital-market-relevant Information confidential and not to expose such information to abusive practices. The transmission of such capital-market-relevant Information must immediately be reported to the Compliance Officer (in particular, such report shall include the content of the information, the name of the reporting person, the time of reporting as well as the time of transmission of the information and the name of the recipient of the information).

When capital-market-relevant Information is transmitted to external third parties which are not already bound to secrecy by laws or codes of professional practice it is essential that a written Non-Disclosure-Agreement is obtained from such persons in consultation with the Compliance Officer. Such Non-Disclosure-Agreement has to contain an obligation to the effect that all capital-market-relevant Information is to be kept confidential and that under no circumstance shall there be any abuse of the information supplied, in particular within the meaning of the European market abuse law.

3.3.4 Transmission of Inside Information

In case a capital-market-relevant Information is an Inside Information, in addition Art 10 and 17 MAR have to be observed with respect to its transmission.

According to Art 10 Para 1 MAR an unlawful (and sanctionable) disclosure of Inside Information arises where a person possesses Inside Information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties.

In this context, if AT&S or a person acting on its behalf or for its account, discloses any inside Information to any third party in the normal course of the exercise of an employment, profession or duties as referred to in Art 10 Para 1 MAR and the person receiving the information does not owe a duty of confidentiality (regardless of whether such duty is based on a law, on regulations, on articles of association, or on a contract) AT&S must, pursuant to Art 17 Para 8 MAR, make complete and effective public disclosure of that information via an electronically operated information distribution system within the meaning of Sec. 119 Para. 7 BörseG, simultaneously in the case of an intentional disclosure, and promptly in the case of a non-intentional disclosure.

3.3.5 Involvement of the Compliance Officer

In any event the Compliance Officer shall be informed prior to an intended disclosure of Inside Information and promptly after a non-intentional disclosure of Inside Information. In the event of a non-intentional disclosure of Inside Information he decides together with the Executive Board, or alone in the event of risk resulting from delay, on the next steps to be taken (including on the form and time of a potentially required disclosure). The party that has been informed must be explicitly informed of the fact that it is possessing Inside Information. Until this information is disclosed to the public the person concerned shall be subject to a closed period with regard to the transmission of such information and engaging in relevant transactions in Financial Instruments of AT&S and shall be advised as to the importance of the prohibition of insider dealing. The closed period shall remain in force until such time as the information has been made public.

Should other capital-market-relevant Information be disseminated externally in violation of this Capital Market Compliance Directive, the Compliance Officer shall be informed immediately thereof. The party that has been informed must be explicitly adverted that such information is capital-market-relevant Information. The Compliance Officer shall decide alone or together with the Executive Board on appropriate measures to prevent abuse of such information (in particular abuse within the meaning of the European market abuse law).

The Compliance Officer will monitor the adherence of the provisions of this Capital Market Compliance Directive regarding the transmission of Information on an ongoing random basis as well as, in particular, in suspected cases.

4. PROHIBITION ON TRADING

4.1 Forbidden transactions for employees in Confidential Areas

Employees working in Confidential Areas, as well as those working outside of Confidential Areas, who obtain Inside Information may not engage in any transactions relating to Financial Instruments of AT&S until the aforesaid information is disclosed to the general public, the Vienna Stock Exchange and the FMA. In the case of any doubt the Compliance Officer has to be consulted. In case the aforementioned persons take note of capital-market-relevant Information, they must obtain authorization from the Compliance Officer prior to the envisaged conclusion of such transaction. The provision set forth in the second last paragraph of Clause 4.2 applies accordingly.

4.2 Restricted periods (“Closed-Periods”)

Within

- a closed period of 30 calendar days before the announcement of a (preliminary) year-end report, and also
- a closed period of 30 calendar days before the announcement of an interim financial report (half-yearly and quarterly reports)

Persons in Confidential Areas shall (regardless of the knowledge of capital-market-relevant Information) in no event make any transactions relating to AT&S shares or debt instruments of AT&S or to derivatives or other Financial Instruments linked to them.

The same shall apply to orders of (i) Persons in Confidential Areas acting on behalf and/or on account of a third party (ii) third parties acting on behalf and/or on account of a Person in a Confidential Area (iii) legal persons,

trusts or partnerships which are directly or indirectly controlled by a Person in a Confidential Area, which has been set up for the benefit of such a person or whose economic interests are substantially equivalent to those of such a person.

The Compliance Officer is authorized, in consultation with the Executive Board, to schedule further closed periods, if necessary limited to specific persons or Confidential Areas (in such event, the Compliance Officer will timely inform the persons concerned about the start of the closed period in a suitable manner, thus for instance by email and inform in the same manner about the end of such closed period).

The Compliance Officer may grant Persons in Confidential Areas on a case-by-case basis exemptions to the prohibition on trading during a closed period, in line with the requirements of the European market abuse law (see Art 19 Para 12 MAR and Art 7, 8 and 9 of the Commission Delegated Regulation (EU) 2016/522 in Annex./1).

Applications for the exemption of envisaged transactions relating to shares or debt instruments of AT&S or to derivatives or other Financial Instruments linked to them from the prohibition of trading during closed periods must be made in writing and must specify the Financial Instrument concerned as well as the nature and amount of the envisaged transaction and the reason therefor. The Compliance Officer must keep written records of such applications (including the name of the respective person; specification of the Financial Instrument; nature and amount of, and, reason for, the envisaged transaction). Furthermore, the Compliance Officer has to record in writing his decision on the approval or rejection of the respective envisaged transaction relating to shares or debt instruments of AT&S or to derivatives or other Financial Instruments linked to them together with the main reasons for his decision.

At the beginning of each calendar year, the Compliance Officer informs the Persons in Confidential Areas about the planned closed periods (i.e. about the planned start as well as the planned end of the respective closed periods) in a suitable manner, thus for instance by email. Besides that, the persons concerned shall inform themselves autonomously about the (actual) start, duration and end of closed periods. In particular, the dates for the announcement of year-end reports, quarterly and half-yearly reports can be found on the AT&S website, www.ats.net, under menu item "Investors – Financial Calendar" and the relevant closed periods relating thereto have to be observed. In case of doubts regarding the start, the duration and the end of such closed periods, the Compliance Officer has to be consulted.

5. MANAGERS' TRANSACTIONS (DIRECTOR'S DEALINGS) – REQUIREMENTS PURSUANT TO ART 19 MAR

Persons discharging managerial responsibilities within AT&S (i.e. members of the Executive Board and the Supervisory Board of AT&S) as well as persons closely associated with them (see below) must notify the conclusion of transaction conducted on their own account relating to the shares or debt instruments of AT&S or to derivatives or other financial instruments linked thereto, to the Financial Market Authority and the Compliance Officer promptly after the transaction whereby such notification duty applies once a certain threshold has been reached within a calendar year (currently: EUR 5,000, whereby all transactions must be added without netting). If this amount is not reached by the end of the calendar year, no such notification has to be made. The transactions concluded by persons discharging managerial responsibilities within AT&S and by all persons closely associated to them do not have to be aggregated for purposes of assessing the total amount.

Due to the requirement of publication by AT&S pursuant to Art 19 Para 3 MAR and on the website of AT&S according to the Austrian Code of Corporate Governance the persons subject to a duty to notify are requested to make the respective notifications to FMA, to the Compliance Officer and to the Director Investor Relations & Communications within two business days after the date of transaction at the latest (Art 19 MAR states that the respective notifications and publications shall be made promptly and no later than three business days after the date of transaction; in case of infringements against such notification and publication requirements inter alia substantive pecuniary sanctions against the person subject to a duty of notification and AT&S may be imposed). The Director Investor Relations & Communications shall ensure that a transaction conducted on the account of a person discharging managerial responsibilities within AT&S is made public on time within the

meaning of Art 19 MAR and shall ensure that the notification of such person discharging managerial responsibilities is recorded by AT&S for five years after receipt.
Persons closely associated to a person discharging managerial responsibilities are: (a) a spouse, or a partner of such person considered to be equivalent to a spouse in accordance with national law, (b) a dependent child in accordance with national law, (c) a relative who has shared the same household with the person discharging managerial responsibilities for at least one year on the date of transaction concerned, and (d) a legal person, trust (e.g. a foundation) or partnership the managerial responsibilities of which are discharged by a person discharging managerial responsibilities or by a person referred to in (a), (b) or (c), or which is directly or indirectly controlled by such a person, or which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

The form for such reports, which has to be completed with the information required, is available on the AT&S website at http://www.ats.net/company/corporate-governance/directors-dealings.

The Compliance Officer is required to draw up a list of all persons discharging managerial responsibilities within AT&S and their closely associated persons. Therefore the persons discharging managerial responsibilities have to notify to the Compliance Officer their closely associated persons. Any changes to the data of a person discharging managerial responsibilities and its closely associated persons must be notified promptly and without solicitation to the Compliance Officer.

According to Art 19 Para 5 MAR AT&S must notify the persons discharging managerial responsibilities of their obligations pursuant to Art 19 MAR (Managers' transactions) in writing. Further, such persons must notify their closely associated persons of their obligations under Art 19 MAR (Managers' transactions) in writing and must keep a copy of this notification. Respective information and notification forms will be made available to the members of the Supervisory Board and Executive Board of AT&S by the Compliance Officer.

6. VIOLATIONS AND SANCTIONS

6.1 Criminal and Administrative Sanctions

Infringements of the BörseG and MAR may result in substantial criminal/administrative sanctions (for the immediate perpetrator and potentially for AT&S itself):

(a) In respect of a **natural person** inter alia the following sanctions can be imposed:

- Any form of **insider dealing** (i.e. (a) engage or attempt to engage in insider dealing, (b) recommend that another person engages in insider dealing, or (c) induce another person to engage in insider dealing) may, inter alia, be sentenced with **imprisonment of up to five years** (see Section 163, in particular Section 163 Para 1, 2, 5 and 6 BörseG) or with **administrative pecuniary sanctions of up to EUR 5,000,000** or three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined (see Section 154 Para 1 and 2 BörseG in connection with Art 14 and 8 and 9 MAR). Basically, in relation to Financial Instruments insider dealing arises where a person possesses Inside Information and uses that information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, Financial Instruments to which that information relates (for further details (in particular also, with regard to insider dealing in relation to commodity derivatives and emission allowances or auctioned products based thereon) see the excerpts of MAR and the BörseG in Annex./1 (in particular Art 8, 9 and 14 MAR as well as Sections 154 and 163 BörseG)).

- An **unlawful disclosure of Inside Information** may, inter alia, be sentenced **with imprisonment of up to two years** (see Section 163 BörseG, in particular Section 163 Para 3 and 7 BörseG) or with **administrative pecuniary sanctions of up to EUR 5,000,000** or three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined (see Section 154 BörseG in connection with Art 14 and 10 MAR). Basically, an unlawful disclosure of inside information arises where a person possesses Inside Information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an

employment, a profession or duties (for further details see the excerpts of MAR and the BörseG in Annex./1 (in particular Art 10 and 14 MAR as well as Sections 154 and 163 BörseG)).

- **Market manipulation** may, inter alia, be sentenced with **imprisonment of up to five years** (see Section 164 Para 1 and 2 BörseG) or with **administrative pecuniary sanctions of up to EUR 5,000,000** or three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined (see Section 154 BörseG in connection with Art 15 and 12 MAR). Basically, in relation to Financial Instruments market manipulation comprises certain activities/and or behaviours (including entering into a transaction, placing an order to trade, disseminating information in certain ways, transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark), which inter alia (i) give, or are likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, (ii) secure (or are likely to secure) the price of one or several financial instruments at an abnormal or artificial level, (iii) affect or are likely to affect the price of one or several financial instruments, or (iv) manipulate the calculation of a benchmark (for further details (in particular also, with regard to market manipulation in connection with spot commodity contracts and auctioned products based on emission allowances) see the excerpts of MAR and the BörseG in Annex./1 (in particular Art 12 and 15 MAR as well as Sections 154 and 164 BörseG)).
- **Infringements of the prohibitions and obligations listed under Section 155 BörseG** (inter alia obligations (a) in connection with organizational requirements or notification, information or reporting obligations relating to the prevention and detection of market abuse, (b) for public disclosure of Inside Information, (c) with respect to insider lists, (d) with respect to managers' transactions) may be sanctioned with **administrative pecuniary sanctions of up to EUR 1,000,000** or three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined (for further details see the excerpts of MAR and the BörseG in Annex./1 (in particular Art 16 to 20 MAR as well as Section 155 BörseG)).

(b) In respect of a **legal person** (as AT&S) FMA may impose administrative pecuniary sanctions, if persons, who have acted, either alone or as part of a corporate body of the legal person, and who have an executive position within the legal person based (1) on the authority to represent the legal person, (2) on the authority to take decisions in the name of the legal person, or (3) on the authority to control within the legal person, have violated the prohibitions or obligations mentioned in the Sections 154 and 155 BörseG (see above and Annex./1). The respective **administrative pecuniary sanctions** may amount to **up to EUR 15,000,000** or **15% of the total annual net turnover of the AT&S group** or three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined (for further details see the excerpts of MAR and the BörseG in Annex./1 (in particular Art 14 to 20 MAR as well as Section 156 BörseG)).

(c) Depending on the respective provision of MAR and/or the BörseG also **inciting, aiding and abetting**, **attempting to commit offences** and **offences committed recklessly or by negligence**, may be **chargeable** under MAR and/or the BörseG (for further details see the excerpts of MAR and the BörseG in Annex./1).

(d) In case of violations pursuant to Sections 154, 155 and 156 BörseG, and without prejudice to other powers pursuant to other administrative provisions, FMA may take **further administrative measures** (inter alia disgorgement of the profits gained or losses avoided, public warnings, order to cease the respective conduct – for further details see Section 157 BörseG in Annex./1). Further, FMA may publish, in accordance with Section 161 BörseG any decision imposing an administrative sanction or administrative measure on their website.

6.2 Labor-law related consequences

Any infringement of this Capital Market Compliance Directive can give rise to employment consequences, up to and including dismissal. Furthermore, the employee may be liable to pay compensation to the employer and therefore may be subject to appropriate claims for damages within the framework of the law of tort, in particular the directors' and officers' liability element of the offence relating to company law or employee liability law.

7. WHISTLEBLOWING

All employees of AT&S are herewith invited, to notify any violations of the provisions of the BörseG, regulations or orders issued based on these provisions or the MAR or a delegated act based on MAR to the Compliance Officer and/or the Deputy Compliance officer. For such purpose an e-mail account (compliance@ats.net) as well as a whistleblowing platform (available under www.ats.net > Company > Corporate Governance > AT&S We Care – Whistleblowing Platform) have been established, which may only be accessed by the Compliance Officer observing strict secrecy.

If an employee wants to notify a compliance violation anonymously, the following means can be used:

(i) notification to the e-mail address compliance@ats.net using an anonymous e-mail account (to be created by the employee);

(ii) notification via the whistleblowing platform (available under www.ats.net > Company > Corporate Governance > AT&S We Care – Whistleblowing Platform);

(iii) notification to the Compliance Officer and/or the Deputy Compliance Officer via post or telephone or

(iv) such further communication channels, as provided by AT&S, at its sole discretion.

Received notifications (anonymous or not) will be reviewed and processed promptly by the Compliance Officer together with the Deputy Compliance Officer. The Compliance Officer will record notifications (in anonymous form) and will keep the notifications inaccessible. In any case person-related data of the notifying person (as far as known, e.g. in case of notifications on a non-anonymous basis) as well as of the natural person, allegedly responsible for the compliance violation, will be protected according to the applicable legal provisions.

The identity of the notifying person (as far as known, e.g. in case of notifications on a non-anonymous basis) will not be disclosed without approval of the notifying person, unless the disclosure is compellingly required in the course of a procedure of the public prosecutor, a judicial or administrative procedure. In case the notification has been made on a non-anonymous basis, the notifying person will be informed about the completed processing of the notification by the Compliance Officer.

For AT&S, the protection of employees notifying compliance violations is of paramount importance for the functioning of any whistleblowing-system. In particular, the possibility to make notifications on an anonymous basis and the obligations of strict secrecy by which the persons handling notifications of compliance violations (Compliance Officer and Deputy Compliance Officer) are bound shall ensure the protection of notifying employees against retaliation, discrimination and any other form of mobbing. The Compliance Officer has to inform the Executive Board of AT&S and make proposals for further measures to protect a notifying employee should such further measures become necessary.

Employees notifying violations within the meaning of the BörseG in the course of a company internal procedure or towards the FMA may not

(i) suffer disadvantages, in particular with respect to salary, promotions, professional trainings and educations, relocations or termination of the employment relationship, or

(ii) be held responsible under criminal law

except where the notification was made intentionally inaccurate. The employer or a third party only has a claim for damages if the notification was apparently inaccurate and provided that the employee has made the notification with the intention to cause damages.

8. ORGANISATION, MONITORING AND ADHERENCE TO THIS CAPITAL-MARKETS-COMPLIANCE-DIRECTIVE

8.1 Compliance Officer

AT&S shall appoint a Compliance Officer as well as a Deputy Compliance Officer. The Compliance Officer is responsible for the continuous fulfilment of all duties imposed on him by this Capital Market Compliance Directive. The Compliance Officer reports in its capacity directly to the Executive Board of AT&S. In all aspects related to MAR and the respective provisions of the BörseG, the Compliance Officer is authorized to give instructions to the employees of AT&S. Already in the planning stage, the Compliance Officer shall be informed about all projects, which might require the establishment of project-related Confidential Areas.

The Compliance Officer of AT&S is Mr Stefan Greimel. The Deputy Compliance Officer is Ms Gerda Königstorfer. The Deputy Compliance Officer cooperates with the Compliance Officer in all matters to be carried out by him under this Capital Market Compliance Directive and is responsible for the continuous fulfilment of all duties imposed on the Compliance Officer by this Capital Market Compliance Directive, in particular, in the absence of the Compliance Officer. To fulfill their tasks, the Compliance Officer respectively the Deputy Compliance Officer may make use of appropriate auxiliary persons (e.g. for keeping records in the Confidentiality Register or the Insider List).

The Compliance Officers are no responsible officers pursuant to Sec 9 Para 2 VStG.

8.2 Rights and obligations of the Compliance Officer

The duties of the Compliance Officer comprise, in particular, the following:

- to advise and support the Executive Board in all matters relating to the MAR and the respective provisions of the BörseG;
- to provide regular reports to the Executive Board in matters relating to the Capital Market Compliance Directive (e.g. yearly reports);
- to train and educate staff in Confidential Areas in matters relating to the MAR and the respective provision of the BörseG;
- to inform all staff and other persons who are active for AT&S about the prohibition of abuse of Inside Information;
- to effect ongoing random checks (as well as checks in case of suspected cases) of compliance with the regulations on transmission of capital-market-relevant Information as well as on organizational measures to prevent abuse or wrongful dissemination of capital-market-relevant Information;
- operation of the whistleblowing reporting office, in particular receipt and confidential processing of notifications (see Clause 7).

The Compliance Officer shall, in particular, be responsible that this Capital Market Compliance Directive is implemented and adhered to. The authority of the Compliance Officer to monitor and check generally extends to all company areas. The Compliance Officer has the right to inspect and the right to access to information for the entire company, including all areas of its affiliates, with regard to all relevant documents, books, records and personnel data. In the event of suspected cases or conspicuous transactions, the Compliance Officer shall carry out the necessary inquiries and communicate with the parties concerned accordingly provided that this does not affect or prejudice the purpose of the investigation. Should violations of this Capital Market Compliance Directive be discovered, the Compliance Officer must inform the Executive Board immediately and identify the responsible persons. The results of these investigations must be made known to the Executive Board, and if necessary, to the Director of Human Resources, as well as to the person concerned, so that the appropriate measures in accordance with the relevant employment regulations can be initiated. Likewise, the Compliance Officer shall inform the department responsible for taking the necessary steps in accordance with the relevant employment regulations of the violations of the Capital Market Compliance Directive of which he gains knowledge. The Compliance Officer must keep strictly confidential all capital-market-relevant Information brought to his knowledge.

All employees and other persons active for AT&S shall support the Compliance Officer to the best of their abilities. This includes the obligation to answer all questions relating to compliance matters at any time and make available and give him/her access to all data and files requested.

The Compliance Officer shall execute his or her inspection duties without restrictions. The Deputy Compliance Officer is responsible for the fulfilment of all duties imposed on the Compliance Officer in his absence.

8.3 Reporting obligations

The Compliance Officer shall, in particular, be immediately notified about:

- any capital-market-relevant Information becoming known in the company for the first time and having been identified as such, by stating the names of all persons who have knowledge of such capital-market-relevant Information (a report to the Compliance Officer must preferably take place orally (or by phone, otherwise by email to the Compliance Officer's and the Deputy Compliance Officer's email address as well as to the e-mail address compliance@ats.net (see Clause 3.3.1));
- each transmission of capital-market-relevant Information from a Confidential Area to a person who does not belong to a Confidential Area;
- each transmission of capital-market-relevant Information to an external person, by enclosing a copy of the Non-Disclosure Agreement (if such agreement is necessary), as well as any unauthorized transmission of capital-market-relevant Information;
- the beginning and end of ongoing collaboration - also when there is a time limit or this is based on individual business dealings or projects - with persons who have no contract of employment with AT&S and with respect to which it is likely that such persons (e.g. auditors, lawyers, translators, etc.) obtain access to capital-market-relevant Information during the course of such collaboration, by enclosing a copy of the Non-Disclosure Agreement;
- every change to members of Confidential Areas, this means all members joining or leaving a Confidential Area within the company and the assignment of employees to a Confidential Area, as well as the formation of temporary Confidential Areas;
- transactions of persons discharging managerial responsibilities within AT&S and of persons closely associated with them (Art 19 MAR – Directors' Dealings notifications).

8.4 Confidentiality Register and Insider List

The Compliance Officer is required to (i) maintain a register of Persons in Confidential Areas (see Clause 2) ("**Confidentiality Register**"), and (ii) has to draw up according to Art 18 MAR a list of all persons who have access to Inside Information and who are working for AT&S under a contract of employment, or otherwise performing tasks through which they have access to Inside Information ("**Insider List**").

The Confidentiality Register includes inter alia Persons in Confidential Areas, divided into permanent and project based Confidential Areas. Furthermore, the Confidentiality Register has to contain all applications relating to envisaged transactions relating to shares or debt instruments of AT&S or to derivatives or other Financial Instruments linked thereto within closed periods, as well as the names of the persons concerned, the designation of the Financial Instrument, the nature and volume of the envisaged transaction, and the reason for such transaction, together with the decision of the Compliance Officer on the approval or rejection of the respective envisaged transaction during closed periods together with the main reasons for the Compliance Officer's decision.

In the event of changes (such as the departure and arrival of staff of a Confidential Area, or the consultation of external advisers), the persons responsible for the respective Confidential Area shall inform the Compliance Officer accordingly. In particular, where necessary, they shall suggest the inclusion or deletion of specific persons in the Confidentiality Register.

The Insider List must be divided into separated sections with respect to different Inside Information. New sections will be added upon identification of new Inside Information. In case a person obtains access to an Inside Information, such person will be included in the respective section in the Insider List.

Such Confidentiality Register and Insider List shall be updated regularly and promptly and the Compliance Officer shall furnish them to the FMA upon request.

The Confidentiality Register and the Insider List shall be retained for a period of at least five years after they are drawn up or updated.

8.5 Training and further training measures

All Persons in Confidential Areas shall be informed by the Compliance Officer or a person instructed by him, and proof provided thereof, about the contents of this Capital Market Compliance Directive and their corresponding obligations.

In addition, the main contents of this Capital Market Compliance Directive shall be presented to, and discussed with, the employees at regular intervals as part of training and further training measures. In particular the employees are informed on the prohibition of abuse of Inside Information (including the prohibition of insider dealings, unlawful disclosure of Inside Information as well as the prohibition of market abuse).

All persons of Confidential Areas should complete trainings on a recurring basis (if possible once per business year).

All employees entering a Confidential Area for their first time must complete an individual training with the Compliance Officer as soon as possible after their arrival.

8.6 Reports

The Compliance Officer reports regularly to the Executive Board on matters relating to the Capital Market Compliance Directive. The Executive Board reports at least annually to the Supervisory Board on matters relating to the Capital Market Compliance Directive.

9. FINAL PROVISIONS

9.1 Entry into force

This Capital Market Compliance Directive replaces the previously valid version and shall take effect from June 1, 2018.

9.2 Relationship to other regulations

Other instructions, guidelines, agreements and generally all other AT&S directives are not affected by this Capital Market Compliance Directive and remain valid in their entirety. They are to be observed in addition to this Capital Market Compliance Directive. In the event of a contradiction, the binding provisions of the MAR (including its delegated acts), the BörseG and the Regulation on Dissemination and Reporting (VMV) shall take priority over other provisions in the event of doubt.

Annex./1

Definitions and selected provisions

DEFINITIONS

"capital-market-relevant Information"

is an Inside Information (see below) or any other information that is "confidential and price-sensitive".

"confidential, price-sensitive information" is an information which has not been made public and which, if it were available to a reasonable investor who regularly deals on such market and in the respective Financial Instrument, would be regarded by such person as relevant when deciding on the terms on which transactions in the Financial Instrument should be effected.

No "confidential and price-sensitive information" is an information in relation to which a reasonable investor would, upon diligent evaluation of all facts and circumstances involved, exclude that such information may develop in the future into an Inside Information or become relevant for an inside issue.

"Confidentiality Register"
is a register of Persons in Confidential Areas. For more details see Clause 8.4.

"Confidential Areas"
shall have the meaning as set forth in Clause 2.1.

"Financial Instruments"
shall mean financial instruments within the meaning of Art 4 Para 1 No 15 of the Directive 2014/65/EU. Those are:

(i) Transferable securities;
(ii) Money-market instruments;
(iii) Units in collective investment undertakings;
(iv) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash;
(v) Options, futures, swaps, forwards and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event;
(vi) Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market, a MTF, or an OTF, except for wholesale energy products traded on an OTF that must be physically settled;
(vii) Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point (vi) of this Section and not being for commercial purposes, which have the characteristics of other derivative financial instruments;
(viii) Derivative instruments for the transfer of credit risk;
(ix) Financial contracts for differences;
(x) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in this enumeration, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market, OTF, or an MTF;

(xi) Emission allowances consisting of any units recognised for compliance with the requirements of Directive 2003/87/EC (Emissions Trading Scheme).

"FMA"
is the independent, integrated supervisory authority for the Austrian financial market free from supervision.

"Inside Information"
shall comprise the following types of information:

(a) information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments;

(b) in relation to commodity derivatives, information of a precise nature, which has not been made public, relating, directly or indirectly to one or more such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts, and where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets;

(c) in relation to emission allowances or auctioned products based thereon, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or on the prices of related derivative financial instruments;

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

Information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument, the related spot commodity contracts, or the auctioned products based on the emission allowances. In this respect in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information. An intermediate step in a protracted process shall be deemed to be inside information if, by itself, it satisfies the criteria of inside information.

"Information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments, related spot commodity contracts, or auctioned products based on emission allowances" shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

Inside Information can inter alia be the following types of communication:

- corporate actions relating to AT&S or any of its individual group companies:
  - mergers with other companies, corporate reorganizations
  - capital measures (e.g. securities issue, capital increase and decrease)
  - dissolution, bankruptcy, arrangements in bankruptcy, organizational restructurings
  - major changes in shareholder structure

- the business activities of AT&S or any of its individual group companies:
  - extraordinary investments or changes to orders on hand and/or manpower, development of new products and services, significant new inventions and development results
  - extraordinary changes in the management, acquisition or disposals of shareholdings or companies, interruptions of business activities
  - legal and arbitrational procedures outside the scope of usual business, inspections and audits by governmental authorities, pending litigation, developments in court proceedings

- the financial or profit situation of AT&S or any of its individual group companies:
  - important financial data (e.g. turnover, profit, cash-flow)
  - assumption of exceptional liabilities
  - important changes to the costs and price situation
  - changes in profit forecasts and changes in published results

AT&S must publish inside information, which directly concerns it, in line with Art 17 MAR as soon as possible.

“Insider Dealing”
Basically, in relation to Financial Instruments insider dealing arises where a person possesses Inside Information and uses that information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, Financial Instruments to which that information relates. For more details see Clause 6.1

“Insider List”
is the list to be drawn up according to Art 18 MAR of all persons who have access to Inside Information. For more details see Clause 8.4.

"Issuer"
means a legal entity governed by private or public law, which issues or proposes to issue Financial Instruments, the issuer being, in case of depository receipts representing Financial Instruments, the issuer of the Financial Instrument represented. AT&S is an Issuer of such Financial Instruments within the meaning of this Directive.

“Market Manipulation“
Basically, in relation to Financial Instruments market manipulation comprises certain activities/and or behaviours (including entering into a transaction, placing an order to trade, disseminating information in certain ways, transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark), which inter alia (i) give, or are likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, (ii) secure (or are likely to secure) the price of one or several financial instruments at an abnormal or artificial level, (iii) affect or are likely to affect the price of one or several Financial Instruments, or (iv) manipulate the calculation of a benchmark. For more details see Clause 6.1.

“Persons in Confidential Areas“
are persons who are in an employment relationship with AT&S and assigned – organizationally or functionally – to a Confidential Area, as well as the members of the Executive Board and the Supervisory Board. In addition, other Persons in Confidential Areas are natural or legal persons, business partnerships, other commercial partnerships or associations who are active for AT&S and who have either regular or project related access to capital-market-relevant Information (e.g. consultants).

“Unlawful Disclosure Of Inside Information“
Basically, an unlawful disclosure of inside information arises where a person possesses Inside Information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties. For more details see Clause 6.1

Excerpt Austrian Stock Exchange Act ("BörseG")

Administrative Offences of Abuse of Inside Information and of Market Manipulation

§ 154. (1) A person who

1. violates Art. 14 lit. a of the Regulation (EU) No. 596/2014 by engaging in insider dealing pursuant to Art. 8 Para. 1 or 3 of the Regulation (EU) No. 596/2014,
2. violates Art. 14 lit. b or c of the Regulation (EU) No. 596/2014 by, contrary to Art. 9 of the Regulation (EU) No. 596/2014, making a recommendation to engage in insider dealing or inducing another person to engage in insider dealing pursuant to Art. 8 Para. 2 of the Regulation (EU) No. 596/2014, or unlawfully disclosing inside information pursuant to Art. 10 of the Regulation (EU) No. 596/2014, or
3. violates Art. 15 of the Regulation (EU) No. 596/2014 through market manipulation by entering into a transaction or placing, cancelling or modifying an order to trade, pursuant to Art. 12 Para. 1 lit. a or b of the Regulation (EU) No. 596/2014, or by, contrary to Art. 12 Para. 1 lit. c or d of the Regulation (EU) No. 596/2014, transmitting false or misleading information or providing false or misleading inputs in relation to benchmarks or disseminating information, which gives false or misleading signals,

commits an administrative offence and shall be punished by the FMA with a fine in the amount of up to EUR 5 million or three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined.

(2) In case infringements pursuant to Para. 1 No. 1 and 3 are committed intentionally, also the attempt is chargeable.

Other Administrative Offences

§ 155. (1) A person who

1. does not fulfill the organizational requirements or notification, information or reporting obligations relating to the prevention and detection of market abuse pursuant to Art. 16 of the Regulation (EU) No. 596/2014 or breaches obligations linked therewith pursuant to the regulatory technical standards established on the basis of Art. 16 Para. 5 of the Regulation (EU) No. 596/2014,
2. does not fulfill its obligations relating to public disclosure of inside information pursuant to Art. 17 of the Regulation (EU) No. 596/2014 or breaches obligations linked therewith pursuant to the regulatory technical standards established on the basis of Art. 17 Para. 10 of the Regulation (EU) No. 596/2014,
3. does not fulfill its obligations with respect to insider lists pursuant to Art. 18 of the Regulation (EU) No. 596/2014 or breaches obligations linked therewith pursuant to the regulatory technical standards established on the basis of Art. 18 Para. 9 of the Regulation (EU) No. 596/2014,
4. does not fulfill its obligations with respect to managers' transactions (Eigengeschäfte) pursuant to Art. 19 of the Regulation (EU) No. 596/2014 or breaches obligations linked therewith pursuant to the regulatory technical standards established on the basis of Art. 19 Para. 15 of the Regulation (EU) No. 596/2014,
5. produces or disseminates, contrary to Art. 20 Para. 1 of the Regulation (EU) No. 596/2014, or the regulatory technical standards established on the basis of Art. 20 Para. 3 of the Regulation (EU) No. 596/2014, investment recommendations or other information recommending or suggesting an investment strategy,

commits an administrative offence and shall be punished by the FMA with a fine in the amount of up to three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined, or with respect to No. 1 and 2 with a fine in the amount of up to EUR 1 million or with respect to No. 3 to 5 with a fine in the amount of up to EUR 500,000.

[…]

Culpability of Legal Persons

§ 156. (1) FMA may impose fines against legal persons, if persons, who have acted, either alone or as part of a corporate body of the legal person, and who have an executive position within the legal person based

1. on the authority to represent the legal person,
2. on the authority to take decisions in the name of the legal person, or
3. on the authority to control within the legal person

have violated the prohibitions or obligations mentioned in §§ 154 and 155.

(2) Legal persons may also be held liable for infringements mentioned in Para. 1 if the lack of supervision or control by a person mentioned in Para. 1 has made the commitment of such infringements by a person working/acting for the legal person possible.

(3) The fine pursuant to Para. 1 and 2 shall amount to

1. in case of violations of the prohibitions or obligations set forth in Art. 14 and 15 of the Regulation (EU) No. 596/2014, up to EUR 15 million or 15 % of the total annual net turnover pursuant to Para. 4 or up to three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined,
2. in case of violations of Art. 16 and 17 of the Regulation (EU) No. 596/2014, up to EUR 2,500,000 or 2 % of the total annual net turnover pursuant to Para. 4 or up to three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined,
3. in case of violations of Art. 18 to 20 of the Regulation (EU) No. 596/2014, up to EUR 1 million or up to three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined.

(4) The total annual net turnover pursuant to Para. 3 shall consist, in case of credit institutions, of the aggregate amount of all revenues referred to in No. 1 to 7 of Annex 2, Part 2, to § 43 of the Austrian Banking Act (BWG) less the expenditures referred to therein; in case the company in question is a subsidiary undertaking, the total annual net turnover as shown in the consolidated financial statements of the parent undertaking being the top group company of the previous business year shall be relevant. With respect to other legal persons the total annual turnover shall be relevant. To the extent FMA is not in a position to determine or calculate the basis for the total turnover, FMA shall make an appraisal thereof. In such case, all circumstances have to be taken into consideration which are of relevance for such appraisal.

[…]

Other Administrative Measures

§ 157. (1) […]

(2) FMA may, in case of violations pursuant to §§ 154, 155 and 156, and without prejudice to other powers pursuant to other administrative provisions, take the subsequent administrative measures:

1. an order requiring the person responsible for the infringement to cease the conduct and to desist from a repetition of that conduct;
2. the disgorgement of the profits gained or losses avoided due to the infringement if those can be determined;
3. a public warning which indicates the person responsible for the infringement and the nature of the infringement;
4. withdrawal or suspension of the authorization of the legal entity pursuant to § 26 of the Austrian Securities Supervision Act (WAG 2018), if other measures cannot prevent the committal of violations against §§ 154, 155 and 156 with a sufficient degree of probability;
5. a temporary ban of a person discharging managerial responsibilities within a legal entity pursuant to § 26 of the Austrian Securities Supervision Act (WAG 2018), or any other natural person, who is held re-

sponsible for the infringement, from exercising management functions in a legal entity pursuant to § 26 of the Austrian Securities Supervision Act (WAG 2018);

6. in the event of repeated infringements of Art 14 or 15 of the Regulation (EU) No. 596/2014, a permanent ban of any person discharging managerial responsibilities within a legal entity pursuant to § 26 of the Austrian Securities Supervision Act (WAG 2018) or any other natural person who is held responsible for the infringement, from exercising management functions in a legal entity pursuant to § 26 of the Austrian Securities Supervision Act (WAG 2018);

7. a temporary ban of a person discharging managerial responsibilities within a legal entity pursuant to § 26 of the Austrian Securities Supervision Act (WAG 2018) or another natural person who is held responsible for the infringement, from dealing on own account.

(3) If the amount of the profits gained or losses avoided cannot be determined or calculated, or only determined or calculated when applying disproportionate efforts, FMA shall make an appraisal thereof. […]

[…]

Publication of Decisions

§ 161. (1) Subject to Para. 3, FMA shall publish any decision imposing an administrative sanction or administrative measure in relation to an infringement of the Regulation (EU) No. 596/2014 on their website immediately after the person subject to that decision has been informed of that decision. Such publication shall include at least information on the type and nature of the infringement and the identity of the person responsible for the infringement.

[…]

Insider Dealings and Unlawful Disclosures Subject to Criminal Sanctions

§ 163. (1) Who, as insider (Para. 4), possesses inside information (Art. 7 Para. 1 to 4 of the Regulation (EU) No. 596/2014) and by using such information,

1. acquires or disposes of financial instruments, to which that information relates or to such auction products based on emission allowances, in an amount greater than EUR 1 million,

2. cancels or amends orders concerning the acquisition or disposal of such financial instruments or such auction products based on emission allowances to which the information relates where the order was placed before the inside information was acquired, in an amount greater than EUR 1 million, or

3. submits bids on emission allowances or other auctioned products based thereon, to which that information relates, in an amount greater than EUR 1 million or withdraws or modifies them in an amount greater than EUR 1 million,

for its own account or for the account of a third person, shall be sentenced to imprisonment of six months to up to five years.

(2) Likewise shall be punished, who, as insider, possesses inside information and recommends to a third person,

1. to acquire or dispose of financial instruments, to which that information relates or to such auction products based on emission allowances,

2. to cancel or amend orders concerning the acquisition or disposal of such financial instruments or such auction products based on emission allowances, or

3. to submit, modify or withdraw bids on emission allowances or other auctioned products based thereon, to which that information relates,

if, within five trading days after the inside information has become known, a change in the quotation of at least 35 % and an aggregate volume of sales of at least EUR 10 million occurs with respect to the financial instruments on the most relevant market in terms of liquidity (Art. 4 Para. 1 lit. a of the Regulation (EU) No. 600/2014). Aiding and abetting (Beteiligung – § 12 of the Austrian Penal Act – StGB, Federal Law Gazette (BGBl.) No. 60/1974) and the attempt (§ 15 of the Austrian Penal Act (StGB)) are not chargeable.

(3) Who, as insider, possesses inside information and unlawfully discloses such information to a third person, shall, if the circumstances referred to in Para. 2 have come into existence, be sentenced to imprisonment of up to two years. The attempt (§ 15 of the Austrian Penal Act (StGB)) is not chargeable.

(4) Insider is a person who possesses inside information as a result of

1. being a member of the administrative, management or supervisory bodies of the issuer or emission allowance market participant,
2. having a holding in the capital of the issuer or emission allowance market participant,
3. having access to the information through the exercise of an employment, profession or duties, or
4. having committed criminal activities.

(5) Who, otherwise knowingly obtained an inside information or a recommendation from an insider and uses such information or recommendation in the manner as described in Para. 1 No. 1, 2 or 3, shall be sentenced to imprisonment of six months to up to five years. However, a person who only aides with respect to the use of a recommendation (§ 12 third case of the Austrian Penal Act (StGB)), shall not be chargeable.

(6) Who, knowingly possesses inside information and recommends to a third person,

1. to acquire or dispose of financial instruments, to which that information relates or to such auction products based on emission allowances,
2. to cancel or amend orders concerning the acquisition or disposal of such financial instruments or such auction products based on emission allowances, or
3. to submit, modify or withdraw bids on emission allowances or other auctioned products based thereon, to which that information relates,

shall, if the circumstances referred to in Para. 2 have come into existence, be sentenced to imprisonment of six months to up to five years. Aiding and abetting (§ 12 of the Austrian Penal Act (StGB)) and the attempt (§ 15 of the Austrian Penal Act (StGB)) are not chargeable.

(7) Who, knowingly, obtained inside information or a recommendation from an insider and unlawfully discloses such information or recommendation to a third person, shall, if the circumstances referred to in Para. 2 have come into existence, be sentenced to imprisonment of up to two years. The attempt (§ 15 of the Austrian Penal Act (StGB)) is not chargeable.

(8) Financial instruments (Art. 4 Para. 1 No. 15 of the Directive 2014/65/EU) within the meaning of this provision are such, which

1. are admitted to trading on a regulated market or for which a request for admission to trading on a regulated market has been made;
2. are traded on a multilateral trading facility (MTF), admitted to trading on an MTF or for which a request for admission to trading on an MTF has been made;
3. are traded on an organized trading facility (OTF);
4. are not covered by No. 1 to 3, the price or value of which, however, depends on, or has an effect on, the price or value of one of these financial instruments.

Market Manipulation Subject to Criminal Sanctions

§ 164. (1) Who, unlawfully enters into transactions or places orders in an amount greater than EUR 1 million, thereby

1. giving false or misleading signals as to the supply of, demand for, or price of, a financial instrument or a related spot commodity contract or an auction product based on emission allowances, or
2. securing the price of a financial instrument or a related spot commodity contract or an auction product based on emission allowances, at an abnormal or artificial level,

shall be sentenced to imprisonment of six months to up to five years.

(2) Likewise shall be punished, who, under false pretenses or by employing other fictitious devices or any other form of deception or contrivance, enters into transactions or places orders to trade in an amount greater than EUR 1 million, if those are suitable, to influence the price of a financial instrument or a related spot commodity contract or an auction product based on emission allowances.

(3) Financial instruments (Art. 4 Para. 1 No. 15 of the Directive 2014/65/EU) within the meaning of this provision are those referred to under § 163 Para. 8 and in addition those types of financial instruments, including derivative contracts and derivative instruments for the transfer of credit risk, where the transaction or order to trade has an effect on the price or value of a spot commodity contract, the price or value of which depends on the price of value of such financial instruments.

(4) Spot commodity contracts (Art. 3 Para. 1 No. 15 of the Regulation (EU) No. 596/2014) within the meaning of this provision are those that are not wholesale energy products, and where the transaction or order to trade has an effect on the price or value of a financial instrument within the meaning of § 163 Para. 8.

[…]

Excerpt Market Abuse Regulation (MAR)

CHAPTER 2

INSIDE INFORMATION, INSIDER DEALING, UNLAWFUL DISCLOSURE OF INSIDE INFORMATION AND MARKET MANIPULATION

Article 7

Inside information

1. For the purposes of this Regulation, inside information shall comprise the following types of information:
   (a) information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments;
   (b) in relation to commodity derivatives, information of a precise nature, which has not been made public, relating, directly or indirectly to one or more such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts, and where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions at the Union or national level, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets;
   (c) in relation to emission allowances or auctioned products based thereon, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or on the prices of related derivative financial instruments;
   (d) for persons charged with the execution of orders concerning financial instruments, it also means information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments, the price of related spot commodity contracts, or on the price of related derivative financial instruments.
2. For the purposes of paragraph 1, information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument, the related spot commodity contracts, or the auctioned products based on the emission allowances. In this respect in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.
3. An intermediate step in a protracted process shall be deemed to be inside information if, by itself, it satisfies the criteria of inside information as referred to in this Article.
4. For the purposes of paragraph 1, information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments, related spot commodity contracts, or auctioned products based on emission allowances shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

   In the case of participants in the emission allowance market with aggregate emissions or rated thermal input at or below the threshold set in accordance with the second subparagraph of Article 17(2), information about their physical operations shall be deemed not to have a significant effect on the price of emission allowances, of auctioned products based thereon, or of derivative financial instruments.
5. ESMA shall issue guidelines to establish a non-exhaustive indicative list of information which is reasonably expected or is required to be disclosed in accordance with legal or regulatory provisions in Union or

national law, market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets as referred to in point (b) of paragraph 1. ESMA shall duly take into account specificities of those markets.

Article 8

Insider dealing

1. For the purposes of this Regulation, insider dealing arises where a person possesses inside information and uses that information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, financial instruments to which that information relates. The use of inside information by cancelling or amending an order concerning a financial instrument to which the information relates where the order was placed before the person concerned possessed the inside information, shall also be considered to be insider dealing. In relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to Regulation (EU) No 1031/2010, the use of inside information shall also comprise submitting, modifying or withdrawing a bid by a person for its own account or for the account of a third party.
2. For the purposes of this Regulation, recommending that another person engage in insider dealing, or inducing another person to engage in insider dealing, arises where the person possesses inside information and:
   (a) recommends, on the basis of that information, that another person acquire or dispose of financial instruments to which that information relates, or induces that person to make such an acquisition or disposal, or
   (b) recommends, on the basis of that information, that another person cancel or amend an order concerning a financial instrument to which that information relates, or induces that person to make such a cancellation or amendment.
3. The use of the recommendations or inducements referred to in paragraph 2 amounts to insider dealing within the meaning of this Article where the person using the recommendation or inducement knows or ought to know that it is based upon inside information.
4. This Article applies to any person who possesses inside information as a result of:
   (a) being a member of the administrative, management or supervisory bodies of the issuer or emission allowance market participant;
   (b) having a holding in the capital of the issuer or emission allowance market participant;
   (c) having access to the information through the exercise of an employment, profession or duties; or
   (d) being involved in criminal activities.

   This Article also applies to any person who possesses inside information under circumstances other than those referred to in the first subparagraph where that person knows or ought to know that it is inside information.
5. Where the person is a legal person, this Article shall also apply, in accordance with national law, to the natural persons who participate in the decision to carry out the acquisition, disposal, cancellation or amendment of an order for the account of the legal person concerned.

Article 9

Legitimate behavior

1. For the purposes of Articles 8 and 14, it shall not be deemed from the mere fact that a legal person is or has been in possession of inside information that that person has used that information and has thus engaged in insider dealing on the basis of an acquisition or disposal, where that legal person:
   (a) has established, implemented and maintained adequate and effective internal arrangements and procedures that effectively ensure that neither the natural person who made the decision on its behalf to acquire or dispose of financial instruments to which the information relates, nor another natural person who may have had an influence on that decision, was in possession of the inside information; and

(b) has not encouraged, made a recommendation to, induced or otherwise influenced the natural person who, on behalf of the legal person, acquired or disposed of financial instruments to which the information relates.

2. For the purposes of Articles 8 and 14, it shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing on the basis of an acquisition or disposal where that person:

(a) for the financial instrument to which that information relates, is a market maker or a person authorised to act as a counterparty, and the acquisition or disposal of financial instruments to which that information relates is made legitimately in the normal course of the exercise of its function as a market maker or as a counterparty for that financial instrument; or

(b) is authorised to execute orders on behalf of third parties, and the acquisition or disposal of financial instruments to which the order relates, is made to carry out such an order legitimately in the normal course of the exercise of that person's employment, profession or duties.

3. For the purposes of Articles 8 and 14, it shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing on the basis of an acquisition or disposal where that person conducts a transaction to acquire or dispose of financial instruments and that transaction is carried out in the discharge of an obligation that has become due in good faith and not to circumvent the prohibition against insider dealing and:

(a) that obligation results from an order placed or an agreement concluded before the person concerned possessed inside information; or

(b) that transaction is carried out to satisfy a legal or regulatory obligation that arose, before the person concerned possessed inside information.

4. For the purposes of Article 8 and 14, it shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing, where such person has obtained that inside information in the conduct of a public takeover or merger with a company and uses that inside information solely for the purpose of proceeding with that merger or public takeover, provided that at the point of approval of the merger or acceptance of the offer by the shareholders of that company, any inside information has been made public or has otherwise ceased to constitute inside information.

This paragraph shall not apply to stake-building.

5. For the purposes of Articles 8 and 14, the mere fact that a person uses its own knowledge that it has decided to acquire or dispose of financial instruments in the acquisition or disposal of those financial instruments shall not of itself constitute use of inside information.

6. Notwithstanding paragraphs 1 to 5 of this Article, an infringement of the prohibition of insider dealing set out in Article 14 may still be deemed to have occurred if the competent authority establishes that there was an illegitimate reason for the orders to trade, transactions or behaviours concerned.

Article 10

Unlawful disclosure of inside information

1. For the purposes of this Regulation, unlawful disclosure of inside information arises where a person possesses inside information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties.

This paragraph applies to any natural or legal person in the situations or circumstances referred to in Article 8(4).

2. For the purposes of this Regulation the onward disclosure of recommendations or inducements referred to in Article 8(2) amounts to unlawful disclosure of inside information under this Article where the person disclosing the recommendation or inducement knows or ought to know that it was based on inside information.

[…]

Article 12

Market manipulation

1. For the purposes of this Regulation, market manipulation shall comprise the following activities:

   (a) entering into a transaction, placing an order to trade or any other behaviour which:

      (i) gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances; or

      (ii) secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level;

   unless the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transaction, order or behaviour have been carried out for legitimate reasons, and conform with an accepted market practice as established in accordance with Article 13;

   (b) entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances, which employs a fictitious device or any other form of deception or contrivance;

   (c) disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances or secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level, including the dissemination of rumours, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading;

   (d) transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark.

2. The following behaviour shall, inter alia, be considered as market manipulation:

   (a) the conduct by a person, or persons acting in collaboration, to secure a dominant position over the supply of or demand for a financial instrument, related spot commodity contracts or auctioned products based on emission allowances which has, or is likely to have, the effect of fixing, directly or indirectly, purchase or sale prices or creates, or is likely to create, other unfair trading conditions;

   (b) the buying or selling of financial instruments, at the opening or closing of the market, which has or is likely to have the effect of misleading investors acting on the basis of the prices displayed, including the opening or closing prices;

   (c) the placing of orders to a trading venue, including any cancellation or modification thereof, by any available means of trading, including by electronic means, such as algorithmic and high-frequency trading strategies, and which has one of the effects referred to in paragraph 1(a) or (b), by:

      (i) disrupting or delaying the functioning of the trading system of the trading venue or being likely to do so;

      (ii) making it more difficult for other persons to identify genuine orders on the trading system of the trading venue or being likely to do so, including by entering orders which result in the overloading or destabilisation of the order book; or

      (iii) creating or being likely to create a false or misleading signal about the supply of, or demand for, or price of, a financial instrument, in particular by entering orders to initiate or exacerbate a trend;

   (d) the taking advantage of occasional or regular access to the traditional or electronic media by voicing an opinion about a financial instrument, related spot commodity contract or an auctioned

product based on emission allowances (or indirectly about its issuer) while having previously taken positions on that financial instrument, a related spot commodity contract or an auctioned product based on emission allowances and profiting subsequently from the impact of the opinions voiced on the price of that instrument, related spot commodity contract or an auctioned product based on emission allowances, without having simultaneously disclosed that conflict of interest to the public in a proper and effective way;

(e) the buying or selling on the secondary market of emission allowances or related derivatives prior to the auction held pursuant to Regulation (EU) No 1031/2010 with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or misleading bidders bidding in the auctions.

3. For the purposes of applying paragraph 1(a) and (b), and without prejudice to the forms of behaviour set out in paragraph 2, Annex I defines non-exhaustive indicators relating to the employment of a fictitious device or any other form of deception or contrivance, and non-exhaustive indicators related to false or misleading signals and to price securing.

4. Where the person referred to in this Article is a legal person, this Article shall also apply, in accordance with national law, to the natural persons who participate in the decision to carry out activities for the account of the legal person concerned.

5. The Commission shall be empowered to adopt delegated acts in accordance with Article 35 specifying the indicators laid down in Annex I, in order to clarify their elements and to take into account technical developments on financial markets.

[…]

Article 14

Prohibition of insider dealing and of unlawful disclosure of inside information

A person shall not:

(a) engage or attempt to engage in insider dealing;

(b) recommend that another person engage in insider dealing or induce another person to engage in insider dealing; or

(c) unlawfully disclose inside information.

Article 15

Prohibition of market manipulation

A person shall not engage in or attempt to engage in market manipulation.

Article 16

Prevention and detection of market abuse

1. Market operators and investment firms that operate a trading venue shall establish and maintain effective arrangements, systems and procedures aimed at preventing and detecting insider dealing, market manipulation and attempted insider dealing and market manipulation, in accordance with Articles 31 and 54 of Directive 2014/65/EU.

   A person referred to in the first subparagraph shall report orders and transactions, including any cancellation or modification thereof, that could constitute insider dealing, market manipulation or attempted insider dealing or market manipulation to the competent authority of the trading venue without delay.

2. Any person professionally arranging or executing transactions shall establish and maintain effective arrangements, systems and procedures to detect and report suspicious orders and transactions. Where such a person has a reasonable suspicion that an order or transaction in any financial instrument, whether placed or executed on or outside a trading venue, could constitute insider dealing, market manipulation or attempted insider dealing or market manipulation, the person shall notify the competent authority as referred to in paragraph 3 without delay.

3. Without prejudice to Article 22, persons professionally arranging or executing transactions shall be subject to the rules of notification of the Member State in which they are registered or have their head office, or, in the case of a branch, the Member State where the branch is situated. The notification shall be addressed to the competent authority of that Member State.

4. The competent authorities as referred to in paragraph 3 receiving the notification of suspicious orders and transactions shall transmit such information immediately to the competent authorities of the trading venues concerned.

5. In order to ensure consistent harmonisation of this Article, ESMA shall develop draft regulatory technical standards to determine:

   (a) appropriate arrangements, systems and procedures for persons to comply with the requirements established in paragraphs 1 and 2; and
   (b) the notification templates to be used by persons to comply with the requirements established in paragraphs 1 and 2.

   ESMA shall submit those draft regulatory technical standards to the Commission by 3 July 2016.

   Power is delegated to the Commission to adopt the regulatory technical standards referred to in the first subparagraph in accordance with Articles 10 to 14 of Regulation (EU) No 1095/2010.

Article 17

Public disclosure of inside information

1. An issuer shall inform the public as soon as possible of inside information which directly concerns that issuer.

[…]

8. Where an issuer or an emission allowance market participant, or a person acting on their behalf or for their account, discloses any inside information to any third party in the normal course of the exercise of an employment, profession or duties as referred to in Article 10(1), they must make complete and effective public disclosure of that information, simultaneously in the case of an intentional disclosure, and promptly in the case of a non-intentional disclosure. This paragraph shall not apply if the person receiving the information owes a duty of confidentiality, regardless of whether such duty is based on a law, on regulations, on articles of association, or on a contract.

[…]

Article 18

Insider lists

1. Issuers or any person acting on their behalf or on their account, shall:
   (a) 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, such as advisers, accountants or credit rating agencies (insider list);
   (b) promptly update the insider list in accordance with paragraph 4; and
   (c) provide the insider list to the competent authority as soon as possible upon its request.

2. Issuers or any person acting on their behalf or on their account, shall take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

Where another person acting on behalf or on the account of the issuer assumes the task of drawing up and updating the insider list, the issuer remains fully responsible for complying with this Article. The issuer shall always retain a right of access to the insider list.

3. The insider list shall include at least:
   (a) the identity of any person having access to inside information;
   (b) the reason for including that person in the insider list;
   (c) the date and time at which that person obtained access to inside information; and
   (d) the date on which the insider list was drawn up.
4. Issuers or any person acting on their behalf or on their account shall update the insider list promptly, including the date of the update, in the following circumstances:
   (a) where there is a change in the reason for including a person already on the insider list;
   (b) where there is a new person who has access to inside information and needs, therefore, to be added to the insider list; and
   (c) where a person ceases to have access to inside information.

   Each update shall specify the date and time when the change triggering the update occurred.
5. Issuers or any person acting on their behalf or on their account shall retain the insider list for a period of at least five years after it is drawn up or updated.
6. Issuers whose financial instruments are admitted to trading on an SME growth market shall be exempt from drawing up an insider list, provided that the following conditions are met:
   (a) the issuer takes all reasonable steps to ensure that any person with access to inside information acknowledges the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information; and
   (b) the issuer is able to provide the competent authority, upon request, with an insider list.
7. This Article shall apply to issuers who have requested or approved admission of their financial instruments to trading on a regulated market in a Member State or, in the case of an instrument only traded on an MTF or an OTF, have approved trading of their financial instruments on an MTF or an OTF or have requested admission to trading of their financial instruments on an MTF in a Member State.
8. Paragraphs 1 to 5 of this Article shall also apply to:
   (a) emission allowance market participants in relation to inside information concerning emission allowances that arises in relation to the physical operations of that emission allowance market participant;
   (b) any auction platform, auctioneer and auction monitor in relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to Regulation (EU) No 1031/2010.
9. In order to ensure uniform conditions of application of this Article, ESMA shall develop draft implementing technical standards to determine the precise format of insider lists and the format for updating insider lists referred to in this Article.

   ESMA shall submit those draft implementing technical standards to the Commission by 3 July 2016.

   Power is conferred on the Commission to adopt the implementing technical standards referred to in the first subparagraph in accordance with Article 15 of Regulation (EU) No 1095/2010.

Article 19

Managers' transactions

1. Persons discharging managerial responsibilities, as well as persons closely associated with them, shall notify the issuer or the emission allowance market participant and the competent authority referred to in the second subparagraph of paragraph 2:

(a) in respect of issuers, of every transaction conducted on their own account relating to the shares or debt instruments of that issuer or to derivatives or other financial instruments linked thereto;

(b) in respect of emission allowance market participants, of every transaction conducted on their own account relating to emission allowances, to auction products based thereon or to derivatives relating thereto.

Such notifications shall be made promptly and no later than three business days after the date of the transaction.

The first subparagraph applies once the total amount of transactions has reached the threshold set out in paragraph 8 or 9, as applicable, within a calendar year.

1a. The notification obligation referred to in paragraph 1 shall not apply to transactions in financial instruments linked to shares or to debt instruments of the issuer referred to in that paragraph where at the time of the transaction any of the following conditions is met:

(a) the financial instrument is a unit or share in a collective investment undertaking in which the exposure to the issuer's shares or debt instruments does not exceed 20 % of the assets held by the collective investment undertaking;

(b) the financial instrument provides exposure to a portfolio of assets in which the exposure to the issuer's shares or debt instruments does not exceed 20 % of the portfolio's assets;

(c) the financial instrument is a unit or share in a collective investment undertaking or provides exposure to a portfolio of assets and the person discharging managerial responsibilities or person closely associated with such a person does not know, and could not know, the investment composition or exposure of such collective investment undertaking or portfolio of assets in relation to the issuer's shares or debt instruments, and furthermore there is no reason for that person to believe that the issuer's shares or debt instruments exceed the thresholds in point (a) or (b).

If information regarding the investment composition of the collective investment undertaking or exposure to the portfolio of assets is available, then the person discharging managerial responsibility or person closely associated with such a person shall make all reasonable efforts to avail themselves of that information.

2. For the purposes of paragraph 1, and without prejudice to the right of Member States to provide for notification obligations other than those referred to in this Article, all transactions conducted on the own account of the persons referred to in paragraph 1, shall be notified by those persons to the competent authorities.

The rules applicable to notifications, with which persons referred to in paragraph 1 must comply, shall be those of the Member State where the issuer or emission allowance market participant is registered. Notifications shall be made within three working days of the transaction date to the competent authority of that Member State. Where the issuer is not registered in a Member State, the notification shall be made to the competent authority of the home Member State in accordance with point (i) of Article 2(1) of Directive 2004/109/EC or, in the absence thereof, to the competent authority of the trading venue.

3. The issuer or emission allowance market participant shall ensure that the information that is notified in accordance with paragraph 1 is made public promptly and no later than three business days after the transaction in a manner which enables fast access to this information on a non-discriminatory basis in accordance with the implementing technical standards referred to in point (a) of Article 17(10).

The issuer or emission allowance market participant shall use such media as may reasonably be relied upon for the effective dissemination of information to the public throughout the Union, and, where applicable, it shall use the officially appointed mechanism referred to in Article 21 of Directive 2004/109/EC.

Alternatively, national law may provide that a competent authority may itself make public the information.

4. This Article shall apply to issuers who:

(a) have requested or approved admission of their financial instruments to trading on a regulated market; or

(b) in the case of an instrument only traded on an MTF or an OTF, have approved trading of their financial instruments on an MTF or an OTF or have requested admission to trading of their financial instruments on an MTF.

5. Issuers and emission allowance market participants shall notify the person discharging managerial responsibilities of their obligations under this Article in writing. Issuers and emission allowance market participants shall draw up a list of all persons discharging managerial responsibilities and persons closely associated with them.

Persons discharging managerial responsibilities shall notify the persons closely associated with them of their obligations under this Article in writing and shall keep a copy of this notification.

6. A notification of transactions referred to in paragraph 1 shall contain the following information:

(a) the name of the person;

(b) the reason for the notification;

(c) the name of the relevant issuer or emission allowance market participant;

(d) a description and the identifier of the financial instrument;

(e) the nature of the transaction(s) (e.g. acquisition or disposal), indicating whether it is linked to the exercise of share option programmes or to the specific examples set out in paragraph 7;

(f) the date and place of the transaction(s); and

(g) the price and volume of the transaction(s). In the case of a pledge whose terms provide for its value to change, this should be disclosed together with its value at the date of the pledge.

7. For the purposes of paragraph 1, transactions that must be notified shall also include:

(a) the pledging or lending of financial instruments by or on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1;

(b) transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1, including where discretion is exercised;

(c) transactions made under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council , where:

(i) the policyholder is a person discharging managerial responsibilities or a person closely associated with such a person, as referred to in paragraph 1,

(ii) the investment risk is borne by the policyholder, and

(iii) the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.

For the purposes of point (a), a pledge, or a similar security interest, of financial instruments in connection with the depositing of the financial instruments in a custody account does not need to be notified, unless and until such time that such pledge or other security interest is designated to secure a specific credit facility.

For the purposes of point (b), transactions executed in shares or debt instruments of an issuer or derivatives or other financial instruments linked thereto by managers of a collective investment undertaking in which the person discharging managerial responsibilities or a person closely associated with them has invested do not need to be notified where the manager of the collective investment undertaking operates with full discretion, which excludes the manager receiving any instructions or suggestions on portfolio composition directly or indirectly from investors in that collective investment undertaking.

Insofar as a policyholder of an insurance contract is required to notify transactions according to this paragraph, an obligation to notify is not incumbent on the insurance company.

8. Paragraph 1 shall apply to any subsequent transaction once a total amount of EUR 5 000 has been reached within a calendar year. The threshold of EUR 5 000 shall be calculated by adding without netting all transactions referred to in paragraph 1.

9. A competent authority may decide to increase the threshold set out in paragraph 8 to EUR 20 000 and shall inform ESMA of its decision and the justification for its decision, with specific reference to market conditions, to adopt the higher threshold prior to its application. ESMA shall publish on its website the list of thresholds that apply in accordance with this Article and the justifications provided by competent authorities for such thresholds.

10. This Article shall also apply to transactions by persons discharging managerial responsibilities within any auction platform, auctioneer and auction monitor involved in the auctions held under Regulation (EU) No 1031/2010 and to persons closely associated with such persons in so far as their transactions involve emission allowances, derivatives thereof or auctioned products based thereon. Those persons shall notify their transactions to the auction platforms, auctioneers and auction monitor, as applicable, and to the competent authority where the auction platform, auctioneer or auction monitor, as applicable, is registered. The information that is so notified shall be made public by the auction platforms, auctioneers, auction monitor or competent authority in accordance with paragraph 3.

11. Without prejudice to Articles 14 and 15, a person discharging managerial responsibilities within an issuer shall not conduct any transactions on its own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of the issuer or to derivatives or other financial instruments linked to them during a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report which the issuer is obliged to make public according to:

    (a) the rules of the trading venue where the issuer's shares are admitted to trading; or

    (b) national law.

12. Without prejudice to Articles 14 and 15, an issuer may allow a person discharging managerial responsibilities within it to trade on its own account or for the account of a third party during a closed period as referred to in paragraph 11 either:

    (a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or

    (b) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

13. The Commission shall be empowered to adopt delegated acts in accordance with Article 35 specifying the circumstances under which trading during a closed period may be permitted by the issuer, as referred to in paragraph 12, including the circumstances that would be considered as exceptional and the types of transaction that would justify the permission for trading.

14. The Commission shall be empowered to adopt delegated acts in accordance with Article 35, specifying types of transactions that would trigger the requirement referred to in paragraph 1.

15. In order to ensure uniform application of paragraph 1, ESMA shall develop draft implementing technical standards concerning the format and template in which the information referred to in paragraph 1 is to be notified and made public.

    ESMA shall submit those draft implementing technical standards to the Commission by 3 July 2015.

    Power is conferred on the Commission to adopt the implementing technical standards referred to in the first subparagraph in accordance with Article 15 of Regulation (EU) No 1095/2010.

Article 20

Investment recommendations and statistics

1. Persons who produce or disseminate investment recommendations or other information recommending or suggesting an investment strategy shall take reasonable care to ensure that such information is objectively presented, and to disclose their interests or indicate conflicts of interest concerning the financial instruments to which that information relates.

2. Public institutions disseminating statistics or forecasts liable to have a significant effect on financial markets shall disseminate them in an objective and transparent way.

3. In order to ensure consistent harmonisation of this Article, ESMA shall develop draft regulatory technical standards to determine the technical arrangements for the categories of person referred to in paragraph 1, for objective presentation of investment recommendations or other information recommending or suggesting an investment strategy and for disclosure of particular interests or indications of conflicts of interest.

   ESMA shall submit those draft regulatory technical standards to the Commission by 3 July 2015.

   Power is delegated to the Commission to adopt the regulatory technical standards referred to in the first subparagraph in accordance with Articles 10 to 14 of Regulation (EU) No 1095/2010.

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

Excerpt Directive 2014/65/EU (MiFID)

Article 4
Definitions

1. For the purposes of this Directive, the following definitions apply:

[…]

(15) 'financial instrument' means those instruments specified in Section C of Annex I.

[…]

ANNEX I
LISTS OF SERVICES AND ACTIVITIES AND FINANCIAL INSTRUMENTS

[…]

SECTION C
Financial instruments

(1) Transferable securities;

(2) Money-market instruments;

(3) Units in collective investment undertakings;

(4) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to securities, currencies, interest rates or yields, emission allowances or other derivatives instruments, financial indices or financial measures which may be settled physically or in cash;

(5) Options, futures, swaps, forwards and any other derivative contracts relating to commodities that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event;

(6) Options, futures, swaps, and any other derivative contract relating to commodities that can be physically settled provided that they are traded on a regulated market, a MTF, or an OTF, except for wholesale energy products traded on an OTF that must be physically settled;

(7) Options, futures, swaps, forwards and any other derivative contracts relating to commodities, that can be physically settled not otherwise mentioned in point 6 of this Section and not being for commercial purposes, which have the characteristics of other derivative financial instruments;

(8) Derivative instruments for the transfer of credit risk;

(9) Financial contracts for differences;

(10) Options, futures, swaps, forward rate agreements and any other derivative contracts relating to climatic variables, freight rates or inflation rates or other official economic statistics that must be settled in cash or may be settled in cash at the option of one of the parties other than by reason of default or other termination event, as well as any other derivative contracts relating to assets, rights, obligations, indices and measures not otherwise mentioned in this Section, which have the characteristics of other derivative financial instruments, having regard to whether, inter alia, they are traded on a regulated market, OTF, or an MTF;

(11) Emission allowances consisting of any units recognised for compliance with the requirements of Directive 2003/87/EC (Emissions Trading Scheme).

[…]

Excerpt Commission Delegated Regulation (EU) 2016/522

Article 7
Trading during a closed period

1. A person discharging managerial responsibilities within an issuer shall have the right to conduct trading during a closed period as defined under Article 19(11) of Regulation (EU) No 596/2014 provided that the following conditions are met:

(a) one of the circumstances referred to in Article 19(12) of Regulation (EU) No 596/2014 is met;

(b) the person discharging managerial responsibilities is able to demonstrate that the particular transaction cannot be executed at another moment in time than during the closed period.

2. In the circumstances set out in Article 19(12)(a) of Regulation (EU) No 596/2014, prior to any trading during the closed period, a person discharging managerial responsibilities shall provide a reasoned written request to the issuer for obtaining the issuer's permission to proceed with immediate sale of shares of that issuer during a closed period.

The written request shall describe the envisaged transaction and provide an explanation of why the sale of shares is the only reasonable alternative to obtain the necessary financing.

Article 8
Exceptional circumstances

1. When deciding whether to grant permission to proceed with immediate sale of its shares during a closed period, an issuer shall make a case-by-case assessment of a written request referred to in Article 7(2) by the person discharging managerial responsibilities. The issuer shall have the right to permit the immediate sale of shares only when the circumstances for such transactions may be deemed exceptional.

2. Circumstances referred to in paragraph 1 shall be considered to be exceptional when they are extremely urgent, unforeseen and compelling and where their cause is external to the person discharging managerial responsibilities and the person discharging managerial responsibilities has no control over them.

3. When examining whether the circumstances described in the written request referred to in Article 7(2) are exceptional, the issuer shall take into account, among other indicators, whether and to the extent to which the person discharging managerial responsibilities:

(a) is at the moment of submitting its request facing a legally enforceable financial commitment or claim;

(b) has to fulfil or is in a situation entered into before the beginning of the closed period and requiring the payment of sum to a third party, including tax liability, and cannot reasonably satisfy a financial commitment or claim by means other than immediate sale of shares.

Article 9
Characteristics of the trading during a closed period

The issuer shall have the right to permit the person discharging managerial responsibilities within the issuer to trade on its own account or for the account of a third party during a closed period, including but not limited to circumstances where that person discharging managerial responsibilities:

(a) had been awarded or granted financial instruments under an employee scheme, provided that the following conditions are met:

(i) the employee scheme and its terms have been previously approved by the issuer in accordance with national law and the terms of the employee scheme specify the timing of the award or the grant and the amount of financial instruments awarded or granted, or the basis on which such an amount is calculated and given that no discretion can be exercised;

(ii) the person discharging managerial responsibilities does not have any discretion as to the acceptance of the financial instruments awarded or granted;

(b) had been awarded or granted financial instruments under an employee scheme that takes place in the closed period provided that a pre-planned and organised approach is followed regarding the conditions, the

periodicity, the time of the award, the group of entitled persons to whom the financial instruments are granted and the amount of financial instruments to be awarded, the award or grant of financial instruments takes place under a defined framework under which any inside information cannot influence the award or grant of financial instruments;

(c) exercises options or warrants or conversion of convertible bonds assigned to him under an employee scheme when the expiration date of such options, warrants or convertible bonds falls within a closed period, as well as sales of the shares acquired pursuant to such exercise or conversion, provided that all of the following conditions are met:

(i) the person discharging managerial responsibilities notifies the issuer of its choice to exercise or convert at least four months before the expiration date;

(ii) the decision of the person discharging managerial responsibilities is irrevocable;

(iii) the person discharging managerial responsibilities has received the authorisation from the issuer prior to proceed;

(d) acquires the issuer's financial instruments under an employee saving scheme, provided that all of the following conditions are met:

(i) the person discharging managerial responsibilities has entered into the scheme before the closed period, except when it cannot enter into the scheme at another time due to the date of commencement of employment;

(ii) the person discharging managerial responsibilities does not alter the conditions of his participation into the scheme or cancel his participation into the scheme during the closed period;

(iii) the purchase operations are clearly organised under the scheme terms and that the person discharging managerial responsibilities has no right or legal possibility to alter them during the closed period, or are planned under the scheme to intervene at a fixed date which falls in the closed period;

(e) transfers or receives, directly or indirectly, financial instruments, provided that the financial instruments are transferred between two accounts of the person discharging managerial responsibilities and that such a transfer does not result in a change in price of financial instruments;

(f) acquires qualification or entitlement of shares of the issuer and the final date for such an acquisition, under the issuer's statute or by-law falls during the closed period, provided that the person discharging managerial responsibilities submits evidence to the issuer of the reasons for the acquisition not taking place at another time, and the issuer is satisfied with the provided explanation.