



## **Market Infrastructure Rulebook (MIR)**

\*In this attachment underlining indicates new text and striking through indicates deleted text.

## 1 INTRODUCTION

- 1.1.1 The Rules and guidance in this Rulebook apply to Recognised Bodies and Remote Bodies that carry on, or intend to carry on, business in or from the Abu Dhabi Global Market, and to Applicants for recognition as a Recognised Body.
- 1.1.2 ~~[Deleted]Where this rulebook states that the Regulator may have regard to any factor in assessing or determining whether a Recognition Requirement is satisfied, it means that the Regulator will take that factor into account so far as it is relevant.~~
- 1.1.3 In determining whether a Recognised Body satisfies the Recognition Requirements, the Regulator will have regard to any relevant factor, including, but not limited to, the factors specifically discussed in this ~~Rulebook~~. Chapters 1 – 6 only apply to Recognised Bodies.
- 1.1.4 Table 1.1.4 below sets out further ~~applicable~~ requirements ~~that may be applicable~~ to Recognised Bodies ~~that are contained in GEN and COBS other FSRA Rulebooks~~.

| No.            | Rule title   | Rule Reference                    | All ADGM Recognised Bodies |
|----------------|--|-----------------------------------|----------------------------|
| <u>1</u>       | <u>Interpreting the Rulebook</u>                                       | <u>GEN Rule 4.2</u>               | √                          |
| <del>42</del>  | <u>Emergency</u>   | <u>GEN Rule 4.3.4</u>             | √                          |
| <del>23</del>  | <u>Disclosure of regulatory status</u>                                 | <u>GEN Rule 4.4.1 &amp; 4.4.2</u> | √                          |
| <del>34</del>  | <u>Location of offices</u>   | <u>GEN Rule 4.5.4</u>             | √                          |
| <del>45</del>  | <u>Close links</u>   | <u>GEN Rule 4.6.4</u>             | √                          |
| <del>56</del>  | <u>Communications with the Regulator in English</u>                    | <u>GEN Rule 4.98</u>              | √                          |
| <u>7</u>       | <u>Financial statements and financial reporting standards</u>          | <u>GEN Rule 6.2</u>               | √                          |
| <u>8</u>       | <u>Accounting records and Regulatory Returns</u>                       | <u>GEN Rule 6.3</u>               | √                          |
| <u>9</u>       | <u>Appointment and termination of Auditors</u>                         | <u>GEN Rule 6.4</u>               | √                          |
| <u>10</u>      | <u>Co-operation with Auditors</u>                                      | <u>GEN Rule 6.5</u>               | √                          |
| <u>11</u>      | <u>Audit Reports</u>   | <u>GEN Rule 6.6</u>               | √                          |
| <del>612</del> | <u>Information gathering and the Regulator's access to information</u> | <u>GEN Rule 8.1</u>               | √                          |
| <del>713</del> | <u>Waivers or Modifications</u>  | <u>GEN Rule 8.2</u>               | √                          |
| <del>814</del> | <u>Controllers</u>   | <u>GEN Rule 8.8.4 – 8.8.14</u>    | √                          |
| <u>15</u>      | <u>Regulatory Impact</u>   | <u>GEN Rule 8.10.6</u>            | √                          |
| <u>16</u>      | <u>Fraud and errors</u>  | <u>GEN Rule 8.10.7</u>            | √                          |
| <u>917</u>     | <u>Notifications Other Regulators</u>                                  | <u>GEN Rule 8.10.8</u>            | √                          |

|                 |  |                             |                                   |
|-----------------|--|-----------------------------|-----------------------------------|
| <del>4018</del> | Accuracy of information  | GEN Rule 8.10.11            | √                                 |
| <del>4419</del> | Skilled persons  | GEN Rule 8.12.2 –<br>8.12.5 | √                                 |
| <del>4220</del> | Imposing restrictions on Recognised Body's and Recognised Body's dealing with property | GEN Rule 8.13               | √                                 |
| <del>4321</del> | Pooling and distribution   | COBS Rule 14.4.3(h)         | * Recognised Clearing Houses only |

1.1.5 ~~Separately,~~ Chapter 7 of this Rulebook applies only to Remote Bodies who are granted a Recognition Order, or ~~seek~~ entities seeking a Recognition Order as a Remote Body.

1.1.6 Chapter 8 of this Rulebook applies to Remote Members who are admitted, or intend to be admitted, as Members of a Recognised Body.

1.1.7 For the purposes of chapter 2 of this Rulebook, any reference to the "rules" of a Recognised Body, is a reference to its:

- (a) Business Rules, in the case of a Recognised Investment Exchange;
- (b) Clearing Rules, in the case of a Recognised Clearing House; and
- (c) Default Rules, as applicable.

## 2 RULES APPLICABLE TO ALL RECOGNISED BODIES

### 2.1 Introduction

2.1.1 This chapter contains the Recognition Requirements for Recognised Bodies.

2.1.2 A Recognised Body must at all times comply with the requirements of this chapter to the satisfaction of the Regulator. The same standards apply on initial recognition and throughout the period Recognised Body status is held. The term Recognised Body in this Rule and the guidance should be taken to refer also to an Applicant when appropriate.

2.1.3 ~~In considering whether a~~ A Recognised Body satisfies Recognition Requirements applying must provide all relevant information to it, the Regulator ~~may take into account all relevant circumstances including the constitution of the Person concerned and its Regulatory Provisions.~~ concerning:

~~2.1.4 In considering whether a Recognised Body satisfies the Recognition Requirements, the Regulator will have regard to:~~

- (a) the constitution, Regulatory Provisions and practices of the Recognised Body;
- (b) the nature (including complexity, diversity and risk) and scale of the Recognised Body's business;
- (c) the size and nature of the market which is supported by the Recognised Body's facilities;
- (d) the nature and status of the types of investor who use the Recognised Body's facilities or have an interest in the market supported by the Recognised Body's facilities;
- (e) competition in the markets for services provided, or proposed to be provided, by the Recognised Body in its capacity as such; and
- (f) the nature and scale of the risks to the Regulator's objectives associated with the matters described in (a) to (e).

### 2.2 Suitability

2.2.1 ~~The~~ A Recognised Body must be a fit and proper Person to perform the Regulatory Functions of a Recognised Body.

#### Guidance

~~In~~ When determining whether a Recognised Body it is a fit and proper Person, the Regulator may a Recognised Body should have regard to any all relevant factors including, but not limited to:

- (a) the commitment shown by the Recognised Body's Governing Body to satisfying the Recognition Requirements and to complying with any other applicable obligations;

- (b) its arrangements, policies and resources for fulfilling its obligations in relation to its activities as a Recognised Body, including in relation to the control of conflicts of interest;
- (c) the extent to which its constitution and organisation provide for effective governance and effective oversight by the Governing Body of its relevant Regulatory Functions;
- (d) breaches of any relevant law, regulation or code of practice by the Recognised Body or its Key Individuals;
- (e) its arrangements for ensuring that it employs individuals who are honest and demonstrate high standards of integrity;
- (f) the access ~~which that~~ the persons responsible for the performance of supervisory functions ~~has~~have to the Governing Body;
- (g) the independence of the persons responsible for the performance of supervisory functions from its commercial and marketing arms;
- (h) its connections with any undertaking under its control or in its Group, and any Person with a position of influence over, or who effectively runs the business of, the Recognised Body, having regard to:
  - (i) the reputation and standing of that other Person, including ~~his~~its standing with ~~any relevant Abu Dhabi Global Market or the Regulator or any Non-Abu Dhabi Global Market Financial Services Regulator~~;
  - (ii) breaches of any law or regulation by that other Person;
  - (iii) the roles of any of the Recognised Body's Key Individuals who have a position within organisations under the control or influence of that other Person, including their responsibilities in that organisation and the extent and type of their access to its Senior Management or Governing Body;
  - (iv) the extent to which the Recognised Body operates as a distinct entity notwithstanding its connection with that other Person; and
  - (v) the extent to which the Recognised Body's Governing Body is responsible for its day-to-day management and operations,

~~but noting that~~ nothing in this paragraph should be taken to imply any restriction on the ability of a Recognised Body to outsource any function to any Person in a manner consistent with the rules on outsourcing set out in Rule 2.14.4.

2.2.2 ~~[Deleted] Persons, including members of the Board and Key Individuals, who are in a position to exercise significant influence, directly or indirectly, over the management of the Recognised Body, and who effectively direct the business and operations of the Recognised Body must comply with the requirements for Approved Persons and Recognised Persons as set out in Part 5 of FSMR.~~

## **Guidance**

~~For the purposes of this Rule, the Regulator deems the following Persons Approved Persons: Members of the Governing Body, Senior Executive Officer, Finance Officer, Head of Supervision and Head of Operations. The Regulator deems the following Persons Recognised Persons: Compliance Officer, Risk Officer, Money Laundering Reporting Officer and Internal Audit.~~

## **2.3 Governance and Key Individuals**

### **Governance**

2.3.1 A Recognised Body's Governing Body must comply with the requirements set out in GEN chapter Rules 3.3.41 and 3.3.42.

### **Key Individuals**

2.3.2 A Recognised Body must, for the purposes of the proper discharge of its Regulatory Functions, appoint the following Key Individuals, ensuring that they are held by one or more individuals at all times:

- (a) Members of the Governing Body;
- (b) Senior Executive Officer;
- (c) Finance Officer;
- (d) Chief Operating Officer;
- (e) Chief Technology Officer;
- (f) Chief Information Security Officer;
- (g) Head of Market Supervision;
- (h) Chief Compliance Officer
- (i) Money Laundering Reporting Officer; and
- (j) Chief Risk Officer.

2.3.3 The Recognised Body must appropriately consider, and make a reasonable determination, as to what other functions within its business are deemed Regulatory Functions, requiring the appointment of a Key Individual to head such function. The Regulator may also make its own determination as to whether any other function in the Recognised Body should be deemed a Regulatory Function, requiring the appointment of a Key Individual to head such function.

2.3.4 Performance of Key Individual Functions are subject to approval by the Regulator.

### **Determination of application to act as a Key Individual**

2.3.5 The Regulator may approve an application for appointment as a Key Individual only if it is satisfied that the person in respect of whom the application is made is a fit and proper person to act as a Key Individual for the Regulatory Function to which the application relates.

In order to be considered fit and proper, a Key Individual must adhere to the six Principles for Approved Persons and Recognised Persons set out in GEN 2.4 in respect of every Regulatory Function.

For the purposes of this Rule and Rule 2.3.8, all references in GEN 2.4 to “Approved Persons” and “Controlled Functions” shall be read as references to “Key Individuals” and “Regulatory Functions” respectively.

2.3.6 The Regulator may approve the Application:

(a) subject to any conditions that it considers appropriate; and

(b) for a limited period only;

if it appears to the Regulator that it is desirable to do so in order to further one or more of its objectives.

2.3.7 A Recognised Body that makes an application for approval of a Key Individual may withdraw the application by giving written notice to the Regulator at any time before the Regulator determines it.

#### **Withdrawal of Key Individual approval**

2.3.8 The Regulator may withdraw an approval given in respect of a Key Individual if it considers that the person is not a fit and proper person to act as a Key Individual.

#### **Variation of approval at request of Recognised Body**

2.3.9 Where an application for approval of a Key Individual is granted subject to one or both of the conditions under Rule 2.3.6, the Recognised Body concerned may apply to the Regulator to vary the approval. The Regulator may then:

(a) vary a condition;

(b) remove a condition; or

(c) impose a new condition.

2.3.10 The Regulator may refuse an application under this section if it appears to the Regulator that it is desirable to do so in order to further one or more of its objectives.

#### **Variation of approval on initiative of Regulator**

2.3.11 The Regulator may vary an approval given in relation to a Key Individual if the Regulator considers that it is desirable to do so in order to further one or more of its objectives.

2.3.12 The Regulator may vary a Key Individual approval by:

- (a) imposing a condition;
- (b) varying a condition;
- (c) removing a condition; or
- (d) limiting the period for which the approval is to have effect.

2.3.13 A condition may, in particular, be imposed so as to require any person to take, or refrain from taking, specified action.

### **Change of Key Individual**

2.3.14 In circumstances where an individual who has been approved as a Key Individual pursuant to Rule 2.3.5 will no longer act as a Key Individual, whether by resignation, withdrawal or variation, the Recognised Body must notify the Regulator in writing within ten Business Days of such resignation, withdrawal or variation, and ensure it continues to satisfy Rule 2.3.2.

## **2.4 Financial resources**

2.4.1 A Recognised Body must have financial resources sufficient for the proper performance of its Regulatory Functions as a Recognised Body. In considering whether this requirement is satisfied, the Regulator must take into account all the circumstances, including the Recognised Body's connection with any Person, and any activity carried on by the Recognised Body, whether or not it is a Regulated Activity conducted by it in its capacity as an Exempt Person.

2.4.2 [Deleted].

### **Guidance**

In ~~When~~ determining whether a ~~Recognised Body~~ it has financial resources sufficient for the proper performance of its Regulatory Functions, ~~the Regulator may have regard to a~~ Recognised Body must take into account all relevant factors, including but not limited to:

- (a) its connection with any Person;
- (b) any activity carried on by it, whether or not it is a Regulated Activity conducted by it in its capacity as an Exempt Person;
- ~~(a)~~(c) the operational and other risks to which it is exposed, including the extent to which, after allowing for the ~~Recognised Body is exposed~~; financial resources necessary to cover counterparty and market risks, its financial resources are sufficient and sufficiently liquid to:
  - (i) enable the Recognised Body to continue to properly carry on the Regulated Functions that it expects to carry on; and
  - (ii) ensure that it would be able to complete an orderly closure or transfer of its Regulated Functions without being prevented from doing so by insolvency or lack of available funds;

- ~~(b)~~(d) if ~~the Recognised Body~~ it guarantees the performance of transactions in Financial Instruments, the counterparty and market risks to which it is exposed in that capacity, including the nature and scale of its exposure and, where relevant, the counterparties to which it is exposed;
- ~~(e)~~(e) the amount and composition of ~~the Recognised Body's~~ its capital and liquid financial assets;
- ~~(d)~~(i) the amount and composition of ~~the Recognised Body's~~ its other financial resources (such as insurance policies and guarantees, where appropriate); and
- ~~(e)~~(ii) the financial benefits, liabilities, risks and exposures arising from ~~the Recognised Body's connection with any Person, including but not limited to,~~ its connection with: any Person, including but not limited to, its connection with:
- ~~(i)~~(A) any undertaking in the same Group as the Recognised Body;
- ~~(ii)~~(B) any other Person with a significant shareholding or stake in the Recognised Body;
- ~~(iii)~~(C) any other Person with whom ~~the Recognised Body~~ it has made a significant investment, whether in the form of equity, debt, or by means of any guarantee or other form of commitment; and
- ~~(iv)~~(D) any Person with whom ~~the Recognised Body~~ it has a significant contractual relationship;
- (f) the likely availability of liquid financial resources to ~~the Recognised Body~~ it during periods of major market turbulence or other periods of major stress for the Abu Dhabi Global Market Financial System; and
- (g) in relation to a Recognised Investment Exchange, the nature and extent of the transactions concluded on the Recognised Investment Exchange.

### **Capital requirements**

- 2.4.3 A Recognised Investment Exchange must, at all times, hold capital in accordance with Rule 3.2.
- 2.4.4 A Recognised Clearing House must, at all times, hold eCapital in accordance with Rule 4.2.
- 2.4.5 "Capital" means Tier 1 €capital, as defined in PRU 3.9.
- 2.4.6 The Regulator may require a Recognised Body to hold an additional eCapital buffer, which may be used only in times of market stress or financial difficulty.

### **Accounting information and standards**

- 2.4.7 ~~The Regulator will rely on a Recognised Body's published financial statements provided that those financial statements, are prepared in accordance with the International Financial Reporting Standards A Recognised Body must prepare and maintain its financial statements in accordance with chapter 6 of GEN.-~~

### **Guidance**

~~GEN 6.2.2 requires all Recognised Bodies and Authorised Persons to prepare and maintain all financial statements in accordance with the International Financial Reporting Standards.~~

### **Counterparty, market, operational and other risks**

- 2.4.8 ~~[Deleted] In assessing whether, pursuant to Rule 2.4.2(b), a Recognised Body has sufficient financial resources in relation to counterparty and market risks, the Regulator may have regard to the:~~

- ~~(a) amount and liquidity of its financial assets and the likely liquid financial resources available to the Recognised Body during periods of major market turbulence or other periods of major stress for the ADGM Financial System; and~~
- ~~(b) nature and scale of the Recognised Body's exposures to counterparty and market risks and, where relevant, the counterparties to which it is exposed.~~

- 2.4.9 ~~[Deleted] For the purposes of Rule 2.4.2(a), in assessing whether a Recognised Body has sufficient financial resources in relation to operational and other risks, the Regulator may have regard to the extent to which, after allowing for the financial resources necessary to cover counterparty and market risks, the Recognised Body's financial resources are sufficient and sufficiently liquid to:~~

- ~~(a) enable the Recognised Body to continue to properly carry on the Regulated Functions that it expects to carry on; and~~
- ~~(b) ensure that it would be able to complete an orderly closure or transfer of its Regulated Functions without being prevented from doing so by insolvency or lack of available funds.~~

## **2.5 Systems, controls and conflicts**

- 2.5.1 The A Recognised Body must ensure that the systems and controls used in the performance of its Regulatory Functions are adequate, and appropriate for the scale and nature of its business. This applies in In particular, this applies to systems and controls concerning:

- (a) the transmission of information;
- (b) the assessment, mitigation and management of risks to the performance of the Recognised Body's Regulatory Functions, including conflicts of interest;
- (c) the effecting and monitoring of transactions on the Recognised Body;

- (d) the technical operation of the Recognised Body, including contingency arrangements for disruption to its facilities;
- (e) the operation of its functions relating to the safeguards and protections to investors;
- (f) (where relevant) the safeguarding and administration of assets belonging to users of the Recognised Body's facilities; and
- (g) outsourcing.

## 2.5.2

**Guidance****General**

## 1.

In When assessing whether ~~the~~ its systems and controls ~~used by a Recognised Body~~ in the performance of its Regulatory Functions are adequate and appropriate for the scale and nature of its business, ~~the Regulator may~~ a Recognised Body should have regard to ~~the Recognised Body's~~ its:

- (a) arrangements for managing, controlling and carrying out its Regulatory Functions, including: the:
  - (i) distribution of duties and responsibilities among its Key Individuals and the departments of the Recognised Body responsible for performing its Regulatory Functions;
  - (ii) ~~the~~ staffing and resources of the departments of the Recognised Body responsible for performing its Regulatory Functions;
  - (iii) ~~the~~ arrangements made to enable Key Individuals to supervise the departments for which they are responsible;
  - (iv) ~~the~~ arrangements for appointing and supervising the performance of Key Individuals (and their departments); and
  - (v) ~~the~~ arrangements by which the Governing Body is able to keep the allocation of responsibilities between, and the appointment, supervision and remuneration of, Key Individuals under review;
- (b) arrangements for the identification and management of conflicts of interest;
- (c) arrangements for internal and external audit; and
- (d) information technology systems.

**General safeguards for investors**

## 2.5.3

~~A Recognised Body must have rules, procedures and appropriate surveillance to ensure that its facilities are such as to afford proper protection to investors. The Regulator may have regard to the extent to which the Recognised Body's rules, procedures and arrangements for monitoring and overseeing the use of its facilities:~~

- (a) ~~include appropriate measures to prevent the use of its facilities for abusive or improper purposes;~~
- (b) ~~provide appropriate safeguards for investors against fraud or misconduct, recklessness, negligence or incompetence by users of its facilities;~~
- (c) ~~provide appropriate information to enable users of its facilities to monitor their use of the facilities;~~
- (d) ~~include appropriate arrangements to enable users of its facilities to raise queries about any use of those facilities which they are reported to have made;~~
- (e) ~~include appropriate arrangements to enable users of its facilities to comply with any relevant regulatory or legal requirements; and~~
- (f) ~~include appropriate arrangements to reduce the risk that those facilities will be used in ways which are incompatible with relevant regulatory or legal requirements;~~

~~and in this paragraph "appropriate" should be taken to mean appropriate having regard to the nature and scale of the Recognised Body's facilities, the types of Persons who will use the facilities and the use which they will make of those facilities.~~

#### **~~Promotion and maintenance of standards~~**

~~2.5.4 A Recognised Body must be able and willing to promote and maintain high standards of integrity and fair dealing in the carrying on of business on or through its facilities. The Regulator may have regard to the extent to which the Recognised Body seeks to promote and encourage, through its rules, practices and procedures, conduct in Regulated Activities which is consistent with the Rules of Market Conduct and with any other Rules, codes or principles relating to behaviour in Regulated Activities which users of the Abu Dhabi Global Market Financial System would normally expect to apply to the Regulated Activity and the conduct in question.~~

~~2.5.5 A Recognised Body must be able and willing to cooperate, by the sharing of information or otherwise, with the Regulator, with any other authority, body or Person having responsibility in the Abu Dhabi Global Market for the supervision or regulation of any Regulated Activity or other financial service, or with a Non-Abu Dhabi Global Market Financial Services Regulator. The Regulator may have regard to the extent to which the constitution and rules of the Recognised Body and its agreements with its Members enable it to obtain information from Members and to disclose otherwise confidential information to the Regulator and other appropriate bodies, including:~~

- (a) ~~the extent to which the Recognised Body is willing to provide information about it and its activities to assist the Regulator in the exercise of its functions;~~
- (b) ~~the extent to which the Recognised Body is open with the Regulator or other appropriate bodies in regulatory matters;~~

~~(c) how diligently the Recognised Body investigates or pursues enquiries from the Regulator or other appropriate bodies; and~~

~~(d) whether the Recognised Body participates in appropriate international fora.~~

~~2.5.6 For the purpose of this section, "information" includes information held about large positions held by Members of a Recognised Body.~~

### **Conflicts of interest**

~~2.5.7 Deleted.~~

~~2.5.8 Deleted.~~

### **Guidance**

2. When assessing its systems and controls in relation to conflicts of interest, a Recognised Body should have regard to the following.

(a) A conflict of interest arises in a situation where a Person with responsibility to act in the interests of one Person may be influenced in his action by an interest or association of his own, whether Personal or business or employment related. Conflicts of interest can arise both for the Employees of Recognised Bodies and for the members (or other Persons) who may be involved in the decision-making process, for example where they belong to committees or to the Governing Body. Conflicts of interest may also arise for the Recognised Body itself as a result of its connection with another Person.

(b) The Regulator recognises that a Recognised Body has legitimate interests of its own and that its general business policy may properly be influenced by other Persons (such as its owners). Such a connection does not necessarily imply the existence of a conflict of interest nor is it necessary to exclude individuals closely connected with other Persons (for example, those responsible for the stewardship of the owner's interests) from all decision-making processes in a Recognised Body. However, there may be decisions, primarily regulatory decisions, from which it may be appropriate to exclude an individual in certain circumstances where an interest, position or connection of his conflicts with the interest of the Recognised Body.

~~2.5.9~~ (c) ~~The Regulator may have regard to the arrangements a Recognised Body makes~~ should make arrangements to structure itself and to allocate responsibility for decisions so that it can continue to take proper regulatory decisions notwithstanding any conflicts of interest, including the:

~~(a)(i)~~ (a)(i) ~~the systems and controls intended to ensure that confidential information is only used for proper purposes;~~

~~(b)(ii)~~ (b)(ii) ~~the size and composition of the Governing Body and relevant committees;~~

~~(c)(iii)~~ the roles and responsibilities of Key Individuals, especially where they also have responsibilities in other organisations;

~~(d)(iv)~~ the arrangements for transferring decisions or responsibilities to alternates in individual cases; and

~~(e)(v)~~ the arrangements ~~made~~ to ensure that individuals who may have a permanent conflict of interest in certain circumstances are excluded from the process of taking decisions (or receiving information) about matters in which that conflict of interest would be relevant.

**2.5.10 3.** ~~The Regulator may also have regard to the~~ A Recognised Body should take into consideration contracts of employment, staff rules, letters of appointment for members of the Governing Body, members of relevant committees and other Key Individuals and other guidance given to individuals on handling conflicts of interest, ~~covering: Guidance to individuals may need to cover:~~

- (a) the need for prompt disclosure of a conflict of interest to enable others, who are not affected by the conflict, to assist in deciding how it should be managed;
- (b) the circumstances in which a general disclosure of ~~conflicts~~ a conflict of interest, in advance of any particular instance in which a that conflict of interest arises, may be sufficient;
- (c) the circumstances in which a general advance disclosure may not be adequate;
- (d) the circumstances in which it would be appropriate for a conflicted individual to withdraw from involvement in the matter concerned, without disclosing the interest; and
- (e) the circumstances in which safeguards, in addition to disclosure, would be required, such as the withdrawal of the individual from the decision-making process, or from access to relevant information.

**2.5.11 4.** ~~The Regulator may also~~ A Recognised Body should have ~~regard to the~~ arrangements ~~made~~:

- (a) for enforcing rules or other provisions applicable to staff and other Persons involved in regulatory decisions; and
- (b) to keep records of disclosures of conflicts of interest and the steps taken to handle them.

**2.5.12 5.** A Recognised Body ~~must~~ should ensure that appropriate arrangements are made to:

- (a) identify conflicts between the interests of the Recognised Body, its shareholders, owners and operators and the interests of the Persons who make use of its facilities or the interests of the facilities operated by it; and

- (b) manage or disclose such conflicts so as to avoid adverse consequences for the sound functioning and operation of the facilities operated by the Recognised Body and for the Persons who make use of its facilities.

**2.5.13** 6. A Recognised Body ~~must~~ should establish and maintain adequate policies and procedures to ensure that its Employees do not undertake personal account transactions in Financial Instruments in a manner that creates or has the potential to create conflicts of interest.

**2.5.14** 7. A Recognised Body ~~must~~ should establish a code of conduct that sets out the expected standards of behaviour for its Employees, including clear procedures for addressing conflicts of interest. Such a code must be:

- (a) binding on Employees; and
- (b) to the extent appropriate and practicable, made publicly available.

#### **Information transmission**

**2.5.15** 8. ~~In When assessing a Recognised Body's its systems and controls for the in relation to transmission of information, the Regulator may also have regard to the extent to which these systems and controls a Recognised Body should ensure that information is transmitted promptly and accurately:~~

- (a) within the Recognised Body itself;
- (b) to its Members; and
- (c) (where appropriate) to other market participants or other relevant Persons.

#### **Risk management**

**2.5.16** 9. ~~In When assessing a Recognised Body's its systems and controls for assessing and managing risk, the Regulator may also have regard to the extent to which these systems and controls enable the a Recognised Body should ensure that it is able to:~~

- (a) identify, measure and control all the general, operational, legal and market risks wherever they arise in its activities;
- (b) allocate responsibility for risk management to Persons with appropriate knowledge and expertise; and
- (c) provide sufficient, reliable information to Key Individuals and, where relevant, the Governing Body of the Recognised Body.

#### **Internal and external audit**

**2.5.17** 10. ~~In When assessing the adequacy of a Recognised Body's whether it has appropriate internal and external audit arrangements, the Regulator may have regard to in place, a Recognised Body should consider the:~~

- (a) ~~the~~ size, composition and terms of reference of any audit committee of the Recognised Body's Governing Body;

- (b) ~~the~~ frequency and scope of external audit;
- (c) ~~the~~ provision and scope of internal audit;
- (d) ~~the~~ staffing and resources of the Recognised Body's internal audit department;
- (e) ~~the~~ internal audit department's access to the Recognised Body's records and other relevant information; and
- (f) ~~the~~ position, responsibilities and reporting lines of the internal audit department and its relationship with other departments of the Recognised Body.

### Information technology systems

**2.5.18** ~~11.~~ In When assessing the adequacy of ~~the its~~ information technology ~~used by~~ systems, a Recognised Body ~~to perform or support its Regulatory Functions, the Regulator may have regard to~~ should:

- (a) consider the organisation, management and resources of ~~the its~~ information technology department ~~within the Recognised Body~~;
- (b) ~~the~~ consider its arrangements for controlling and documenting the design, development, implementation and use of information technology systems; and
- (c) consider the performance, capacity and reliability of information technology systems-;

**2.5.19** ~~(d)~~ The Regulator may also have regard to the have arrangements for maintaining, recording and enforcing technical and operational standards and specifications for information technology systems, including:

- ~~(a)(i)~~ the procedures for the evaluation, selection and testing of information technology systems;
- ~~(b)(ii)~~ the procedures for problem management and system change;
- ~~(c)(iii)~~ the arrangements to monitor and report system performance, availability and integrity;
- ~~(d)(iv)~~ the arrangements (including spare capacity and access to back-up facilities) made to ensure information technology systems are resilient and not prone to failure;
- ~~(e)(v)~~ the arrangements made to ensure business continuity in the event that an information technology system does fail;
- ~~(f)(vi)~~ the arrangements made to protect information technology systems from damage, tampering, misuse or unauthorised access; and
- ~~(g)(vii)~~ the arrangements made to ensure the integrity of data forming part of, or being processed through, information technology systems-; and

- ~~2.5.20~~ (viii) ~~The Regulator may have regard to the arrangements made to keep clear and complete audit trails of all uses of information technology systems and to reconcile (where appropriate) the audit trails with equivalent information held by system users and other interested parties.~~

### **Effecting and monitoring of transactions and operation of settlement arrangements**

- ~~2.5.21~~ 12. ~~In~~ When assessing a ~~Recognised Body's~~ its systems and controls for the effecting and monitoring of transactions, and for the operation of settlement arrangements, ~~the Regulator may~~ a Recognised Body should have regard to the totality of the arrangements and processes through which ~~the Recognised Body's~~ its transactions are effected, cleared and settled, including:

- (a) ~~a Recognised Body's~~ its arrangements under which orders are received and matched, its arrangements for trade and transaction reporting, and (if relevant) its arrangements with another Person under which any rights or liabilities arising from transactions are discharged including arrangements for transmission to a settlement system or Recognised Clearing House;
- (b) (if relevant), ~~a Recognised Body's~~ its arrangements under which instructions relating to a transaction to be cleared by another person by means of a Clearing Service are entered into its systems by the relevant person providing the Clearing Service and transmitted to the Recognised Body; and
- (c) ~~the~~ its arrangements ~~made by the Recognised Body~~ for monitoring and reviewing the operation of these systems and controls.

### **Safeguarding and administration of assets**

- ~~2.5.22~~ 13. ~~In~~ When assessing a ~~Recognised Body's~~ its systems and controls for the safeguarding and administration of assets belonging to users of its facilities, ~~the Regulator may~~ a Recognised Body should have regard to the totality of the arrangements and processes by which ~~the Recognised Body~~ it:

- (a) records the assets held and the identity of the owners of (and other persons with relevant rights over) those assets;
- (b) records any instructions given in relation to those assets;
- (c) records the carrying out of those instructions;
- (d) records any movement in those assets (or any corporate actions or other events in relation to those assets); and
- (e) reconciles its records of assets held with the records of any custodian or sub-custodian (or Person Acting as a Central Securities Depository) used to hold these assets, and with the records of beneficial or legal ownership of those assets.

### **General safeguards for investors**

2.5.2 A Recognised Body must have rules, procedures and appropriate surveillance practices in place to ensure that its facilities are such as to afford proper protection to investors.

### **Guidance**

When assessing whether it has appropriate rules, procedures and surveillance practices in place, a Recognised Body should consider the extent to which its rules, procedures and arrangements for monitoring and overseeing the use of its facilities:

- (a) include appropriate measures to prevent the use of its facilities for abusive or improper purposes;
- (b) provide appropriate safeguards for investors against fraud or misconduct, recklessness, negligence or incompetence by users of its facilities;
- (c) provide appropriate information to enable users of its facilities to monitor their use of the facilities;
- (d) include appropriate arrangements to enable users of its facilities to raise queries about any use of those facilities which they are reported to have made;
- (e) include appropriate arrangements to enable users of its facilities to comply with any relevant regulatory or legal requirements; and
- (f) include appropriate arrangements to reduce the risk that those facilities will be used in ways which are incompatible with relevant regulatory or legal requirements,

and in this paragraph "appropriate" should be taken to mean appropriate having regard to the nature and scale of the Recognised Body's facilities, the types of Persons who will use the facilities and the use which they will make of those facilities.

### **Promotion and maintenance of standards**

2.5.3 A Recognised Body's rules, practices and procedures must promote and maintain high standards of integrity and fair dealing in the carrying on of business on or through its facilities. These rules, practices and procedures are to be consistent with the Code of Market Conduct and with any other Rules, codes or principles relating to behaviour in Regulated Activities within the Abu Dhabi Global Market Financial System.

2.5.4 A Recognised Body must be able and willing to cooperate, by the sharing of information or otherwise, with the Regulator, with any other authority, body or Person having responsibility in the Abu Dhabi Global Market for the supervision or regulation of any Regulated Activity or other financial service, or with a Non-Abu Dhabi Global Market Regulator. Its constitution, rules and its agreements with its Members must enable it to obtain information from Members and to disclose otherwise confidential information to the Regulator and other appropriate bodies, including:

- (a) the extent to which the Recognised Body is willing to provide information about it and its activities to assist the Regulator in the exercise of its functions;
- (b) the extent to which the Recognised Body is open with the Regulator or other appropriate bodies in regulatory matters;
- (c) how diligently the Recognised Body investigates or pursues enquiries from the Regulator or other appropriate bodies; and
- (d) whether the Recognised Body participates in appropriate international fora.

### **Guidance**

For the purpose of this section, "information" includes information held about large positions held by Members of a Recognised Body.

### **Performance of Regulatory Functions**

- 2.5.523 A Recognised Body must take all reasonable steps to ensure that the performance of its Regulatory Functions is not adversely affected by its commercial interests.
- 2.5.624 For the purposes of Rule 2.5.523, a Recognised Body must have adequate systems and controls, including policies and procedures, to ensure that the pursuit of its commercial interests (including its profitability) does not adversely impact on the performance of its Regulatory Functions.

### **Guidance**

A Recognised Body should have systems for identifying, and drawing to the attention of its Senior Management and Governing Body, situations where its commercial interests conflict, or may potentially conflict, with the proper performance of its Regulatory Functions. This would enable the Recognised Body to take appropriate steps to ensure that such conflicts do not adversely affect the proper performance by the Recognised Body of its Regulatory Functions. In particular, the Recognised Body should ensure that adequate human, financial and other resources (both in terms of quantity and quality) are provided for risk management, regulatory supervision, compliance and other similar functions.

## **2.6 Operational systems and controls**

- 2.6.1 A Recognised Body must establish a robust operational risk management framework with appropriate systems and controls to identify, monitor and manage operational risks that key participants, other Recognised Bodies, ~~service providers (including outsourcees)~~ group and external service providers and utility providers might pose to it.
- 2.6.2 A Recognised Body must have a business continuity plan, which is subjected to periodic review and scenario testing, that addresses events posing a significant risk of disrupting operations, including events that could cause a widespread or major disruption. The plan should:

- (a) outline objectives, policies, procedures and responsibilities to deal with internal and external business disruptions and measures to ensure timely resumption of service levels;
- (b) include policies and procedures for event and crisis management;
- (c) incorporate the use of a secondary site;
- (d) contain appropriate emergency rules for force majeure events;
- (e) be designed to ensure that critical information technology systems can resume operations within two hours following disruptive events;
- (f) outline business continuity procedures in respect of its Members and other users of its facilities following disruptive or force majeure events; and
- (g) in the case of a Recognised Clearing House, be designed to enable the Recognised Clearing House to complete settlement by the end of the day of disruption, even in case of extreme circumstances.

2.6.3 A Recognised Body ~~should~~ must have an incident management procedure in place to record, report, analyse and resolve all operational incidents.

2.6.4 A Recognised Body ~~should~~ must have clearly defined operational reliability objectives and policies to achieve these objectives, as well as a scalable operational capacity adequate to handle increasing stress volumes, service-level objectives and historical data.

2.6.5 A Recognised Body ~~should~~ must have a comprehensive physical and information security policy, standards, practices and controls to identify, assess and manage security threats and vulnerabilities and to protect data from loss and leakage, unauthorised access and other processing risks.

## 2.7 Transaction recording

2.7.1 The Recognised Body must ensure that satisfactory arrangements are made for recording transactions effected on or cleared (or to be cleared) by the Recognised Body by means of its facilities.

2.7.2 [Deleted].

### **Guidance**

~~In~~ When determining whether a ~~Recognised Body~~ it has satisfactory arrangements for recording the transactions effected on, or cleared, ~~(or to be cleared)~~ by means of, its facilities, ~~the Regulator may~~ a Recognised Body should have regard to:

- (a) ~~whether the Recognised Body has~~ its arrangements for creating, maintaining and safeguarding an audit trail of transactions for at least 7 years; and
- (b) the type of information recorded and the extent to which the record includes details for each transaction of:

- (i) the name of the Financial Instrument (and, if relevant, the underlying asset) and the price, quantity and date of the transaction;
- (ii) the identities and, where appropriate, the roles of the counterparties to the transaction;
- (iii) if ~~the Recognised Body's~~ its rules make provision for transactions to be effected, cleared or to be cleared in more than one type of facility, or under more than one part of its rules, the type of facility in which, or the part of its rules under which, the transaction was effected, cleared or to be cleared; and
- (iv) the date and manner of settlement of the transaction.

2.7.3 Where transactions are effected on a Recognised Investment Exchange and cleared through a Recognised Clearing House, the Recognised Bodies concerned may agree which information is to be recorded by each Recognised Body and need not duplicate each other's records.

## 2.8 Membership criteria and access

...

2.8.5 [Deleted].

### Guidance

~~In~~ When assessing whether access to a ~~Recognised Body's~~ its facilities is subject to criteria designed to protect the orderly functioning of the market, or of those facilities, and the interests of investors, ~~the Regulator may have regard to a~~ Recognised Body should consider whether:

- (a) ~~the Recognised Body~~ it limits access as a Member to such Persons:
  - (i) over whom it can with reasonable certainty enforce its rules contractually;
  - (ii) who have sufficient technical competence to use its facilities;
  - (iii) whom it is appropriate to admit to membership having regard to the size and sophistication of users of its facilities and the nature of the business effected by means of, or cleared through, its facilities; and
  - (iv) (if appropriate) who have adequate financial resources in relation to their exposure to the Recognised Body;
- (b) indirect access to ~~the Recognised Body's~~ its facilities is subject to suitable criteria, remains the responsibility of a Member of the Recognised Body and is subject to its rules;
- (c) where access is granted to Remote Members, there are adequate safeguards against Market Abuse and Financial Crime; and
- (d) ~~the Recognised Body's~~ its rules:

- (i) set out the design and operation of the Recognised Body's relevant systems;
- (ii) set out the risk for Members and other participants when accessing and participating on the Recognised Body's facilities;
- (iii) contain provisions for the resolution of Members' and other participants' disputes and an appeal process for the decisions of the Recognised Body;
- (iv) contain disciplinary proceedings, including any sanctions that may be imposed by the Recognised Body against its Members and other participants; and
- (v) any other matters necessary for the proper functioning of the Recognised Body and the facilities operated by it.

2.8.6 ....

#### 2.8.11 **Guidance**

~~The Regulator may have regard to~~ The arrangements made to permit Direct Electronic Access to the Recognised Body's facilities and to prevent and resolve problems likely to arise from the use of electronic systems to provide indirect access to its facilities by Persons other than its Members, ~~including~~ should include:

- (a) the rules and guidance governing Members' procedures, controls and security arrangements for inputting instructions into the system;
- (b) the rules and guidance governing the facilities Members provide to Clients to input instructions into the system and the restrictions placed on the use of those systems;
- (c) the rules and practices to detect, identify, and halt or remove instructions breaching any relevant restrictions;
- (d) the quality and completeness of the audit trail of any transaction processed through an electronic connection system; and
- (e) procedures to determine whether to suspend trading by those systems or access to them by or through individual Members.

## 2.9 **Financial ~~e~~Crime and ~~m~~Market ~~a~~Abuse**

2.9.1 A Recognised Body must:

- (a) operate an effective market surveillance program and have in place appropriate measures to identify, monitor, deter and prevent conduct which may amount to ~~market misconduct~~ Market Abuse, Financial Crime and money laundering on and through the Recognised Body's facilities; and
- (b) immediately report, along with full details of that information in writing, to:-

- (i) ~~the Regulator, any suspected market misconduct, or actual Market Abuse; and~~
- (ii) ~~the Regulator and/or any other relevant authority, as required, Financial Crime or money laundering, along with full details of that information in writing.~~

2.9.2 A Recognised Body must have appropriate procedures and protections for enabling Employees to disclose any information to the Regulator or to other appropriate bodies involved in the prevention of ~~market misconduct~~ Market Abuse, money laundering or other Financial Crime or any other breaches of relevant legislation.

### 2.9.3 ~~Guidance~~ **Guidance**

~~In~~ When determining whether a ~~Recognised Body's~~ its measures are appropriate to reduce the extent to which its facilities can be used for a purpose connected with Market Abuse or Financial Crime, to facilitate their detection and to monitor their incidence, ~~the Regulator may a Recognised Body should~~ have regard to:

- (a) ~~whether the~~ its rules of the ~~Recognised Body~~ enable it to disclose any information to the Regulator or other appropriate bodies involved in the detection, prevention or pursuit of Market Abuse or Financial Crime inside or outside the Abu Dhabi Global Market; and
- (b) ~~whether the~~ its arrangements, resources, systems, and procedures of the ~~Recognised Body~~ enable it to:
  - (i) monitor the use made of its facilities so as to obtain information regarding possible patterns of normal, abnormal or improper use of those facilities;
  - (ii) detect possible instances of Market Abuse or Financial Crime, for example, by detecting suspicious patterns in the use of its facilities;
  - (iii) communicate information about Market Abuse or Financial Crime promptly and accurately to appropriate organisations; and
  - (iv) cooperate with all relevant bodies in the prevention, investigation and pursuit of Market Abuse or Financial Crime.

## 2.10 **Custody**

2.10.1 A Recognised Body must ensure that, where its facilities include making provision for the safeguarding and administration of assets belonging to users of those facilities, satisfactory arrangements are made for that purpose with an appropriate custodian or settlement facility.

### 2.10.2 ~~Guidance~~ **Guidance**

~~In~~ When determining whether a ~~Recognised Body~~ it has made satisfactory arrangements for the safeguarding and administration of assets belonging to the

users of its facilities, ~~the Regulator may~~ a Recognised Body should have regard to:

- (a) the level of protection which the arrangements provide against the risk of theft or other types or causes of loss;
- (b) whether the arrangements ensure that assets are only used or transferred in accordance with the instructions of the owner of those assets or in accordance with the terms of the agreement by which the Recognised Body undertook to safeguard and administer those assets;
- (c) whether the arrangements ensure that the assets are not transferred to the Recognised Body or to any other Person to settle the debts of the owner (or other Person with the appropriate rights over the assets) except in accordance with valid instructions from a Person entitled to give those instructions, or in accordance with the terms of the agreement by which the Recognised Body undertook to safeguard and administer those assets;
- (d) whether the arrangements include satisfactory procedures to ensure that any rights arising in relation to the assets held as a result of any actions by the issuers of those assets (or other relevant Persons) are held, transferred or acted upon in a timely and accurate manner in accordance with the instructions of the owner of those assets or in accordance with the terms of the agreement by which the Recognised Body undertook to safeguard and administer those assets;
- (e) whether there are adequate arrangements to ensure the proper segregation of assets belonging to the Recognised Body (or to undertakings in the same Group) from those belonging to the users of its facilities for the safeguarding and administration of assets;
- (f) whether ~~the~~ its arrangements include satisfactory procedures for the selection, oversight and review of custodians or sub-custodians used to hold the assets;
- (g) whether the agreements by which the Recognised Body undertakes to safeguard and administer assets belonging to users of its facilities include appropriate information regarding the terms and conditions of that service and the obligations of the Recognised Body to the user of the service and of the user of the service to the Recognised Body;
- (h) whether the records kept of those assets and the operation of the safeguarding services provide sufficient accurate and timely information to:
  - (i) ~~to~~ identify the legal and beneficial owners of the assets and of any Persons who have charges over, or other interests in, the assets;
  - (ii) ~~to~~ record separately any additions, reductions and transfers in each account of assets held for safeguarding or administration; and
  - (iii) ~~to~~ identify separately the assets owned by (or, where appropriate, on behalf of) different Persons, including, where appropriate, the

assets owned by Members of the Recognised Body and their Clients;

- (i) the frequency of reconciliation of the assets held by (or on behalf of) the Recognised Body with the accounts held with the Recognised Body by the users of its safeguarding and administration services and the extent of the arrangements for resolving a shortfall identified in any reconciliation; and
- (j) the frequency with which statements of their holdings are provided to the users of the safeguarding and administration services, to the owners of the assets held and to other appropriate Persons in accordance with the terms of the agreement by which the Recognised Body undertook to safeguard and administer those assets.

2.10.23—This Rule 2.10.1 does not apply to collateral taken under title transfer arrangements.

## 2.11 Rules and consultation

2.11.1 ~~The A~~ Recognised Body must ensure that appropriate procedures are adopted for it to make rules, for keeping its rules under review and for amending them. The procedures must include ~~procedures~~ the arrangements for consulting users of the Recognised Body's facilities in appropriate cases~~;~~:

- (a) taking decisions about making and amending Business Rules, Clearing Rules and Default Rules, including the level at which decisions are taken and any provision for the delegation of decisions by the Governing Body;
- (b) consulting users of the Recognised Body's facilities and having proper regard to any public comments received;
- (c) considering the impact the proposed amendment has on the interests of its Members and other stakeholders; and
- (d) notifying Members and other stakeholders of rule amendments.

2.11.2 Any amendment to a Recognised Body's Business Rules, Clearing Rules or Default Rules must, prior to the amendment being effective, be

- (a) made available for public consultation; and
- (b) approved by the Regulator.

2.11.2A Any amendment to a Recognised Body's guidance to its Business Rules, Clearing Rules or Default Rules must, prior to the amendment being effective, be notified to the Regulator.

2.11.3 The Regulator may dispense with the requirement in Rule 2.11.2(a) in cases of emergency, force majeure, typographical errors, minor administrative matters, or to comply with applicable laws.

2.11.4 ~~[Deleted] A Recognised Body must have procedures for notifying users of these amendments.~~

## Public consultation

- 2.11.5 ~~[Deleted] A Recognised Body must, before making any amendment to its Business Rules, undertake public consultation on the proposed amendment in accordance with the requirements in this Rule.~~
- 2.11.6 For the purposes of Rule 2.11.5, 2(a), a Recognised Body must publish a consultation paper setting out:
- (a) the text of both the proposed amendment and the Business Rules, Clearing Rules or Default Rules that are to be amended;
  - (b) the reasons for proposing the amendment; and
  - (c) a reasonable consultation period, which must not be less than fourteen ten Business Ddays from the date of publication, within which Members and other stakeholders may provide comments. The Recognised Body must lodge with the Regulator the consultation paper no later than the time at which it is released for public ~~comment~~ consultation.
- 2.11.7 The Regulator may, where it considers on reasonable grounds that it is appropriate to do so, require the Recognised Body to extend its proposed period of public consultation specified in the consultation paper.
- 2.11.8 ~~[Deleted] A Recognised Body must~~
- ~~(a) facilitate, as appropriate, informal discussions on the proposed amendment with Members and other stakeholders including any appropriate representative bodies of such Persons;~~
  - ~~(b) consider the impact the proposed amendment has on the interests of its Members and other stakeholders; and~~
  - ~~(c) have proper regard to any public comments received.~~
- 2.11.9 Following public consultation, a Recognised Body must ~~publish the final rules and consider whether, to the extent it would be~~ considers appropriate to, discuss the comments received and any amendments made prior to publication with its Members and other stakeholders, and publish the final rules.

## Review of rules

### 2.11.10 Guidance

1. ~~In~~ When determining whether a ~~Recognised Body's~~ its procedures for consulting Members and other users of its facilities are appropriate, ~~the Regulator may a Recognised Body should~~ have regard to the range of Persons to be consulted by ~~the Recognised Body~~ it under those procedures. Consultation with a smaller range of Persons may be appropriate where limited, technical changes to a Recognised Body's rules are proposed. A Recognised Body's procedures may include provision to restrict consultation where it is essential to make a change to the rules without delay in order to ensure continued compliance with the Recognition Requirements or other legal obligations.

~~2.11.11~~ ~~In 2.~~ When determining whether a ~~Recognised Body's~~ its procedures for consulting Members and other users of its facilities are appropriate, ~~the Regulator may~~ a Recognised Body should have regard to the extent to which the procedures include:

- (a) informal discussions at an early stage with users of its facilities or appropriate representative bodies;
- (b) publication to users of its facilities of a formal consultation paper which includes clearly expressed reasons for the proposed changes and an appropriately detailed assessment of the likely costs and benefits;
- (c) adequate time for users of its facilities to respond to the consultation paper and for the Recognised Body to take their responses properly into account;
- (d) adequate arrangements for making responses to consultation available for inspection by users of its facilities, unless the respondent requests otherwise;
- (e) adequate arrangements for ensuring that the Recognised Body has proper regard to the representations received; and
- (f) publication, no later than the publication of the amended rules, of a reasoned account of the Recognised Body's decision to amend its rules.

## **2.12 Discipline**

2.12.1 ~~The~~ A Recognised Body must have effective arrangements for monitoring and enforcing compliance with its rules, ~~(including, in the case of a Recognised Investment Exchange, effective arrangements for monitoring transactions in order to identify disorderly trading conditions or Market Abuse).~~

2.12.2 The arrangements for Rule 2.12.1 must include procedures for:

- (a) investigating complaints made to the Recognised Body about the conduct of Persons in the course of using the Recognised Body's facilities; and
- (b) fair, independent and impartial resolution of appeals against decisions of the Recognised Body.

## **2.12.3 Guidance**

1. Where a Recognised Body's arrangements include provision for requiring the payment of financial penalties, ~~they must include its~~ arrangements for ensuring should also ensure that any amount so paid is applied only in one or more of the following ways:

- (a) towards meeting expenses incurred by the Recognised Body in the course of the investigation of the breach in respect of which the penalty is paid, or in the course of any appeal against the decision of the Recognised Body in relation to that breach;
- (b) for the benefit of users of the Recognised Body's facilities; or

(c) for charitable purposes.

~~2.12.4-2.~~ 2. ~~In~~ When determining whether a ~~Recognised Body~~ it has effective arrangements for monitoring and enforcing compliance with its rules (including its settlement arrangements), ~~the Regulator may~~ a Recognised Body should have regard to:

- (a) ~~the Recognised Body's~~ its ability to:
- (i) monitor and oversee the use of its facilities;
  - (ii) assess its Members' compliance with its rules (and settlement arrangements, where appropriate);
  - (iii) assess the significance of any non-compliance;
  - (iv) take appropriate disciplinary action against Members in breach of its rules (and settlement arrangements, where appropriate);
  - (v) suspend a Member's access to its facilities;
  - (vi) refer Members' or others' conduct to other appropriate authorities for possible action or further investigation;
  - (vii) retain authority over a Member for at least one year after he has ceased to be a Member;
  - (viii) where appropriate, enforce its rules (and settlement arrangements, where appropriate) against users (other than Members) of its facilities; and
  - (ix) take action against suppliers of services to Members (for example, warehouses) whose performance or conduct may be critical to ensuring compliance with its rules (and settlement arrangements, where appropriate);
- (b) the position, management and resources of the departments responsible for monitoring and overseeing the use of ~~the Recognised Body's~~ its facilities and for enforcing compliance with its rules (and settlement arrangements, where appropriate); and
- (c) ~~the~~ its arrangements ~~made~~ for the determination of disciplinary matters including the arrangements for disciplinary hearings and the arrangements made for appeals from the Recognised Body's decisions in those matters.

~~2.12.5~~ 3. ~~In~~ When assessing whether ~~the~~ its procedures ~~made by a Recognised Body~~ to investigate complaints about the users of its facilities are satisfactory, ~~the Regulator may~~ a Recognised Body should have regard to:

- (a) whether ~~these~~ its procedures include arrangements which enable the Recognised Body to:
- (i) acknowledge complaints promptly;

- (ii) consider and investigate ~~these~~ complaints objectively, promptly and thoroughly;
  - (iii) provide a timely reply to the complainant; and
  - (iv) keep adequate records of complaints and investigations;
- (b) ~~the its~~ arrangements ~~made to~~ enable a Person who is the subject of a complaint to respond in an appropriate manner to that complaint; and
- (c) the documentation of these procedures and ~~the its~~ arrangements ~~made~~ to ensure that the existence of these procedures is brought to the attention of Persons who might wish to make a complaint.

~~2.12.6~~ — 4. ~~In~~ When assessing whether ~~the its~~ arrangements include procedures for the fair, independent and impartial resolution of appeals against ~~its~~ decisions of a Recognised Body, ~~the Regulator may should~~ have regard to ~~at least~~ the following factors (at least):

- (a) ~~the its~~ appeal procedures of ~~the Recognised Body~~, including the composition and roles of any appeal committees or tribunals, and their relationship to the Governing Body;
- (b) ~~the its~~ arrangements ~~made~~ to ensure prompt hearings of appeals from decisions made by ~~the Recognised Body~~ it;
- (c) the format, organisation and rules of procedure of those hearings;
- (d) ~~the its~~ arrangements ~~made~~ to select the Persons to preside over those hearings and to serve as members of any appeal tribunal;
- (e) the provision for determining whether or not such hearings should be in public;
- (f) the provision made to enable an appellant to be aware of the procedure at any appeal hearing and to have the opportunity to prepare and present his case at that hearing;
- (g) the provision made for an appeal tribunal to give an explanation of its decision; and
- (h) the provision for publicity for any appeals or for determining whether or not publicity should be given to the outcome of any appeal.

~~2.12.7~~ — 5. ~~In~~ When assessing whether ~~a Recognised Body's its~~ arrangements include appropriate provision for ensuring the application of any financial penalties ~~in ways~~ as described in the Recognition Requirements, ~~the Regulator may a Recognised Body should~~ have regard to:

- (i) ~~the Recognised Body's its~~ policy regarding the application of financial penalties; and
- (j) ~~the its~~ arrangements ~~made~~ for applying that policy in individual cases; ~~2~~

~~but the Regulator does not consider that it is necessary for Recognised Bodies to follow any specific policy in order to meet this Recognition Requirement.~~

## 2.13 Complaints

- 2.13.1 ~~The~~ A Recognised Body must have effective arrangements for the investigation and resolution of complaints arising in connection with the performance of, or failure to perform, any of its Regulatory Functions.
- 2.13.2 The arrangements must include arrangements for a complaint to be fairly and impartially investigated by a Person independent of the Recognised Body, and for ~~him~~ such person to report on the result of his investigation to the Recognised Body and to the complainant.
- 2.13.3 The arrangements must confer on the Person mentioned in Rule 2.13.2 the power to recommend, if he thinks appropriate, that the Recognised Body:
- (a) makes a compensatory payment to the complainant;~~or~~
  - (b) remedies the matter complained of; or
  - (c) ~~or~~takes both of these the steps set out in (a) and (b).

### Guidance

1. Rule 2.13 is not intended to prevent a Recognised Body from making arrangements for the initial investigation of a complaint to be conducted by the Recognised Body.
2. When determining whether it has effective arrangements for the investigation and resolution of complaints arising in connection with the performance of, or failure to perform, any of its Regulatory Functions, a Recognised Body should have regard to the extent to which its resources and procedures enable it to:
  - (a) acknowledge complaints promptly;
  - (b) make an objective, prompt and thorough initial investigation of complaints;
  - (c) provide a timely reply to the complainant after that initial investigation;
  - (d) inform the complainant of his right to apply to the Recognised Body's complaints investigator; and
  - (e) keep adequate records of complaints and investigations.
3. When determining whether its arrangements for the investigation of complaints include appropriate arrangements for the complaint to be fairly and impartially investigated by an independent Person (a "complaints investigator"), a Recognised Body should have regard to:

- (a) its arrangements for appointing (and removing) a complaints investigator, including the terms and conditions of such an appointment and the provision for remuneration of a complaints investigator;
- (b) the complaints investigator's access to, and relationship with, the Recognised Body's Governing Body and Key Individuals;
- (c) its arrangements for giving complainants access to the complaints investigator;
- (d) the facilities made available to the complaints investigator to enable him to pursue his investigation and prepare his report and recommendations, including access to the Recognised Body's records, Key Individuals and other staff (including, where appropriate, suppliers, contractors or other Persons to whom any functions have been outsourced and their staff); and
- (e) arrangements for the Recognised Body to consider the complaints investigator's report and recommendations.

4. If a Recognised Body considers that another Recognised Body or an Authorised Person is entirely or partly responsible for the subject matter of a complaint, it may refer the complaint, or the relevant part of it, to the other Recognised Body or Authorised Person in accordance with the process set out in GEN 7.2.10.

~~2.13.4 — Nothing in these Rules is to be taken as preventing the Recognised Body from making arrangements for the initial investigation of a complaint to be conducted by the Recognised Body.~~

~~2.13.5 — In determining whether a Recognised Body has effective arrangements for the investigation and resolution of complaints arising in connection with the performance of, or failure to perform, any of its Regulatory Functions, the Regulator may have regard to the extent to which the Recognised Body's resources and procedures enable it to:~~

- ~~(c) — acknowledge complaints promptly;~~
- ~~(d) — make an objective, prompt and thorough initial investigation of complaints;~~
- ~~(e) — provide a timely reply to the complainant after that initial investigation;~~
- ~~(f) — inform the complainant of his right to apply to the Recognised Body's complaints investigator; and~~
- ~~(g) — keep adequate records of complaints and investigations.~~

~~2.13.6 — In determining whether a Recognised Body's arrangements for the investigation of complaints include appropriate arrangements for the complaint to be fairly and impartially investigated by an independent Person (a "complaints investigator"), the Regulator may have regard to:~~

- ~~(a) the arrangements made for appointing (and removing) a complaints investigator, including the terms and conditions of such an appointment and the provision for remuneration of a complaints investigator;~~
- ~~(b) the complaints investigator's access to, and relationship with, the Recognised Body's Governing Body and Key Individuals;~~
- ~~(c) the arrangements made for giving complainants access to the complaints investigator;~~
- ~~(d) the facilities made available to the complaints investigator to enable him to pursue his investigation and prepare his report and recommendations, including access to the Recognised Body's records, Key Individuals and other staff (including, where appropriate, suppliers, contractors or other Persons to whom any functions have been outsourced and their staff); and~~
- ~~(e) the arrangements made for the Recognised Body to consider the complaints investigator's report and recommendations.~~

~~2.13.7 If a Recognised Body considers that another Recognised Body or an Authorised Person is entirely or partly responsible for the subject matter of a complaint, it may refer the complaint, or the relevant part of it, to the other Recognised Body or Authorised Person in accordance with the process set out in GEN 7.2.10.~~

## **2.14 Outsourcing**

2.14.1 A Recognised Body may satisfy a Recognition Requirements applying applicable to it by making arrangements for a particular functions to be performed on its behalf by any other Person.

2.14.2 ~~Where a A Recognised Body makes such arrangements, the arrangements do not affect the responsibility on the Recognised Body to satisfy Recognition Requirements applying to it, but it is in addition a Recognition Requirement applying to the Recognised Body must ensure that the any Person who performs (or is to perform) the functions function(s) on behalf of the Recognised Body, is a fit and proper Person who is able and willing to perform them.~~

2.14.3 A Recognised Body must, before entering into any material outsourcing arrangements with a service provider, obtain the Regulator's prior approval to do so.

2.14.4 A Recognised Body that outsources any functions must comply with the outsourcing requirements in GEN 3.3.31 and 3.3.32.

### **2.14.5 Guidance**

1. If a Person who performs a function on behalf of a Recognised Body is himself carrying on a Regulated Activity in the Abu Dhabi Global Market, he will, unless he is a Person to whom the General Prohibition does not apply, need to be either an Authorised Person or an Exempt Person. The Person to whom a function is delegated is not covered by the Recognised Body's exemption.

2. Where a Recognised Body makes arrangements under Rule 2.14, these arrangements do not alter the responsibility of Recognised Body to meet and satisfy the Recognition Requirements.

....

### 3 RULES APPLICABLE TO RECOGNISED INVESTMENT EXCHANGES

#### 3.1 Introduction

3.1.1 This chapter contains additional Recognition Requirements applicable to Recognised Investment Exchanges.

#### 3.2 Capital requirements

3.2.1 A Recognised Investment Exchange shall hold the following capital:

- (a) an amount equal to 6 months' operational expenses; plus
- (b) unless the Regulator directs otherwise, an additional buffer amount of up to a further 6 months' operational expenses.

3.2.2 For the purposes of ~~this Rule 3.2.1~~, operational expenses shall be considered in accordance with: ~~(a) — the International Financial Reporting Standards (IFRS);~~

~~(b) — generally accepted accounting principles of a third country determined by the Regulator to be equivalent to IFRS; or~~

~~(c) — accounting standards of a third country the use of which is permitted by the Regulator.~~

....

#### 3.3 Fair and orderly trading

##### Guidance

In this section, where a reference is made to a Derivative, it should be interpreted as a single Derivative or class of Derivative, as applicable.

3.3.1 A Recognised Investment Exchange must ensure that it has transparent and non-discretionary ~~rules~~ Business Rules and procedures to provide for fair and orderly trading, and to establish objective criteria for the efficient execution of orders.

##### Guidance

When determining, for the purposes of Rule 3.3.1, whether it has clear and transparent Business Rules concerning the admission of Financial Instruments to trading on any Multilateral Trading Facility operated by it, a Recognised Investment Exchange should have regard to:

(a) whether there is a sufficient range of Persons already holding the Financial Instrument (or, where relevant, the underlying asset) or interested in dealing in it to bring about adequate forces of supply and demand;

(b) the extent to which there are any limitations on the Persons who may hold or deal in the Financial Instrument, or the amounts of the Financial Instrument which may be held; and

(c) whether it has adequate procedures for obtaining information relevant for determining whether or not to suspend or discontinue trading in that Financial Instrument.

3.3.2 ~~In determining whether a Recognised Investment Exchange is ensuring~~ In order to ensure that business conducted by means of its facilities is conducted in an orderly manner (and so as to afford proper protection to investors), ~~the Regulator may have regard to the extent to which the a~~ a Recognised Investment Exchange's ~~rules~~ Exchange's Business Rules and procedures are to:

- (a) ~~are~~ be consistent with the Rules of Market Conduct;
- (b) prohibit abusive trading practices or the deliberate reporting or publication of false information about trades;
- (c) prohibit or prevent:
  - (i) trades in which a party is improperly indemnified against losses;
  - (ii) trades intended to create a false appearance of trading activity ("wash trades");
  - (iii) cross trades executed for improper purposes;
  - (iv) improperly prearranged or pre-negotiated trades;
  - (v) trades intended to assist or conceal any potentially identifiable trading abuse ("accommodation trades"); and
  - (vi) trades which one party does not intend to close out or settle.
- ~~(d) include appropriate measures to prevent the use of its facilities for abusive or improper purposes;~~
- ~~(e) provide appropriate safeguards for investors against fraud or misconduct, recklessness, negligence or incompetence by users of its facilities;~~
- ~~(f) provide appropriate information to enable users of its facilities to monitor their use of the facilities;~~
- ~~(g) include appropriate arrangements to enable users of its facilities to raise queries about any use of those facilities which they are reported to have made;~~
- ~~(h) include appropriate arrangements to enable users of its facilities to comply with any relevant regulatory or legal requirements; and~~
- ~~(i) include appropriate arrangements to reduce the risk that those facilities will be used in ways which are incompatible with relevant regulatory or legal requirements;~~

~~and in this paragraph "appropriate" should be taken to mean appropriate having regard to the nature and scale of the Recognised Body's facilities, the types of~~

~~Persons who will use the facilities and the use which they will make of those facilities.~~

3.3.3 ~~In determining whether a A Recognised Investment Exchange is ensuring that business conducted by means of its facilities is conducted in an orderly manner (and so as to afford proper protection to investors), the Regulator may have regard to whether the Recognised Investment Exchange's arrangements and practices must:~~

- (a) enable Members and Clients for whom they act to obtain the best price available at the time for their size and type of trade;
- (b) include procedures which enable the Recognised Investment Exchange to influence trading conditions or suspend trading promptly when necessary to maintain an orderly market; and
- (c) if they include arrangements to support or encourage liquidity:
  - (i) ~~are~~ be transparent;
  - (ii) ~~are not likely to~~ encourage any Person to enter into transactions other than for proper trading purposes (which may include hedging, investment, speculation, price determination, arbitrage and filling orders from any Client for whom he acts);
  - (iii) ~~are~~ be consistent with a reliable, undistorted price-formation process; and
  - (iv) alleviate dealing or other identified costs associated with trading on the Recognised Investment Exchange's markets and ~~do~~ not subsidise a market position of a user of its facilities.

3.3.4 ~~The rules Business Rules of a Recognised Investment Exchange must provide that the Recognised Investment Exchange must not exercise its power to suspend or remove from trading on a market operated by it any Financial Instrument which no longer complies with its rules Business Rules, where such step would be likely to cause significant damage to the interests of investors or the orderly functioning of the Abu Dhabi Global Market Financial System.~~

#### **Price and Position Limits in Respect of Derivatives**

~~3.3.5 A Recognised Investment Exchange must ensure that the risks to fair and orderly trading, arising from sharp price movements, are mitigated for Derivatives.~~

#### **Price Limits**

~~3.3.6 A Recognised Investment Exchange may impose price limits in relation to a Derivative to mitigate the risks to fair and orderly trading arising from sharp movements in the price of the Derivative.~~

#### **Position Limits**

~~3.3.7 A Recognised Investment Exchange must, in respect of a Derivative:~~

- (a) implement position limits for the purposes of mitigating the risk of Market Abuse in the market on which:
  - (i) the Derivative is admitted to trading; and
  - (ii) the underlying asset(s) of the Derivative is traded;

### **Guidance**

A Recognised Investment Exchange should consider the impact on its Derivative market from changes in the underlying market, and set its position limits accordingly. Considerations of the physical market characteristics may also be relevant, including deliverable supply, delivery locations, substitutes, etc.

- (b) ensure that its position limits are not exceeded by any Member or other participant trading in the Derivative, including through the acquisition of additional positions;
- (c) require that its Members and other participants report their positions on a regular basis and upon the occurrence of certain relevant events;

### **Guidance**

A Recognised Investment Exchange, and its Members and other participants, may for this purpose, utilise suitable reporting systems and procedures used in other relevant jurisdictions.

- (d) include provisions in its Business Rules which impose appropriate obligations on Members and other participants, to ensure their compliance with its position limit obligations;
- (e) immediately notify the Regulator when a position limit threshold is exceeded, detailing:
  - (i) the reason why such a large position is being held;
  - (ii) how the holding of the position furthers the participant's or Member's trading strategy; and
  - (iii) whether the position is being used for hedging and details of the relevant contracts being hedged against (where applicable);
- (f) upon request by the Regulator, make available the information collected by the Recognised Investment Exchange for the purposes of monitoring and enforcing the position limit obligations of its Members and other participants; and
- (g) have in place appropriate internal governance arrangements to ensure its position limits are effective in mitigating relevant risks, including the risks relating to Market Abuse.

**3.3.8** A Recognised Investment Exchange must demonstrate to the Regulator, at least annually and otherwise upon request, how its position limits are effective in

mitigating Market Abuse including considerations of, amongst other factors, whether its position limits materially reduce the likelihood of:

- (a) the accumulation of an open interest in any Derivative by one or more participants to the Derivative;
- (b) one or more participants, or Members, trading in any Derivative, whether individually or collectively, being able to influence the price of the Derivative; and
- (c) one or more participants, or Members, trading in any Derivative, whether individually or collectively, influencing the price or value of one or more underlying assets of the Derivative.

**3.3.9** When determining whether a position limit imposed in respect of a Derivative has been exceeded by a participant or Member trading in the Derivative, a Recognised Investment Exchange must take into account:

- (a) any position held by any other Person directly, or indirectly, controlled by the participant or Member;
- (b) any position held by any other Person acting, pursuant to an express or implied agreement or understanding, as if such position were held by the participant or Member; and
- (c) any position held in respect of an Option on the Derivative contract, calculated on a Derivative equivalent basis.

**3.3.10** A Recognised Investment Exchange must have the capabilities to determine whether a participant or Member has exceeded any position limit set in respect of any Derivative or class of Derivatives in accordance with Rule 3.3.9.

**3.3.11** Where a Recognised Investment Exchange determines that a participant or Member has exceeded any position limit, the Recognised Investment Exchange must subject the participant or Member to one or more of the following conditions so as to correct the participant's or Member's position;

- (a) a restriction on any further increase in the participant's or Member's positions;
- (b) a requirement to liquidate the participant's or Member's positions to comply with the position limit, within such time as the Recognised Investment Exchange may determine;
- (c) such higher margin requirements as the Recognised Investment Exchange may impose, in respect of the relevant positions; or
- (d) such other trading conditions and restrictions as the Recognised Investment Exchange may consider necessary to ensure compliance with the relevant position limit.

### **Position Reports**

**3.3.12** A Recognised Investment Exchange must make public, and provide to the Regulator, a weekly report detailing the aggregate positions held by each category of participant for each Derivative that is admitted to trading on the Recognised Investment Exchange, specifying:

- (a) the number of long and short positions by such categories;
- (b) any changes in positions since the previous report;
- (c) the percentage of the total open interest represented by each category of participant; and
- (d) the number of persons holding a position in each category of participant.

**3.3.13** Upon request by the Regulator, the Recognised Investment Exchange must provide the Regulator with a detailed overview of the positions held by all Members, other participants, and their clients, in relation to each Derivative admitted to trading on the Recognised Investment Exchange.

**3.3.14** For the weekly report referred to under Rule 3.3.12, the Recognised Investment Exchange must:

- (a) categorise persons in accordance with Rule 3.3.15; and
- (b) differentiate between positions identified as:
  - (i) positions which in an objectively measurable way reduce risks directly relating to commercial activities; and
  - (ii) other positions.

**3.3.15** A Recognised Investment Exchange must classify all persons holding positions in Derivatives according to the nature of their main business, taking into account any applicable authorisation or registration, including as:

- (a) a financial intermediary including those Dealing in Investments as Agent, Dealing in Investments as Principal or Arranging Credit, or those treated as a financial intermediary under an equivalent term in a jurisdiction outside ADGM;
- (b) an investment fund, including those Managing Assets or Managing a Collective Investment Fund, or those treated similarly in a jurisdiction outside ADGM;
- (c) another Financial Institution, including insurance management; or
- (d) a commercial undertaking.

### **3.4** Rules Applicable to Recognised Investment Exchanges that are also MTF or OTF Operators, and rules on Trade Repositories, Accepted Spot Commodities and Specified Benchmarks

**3.4.1** A Recognised Investment Exchange may carry on the Regulated Activity of operating an MTF or OTF provided that its Recognition Order includes a stipulation

permitting it to do so. If it does include such a stipulation, the specific rules on MTFs and OTFs in COBS will apply to that function, but that function only.

3.4.2 A Recognised Investment Exchange operating an MTF or an OTF, must also operate a market that complies with the Recognition Requirements.

3.4.3 A Recognised ~~Body~~-Investment Exchange may also act as a Trade Repository if its Recognition Order includes a stipulation permitting it to do so. Acting as a Trade Repository will result in it being subject to the additional conduct requirements in Appendix 2 of GEN.

3.4.4 A Recognised Investment Exchange may also conduct activities in relation to Accepted Spot Commodities if its Recognition Order includes a stipulation permitting it to do so. If it does include such a stipulation, the additional rules on Spot Commodities in COBS chapter 22 will apply to that function, but that function only.

3.4.5. A Recognised Investment Exchange may also conduct the activities of Administering a Specified Benchmark or of Providing Information in relation to a Specified Benchmark if its Recognition Order includes a stipulation permitting it to do so. If it does include such a stipulation, the additional rules on Benchmarks in COBS chapter 22 will apply to that function, but that function only.

### 3.5 Pre-trade transparency obligations

3.5.1 A Recognised Investment Exchanges shall, in relation to Financial Instruments traded on its systems, make public continuously throughout its normal trading hours, and submit to the Regulator, in accordance with the type of trading system they operate:

- (a) the information specified in Rule 3.5.5; and
- (b) current bid and offer prices and the depth of trading interests at those prices which are advertised through their systems.

3.5.2 [Deleted].

3.5.3 [Deleted].

3.5.4 [Deleted].

...

3.5.6 [Deleted].

#### Waivers based on market model and type of order or transaction

3.5.7 Waivers from Rule 3.5.1 based on market model and transaction may be granted by the Regulator in respect of ~~Shares, depository receipts, ETFs, Certificates and other similar~~ Financial Instruments, for any of the following:

- (a) ...

3.5.8 [Deleted].

...

3.5.12 **Orders large in scale compared with normal market size**

| <b>Class in terms of average daily turnover (ADT, in USD)</b>                       | <b>ADT <math>\leq</math> USD 500,000</b> | <b>USD 500,000 &lt; ADT <math>\leq</math> USD 1,000,000</b> | <b>USD 1,000,000 &lt; ADT <math>\leq</math> USD 25,000,000</b> | <b>USD 25,000,000 &lt; ADT <math>\leq</math> USD 50,000,000</b> | <b>ADT &gt; USD 50,000,000</b> |
|---|--|---|--|---|--------------------------------|
| Minimum size of order qualifying as large in scale compared with normal market size | USD 50,000                               | USD 100,000   | USD 250,000  | USD 400,000   | USD 500,000                    |

### 3.6 Post-trade transparency obligation

3.6.1 ~~The~~ A Recognised Investment Exchange must make arrangements for the price, volume and time of transactions executed in Financial Instruments to be made available to the public and the Regulator as close to real-time as technically possible assuming a reasonable level of efficiency and of expenditure on systems on the part of the Recognised Investment Exchange, provided that:

- (a) information relating to a portfolio trade shall be made available with respect to each constituent transaction as close to real time as possible, having regard to the need to allocate prices to particular Financial Instruments; and
- (b) post-trade information referring to transactions taking place on a Recognised Investment Exchange but outside its normal trading hours shall be made public before the opening of the next trading day of the Recognised Investment Exchange.

3.6.2 A Recognised Investment Exchanges shall, with regard to Transactions in respect of Financial Instruments admitted to trading on or concluded within their systems, make public the following details:

- (a) ~~the details~~ those specified in Rule 3.6.7;

...

- 3.6.4 A Recognised Investment Exchanges shall obtain the Regulator's prior approval of proposed arrangements for deferred trade-publication, and shall clearly disclose those arrangements to market participants and the public.

...

- 3.6.7 **Post-trade information:**

| <u>Detail</u>                 | <u>Information</u>   |
|-------------------------------|--|
| (a) Trading Day               | The trading day on which the transaction was executed.   |
| (b) Trading Time              | The time <u>in UTC (Universal Time Coordinated)</u> at which the transaction was executed.   |
| (c) Instrument Identification | This shall consist of a unique code to be decided by the Regulator identifying the Financial Instrument which is the subject of the transaction; or, if the Financial Instrument in question does not have a unique identification code, the report must include the name of the Financial Instrument. |
| (d) Unit Price                | The price per Financial Instrument excluding commission and (where relevant) accrued interest.   |
| (e) Price Notation            | The currency in which the price is expressed.  |
| (f) Quantity                  | The number of units of the Financial Instruments.  |
| (g) Venue identification      | Identification, if applicable, of the venue where the transaction was executed.  |

...

- 3.6.10 **Deferred publication thresholds and delays**

The table below shows, for each permitted delay for publication and each class of Financial Instrument in terms of average daily turnover (ADT), the minimum qualifying size of transaction that will qualify for that delay in respect of a Financial Instrument of that type.

| Permitted delay for publication | Class of Financial Instruments in terms of average daily turnover (ADT, <u>in USD</u> ) |             |               |                                      |
|---------------------------------|---|-------------|---------------|--------------------------------------|
|                                 | ADT $\leq$ USD 100,000  | USD 100,000 | USD 1,000,000 | ADT $\leftrightarrow$ USD 50,000,000 |
|                                 |   |             |               |                                      |

|  |               | < ADT ≤<br>1,000,000  | ≤ ADT <<br>50,000,000  |   |
|--|---------------|---|--|---|
| Minimum qualifying size of transaction for permitted delay   |               |   |  |   |
| 60 minutes   | USD<br>10,000 | Greater of<br>max<br>(5% of<br>ADT <sub>t</sub> and<br>USD<br>25,000)   | Lower of min<br>(10% of ADT <sub>t</sub><br>and USD<br>3,500,000)      | Lower of min<br>(10% of ADT <sub>t</sub> and<br>USD 7,500,000)  |
| 180 minutes  | USD<br>25,000 | Greater of<br>max<br>(15% of<br>ADT <sub>t</sub> and<br>USD<br>75,000)  | Lower of min<br>(15% of ADT <sub>t</sub><br>and USD<br>5,000,000)      | Lower of min<br>(20% of ADT <sub>t</sub> and<br>USD 15,000,000) |
| Until end of trading day (or roll-over to 12pm of next trading day if trade undertaken in final 12 hours of trading day) | USD<br>45,000 | Greater of<br>max<br>(25% of<br>ADT <sub>t</sub> and<br>USD<br>100,000) | Lower of min<br>(25% of ADT <sub>t</sub><br>and USD<br>10,000,000)     | Lower of min<br>(30% of ADT <sub>t</sub> and<br>USD 30,000,000) |
| Until end of trading day next after trade  | USD<br>60,000 | Greater of<br>max<br>(50% of<br>ADT <sub>t</sub> and<br>USD<br>100,000) | Greater of<br>max<br>(50% of ADT <sub>t</sub><br>and USD<br>1,000,000) | 100% of ADT   |
| Until end of second trading day next after trade   | USD<br>80,000 | 100% of<br>ADT  | 100% of ADT  | 250% of ADT   |
| Until end of third trading day next after trade  |               | 250% of<br>ADT  | 250% of ADT  |   |

...

### 3.7.5 Proper information

#### Guidance

1. ~~In~~ When determining whether appropriate arrangements have been made to make relevant information available to Persons engaged in dealing in Financial Instruments admitted to trading on the Recognised Investment Exchange, ~~the Regulator may~~ a Recognised Body should have regard to:
  - (a) the extent to which Members and Clients for whom they act are able to obtain information about those Financial Instruments, either through

accepted channels for dissemination of information or through other regularly and widely accessible communication media, to make a reasonably informed judgment about the value and the risks associated with those Financial Instruments in a timely fashion;

- (b) what restrictions, if any, there are on the dissemination of relevant information to the Recognised Investment Exchange's Members and Clients for whom they act; and
- (c) whether relevant information is or can be kept to restricted groups of Persons in such a way as to facilitate or encourage dealing in contravention of the Rules of Market Conduct.

### **3.7.6 Own means of dissemination**

- 2. A Recognised Investment Exchange ~~do~~ does not need to maintain their own arrangements for disseminating news or information about Financial Instruments (or underlying assets) to their Members where they have made adequate arrangements for other Persons to do so on their behalf or there are other effective and reliable arrangements for this purpose.

## **3.8 Settlement and Clearing Services**

- 3.8.1 ~~The~~ A Recognised Investment Exchange, when engaging a Clearing Service, must ensure that satisfactory arrangements are made for securing the timely discharge (whether by performance, compromise or otherwise), Clearing and settlement of the rights and liabilities of the parties to transactions effected on the Recognised Investment Exchange (being rights and liabilities in relation to those transactions).
- 3.8.2 The engagement of a Recognised Clearing House or Remote Clearing House will be deemed sufficient to satisfy Rule 3.8.1.
- 3.8.3 If a Recognised Investment Exchange engages a party that is not a Recognised Clearing House or a Non-Abu Dhabi Global Market Clearing House, the Recognised Investment Exchange must confirm to the Regulator, in writing, the satisfactory arrangements made under Rule 3.8.1.

### **Guidance**

- 1. The satisfactory arrangements required by Rule 3.8.1 should reference the requirements set out in Rule 4.3.3.
- 2. For the settlement of digital Securities, the engagement of a digital settlement facility may be deemed sufficient for evidencing satisfactory settlement arrangements. For more information on, and the definitions/treatment of, digital settlement facilities and digital Securities, refer to the Guidance – Regulation of Digital Securities Activities in ADGM, as published by the Regulator.
- 3.8.4 The ~~rules~~ Business Rules of the Recognised Investment Exchange must permit a Member to use whatever settlement facility they choose for a transaction. This Rule only applies where:

- (a) such links and arrangements exist between the chosen settlement facility and any other settlement facility as are necessary to ensure the efficient and economic settlement of the transaction; and
- (b) the Recognised Investment Exchange is satisfied that the smooth and orderly functioning of the ADGM financial markets will be maintained.

### 3.9 Admission of Financial Instruments to trading

#### 3.9.1 Admission to trading

In order to admit Financial Instruments to trading, a Recognised Investment Exchange must satisfy the following requirements, save and except for Recognised Investment Exchanges which only admit to trading Derivatives, in which case only (a), (b), (c) and (i) apply:

- (a) ~~The~~ A Recognised Investment Exchange's Business Rules must ~~be~~ make clear and transparent ~~rules concerning~~ in relation to the admission of Financial Instruments to trading on any market operated by it.
- (b) ~~The~~ rules Business Rules must ensure that all Financial Instruments admitted to trading on any market operated by the Recognised Investment Exchange are capable of being traded in a fair, orderly and efficient manner.
- (c) ~~The~~ rules Business Rules must ensure that:
  - (i) all Financial Instruments ~~other than~~ Derivatives admitted to trading on a market operated by the Recognised Investment Exchange are freely negotiable; and
  - (ii) all contracts for Derivatives admitted to trading on a regulated market operated by the Recognised Investment Exchange are designed so as to allow for their orderly pricing as well as for the existence of effective settlement conditions.
- (d) For the purposes of meeting the requirements in Rule 3.9.1(c)(ii), a Recognised Investment Exchange must include in its Business Rules contract design specifications relating to Derivative contracts traded on its market which, at a minimum, include:
  - (i) minimum price fluctuations (price ticks);
  - (ii) maximum price fluctuations (daily price limits), if any;
  - (iii) last trading day;
  - (iv) settlement or delivery procedures as applicable;
  - (v) trading months;
  - (vi) position limits, if any;
  - (vii) reportable levels; and

(viii) trading hours.

- (de) The Recognised Investment Exchange must maintain effective arrangements to verify that Issuers of Financial Instruments admitted to trading on a market operated by it comply with its disclosure obligations.
- (ef) The Recognised Investment Exchange must maintain arrangements to assist users of a market operated by it to obtain access to information made public under its disclosure obligations.
- (fg) The Recognised Investment Exchange must maintain arrangements to regularly ~~to~~ review whether the Financial Instruments admitted to trading on a market operated by it comply with the admission requirements for those Financial Instruments.
- (gh) The ~~rules~~ Business Rules must provide that where a Recognised Investment Exchange, without obtaining the consent of the Issuer, admits to trading on a market operated by it a Financial Instrument which has been admitted to trading on another market, the Recognised Investment Exchange:
- (i) must inform the Issuer of that Financial Instrument as soon as is reasonably practicable; and
  - (ii) may not require the Issuer of that Financial Instrument to demonstrate compliance with its disclosure obligations.
- (hi) The ~~rules~~ Business Rules must provide that where a Recognised Investment Exchange, without obtaining the consent of the Issuer, admits to trading on an MTF operated by it a Financial Instrument which has been admitted to trading on a market, it may not require the Issuer of that Financial Instrument to demonstrate compliance with its disclosure obligations.
- (j) A Recognised Investment Exchange must comply with the requirements of Rule 3.11 where it admits to trading on a market operated by it a Financial Instrument, the value of which is determined by reference to an underlying benchmark or index provided by a Price Reporting Agency.

...

#### 3.9.4 **Derivatives**

When admitting to trading a Financial Instrument that is a Derivative, a Recognised Investment Exchanges shall verify that the following conditions are satisfied:

- (a) ...

#### 3.9.5 **~~[Deleted]. Rules concerning the admission of Financial Instruments to trading on an MTF~~**

~~When determining, for the purposes of Rule 3.3.1, whether a Recognised Investment Exchange has clear and transparent rules concerning the admission of~~

~~Financial Instruments to trading on any Multilateral Trading Facility operated by it, the Regulator may have regard to:~~

- ~~(a) whether there is a sufficient range of Persons already holding the Financial Instrument (or, where relevant, the underlying asset) or interested in dealing in it to bring about adequate forces of supply and demand;~~
- ~~(b) the extent to which there are any limitations on the Persons who may hold or deal in the Financial Instrument, or the amounts of the Financial Instrument which may be held; and~~
- ~~(c) whether the Recognised Investment Exchange has adequate procedures for obtaining information relevant for determining whether or not to suspend or discontinue trading in that Financial Instrument.~~

### **3.10 Default Rules**

...

- 3.10.3 The Recognised Investment Exchange must be able and willing to cooperate, by the sharing of information and otherwise, with the Regulator, any Relevant Office Holder and any other authority or body having responsibility for any matter arising out of, or connected with, the default of a Member of the Recognised Investment Exchange or any designated non-Member or the default of a Recognised Clearing House or another Recognised Investment Exchange.

### **3.11 Use of Price Reporting Agencies**

- 3.11.1 When admitting to trading a Financial Instrument that references an underlying benchmark or index provided by a Price Reporting Agency, a Recognised Investment Exchange must undertake appropriate due diligence to ensure that the Price Reporting Agency meets the requirements in Rule 3.11.2.

- 3.11.2 For the purposes of Rules 3.11.1 and 3.11.3, a Price Reporting Agency must:

- (a) have fair and non-discriminatory procedures for establishing prices of a Financial Instrument, which are made public;
- (b) demonstrate adequate and appropriate transparency over the methodology, calculation and inputs to allow users to understand how the benchmark or index is derived and its potential limitations;
- (c) where appropriate, give priority to concluded transactions in making assessments and adopt measures to minimise selective reporting;
- (d) be of good standing and repute as an independent and objective price reporting agency or index provider;
- (e) have a sound corporate governance framework;
- (f) have adequate arrangements to avoid its staff having any conflicts of interest where such conflicts are, or are likely to have, a material adverse impact on a price establishment process; and

(g) adequate complaint resolution mechanisms to resolve any complaints about its assessment process and methodology.

3.11.3 A Recognised Investment Exchange must have arrangements in place to regularly review whether a Price Reporting Agency continues to meet the requirements of Rule 3.11.2.

## 4 RULES APPLICABLE TO RECOGNISED CLEARING HOUSES

### 4.1 Introduction

4.1.1 This chapter contains additional Recognition Requirements applicable to Recognised Clearing Houses.

4.1.2 The Rules in this ~~Chapter~~ chapter are intended to be consistent with the CPSS-IOSCO Principles for Financial Market Infrastructures. All Recognised Clearing Houses should comply with such principles.

4.1.3 Requirements applicable to a Recognised Clearing House that is providing Central Counterparty Services are set out in the following Rules:

(a) Rule 4.6 (Stress testing of capital);

(b) Rule 4.7.14 to 4.7.21 (Credit risk);

(c) Rule 4.10 (Collateral and margin); and

(d) Rule 4.12 (Segregation and portability).

4.1.4 A Recognised Clearing House may also act as a Trade Repository if its Recognition Order includes a stipulation permitting it to do so. Acting as a Trade Repository will result in it being subject to the additional conduct requirements in Appendix 2 of GEN.

4.1.5 A Recognised Clearing House may also conduct activities in relation to Accepted Virtual Assets if its Recognition Order includes a stipulation permitting it to do so. If it does include such a stipulation, the additional rules on Virtual Assets in COBS chapter 17 will apply to that function, but that function only.

4.1.6 A Recognised Clearing House may also conduct activities in relation to Accepted Spot Commodities if its Recognition Order includes a stipulation permitting it to do so. If it does include such a stipulation, the additional rules on Spot Commodities in COBS chapter 22 will apply to that function, but that function only.

### 4.2 Capital requirements

4.2.1 A Recognised Clearing House shall hold capital more than or equal to the sum of capital calculated in respect of the following risks.:

(a) **w**Winding down or restructuring activities. Six months' gross operational expenses.

(b) **e**Operational risks. A Recognised Clearing House shall calculate its capital requirement for operational risks using either the Basic Indicator Approach or, with prior authorisation from the Regulator, the Standardised Approach or the Alternative Standardised Approach, both as provided specifically in Appendix 7.3 and generally in Appendix 7 of PRU.

(c) **c**Credit, counterparty credit and market risks. A Recognised Clearing House shall calculate its capital requirements as the sum of 10% of its risk-

weighted exposure amounts for credit and counterparty credit risk and its capital requirements for market risk calculated in accordance with Appendix 6 of PRU, subject to the following:

- (i) For the calculation of the risk-weighted exposure amounts for credit risk and counterparty credit risk, a Recognised Clearing House shall apply the Credit Risk Capital Requirement (CRCOM) method in section 4.8 of PRU.
- (ii) Where a Recognised Clearing House does not use its own resources, the Recognised Clearing House shall apply a risk weight of 250% to its exposure stemming from any contributions to the default fund of another Clearing house and a risk weight of 2% to any trade exposures with another Clearing house.
- (d) **Business risk.** A Recognised Clearing House shall submit to the Regulator for approval its own estimate of the capital necessary to cover losses resulting from business risk based on reasonably foreseeable adverse scenarios relevant to its business model. The capital requirement for business risk shall be equal to the approved estimate and shall be subject to a minimum amount of 25% of its annual gross operational expenses.

4.2.2 For the purposes of Rule 4.2.1, Recognised Clearing Houses shall use the most recent audited information from their annual financial statement and operational expenses shall be considered in accordance with: International Financial Reporting Standards (IFRS).

- ~~(a) International Financial Reporting Standards (IFRS);~~
- ~~(b) in accordance with generally accepted accounting principles of a third country determined by the Regulator to be equivalent to IFRS; or~~
- ~~(c) accounting standards of a third country the use of which is permitted by the Regulator.~~

~~Recognised Clearing Houses shall use the most recent audited information from their annual financial statement.~~

...

### 4.3 Clearing and settlement

....

#### Guidance

4.3.3 ~~In-When~~ determining whether there are it has satisfactory arrangements in place for securing the timely discharge of the rights and liabilities of the parties to transactions, ~~the Regulator may have regard to the~~ a Recognised Clearing House's House should have regard to its:

- (a) ~~rules~~ Clearing Rules and practices relating to Clearing and settlement including its arrangements with another Person for the provision of Clearing and settlement services;
- (b) arrangements for matching trades and ensuring that the parties are in agreement about trade details;
- (c) where relevant, arrangements for making deliveries and payments, in all relevant jurisdictions;
- (d) procedures to detect and deal with the failure of a Member to settle in accordance with its ~~rules~~ Clearing Rules;
- (e) arrangements for taking action to settle a trade if a Member does not settle in accordance with its ~~rules~~ Clearing Rules;
- (f) arrangements for monitoring its Members' settlement performance; and
- (g) (where appropriate) Default Rules and default procedures.

4.3.43 A Recognised Clearing House will not be regarded as failing to comply with the Recognition Requirement merely because it is unable to arrange for a specific transaction to be settled.

#### **4.4 Admission of Financial Instruments to Clearing – investment criteria**

4.4.1 A Recognised Clearing House must have clear and objective criteria ("Investment Criteria") included in its ~~Business~~ Clearing Rules according to which Financial Instruments can be cleared and settled on its facilities. The Investment Criteria must include the requirements in Rule 4.4.2(a) and (b) below as relevant.

...

#### **4.5 Default Rules**

4.5.1 [Deleted].

4.5.2 [Deleted].

4.5.3 A Recognised Clearing House which provides central counterparty, clearing or settlement facilities must make transparent and non-discriminatory ~~rules~~ Clearing Rules based on objective criteria, governing access to those facilities. A Recognised Body may refuse access to these facilities on legitimate commercial grounds.

4.5.4 A Recognised Clearing House must have legally enforceable Default Rules which, in the event of a Member (including if a Member is another Recognised Clearing House or a Recognised Investment Exchange) being, or appearing to be, unable to meet his obligations in respect of one or more Market Contracts, enable action to be taken in respect of unsettled Market Contracts to which the Member is a party, where appropriate to the risks faced by it, including:

- (a) effecting any transfers and close-outs of a defaulting Member's or participant's assets or proprietary or Client positions (as applicable) to the Recognised Clearing House, a non-defaulting Member or participant, and/or to a receiver, third party or bridge financial company;
- (b) the auction of any position or asset of the defaulting Member or participant in the market;
- (c) the application the proceeds of liquidation, and other funds and assets of the defaulting Member or participant; and/or
- (d) the use of a default contribution fund mechanism whereby defaulting and non-defaulting Members' or participant's' pre-funded contributions to the default contribution fund are applied to cover the obligation.

4.5.5 The Default Rules shall clearly define and specify:

- (a) circumstances which constitute a default, addressing both financial and operational default, and how the different types of default may be treated by the Recognised Clearing House;
- (b) the method for identifying a default, (including any automatic or discretionary default scenarios, and how the discretion is exercised in any discretionary default scenarios);

...

- (i) how to address the allocation of any credit losses it may face as a result of any individual or combined default among its participants with respect to their obligations to the Recognised Clearing House and how stress events are dealt with; and

...

4.5.7 A Recognised Clearing House must have adequate compliance procedures in place to ensure that:

- (a) its ~~Business-Clearing~~ Rules and Default Rules are monitored and enforced;
- (b) any complaints relating to its operations or regarding Members and other participants on its facilities are promptly investigated;
- (c) where appropriate, disciplinary action resulting in financial and other types of penalties can be taken;
- (d) appeal procedures are in place; and
- (e) referrals can be made to the Regulator in appropriate circumstances.

4.5.8 The Default Rules may make the same or similar provision, in relation to Designated Non-Members that have been designated as such in accordance with the procedures mentioned in Rule 4.5.9, as in relation to Members of the Recognised Clearing House.

...

4.5.10 The procedures in Rule 4.5.9 must be designed to ~~secure~~ ensure that:

- (a) a Person is not, or does not remain, designated if failure by him to meet his obligations in respect of one or more Market Contracts would adversely affect the operation of the market; and
- (b) a description of persons is not, or does not remain, designated if failure by a Person of that description to meet his obligations in respect of one or more Market Contracts would affect operation of the market.

...

## 4.7 Risk management

...

4.7.5 A Recognised Clearing House should, to the extent possible, provide incentives to Members and other market participants to manage and contain the risks they pose to the orderly and efficient operations of the Recognised Clearing House. Those may include financial penalties ~~to~~ for Members and other participants that fail to settle Investments in a timely manner or to repay intra-day credit by the end of the ~~operating~~ Business ~~Day~~.

...

### Legal risk

...

4.7.10 A Recognised Clearing House must have adequate ~~rules~~ Clearing Rules and procedures, including contractual arrangements, which are legally enforceable.

4.7.11 A Recognised Clearing House that operates in multiple jurisdictions must:

- (a) identify and mitigate the risks arising from doing business in the relevant jurisdictions, including those arising from conflicting laws applicable in such jurisdictions; and
- (b) ensure the arrangements referred to in Rule 4.7.10 provide a high degree of certainty that actions taken by the Recognised Clearing House under its ~~rules~~ Clearing Rules and procedures will not be reversed, stayed or rendered void.

4.7.12 [Deleted].

### Guidance

1.        A Recognised Clearing House may be conducting its activities in multiple jurisdictions in circumstances such as:

- (a) where it operates through linked Recognised Clearing Houses in or outside of the Abu Dhabi Global Market, or clearing houses,

securities settlement systems, being systems that enable Financial Instruments to be transferred and settled by book entry, or ~~Central Securities Depositories~~ central securities depositories outside of the Abu Dhabi Global Market;

- (b) where its Members and other participants are incorporated, located, or otherwise conducting business in jurisdictions outside the Abu Dhabi Global Market; or
- (c) where any collateral provided is located or held in a jurisdiction outside the Abu Dhabi Global Market.

#### 4.7.13 [Deleted].

2. A Recognised Clearing House should be able to demonstrate to the Regulator that the legal basis on which it operates, including in multiple jurisdictions, is well founded. This would ~~general~~ include:

- (a) well-defined rights and obligations of the Recognised Clearing House, its Members and other users, including its service providers such as custodians and settlement banks, or would provide a mechanism by which such rights and obligations can be ascertained. This would enable the Recognised Clearing House to identify and address risks that arise from its operations involving such parties;
- (b) adequately addressing legal risks faced by a Recognised Clearing House, particularly where it operates in multiple jurisdictions including a situation where an unexpected application of a law or regulation may render a contract between itself and counterparty void or unenforceable, thereby leading to a loss; and
- (c) obtaining independent legal opinions as appropriate to its activities in order to form clear views about the legally binding nature of its contractual arrangements in the relevant jurisdictions. Such legal opinions should, to the extent practicable, confirm the enforceability of the ~~rules~~ Clearing Rules and procedures of the Recognised Clearing House in the relevant jurisdictions and be made available to the Regulator upon request.

#### **Credit risk**

...

4.7.18 A Recognised Clearing House must establish explicit ~~rules~~ Clearing Rules, Default Rules and procedures that address fully any credit losses it may face as a result of any individual or combined default among its Members and other participants with respect to any of their obligations to the Recognised Clearing House. Such ~~rules~~ Clearing Rules, Default Rules and procedures should:

- (a) address how any potentially uncovered credit losses would be allocated, including the repayment of any funds the Recognised Clearing House may borrow from its liquidity providers; and

- (b) indicate the Recognised Clearing House's process to replenish any financial resources that it may employ during a stress event, so that it can continue to operate in a safe and sound manner.

...

4.7.23 A Recognised Clearing House must have a robust framework for managing its liquidity risks. Such a framework must enable it to manage liquidity risks arising from its Members and other participants on its facilities, and any other involved parties, such as settlement banks, custodian banks, liquidity providers ("Members and other involved parties"). For that purpose, the framework must, at a minimum, include:

- (a) ~~rules~~ Clearing Rules, Default Rules and procedures that:

...

4.7.25 To the extent that the ~~rules~~ Clearing Rules addressing liquidity risk referred to in Rule 4.7.23 also address credit risks, the same ~~rules~~ Clearing Rules, after adjustment as appropriate, can be used for both purposes.

...

4.7.27 [Deleted].

### **Guidance**

1. In conducting its stress testing, a Recognised Clearing House should consider:

- (a) a wide range of relevant scenarios including relevant peak historic price volatilities, shifts in other market factors such as price determinants and yield curves, multiple defaults over various time horizons, simultaneous pressures in funding and asset markets, and a spectrum of forward-looking stress scenarios in a variety of extreme but plausible market conditions;
- (b) the design and operation of the Recognised Clearing House;
- (c) all entities that may pose material liquidity risks to the Recognised Clearing House (such as settlement banks, custodian banks, liquidity providers, and other involved entities); and
- (d) where appropriate, for price fluctuations during a multi-day period.

4.7.28 [Deleted].

2. For the purposes of meeting the minimum liquid resource requirement referred to in Rule 4.7.22, a Recognised Clearing House's qualifying liquid assets/resources may include:

- (a) cash held in appropriate currencies at a central bank in its or other relevant jurisdiction, or at creditworthy commercial banks;

- (b) committed lines of credit;
- (c) committed foreign exchange swaps;
- (d) committed repos; and
- (e) highly marketable collateral held in custody and Investments that are readily available and convertible into cash with prearranged and highly reliable funding arrangements, even in extreme but plausible market conditions.

...

4.7.30 [Deleted].

#### **Guidance**

1. A Recognised Clearing House may supplement its qualifying liquid resources with other forms of liquid resources; and such liquid resources should be in the form of assets that are likely to be saleable, or acceptable as collateral, for lines of credit, swaps, or repos on an ad hoc basis following a default, even if this cannot be reliably prearranged or guaranteed in extreme market conditions.

4.7.31 [Deleted].

2. Where a Recognised Clearing House has access to a central bank lines of credit or accounts, payment services, or securities services, it should use those services as far as practicable, as such use is likely to enhance its ability to manage liquidity risk more effectively.

...

#### **Custody and investment risk**

4.7.35 A Recognised Clearing House must have effective means to address risks relating to the custody of its:

- (a) ~~custody of its~~ own assets (or banking of its cash), in accordance with Rule 4.7.36; and
- (b) ~~custody of its~~ Members and other participants' assets in accordance with Rule 4.7.37.

...

#### **4.9 Physical delivery**

...

#### **Guidance**

**4.9.3 1.** Where a Recognised Clearing House matches participants that have delivery and receipt obligations, the Recognised Clearing House would not need to be involved

with the physical storage and delivery process but it should monitor the participants' performance and to the extent practicable, ensure the participants have the necessary systems and resources to be able to fulfil their physical delivery obligations.:

**4.9.4 2.** The legal obligations for delivery should be clearly expressed in the Business Clearing Rules, Default Rules, and any related agreements, including provisions to specify, for instance:

- (a) whether the receiving participant should seek compensation from the Recognised Clearing House or the delivering participant in the event of a loss; and
- (b) if the Recognised Clearing House holds margin on the matched participants, such margin will only be released until the Recognised Clearing House confirms that both participants have fulfilled their obligations.

#### **4.10 Collateral and margin**

4.10.1 A Recognised Clearing House must call and receive collateral to manage its risks arising in the course of or for the purposes of its payment, Clearing, and settlement processes. It must, in the normal course of business, only accept collateral with low credit, liquidity, and market risks.

4.10.2 [Deleted].

##### **Guidance**

In some instances, certain types of assets which are not considered to have low credit, liquidity and market risks may be acceptable for credit purposes if the Recognised Clearing House sets and enforces appropriately conservative haircuts and concentration limits and appropriate collateral risk management procedures are put in place by the Recognised Clearing House. A Recognised Clearing House may, in some circumstances, accept the deliverable of a contract as collateral against the contract for exchange.

4.10.3 ...

4.10.5 The ~~rules~~ Clearing Rules of the Recognised Clearing House must set out:

- (a) collateral and margin requirements and collateral management process, and specify when a Recognised Clearing House may reuse or invest its participants' collateral and the process for returning that collateral to participants; and
- (b) in the event of a default, that margin provided by the defaulter for any Client account is not to be applied to meet a shortfall its own proprietary account.

4.10.6 A Recognised Clearing House must, for the purposes of managing its exposures and risk ~~credit~~ and the requirements in Rules 4.10.7 and 4.10.8:

- (a) mark participant positions to market and collect variation margin at least daily to limit the build-up of current exposures;
- (b) have necessary authority and operational capacity to make intra-day margin calls and payments, both scheduled and unscheduled, to participants; and
- (c) regularly review and validate its margin system to ensure that it operates effectively and as intended.

...

#### **4.11 Settlement finality**

4.11.1 ...

4.11.2 A Recognised Clearing House's arrangements for final settlement must:

- (a) ensure that, if intra-day or real-time settlement is not feasible, final settlement (of any payment, transfer instruction, or other obligation that has been submitted to and accepted by a Recognised Clearing House in accordance with its acceptance criteria) occurs at least by the end of the value date of the relevant transaction; and
- (b) clearly define the points:
  - (i) ~~the point~~ at which the transfer instruction takes effect as having been entered into the system and when the final settlement occurs;
  - (ii) ~~the point~~ after which unsettled payments, transfer instructions, or other obligations may not be revoked by the parties to the underlying contract; and
- (c) prohibit the revocation by a Member, participant or other user of a transfer instruction from the point specified in accordance with sub-paragraph (b)(ii).

#### **4.11.3 Guidance**

For the purposes of this Rule:

- (a) "final settlement" is the irrevocable and unconditional transfer of an asset or Financial Instrument, or the discharge of obligations arising under the underlying contract by the parties to the contract; and
- (b) "value date" is the day on which the payment, transfer instruction, or other obligation arising under the underlying contract is due and, accordingly, the associated funds or Investments are available to the respective parties under the contract.

#### **4.12 Segregation and portability**

4.12.1 A Recognised Clearing House must have systems and procedures to enable segregation and portability of positions of the Clients of its Members and other participants on its facilities, and any collateral provided to it with respect to those

positions. Such systems and procedures must enable the Recognised Clearing House to:

- (a) maintain the Client positions and any related collateral referred to in this Rule 4.12.4 in individual Client accounts or in Omnibus Client Accounts; and
- (b) structure its portability arrangements so that the positions and collateral of a defaulting Member's or other participant's Clients can be transferred to one or more other Members or participants.

...

4.12.4 In relation to 4.12.2(a) above, a Recognised Clearing House ~~shall offer to~~ must:

- (a) keep separate records and accounts enabling its Members or participants to distinguish in accounts with the Recognised Clearing House its assets and positions from those held for the accounts of its Clients ('Omnibus Client Segregation'); or
- (b) keep separate records and accounts enabling its Members or participants to distinguish in accounts with the Recognised Clearing House the assets and positions held for the account of a specific Client from those held for the account of other Clients ('Individual Client Segregation'). If requested, the Recognised Clearing House must offer Members or participants the possibility to open more accounts in their own name or for the account of their Clients.

4.12.5 A Recognised Clearing House must make available to its Members and other participants using its facilities, its ~~rules~~ Clearing Rules, policies and procedures relating to the segregation and portability of the positions and related collateral of the Clients of its Members and other participants using its facilities. This includes specifying the method for determining the value at which Client positions will be transferred.

...

4.12.8 In relation to a Remote Clearing House, this ~~Chapter~~ chapter does not prevent other customer segregation models being offered to Clearing Members outside the Abu Dhabi Global Market. In relation to clearing members of clearing houses incorporated outside the Abu Dhabi Global Market, this ~~Chapter~~ chapter does not require such clearing members to offer levels of segregation which are not made available by such clearing houses.

#### **4.13 Rules relating to Central Securities Depositories**

4.13.1 If a Recognised Clearing House also carries out functions of a Central Securities Depository, it may do so pursuant to its exemption or alternative may seek an additional registration as an Authorised Person solely in respect of its activities as a Central Securities Depository, provided that its Recognition Order includes a stipulation permitting it to do so. If the Recognition Order does include such a stipulation, the ~~rules~~ Rules that are applicable to Central Securities Depositories in COBS pursuant to COBS 10.2 will apply to that function, but that function only, and

no other provisions of the Rulebook except MIR and such provisions of COBS shall apply.

## 5 NOTIFICATION RULES FOR RECOGNISED BODIES

### 5.1 Application and purpose

#### Application

5.1.1 The notification Rules in this chapter apply to Recognised Bodies.

5.1.1A For the purposes of this chapter, any reference to the rules of a Recognised Body, is made to its:

- (a) Business Rules, in the case of a Recognised Investment Exchange;
- (b) Clearing Rules, in the case of a Recognised Clearing House; and
- (c) Default Rules, as applicable.

#### Guidance

Remote Body notification requirements are set out in Rule 7.5.2.

...

#### Method of notification

5.2.2 Unless otherwise stated in the notification rule, a written notification required from a Recognised Body under any notification rule must be given to, or addressed for the attention of, the Recognised Body's usual supervisory contact at the Regulator and delivered by:

- (a) ~~delivered by~~ recorded courier to the address in Rule 5.2.3;
- (b) ~~delivered by~~ electronic mail to an address for the Recognised Body's usual supervisory contact at the Regulator and obtaining an electronic confirmation of receipt; or
- (c) ~~delivered by~~ hand to the Recognised Body's usual supervisory contact at the Regulator.

5.2.3 The address for a written notification to the Regulator is:

Financial Services Regulatory Authority  
 Abu Dhabi Global Market  
Abu Dhabi Global Market Square  
 Al Mariyah Island  
 P.O. Box 111999  
 Abu Dhabi  
 United Arab Emirates

#### Timely notification

5.2.4 If a notification rule requires notification within a specified period:

- (a) the Recognised Body must give the notification so ~~as to~~ it will be received by the Regulator no later than the end of that period; and
- (b) if the end of that period falls on a day which is not a ~~Business d~~Day, the notification must be given so as to be received by the Regulator no later than the start of the first ~~Business d~~Day after the end of that period.

### 5.3 Waivers and modifications of notification rules

- 5.3.1 The Regulator may, on the application or with the consent of a Recognised Body, direct that any notification rule is not to apply to the body or is to apply with such modifications as it may be specified in the waiver. Any Ssuch waiver or modification granted by the Regulator may be made subject to conditions.

### 5.4 Notification requirements

- 5.4.1 A Recognised Body must, in the circumstances noted, notify the Regulator of the following information:

|                       | Event  | Timing   | Information Requirement   |
|-----------------------|--|--|---|
| Auditors              |  |  |   |
| 11.                   | The auditors of a Recognised Body cease to act as such <u>as per GEN 6.4.</u>                  | As soon as practicable.  | (a) Whether the appointment of those auditors expired or was terminated;<br>(b) the date on which the auditors ceased to act; and<br>(c) if the Recognised Body terminated, or decided not to renew, their appointment, its reasons for taking that action or decision. |
| 12.                   | Appointment of new auditors.   | As soon as practicable.  | (a) The name and business address of those new auditors; and<br>(b) the date of their appointment.  |
| 13.                   | <u>Audit Reports as required per GEN 6.6.1 including a Regulatory Returns Auditor's Report</u> | <u>Within four months of the financial year to which the document relates.</u> | <u>A copy of the relevant reports.</u>  |
| Financial information |  |  |   |
| <del>13.</del><br>14. | Publication of a Recognised Body's:<br>(a) annual report and accounts;                         | The latest of:<br>(a) four months after the end of the financial year          | A copy of the relevant document.  |

|                                   | <b>Event</b>   | <b>Timing</b>   | <b>Information Requirement</b>       |
|-----------------------------------|--|---|--------------------------------------|
|                                   | (b) consolidated annual report and accounts of any Group in which the Recognised Body is a member.   | to which the document relates;<br>(b) the time when the document is sent to the Members or shareholders of the Recognised Body; or<br>(c) the time when the document is sent to the shareholders of the Group to which the Recognised Body is a member. |                                      |
| 14.<br>15.                        | An audit committee has prepared a report in relation to any period or any matter relating to any Regulatory Function of that Recognised Body.  | As soon as practicable.   | A copy of the relevant report.       |
| 15.<br>16.                        | A Recognised Body's:<br>(a) quarterly management accounts; or<br>(b) monthly management accounts.  | Within one month of the end of the period to which they relate.   | A copy of the relevant accounts.     |
| 16.<br>17.                        | Preparation of:<br>(a) a statement of a Recognised Body's anticipated income, expenditure and cashflow for each financial year; and<br>(b) an estimated balance sheet showing its position as it is anticipated at the end of each financial year. | Before the beginning of the financial year to which they relate.  | A copy of the relevant document.     |
| 17.<br>18.                        | Accounting reference date is changed.  | As soon as practicable.   | New accounting reference date.       |
| <b>Fees and incentive schemes</b> |  |   |                                      |
| 18.<br>19.                        | Any proposal to change the fees or charges levied on a Recognised Body's Members (or any group or class of them) is made.  | As close to the time when the proposal is communicated to those Members as practicable.   | A summary of any such proposal made. |

|                              | <b>Event</b>  | <b>Timing</b>   | <b>Information Requirement</b>   |
|------------------------------|---|---|--|
| <del>19.</del><br><u>20.</u> | Any change is made to fees or charges levied on a Recognised Body's Members (or any group or class of them) is made.  | No later than the date when the changes are published or notified to those Members. | A summary of any such changes.   |
| <b>Complaints</b>            |   |   |  |
| <del>20.</del><br><u>21.</u> | (a) Where a Recognised Body's complaints investigator has investigated a complaint arising in connection with the performance of, or failure to perform, any of its Regulatory Functions; and<br>(b) that complaints investigator has made a recommendation in respect of that complaint that the Recognised Body should:<br>(i) make a compensatory payment to any Person; or<br>(ii) remedy the matter which was the subject of that complaint. | As soon as practicable.   | A notification of that event.  |
| <del>21.</del><br><u>22.</u> | When the complaints investigator's report, as referred to above, and the particulars of his recommendations are made available to the Recognised Body.  | As soon as practicable.   | (a) A copy of the complaints investigator's report; and<br>(b) particulars of his recommendations. |
| <b>Insolvency events</b>     |   |   |  |
| <del>22.</del><br><u>23.</u> | On:<br>(a) the presentation of a petition for the winding up of a Recognised Body (or the commencement of any similar or analogous proceedings under the law of a jurisdiction outside the Abu Dhabi Global Market); or<br>(b) the appointment of a receiver, administrator, liquidator, trustee or sequestrator of assets of that body (or of any similar or analogous appointment under the laws of a jurisdiction outside                      | As soon as practicable.   | A notification of that event.  |

|   | <b>Event</b>  | <b>Timing</b>           | <b>Information Requirement</b>   |
|---|---|-------------------------|--|
|   | the Abu Dhabi Global Market);<br>or<br>(c) the making of a voluntary arrangement by that body with its creditors (or of any similar or analogous arrangement under the law of a jurisdiction outside the Abu Dhabi Global Market).  |                         |  |
| <b>Legal proceedings</b>                  |   |                         |  |
| <del>23.</del><br><u>24.</u>              | If any civil or criminal legal proceedings are instituted against a Recognised Body, except where all of the conditions stated at (a) – (c) are met in respect of those proceedings:<br>(a) the amount of damages claimed would not significantly affect that Recognised Body's financial resources, if the claim were successful;<br>(b) the claim would not have a significant adverse effect on the reputation and standing of that body, if that claim were successful; and<br>(c) the claim does not relate to that body's Regulatory Functions. | As soon as practicable. | For civil proceedings:<br>(a) the name of the claimant;<br>(b) particulars of the claim;<br>(c) the amount of damages;<br>(d) any other remedy sought by the claimant; and<br>(e) particulars of any allegation that any act or omission of that body was in bad faith.<br><br>For criminal proceedings:<br>the particulars of the offence with which that body is charged.                  |
| <b>Delegation of Regulatory Functions</b> |   |                         |  |
| <del>24.</del><br><u>25.</u>              | Where a Recognised Body makes an offer or agrees to delegate any of its Regulatory Functions to another Person in respect of any activities forming a significant part of a Regulatory Function or which make a significant contribution to the performance of a Regulatory Function of that Recognised Body.   | As soon as practicable. | (a) The reasons for that delegation or proposed delegation;<br>(b) the reasons why the Recognised Body is satisfied that it will continue to meet the Recognition Requirements following that delegation;<br>(c) a copy of the invitation to tender, if the offer is made by issuing a written invitation to tender to another body or Person; and<br>(d) a copy of the agreement, where the |

|   | <b>Event</b>  | <b>Timing</b>  | <b>Information Requirement</b>  |
|---|---|--|---|
|   |   |  | Recognised Body makes such an agreement.  |
| <u>25.</u><br><u>26.</u>                                | A Recognised Body makes an offer or agrees to undertake any Regulatory Function of another Recognised Body in respect of any activities forming a significant part of a Regulatory Function, or which make a significant contribution to the performance of a Regulatory Function, of that other Recognised Body. | As soon as practicable.  | A notification of that event.   |
| <b>Products, services and normal hours of operation</b> |   |  |   |
| <u>26.</u><br><u>27.</u>                                | A Recognised Body proposes to admit to trading (or to cease to admit to trading) by means of its facilities:<br>(a) a Financial Instrument (other than a Security or an Option in relation to a Security); or<br>(b) a type of Security or a type of Option in relation to a Security.                            | No later than the date when the proposal is communicated to Members or shareholders. | (a) A description of the Financial Instrument to which the proposal relates;<br>(b) where that Financial Instrument is a Derivative, the proposed terms of that Derivative; and<br>(c) in the case of a Recognised Body which is admitting that Financial Instrument to trading, the name of any Recognised Body, Remote Body or clearing house which will provide Clearing Services in respect of that Financial Instrument under an agreement with that Recognised Body, Remote Body or clearing house. |
| <u>27.</u><br><u>28.</u>                                | A Recognised Body removes a Financial Instrument from trading on a market.  | As soon as practicable.  | (a) Notice of that event;<br>(b) relevant information including particulars of that Financial Instrument; and<br>(c) the reasons for the action taken.  |
| <u>28.</u><br><u>29.</u>                                | A Recognised Body proposes to provide (or to cease to provide) Clearing Services in respect of:   | As soon as practicable.  | (a) Notice of that event;<br>(b) a description of the Financial Instrument to which the proposal relates;   |

|   | <b>Event</b>   | <b>Timing</b>           | <b>Information Requirement</b>  |
|---|--|-------------------------|---|
|   | (a) a Financial Instrument (other than a Security or an Option in relation to a Security); or<br>(b) a type of Security or a type of Option in relation to a Security.                               |                         | (c) where that Financial Instrument is a Derivative, the proposed terms of that Derivative; and<br>(d) in the case of a Recognised Body which is admitting that Financial Instrument to trading, the name of any Recognised Body which will provide Clearing Services in respect of that Financial Instrument under an agreement with that Recognised Body. |
| <del>29.</del><br><u>30.</u>                                      | A Recognised Body proposes to amend the standard terms of any Derivative admitted to trading by means of its facilities.   | As soon as practicable. | (a) Notice of that event; and<br>(b) written particulars of those proposed amendments.  |
| <del>30.</del><br><u>31.</u>                                      | A Recognised Body proposes to amend the standard terms relating to any Derivative in respect of which it provides Clearing Services.   | As soon as practicable. | (a) Notice of that event; and<br>(b) written particulars of those proposed amendments.  |
| <del>31.</del><br><u>32.</u>                                      | A Recognised Body proposes to make (or to cease to make) arrangements for the safeguarding and administration of assets belonging to any other Person (other than an undertaking in the same Group). | As soon as practicable. | (a) Notice of that event; (b) a description of the assets (or types of assets) to which the proposal relates; and (c) the date or dates on which the arrangements will be made (or cease to be made).   |
| <del>32.</del><br><u>33.</u>                                      | A Recognised Body proposes to change its normal hours of operation.  | As soon as practicable. | (a) Notice of that proposal; (b) the particulars of the proposal; and (c) the reasons for the actions proposed.   |
| <b>Suspension of services and inability to operate facilities</b> |  |                         |   |
| <del>33.</del><br><u>34.</u>                                      | A Recognised Body:<br>(a) suspends trading in any Derivative (other than an Option in relation to a Security), in any type of Security or in any type of   | As soon as practicable. | (a) Notice of that event; (b) particulars of that Derivative, type of Security or type of Option in relation to a Security, as the case may be; and   |

|                              | <b>Event</b>  | <b>Timing</b>           | <b>Information Requirement</b>  |
|------------------------------|---|-------------------------|---|
|                              | Option in relation to a Security;<br>or<br>(b) temporarily calls a trading halt in respect of any type of Security or in any type of Option in relation to a Security.  |                         | (c) the reasons for the action taken.   |
| <del>34.</del><br><u>35.</u> | A Recognised Body suspends trading on a market in any Financial Instrument.   | As soon as practicable. | (a) Notice of that event;<br>(b) relevant information including particulars of that Financial Instrument; and<br>(c) the reasons for the action taken.  |
| <del>35.</del><br><u>36.</u> | A Recognised Body suspends providing Clearing Services generally in respect of any Derivative (other than an Option in relation to a Security), type of Security or type of Option in relation to a Security. | As soon as practicable. | (a) Notice of that event;<br>(b) particulars of that Derivative, type of Security or type of Option in relation to a Security, as the case may be; and<br>(c) the reasons for the action taken.   |
| <del>36.</del><br><u>37.</u> | A Recognised Body suspends any arrangements it makes for the safeguarding and administration of any type of asset belonging to any other Person (other than an undertaking in the same Group).                | As soon as practicable. | (a) Notice of that event;<br>(b) particulars of that type of asset; and<br>(c) the reasons for the action taken.  |
| <del>37.</del><br><u>38.</u> | A Recognised Body is unable to operate any of its facilities within its normal hours of operation, due to the occurrence of any event or circumstances.   | As soon as practicable. | (a) Notice of that event;<br>(b) which facility the Recognised Body is unable to operate;<br>(c) what event or circumstance has caused it to become unable to operate that facility within those hours; and<br>(d) what action, if any, the Recognised Body is taking or proposes to take to enable it to recommence operating that facility. |
| <del>38.</del><br><u>39.</u> | A Recognised Body extends its hours of operation, due to the occurrence of any event or circumstances.  | As soon as practicable. | (a) Notice of that event;<br>(b) what event or circumstance has caused it to do so;   |

|  | <b>Event</b>   | <b>Timing</b>           | <b>Information Requirement</b>   |
|--|--|-------------------------|--|
|  |  |                         | (c) the new hours of operation; and<br>(d) the date on which it expects to revert to its normal hours of operation.  |
| <b>Information technology systems</b>              |  |                         |  |
| <del>39.</del><br>40.                              | A Recognised Body changes any of its plans for action in the event of a failure of any of its information technology systems resulting in disruption to the operation of its facilities; unless the changes are only minor revisions to, or updating of, the documents containing a Recognised Body's business continuity plan (for example, changes to contact names or telephone numbers). | As soon as practicable. | (a) Notice of that event; and<br>(b) a copy of the new plan.   |
| 40.<br>41.   | Any reserve information technology system of a Recognised Body fails in such a way that, if the main information technology system of that body were also to fail, it would be unable to operate any of its facilities during its normal hours of operation.   | As soon as practicable. | (a) Notice of that event;<br>(b) what action that Recognised Body is taking to restore the operation of the reserve information technology system; and<br>(c) when it is expected that the operation of that system will be restored.  |
| <b>Inability to discharge Regulatory Functions</b> |  |                         |  |
| 41.<br>42.   | A Recognised Body is unable to discharge any Regulatory Function because of the occurrence of any event or circumstances.  | As soon as practicable. | (a) Notice of that event;<br>(b) what event or circumstances has caused it to become unable to do so;<br>(c) which of its Regulatory Functions it is unable to discharge; and<br>(d) what action, if any, it is taking or proposes to take to deal with the situation and, in particular, to enable it to recommence discharging that Regulatory Function. |
| <b>Membership</b>                                  |  |                         |  |

|                          | <b>Event</b>   | <b>Timing</b>           | <b>Information Requirement</b>   |
|--------------------------|--|-------------------------|--|
| <u>42.</u><br><u>43.</u> | A Recognised Body admits a new Member.   | As soon as practicable. | (a) Notice of that event;<br>(b) a description of the Person whom it is admitting to membership;<br>and<br>(c) particulars of its reasons for considering that the Recognised Body's membership criteria are met.  |
| <u>43.</u><br><u>44.</u> | A Recognised Body admits for the first time a Remote Member whose head or registered office is in a jurisdiction from which that Recognised Body has not previously admitted Remote Members.   | As soon as practicable. | (a) Notice of that event;<br>(b) the name of that jurisdiction;<br>(c) the name of any regulatory authority in that jurisdiction which regulates that Remote Member in respect of activities relating to Financial Instruments;<br>and<br>(d) particulars of its reasons for considering that, in admitting a Remote Member from that jurisdiction to membership, the Recognised Body is able to continue to satisfy the Recognition Requirements which apply to it. |
| <b>Investigations</b>    |  |                         |  |
| <u>44.</u><br><u>45.</u> | A Recognised Body becomes aware that a Person has been appointed by any regulatory body (other than the Regulator or a Recognised Body) to investigate:<br><br>(a) any business transacted by means of its facilities; or<br>(b) any aspect of the Clearing Services which it provides.<br><br>Notifications do not need to be made in respect of:<br>(a) routine inspections or visits undertaken in the course of regular monitoring, complaints | As soon as practicable. | Notice of that event.  |

|   | <b>Event</b>  | <b>Timing</b>           | <b>Information Requirement</b>   |
|---|---|-------------------------|--|
|   | handling or as part of a series of 'theme visits';<br>(b) routine requests for information;<br>or<br>(c) investigations into the conduct of Members of the Recognised Body or of other users of its facilities where the use of its facilities is a small or incidental part of the subject matter of the investigation.  |                         |  |
| <b>Disciplinary action relating to Members</b>  |   |                         |  |
| <u>45.</u><br><u>46.</u>                        | A Recognised Body has taken any disciplinary action against any Member or any Employee of a Member, in respect of a breach of a rule relating to the carrying on by the Recognised Body of any of its Regulatory Functions.   | As soon as practicable. | (a) Notice of that event;<br>(b) the name of the Person concerned;<br>(c) details of the disciplinary action taken by the Recognised Body; and<br>(d) the Recognised Body's reasons for taking that disciplinary action. |
| <u>46.</u><br><u>47.</u>                        | An appeal is lodged against any disciplinary action taken by a Recognised Body against any Member or any Employee of a Member, in respect of a breach of a rule relating to the carrying on by the Recognised Body of any of its Regulatory Functions.  | As soon as practicable. | (a) Notice of that event;<br>(b) the name of the appellant;<br>(c) the grounds on which the appeal is based; and<br>(d) the outcome of the appeal, when known.   |
| <b>Criminal offences and civil prohibitions</b> |   |                         |  |
| <u>47.</u><br><u>48.</u>                        | A Recognised Body has evidence tending to suggest that any Person has:<br>(a) been carrying on any Regulated Activity in the Abu Dhabi Global Market in contravention of the General Prohibition;<br>(b) been engaged in Market Abuse;<br>committed a criminal offence under FSMR and the Rules or subordinate legislation made under the FSMR and the Rules;<br>or | As soon as practicable. | (a) Notice of that event; and<br>(b) full details of that evidence in writing.   |

|  | <b>Event</b>  | <b>Timing</b>  | <b>Information Requirement</b>   |
|--|---|--|--|
|  | (d) committed a criminal offence under the Anti-Money Laundering and Sanctions Rules (AML).   |  |  |
| <b>Restriction of, or instruction to close out, open positions</b>     |   |  |  |
| 48.<br>49.   | A Recognised Body decides to:<br>(a) restrict the open position on any of the contracts of a Member; or<br>(b) issue instructions to a Member to close out its positions on any contracts.  | As soon as practicable.  | (a) Notice of that event;<br>(b) the Member's name;<br>(c) the nature and size of any position to be restricted or closed out; and<br>(d) the reasons for the Recognised Body's decision.  |
| <b>Default</b>   |   |  |  |
| 49.<br>50.   | A Recognised Body decides to put a Member into default.   | As close to when such a decision is taken by a Recognised Body as practicable.         | (a) Notice of that event;<br>(b) the name of the Member and (where relevant) the class of membership;<br>(c) the reasons for that decision; and<br>(d) the names of any other exchange, Clearing house or trading platform on which, to the best of that Recognised Body's knowledge, that Member clears business or transacts for, or in respect of, its Clients. |
| <b>Transfers of ownership</b>  |   |  |  |
| 50.<br>51.   | A Recognised Body becomes aware of a transfer of ownership of the Recognised Body which gives rise to a change in the Persons who are in a position to exercise significant influence over the management of the Recognised Body, whether directly or indirectly. | In advance of the transfer taking place, to allow for approval under section 105 FSMR. | (a) Notice of that event;<br>(b) the name of the Person(s) concerned; and<br>(c) the details of the transfer.  |
| <b>Significant breaches of rules and disorderly trading conditions</b> |   |  |  |
| 51.<br>52.   | Any of the following events arise:<br>(a) significant breaches of a Recognised Body's rules; or<br>(b) disorderly trading conditions on any of its markets.   | As soon as practicable.  | (a) Notice of that event; and<br>(b) details of the event.   |

|  | <b>Event</b>  | <b>Timing</b>   | <b>Information Requirement</b>   |
|--|---|---|--|
| <b>Rule changes</b>                      |   |   |  |
| <u>52.</u><br><u>53.</u>                 | A Recognised Body issues a consultation on proposed changes to its rules or procedures. | As soon as practicable.   | A copy of the consultation paper and accompanying documentation.   |
| <u>53.</u><br><u>54.</u>                 | Changes to a Recognised Body's rules or procedures become effective.                    | As soon as practicable.   | A copy of the amended rules or procedures.   |
| <u>54.</u><br><u>55.</u>                 | A Recognised Body issues guidance on or a circular relating its rules or procedures.    | As soon as practicable.   | A copy of the guidance or circular.  |
| <b>Recognised Clearing House capital</b> |   |   |  |
| <u>55.</u><br><u>56.</u>                 | The amount of capital falls below the notification threshold set out in Rule 4.2.4.     | As soon as practicable.   | (a) The reasons for the Recognised Clearing House's capital being below the notification threshold and a description of the short-term perspective of the Recognised Clearing House's financial situation; and<br>(b) a comprehensive description of the measures the Recognised Clearing House intends to adopt to ensure the ongoing compliance with the capital requirements. |
| <b>Operation of markets or MTFs/OTFs</b> |   |   |  |
| <u>56.</u><br><u>57.</u>                 | A Recognised Body proposes to operate a new market (or close an existing market).       | No later than the date when the proposal is communicated to Members or shareholders | (a) Notice of that event;<br>(b) in the case of a Recognised Body proposing to operate a new market, a description of the market and a description of the Financial Instruments which will be admitted to trading on that market;<br>(c) where the Recognised Body proposes to close a market, the name of that market.  |
| <u>57.</u><br><u>58.</u>                 | A Recognised Body proposes to operate a new MTF/OTF (or close an existing MTF/OTF).     | No later than the date when the proposal is   | (a) Notice of that event;<br>(b) in the case of a Recognised Body  |

|                              | <b>Event</b>  | <b>Timing</b>   | <b>Information Requirement</b>   |
|------------------------------|---|---|--|
|                              |   | communicated to Members or shareholders                     | proposing to operate a new MTF/OTF, a description of the MTF/OTF and a description of the Financial Instruments which will be admitted to trading on that MTF/OTF; (c) where the Recognised Body proposes to close an MTF/OTF, the name of that MTF/OTF. |
| <b>GEN Notifications</b>     |   |   |  |
| <del>58.</del><br><u>59.</u> | As set out in GEN 8.10.12(1), a Recognised Body becomes aware, or has information that reasonably suggests that it has, or may have:<br>(a) provided the Regulator with information which was or may have been false, misleading, incomplete or inaccurate; or<br>(b) changed in a material particular.   | Immediately it becomes aware of the information.            | (a) Notice of that event;<br>(b) Details of the information;<br>(c) Explanation of why such information was or may have been provided;<br>(d) The correct information.   |
| <del>59.</del><br><u>60.</u> | As set out in GEN 8.10.7, one of the following events arises in relation to its activities in or from the ADGM:<br>(a) an Employee may have committed a fraud against one of its Customers;<br>(b) a serious fraud has been committed against it;<br>(c) it has reason to believe that a Person is acting with intent to commit a serious fraud against it;<br>(d) it identifies significant irregularities in its accounting or other records, whether or not there is evidence of fraud; or<br>(e) it suspects that one of its Employees who is Connected with the Regulated Body's activities may be guilty of serious misconduct concerning his honesty or integrity. | Immediately the Recognised Body becomes aware of the event. | (a) Notice and details of the event.   |

|                              | <b>Event</b>   | <b>Timing</b>                                    | <b>Information Requirement</b>       |
|------------------------------|--|--|--------------------------------------|
| <del>60.</del><br><u>61.</u> | <p>As set out in GEN 8.10.6, a Recognised Body becomes aware, or has reasonable grounds to believe, that any of the following matters may have occurred or may be about to occur:</p> <ul style="list-style-type: none"> <li>(a) the Recognised Body's failure to satisfy the fit and proper requirements of Rule 2.2.1;</li> <li>(b) any matter which could have a significant adverse effect on the Recognised Body's reputation;</li> <li>(c) any matter in relation to the Recognised Body which could result in serious adverse financial consequences to the ADGM Financial System or to other Authorised Persons or Recognised Bodies;</li> <li>(d) a significant breach of a Rule by the Recognised Body or any of their Employees;</li> <li>(e) a breach by the Recognised Body or any of their Employees of any requirement imposed by any applicable law;</li> <li>(f) any proposed restructuring, merger, acquisition, reorganisation or business expansion which could have a significant impact on the Recognised Body's risk profile or resources;</li> <li>(g) any significant failure in the Recognised Body's systems or controls, including a failure reported to the Recognised Body by its auditor;</li> <li>(h) non-compliance with Rules due to an emergency outside the Recognised Body's control and the steps being taken by the Recognised Body.</li> </ul> | Immediately it becomes aware of the information. | (a) Notice and details of the event. |

|            | <b>Event</b>   | <b>Timing</b>                  | <b>Information Requirement</b>  |
|------------|--|--------------------------------|---|
| 61.<br>62. | As set out in GEN 8.10.8, the:<br>(a) granting or refusal of any application for or revocation of authorisation to carry on financial services in any jurisdiction outside the ADGM;<br>(b) granting, withdrawal or refusal of an application for, or revocation of, membership of the Recognised Body of any Regulated Exchange or clearing house;<br>(c) the Recognised Body becoming aware that a Non-ADGM Financial Services Regulator has started an investigation into the affairs of the Recognised Body;<br>(d) the appointment of inspectors, howsoever named, by a Non-ADGM Financial Services Regulator to investigate the affairs of the Recognised Body; or<br>(e) the imposition of disciplinary measures or disciplinary sanctions on the Recognised Body in relation to its financial services by any regulator or any Regulated Exchange or clearing house. | Immediately.                   | (a) Notice and details of the event.  |
|            | <b><u>Position Limit Notifications</u></b>   |                                |   |
| 63.        | As set out in MIR 3.3.7(e), a <u>Recognised Body becomes aware that a position limit threshold is exceeded.</u>  | <u>As soon as practicable.</u> | (a) <u>The reason why such a large position is being held.</u><br>(b) <u>How the holding of said position furthers the participant's or Member's trading strategy.</u><br>(c) <u>How the position is being used for hedging and the relevant contracts being hedged against (where applicable).</u> |

## 6 SUPERVISION

### 6.1 Suspension and removal of Financial Instruments from trading

6.1.1 The Regulator may for the purpose of protecting:

- (a) the interests of investors; or
- (b) the orderly functioning of the ADGM Financial System,

require a Recognised Investment Exchange to suspend or remove a Financial Instrument from trading.

6.1.2 The Regulator may for the purposes of Rule 6.1.1(a) or (b) require a Recognised Clearing House to cease Clearing a Financial Instrument.

6.1.3 For the purposes of this chapter, any reference to the rules of a Recognised Body is made to its:

- (a) Business Rules, in the case of a Recognised Investment Exchange;
- (b) Clearing Rules, in the case of a Recognised Clearing House; and
- (c) Default Rules, as applicable.

#### **Guidance**

The procedure the Regulator will follow if it exercises its power to require a Recognised Investment Exchange to suspend or remove a Financial Instrument from trading or Clearing is set out in Part 14 of FSMR. The procedure the Regulator will follow if it exercises its power to require a Recognised Clearing House to cease Clearing a Financial Instrument is set out in Part 14 of FSMR, as if references to Recognised Investment Exchanges were to Recognised Clearing Houses.

6.1.34 If the Regulator exercises its power to require a Recognised Body to suspend or remove a Financial Instrument from trading or Clearing, it must as soon as reasonably practicable, publish its decision in such manner as it considers appropriate.

### 6.2 Information gathering power on Regulator's own initiative

...

6.2.2 A Person is connected with a Recognised Body if he is or has at any relevant time been:

- (a) a Member of the Recognised Body's Group;
- (b) a Controller of the Recognised Body;
- (c) any other Member of a partnership of which the Recognised Body is a Member; or

- (d) a Person mentioned in section 39 of FSMR<sub>1</sub> (reading references in that Part to the "Aauthorised Person" as references to the Recognised Body).

### **6.3 Risk assessments for Recognised Bodies**

6.3.1 For each Recognised Body, the Regulator will conduct a periodic risk assessment. This assessment will take into account relevant considerations including the special position of Recognised Bodies under the FSMR and the Rules, the nature of the Recognised Body's Members, the position of other users of its facilities and the business environment more generally.

6.3.2 [Deleted].

6.3.3 [Deleted].

#### **Guidance**

1. Information is needed to support the Regulator's risk-based approach to the supervision of all regulated entities, including Recognised Bodies. Risk-based supervision is intended to ensure that the allocation of supervisory resources and the supervisory process are compatible with the Regulators objectives and the Regulator's general duties. The central element of the process of risk-based supervision is a systematic assessment by the Regulator (a "risk assessment") of the main supervisory risks and concerns for each regulated entity.
2. The risk assessment will guide the Regulator's supervisory focus. It is important, therefore, that there is good dialogue between the Regulator and the Recognised Body. The Regulator expects to review its risk assessment with the staff of the Recognised Body to ensure factual accuracy and a shared understanding of the key issues, and may discuss the results of the risk assessment with Key Individuals of the Recognised Body. If appropriate, the Regulator may send a detailed letter to the Recognised Body with proposals for further action or work to address particular concerns or issues and seek its comments on the risk assessment.

### **6.4 Complaints – Regulator's arrangements**

6.4.1 [Deleted].

....

### **6.5 Regulator supervision of action by Recognised Bodies under their Default Rules**

6.5.1 [Deleted].

6.5.2 [Deleted].

#### **Guidance**

1. Recognised bBodies which, under their rules, have Market Contracts are required to have Default Rules enabling them (among other things) to take

action in relation to a Member ~~who that~~ appears to be unable to meet ~~his its~~ obligations in respect of one or more unsettled Market Contracts. The detailed Recognition Requirements relating to the Default Rules are set out in Rule 3.10 and Rule 4.5.

2. The Default Rules are designed to ensure that rights and liabilities between the defaulter and any counterparty to an unsettled Market Contract are discharged, and for there to be paid between the defaulter and each counterparty one net sum. The Insolvency Regulations contain provisions which protect action taken under Default Rules from the normal operation of insolvency law which might otherwise leave this action open to challenge by a Relevant Office Holder.

...

6.5.5 Before giving such a direction under Rule 6.5.4, the Regulator shall consult the Recognised Body in question, and the Regulator shall not give a direction unless the Regulator is satisfied, in the light of that consultation that:

- (a) failure to take action would involve undue risk to investors or other participants in the market;
- (b) the direction is necessary having regard to the public interest in the financial stability of the Abu Dhabi Global Market; or
- (c) the direction is necessary to facilitate a proposed or possible use of a power under chapter 16 of COBS-16 or in connection with a particular exercise of a power under that ~~Part~~ chapter, or Rule 6.5.7(c).

6.5.6 ...

6.5.7 Before giving a direction under Rule 6.5.6, the Regulator shall consult the Recognised Body in question, and the Regulator shall not give a direction unless the Regulator is satisfied, in the light of that consultation that:

- (a) the taking of action would be premature or otherwise undesirable in the interests of investors or other participants in the market;
- (b) the direction is necessary having regard to the public interest in the financial stability of the Abu Dhabi Global Market; or
- (c) the direction is necessary to facilitate a proposed or possible use of a power under chapter COBS-16 of COBS or in connection with a particular exercise of a power under that Part.

...

6.5.13 The procedure is that the Regulator must notify the Recognised Body of the application and, ~~unless within three business days after receipt of that notice,~~ the Recognised Body:

- (a) takes action under its Default Rules;

- (b) notifies the Regulator that it proposes to take action forthwith; or
- (c) is directed to take action by the Regulator,

within three Business Days after receipt of that notice section 268 of the Insolvency Regulations ~~do will~~ not apply in relation to Market Contracts to which the Member or designated non-Member is a party or to anything done by the Recognised Body for the purpose of, or in connection with, the settlement of ~~any~~ Market Contracts.

## **6.6 Power to give directions**

6.6.1 ...

6.6.2 The Regulator is likely to exercise ~~its~~ this power if it considers that:

- (a) there has been, or was likely to be, a failure to satisfy one or more of the Recognition Requirements which has serious consequences;
- (b) compliance with the direction would ensure that one or more of the Recognition Requirements is satisfied; and
- (c) the Recognised Body is capable of complying with the direction.

6.6.3 The Regulator need not follow the consultation procedure set out in ~~the rest of~~ Rule 6.9 or may cut short that procedure, if it considers it reasonably necessary to do so.

## **6.7 Controllers – Notifications and powers to direct**

6.7.1 A Recognised Body must comply with GEN 8.8.1 – 8.8.14 in relation to notifying changes relating to control.

6.7.2 The Regulator has the power to give a direction to the ~~Controllers of~~ a Recognised Body in matters relating to its Controllers if it considers that it is desirable to give the direction in order to advance one or more of its operational objectives.

6.7.3 In exercising or deciding whether to exercise its power to direct a ~~Controller~~ Recognised Body in matters relating to its Controllers, the Regulator will have regard to any statement of policy published under this section and for the time being in force.

## **6.8 Power to revoke recognition**

6.8.1 The Regulator has the power to revoke a Recognition Order relating to a Recognised Body, including when a Recognised Body has asked the Regulator to revoke a Recognition Order.

6.8.2 [Deleted].

6.8.3 The Regulator will usually consider revoking a Recognition Order if:

- (a) the Recognised Body is failing or has failed to satisfy one or more of the Recognition Requirements and that failure has or will have serious consequences; ~~or~~

- (b) it would not be possible for the Recognised Body to comply with a direction under the Regulator's power to give directions under Rule 6.6.1; or
- (c) for some other reason, it would not be appropriate for the Regulator to give a direction under its power to give directions under Rule 6.6.1; or
- (d) the Recognised Body has not carried on the business of a Recognised Body during the 12 months beginning with the day on which the Recognition Order took effect in relation to it, or it has not carried on the business of a Recognised Body at any time during the period of six months ending with the day the Recognition Order is revoked.

6.8.4 The Regulator would be likely to consider the conditions in Rule 6.8.3(b) or Rule 6.8.3(c) to be triggered in the following circumstances:

- (a) the Recognised Body appears not to have the resources or management to be able to organise its affairs so as to satisfy one or more of the Recognition Requirements; or
- (b) the Recognised Body does not appear to be willing to satisfy one or more of the Recognition Requirements; or
- (c) the Recognised Body is failing or has failed to comply with a direction made by the Regulator; or
- (d) the Recognised Body has ceased to carry out activities in the Abu Dhabi Global Market, or has so changed the nature of its business that it no longer satisfies one or more of the Recognition Requirements in respect of the activities for which Recognised Body status is relevant.

6.8.5 In addition to the relevant factors set out in Rule 6.8.4, the Regulator will usually consider that it would not be able to secure a Remote Body's compliance with the Recognition Requirements or other obligations means of a direction, if it appears to the Regulator that the Remote Body is prevented by any change in the legal framework or supervisory arrangements to which it is subject in its home jurisdiction from complying with the Recognition Requirements or other obligations in or under the FSMR and the Rules.

6.8.6 A Recognised Clearing House must terminate, transfer, invoice back or otherwise close out all open contracts prior to any such revocation taking effect.

## 6.9 Procedure for making orders

6.9.1 [Deleted].

6.9.2 [Deleted].

6.9.3 In considering whether it would be appropriate to exercise its powers to ~~issue~~ make directions under Rule 6.6.1 or Rule 6.7.24, the Regulator will have regard to all relevant information and factors including:

- (a) the Rules contained in MIR;

- (b) the results of its routine supervision of the Recognised Body concerned;
- (c) the extent to which the failure or likely failure to satisfy one or more of the Recognition Requirements may affect the objectives of the Regulator.

....

## **6.10 Disciplinary measures**

6.10.1 ...

6.10.4 If the Regulator considers that a Controller of a Recognised Body has contravened a requirement of a direction given by the Regulator, or a ~~provision of Rules made by the Regulator~~, it may:

- (a) impose a penalty of such amount as it considers appropriate on the Controller of the Recognised Body, or any Person who was knowingly concerned in the contravention; or
- (b) publish a statement censuring the Person.

...

## 7 REMOTE BODIES

### 7.1 Applications

7.1.1 Applicants for recognition as a Remote Investment Exchange or Remote Clearing House shall follow the same application procedures as apply in respect of Applicants for recognition as a Recognised Investment Exchange or Recognised Clearing House.

7.1.2 Applicants for recognition as a Remote Clearing House must demonstrate, where they act as a CCP, that they have QCCP status for the purposes of the ~~Bank for International Settlements'~~ paper issued by the Basel Committee on Banking Supervision BCBS282 entitled "Capital requirements for bank exposures to central counterparties" (BCBS282, April 2014).

7.1.3 In addition, applications for recognition as a Remote Investment Exchange or Remote Clearing House must contain:

- (a) the address of the Applicant's head office in its home jurisdiction;
- (b) the address of a place in the Abu Dhabi Global Market for the service on the Applicant of notices or other documents required or authorised to be served on it;
- (c) information identifying any type of activity which the Applicant envisages ~~having~~ undertaking in the Abu Dhabi Global Market and the extent and nature of usage and membership;
- (d) a comparative analysis of the Applicant's regulatory requirements in its home jurisdiction compared against those under the Rules set out in this Rulebook and those contained in the ~~IOSCO~~ "Principles for Financial Market Infrastructures" issued by IOSCO and the Committee on Payment and Settlement Systems (April 2012);
- (e) the information, evidence and explanatory material necessary to demonstrate to the Regulator that the requirements specified in Rule 7.2.2 are met;
- (f) one copy of each of the following documents:
  - (i) its most recent financial statements; and
  - (ii) the Applicant's memorandum and articles of association or any similar documents; and
- (g) the date by which the Applicant wishes the Recognition Order to take effect.

...

### 7.2 Recognition requirements

7.2.1 ...

#### 7.2.2 Remote Recognition Requirements:

A Remote Body must ensure that:

- (a) investors are afforded protection equivalent to that which they would be afforded if the body concerned were required to comply with the Recognition Requirements or MTF requirements, as applicable;
- (b) there are adequate procedures for dealing with a Person who is unable, or likely to become unable, to meet his obligations in respect of one or more Market Contracts connected with the Remote Body;
- (c) the Applicant is able and willing to co-operate with the Regulator ~~by~~ through the sharing of information and in other ways; and
- (d) adequate arrangements exist for co-operation between the Regulator and those responsible for the supervision of the Applicant in the jurisdiction in which the Applicant's head office is situated.

7.2.3 In considering whether it is satisfied as to the requirements mentioned in Rule 7.2.2(a) and (b), the Regulator shall have regard to:

- (a) the relevant law and practice of the jurisdiction in which the Applicant's head office is situated, including with respect to a Remote Clearing House Applicant, the equivalence of such laws to those set out in ~~C~~chapter 3, ~~C~~chapter 4 of Part 12, and Part 13 of FSMR; and
- (b) the Regulatory Provisions of the Applicant.

...

## 8.2 Applications

8.2.1 The Remote Member Requirements for a Remote Member are that:

- (a) it agrees in writing to submit unconditionally to the jurisdiction of the Regulator in relation to any matters which arise out of or which relate to its use of the facilities of the Recognised Body;
- (b) it agrees in writing to submit unconditionally to the jurisdiction of the ADGM Courts in relation to any proceedings in the ADGM, arising out of or related to its use of the facilities of the Recognised Body; ~~and~~
- (c) it agrees in writing to subject itself to the ADGM legislation and the jurisdiction of the ADGM Courts in relation to its use of the facilities of the ADGM Recognised Body;-
- (d) it is licensed or otherwise authorised to trade on, or use the facilities of, an exchange or clearing house in a jurisdiction acceptable to the Regulator;
- (e) it is regulated in respect of the trading, or use of facilities in (d), by a Non-ADGM Financial Services Regulator to a standard acceptable to the Recognised Body;
- (f) the law and practice under which the Remote Member is licensed or otherwise authorised is broadly equivalent to the ADGM regulatory regime as it applies to an ADGM Member;
- (g) adequate arrangements exist, or will exist, for co-operation between the Regulator and the Non-ADGM Financial Services Regulator responsible for the Remote Member's licensing and regulation;
- (h) it carries on business in a jurisdiction other than the ADGM and has its head office and registered office outside the ADGM;
- (i) subject to Rule 8.2.2, when using the facilities of a Recognised Investment Exchange or Recognised Clearing House, it only does so for the purpose of dealing in investments as either agent or principal, pursuant to the scope of the activities it is licensed to undertake by its Non-ADGM Financial Services Regulator; and
- (j) subject to Rule 8.2.3, when undertaking activities ~~dealing~~ on a Recognised Body it does so only for non-ADGM clients.

...

8.2.3 Rule 8.2.1(j) does not apply to a Remote Member which:

- (a) is licensed and supervised by a Non-ADGM ~~Financial Services~~ Regulator located within the U.A.E; or
- (b) has a Branch or a Branch from within its Group which is an Authorised Person.

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