

Securities Trading, etc. Act¹

Consolidated Act no. 214 of 2 April 2008

This is an Act to consolidate the Securities Trading, etc. Act, cf. Consolidated Act no. 1077 of 4 September 2007 with amendments consequential upon section 2 of Act no. 108 of 7 February 2007 and section 7 of Act no. 181 of 28 February 2007.

I

Introductory provisions

Part 1

Securities trading

1.-(1) This Act shall apply to securities trading.

(2) Securities trading shall mean

- 1) public offers of securities,
- 2) purchase and sale of securities for own or third party's account,

¹ This Act contains provisions implementing parts of Council Directive 98/26/EC of 19 May 1998 on settlement finality in payment and securities settlement systems, (Official Journal 1998 no. L 166, p. 45) (Finality Directive); parts of Directive 2000/64/EC of 7 November 2000 (Official Journal 2000, no. L 290, p. 27), amending Council Directive 85/511/EEC, 92/96/EEC and 93/22/EEC (exchange of information with third countries), parts of the directives 79/279/EEC, 80/390/EEC, 82/121/EEC and 88/627/EEC, which are now consolidated in Directive 2001/34/EC of the European Parliament and the Council of 28 May 2001 on the admission of securities to official stock exchange listing and on information to be published on those securities (Official Journal 2001, no. L 184, p. 1) (Consolidated Admission and Reporting Directive), Directive 2002/47/EC of the European Parliament and the Council of 14 June 2002 on financial collateral arrangements (Official Journal 2002 no. L 168, p. 43) (Collateral Directive), Directive 2003/6/EC of the European Parliament and the Council of 28 January 2003 on insider dealing and market manipulation (market abuse), (Official Journal 2003, no. L 96, p. 16) (Market Abuse Directive), parts of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (Official Journal 2003, no. L 345, p- 64) (Prospectus Directive), Commission Directive 2003/124/EC of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards the definition and public disclosure of inside information and the definition of market manipulation, (Official Journal 2003, no. L 339, p. 70), Commission Directive 2004/72/EC of 29 April 2004 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards accepted market practices, the definition of inside information in relation to derivatives on commodities, the drawing up of lists of insiders, the notification of managers' transactions and the notification of suspicious transactions (Official Journal 2004, no. L 162, p. 70), parts of Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids (Official Journal 2004, no. L 142, p. 12) (Take-over Directive), parts of Directive 2004/109/EC of the European Parliament and the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC (Official Journal 2004, no. L 390, p- 38) (Transparency Directive, parts of Directive 2004/39/EC of the European Parliament and the Council of 21 April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC, (Official Journal 2004, no. L 145, p. 1), (MiFID Directive), and parts of Directive 2006/31/EC of the European Parliament and the Council of 5 April 2006 on markets in financial instruments, as regards certain deadlines (Official Journal 2006, no. L 114, p. 60) (Postponement Directive).

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- 3) transmission of purchase and sale of securities,
- 4) professional advice with respect to securities,
- 5) portfolio management, and
- 6) issue underwriting.

(3) This Act shall also apply to the operation of regulated markets and multilateral trading facilities, clearing activities, book-entry activities, etc. and registered payment systems.

1a. (Repealed)

2.-(1) The provisions of this Act with respect to securities shall apply to the following instruments:

- 1) negotiable securities (except for payment instruments) that can be traded on the capital markets, including
 - a) shares in companies and other securities equivalent to shares in companies, partnerships and other businesses, and share certificates,
 - b) bonds and other securities equivalent to these,
 - c) any other securities of which securities as mentioned in a) or b) can be acquired or sold, or give rise to a cash settlement, the amount of which is fixed with securities, currencies, interest rates or returns, commodities indexes and other indexes and targets as reference,
- 2) money market instruments, including treasury bills, certificates of deposits and commercial papers, with the exception of payment instruments,
- 3) holdings in collective investment schemes covered by the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act, and holdings in other institutions for collective investments,
- 4) options, financial-futures contracts and similar instruments, swaps, Forward Interest-Rate Agreements (FRAs), and any other derivative agreement concerning securities, currencies, interest rates or returns, or other derivatives, financial indexes or financial targets which can be subject to physical or cash settlements,
- 5) options, futures, swaps, Forward Interest-Rate Agreements (FRAs), and any other derivative agreement concerning commodities for cash settlement, or which can be settled in cash if one of the parties so wishes (for other reasons than breach or termination),
- 6) options, futures, swaps, and any other derivative agreement concerning commodities for physical settlement, if traded on a regulated market or a multilateral trading facility,
- 7) options, futures, swaps, forward contracts or any other derivative agreement concerning commodities not covered by no. 6 and which can be physically settled, and have no commercial purpose, and which have characteristics similar to other derivative financial instruments, taking into consideration whether they are cleared and settled through acknowledged clearing institutions or are covered by regular determination of a margin,
- 8) credit derivatives,
- 9) financial contracts for difference (CDFs),
- 10) options, futures, swaps, Forward Interest-Rate Agreements (FRAs) and any other derivative agreement regarding climatic variables, freight rates, emissions permits or inflation rates, or other official financial statistics for cash settlement, or which can be settled in cash if one of the parties so wish (for other reasons than breach or termination) and any other derivative agreement concerning assets, rights, obligations, indexes and targets not covered by nos. 1 to 9, and which have characteristics similar to other derivative financial instruments, taking into consideration whether they are traded on a regulated market or through a multilateral trading facility, cleared and settled through acknowledged clearing institutions or are covered by regular determination of a margin, and
- 11) negotiable mortgage deeds on real property or chattels.

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(2) The Danish FSA may lay down regulations to the effect that specified instruments not mentioned in subsection (1) be covered by all or part of the regulations on securities of this Act.

2a.-(1) "Equity securities" shall, in part 6 of this Act and in regulations issued pursuant to section 23(7) and (8) and section 24(2), mean shares and other negotiable securities equivalent to shares as well as any other type of negotiable securities giving the right to acquire any of the aforementioned securities as a consequence of their being converted or the rights conferred by them being exercised, provided that securities of the latter type are issued by the issuer of the underlying shares or by an entity belonging to the group of the said issuer.

(2) "Non-equity securities" shall, in part 6 of this Act and in regulations issued pursuant to section 23(7) and (8) and section 24(2), mean all securities other than those mentioned in subsection (1).

2b. "Offer of securities to the public" shall, in this Act, mean any communication to natural and legal persons in any form and by any means, presenting sufficient information on the terms of the offer and the securities to be offered, so as to enable an investor to decide to purchase or subscribe to these securities.

3.-(1) All securities transactions shall be carried out fairly and in conformity with good securities trading practices. The Danish FSA may order that matters which are contrary to the 1st clause be rectified.

(2) The Minister for Economic and Business Affairs shall lay down more detailed regulations on good securities trading practises.

(3) The Consumer Ombudsman may institute legal proceedings on prohibitions and orders regarding violations of regulations on good securities trading practices, cf. subsection (1), and regulations issued pursuant to subsection (2). The provisions of section 20(1) of the Marketing Practices Act shall apply correspondingly to legal proceedings instituted by the Consumer Ombudsman in pursuance of this provision. The Consumer Ombudsman may be appointed as group representative in group actions, cf. part 23a of the Danish Administration of Justice Act.

3a. The Minister for Economic and Business Affairs shall lay down more detailed regulations on the use of digital communication, including electronic signatures, when exchanging information in accordance with this Act between citizens and undertakings on the one hand and the public administration on the other hand, as well as storage of information.

Part 2

Securities dealers

4.-(1) For the purposes of this Act, a "securities dealer" shall mean

- 1) financial undertakings licensed as banks, to the extent that such undertakings are licensed under section 9(1) of the Financial Business Act, and financial undertakings licensed as investment companies,
- 2) financial undertakings licensed as mortgage-credit institutions or investment management companies to the extent that such undertakings are licensed under section 9(1) of the Financial Business Act,
- 3) credit institutions, investment firms and management companies, which have been granted

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a license in another country within the European Union or a country with which the Community has entered into an agreement for the financial area, if such institution or company legally carries out securities trading either through a branch or by providing services in Denmark, cf. sections 30 and 31 respectively of the Financial Business Act, and

4) credit institutions and investment firms, which have been granted a license in another country outside the European Union with which the Community has not entered into an agreement for the financial area, if such institution or firm legally carries out securities trading either through a branch or by providing services in Denmark, cf. sections 1(3) and 33 respectively of the Financial Business Act.

(2) The Danish FSA may lay down regulations to the effect that the provisions of this Act regarding the obligations of a securities dealer shall also apply to foreign credit institutions and investment firms that are not covered by section 1, no. 3 or 4, and that, pursuant to section 20(4), have been accepted as members of a regulated market, or that, in pursuance of section 64(3), have entered into participation agreements with a central securities depository.

4a. (Repealed)

5. (Repealed)

6. (Repealed)

Part 3

Common provisions

7.-(1) For the purposes of this Act:

- 1) an "operator" shall mean a limited company operating on a regulated market,
- 2) a "clearing centre" shall mean a limited company carrying out securities clearing activities,
- 3) a "central securities depository" shall mean a limited company carrying out book-entry activities.

(2) Provisions regarding the board of directors or members hereof in section 12(1); section 12d(5) and section 31(1), no. 2, shall, for SEs (Societas Europea) with a two-tier management system, only apply with the necessary changes to the management organ or members thereof.

(3) Provisions regarding the board of directors or members hereof and provisions regarding the management in section 9; section 12a(1) and (3); section 12c; section 12d(1)-(3); section 13; section 28a(2); section 37(1), 1st clause; section 60(4); section 84b(2), no. 2, and subsection (3); section 87(1); section 95(1); and section 96(1) shall, for SEs with a two-tier management system in addition to the management organ, cf. section 8(1) of the Act on the European Company (the SE Act), also apply to the management organ or members thereof with the necessary changes.

(4) The time limits fixed in or pursuant to this Act shall take effect from the day following the day when the event occasioning the time limit occurred. This shall apply to the calculation of time limits involving both days, weeks, months, and years.

(5) Where the time limit is indicated in weeks, said time limit shall expire on the day in the week when the event occasioning the time limit occurred, cf. subsection (4).

(6) If the time limit is indicated in months it shall expire on the day in the month when the

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event occasioning the time limit occurred, cf. subsection (4). If the day when the event occasioning the time limit occurred is the last day of a month or if the time limit expires on a date which does not exist, the time limit shall always expire on the last day of the month, irrespective of its length.

(7) If a time limit expires during a weekend, on a holiday, 5 June, 24 December or on 31 December, the time limit shall be extended to the next weekday.

7a. -(1) For the purposes of this Act, a "registered payment system" shall mean a payment system registered pursuant to section 57a(1), 1st clause.

(2) For the purposes of this Act, a company that operates an alternative market place shall mean a company that operates a multilateral trading facility as an alternative market place, cf. Section 9(10) of the Financial Business Act.

8.-(1) Activities covered by section 7(1) of this Act may not be commenced until the Danish FSA has granted a license herefor. The securities clearing activities carried out by Danmarks Nationalbank (Denmark's central bank) shall not be covered by the 1st clause.

(2) Conditions for such license shall be

- 1) that the activities are carried out by a limited company registered with the Danish Commerce and Companies Agency,
- 2) that the company has a share capital of no less than DKK 8 million as regards operators of regulated markets, and no less than DKK 40 million as regards clearing centres and central securities depositories,
- 3) that the company has submitted the required information, including an operating plan, organisational charts, procedures and control and safeguard arrangements,
- 4) that the members of the applicant's board of directors and board of management satisfy the requirements of section 9, and
- 5) that the owners of qualified interests meet the requirements of section 10.

(3) As regards a central securities depository, the license shall also be conditional upon the central securities depository having capital resources, cf. section 82.

(4) Licenses of clearing centres shall also be conditional upon the prevailing regulations and participation agreements of the relevant clearing centre containing provisions laid down pursuant to section 57c.

(5) If the Danish FSA refuses an application for a license, the applicant shall be notified of reasons within six months of receipt of the application or, should the latter be incomplete, within six months of the applicant sending the information required for the decision. In any case, a decision shall be made no later than twelve months after receipt of the application. If the Danish FSA has not made a decision no later than six months after receipt of a complete application for a license, the company may bring the case before the courts.

9.-(1) Members of the board of directors or board of management of a company, who are covered by section 7(1), shall have adequate experience in carrying out the duties and responsibilities in respect hereof.

(2) Members of the board of directors or board of management may not exercise the duties and responsibilities of a member of the board of directors or the board of management of a company covered by section 7(1), if the person in question

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- 1) is held liable or convicted of violating the Danish Criminal Code or the Securities Trading, etc. Act, and if said violation entails a risk that the duties are not carried out adequately,
- 2) has filed for suspension of payments, is administered in bankruptcy, has filed for debt restructuring, or negotiations have been initiated with regard to compulsory composition, or
- 3) has behaved such that there is reason to assume that said person cannot perform the duties and responsibilities of such position adequately.

(3) Members of the board of directors or board of management shall be obligated to provide the Danish FSA with information about the matters stated in subsection (2).

(4) The person or persons who are actually managing an already approved operator of a regulated market's activities in accordance with the regulations of the Directive on markets in financial instruments (the MiFID Directive) shall be considered to fulfil the requirements of subsection (1) in connection with the application for a license to operate a regulated market.

10.-(1) Any natural or legal person planning directly or indirectly to acquire a qualifying interest of 10 per cent or more in a company covered by section 7(1) shall notify the Danish FSA in advance, and the Danish FSA shall approve the acquisition planned. The same shall apply to an increase in the qualifying interest which, after the acquisition, results in the interest equalling or exceeding a limit of 20 per cent, 33 per cent or 50 per cent respectively of the share capital or voting rights, or results in the company covered by section 7(1) becoming a subsidiary undertaking. Qualified interests shall be construed in the same way as in section 5(3) of the Financial Business Act.

(2) Acquisition or increase of the interest mentioned in subsection (1) shall only be approved when such approval is not contrary to ensuring appropriate operation of the company covered by section 7(1).

(3) The Danish FSA's approval or refusal shall be available no later than three months after the Danish FSA's receipt of adequate notification of the projected acquisition.

(4) The Danish FSA may, when approving acquisitions or increases pursuant to subsection (1), stipulate a time limit for the completion of such acquisitions or increases.

(5) Owners of capital holding an interest of at least 10 per cent, and who intend to reduce said interest so that it falls below one of the limits stipulated in subsection (1), shall give the Danish FSA notification hereof and state the size of the intended future interest.

(6) Where a company covered by section 7(1) learns of acquisitions or sales as specified in subsections (1) and (5), said company shall immediately notify the Danish FSA hereof.

(7) A company covered by section 7(1) shall, no later than February each year, submit information to the Danish FSA of the names of the owners of capital who own qualifying interests in the company as well as information on the sizes of said interests.

(8) An operator of a regulated market shall publish the names of all direct and indirect owners of the company. Furthermore, the names of direct and indirect owners of qualified interests in the company and the sizes of said interests shall be made available to the public.

10a.-(1) Where owners of capital holding one of the interests mentioned in section 10(1) in a company covered by section 7(1) act contrary to appropriate operation of said undertaking or holding company, the Danish FSA may order said undertaking or holding company to follow

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specific guidelines and withdraw the voting rights associated with the equity investments of the relevant owner.

(2) The Danish FSA may withdraw the voting rights associated with equity investments owned by natural or legal persons who do not comply with the duty to notify the Danish FSA in advance mentioned in section 10(1). Said equity investments shall have their full voting rights restored if the Danish FSA is able to approve the acquisition.

(3) The Danish FSA shall withdraw the voting rights associated with equity investments owned by natural or legal persons who have acquired equity investments as specified in section 10(1) notwithstanding the fact that the Danish FSA has refused approval of this acquisition of equity investments.

(4) Where the Danish FSA has withdrawn voting rights pursuant to subsections (1)-(3), the relevant equity investment shall not be included in calculations of the voting capital represented at general meetings.

11. A company covered by section 7(1) and a company operating a multilateral trading facility shall inform the Danish FSA if the company becomes aware of or suspects that somebody has violated this Act, executive orders issued pursuant to this Act or has grossly or repeatedly violated the regulations laid down by an operator of a regulated market, a clearing centre, a central securities depository or by a company operating a multilateral trading facility.

12.-(1) The board of directors of a company covered by section 7(1) shall consist of no less than five persons.

(2) The provisions laid down in section 56(7) of the Public Companies Act shall apply correspondingly to companies covered by section 7(1) of this Act.

(3) A company covered by section 7(1) may not, without the consent of the Danish FSA, enter into agreements of far-reaching importance with other undertakings with respect to operating a regulated market, securities clearing activities and book-entry activities as well as payments services.

(4) A company covered by section 7(1) may not merge with another company without the approval of the Danish FSA.

12a.-(1) A company covered by section 7(1) shall not, without the approval of the board of directors, which shall be entered in the minute-book, establish any exposures, etc. with other companies in which the members of the board of management or members of the board of directors of the company act as members of the board of management or members of the board of directors.

(2) The exposures specified in subsection (1) shall be granted in accordance with the usual business terms of the company and on terms based on market conditions. The external auditors of the company shall make a statement in the audit book relating to the annual financial statements whether the requirements set out in the 1st clause have been met.

(3) The board of management and the board of directors shall, in particular, monitor the propriety and progress of the exposures mentioned in subsection (1).

(4) The regulations in subsections (1), (2), 1st clause, and (3) shall also apply to exposures established with companies in which persons related to the managing director by marriage, kinship or relationship by marriage in the direct line of ascent or descent or as brothers and

sisters are members of the board of management.

12b.-(1) Persons employed by the board of directors of a company covered by section 7(1) in pursuance of legislation or provisions in the articles of association, and employees for whom there is a significant risk of conflicts between own interests and the interests of the company shall not, at their own expense, or through companies they control,

- 1) take up loans or draw on previously established credits to be used for acquisitions of securities when the securities acquired are provided as collateral for said loans or credits,
- 2) acquire, issue, or trade in derivative financial instruments, except to hedge risk,
- 3) acquire holdings, except for units in investment associations and special-purpose associations, etc., with a view to selling such units less than six months from the date of acquisition, or
- 4) acquire positions in foreign currency, except for euro (EUR), if the positions are acquired with a view to anything other than payment for the purchase of securities, goods or services, or purchase or management of real property, or for use when travelling.

(2) The group of persons mentioned in subsection (1) may not acquire holdings in companies that carry out activities mentioned in subsection (1), nos. 1-4. This shall not apply, however, for purchases of shares in banks and investment companies, as well as units in investment associations and special-purpose associations, etc.

(3) The board of directors shall decide which employees have a significant risk of conflicts between their own interests and the interests of the company, and who are therefore to be covered by the prohibition.

(4) The board of directors shall, for the persons covered by subsection (1), draw up guidelines regarding compliance with the bans in subsections (1) and (2), 1st clause, including guidelines on reporting of capital transactions.

(5) The external auditors shall once a year review the financial undertaking's guidelines under subsection (4) and in the audit book comments relating to the annual report state whether the guidelines are adequate and have functioned appropriately, as well as whether the undertaking's control procedures have given rise to observations.

(6) An account-holding institution shall, upon request from the board of directors of the financial undertaking, provide the external auditors of said financial undertaking with access to information on accounts and deposits and provide printed statements herefrom with regard to persons covered by subsection (1).

(7) The prohibition in subsection (1), no. 2 shall not cover financial instruments derived from shares in the company, or a company in the same group as the company, received as part of the relevant person's salary.

(8) The prohibition in subsection (1), no. 1 shall not cover loans to buy employee shares or the instruments mentioned in subsection (7).

(9) The prohibition in subsection (1), no. 3 shall not cover shares acquired through utilising the instruments mentioned in subsection (7).

(10) Chief internal auditors and deputy chief internal auditors may, irrespective of subsections (1)-(9), not have financial interests in the company or group in which they are employed.

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12c. A board member in a company covered by section 7(1) shall not be allowed to hold the position as member of the board of management or chief internal auditor of said company. However, in the event of the absence of a member of the board of management, the board of directors may appoint one of its members as a temporary member of the board of management. In this event, the relevant person may exercise voting rights in the body mentioned.

12d.-(1) Persons employed by the board of directors of a company covered by section 7(1) in accordance with legislation or the articles of association may not, without the authorisation of the board of directors, own or operate an independent enterprise, or in the capacity as a member of the board of directors or an employee, or in any other way, participate in the management or operation of another enterprise than said company.

(2) Other employees in a company covered by section 7(1) for whom there is a significant risk of conflicts between the interests of the employee and those of the company may not, without the consent of the board of management, own or operate an independent enterprise, or in the capacity of member of the board of directors or as an employee, or in any other way, participate in the management or operation of another enterprise than the company. The board of directors shall be informed of any authorisation granted by the board of management.

(3) The board of directors shall decide for which employees there is a significant risk of conflicts between the interests of the employee and those of the company, and who are consequently to be required to obtain the authorisation of the board of management, cf. subsection (2).

(4) The activities mention in subsections (1) and (2) shall only be carried out where the company or companies which form part of a group with said company do not have and do not enter into exposures with the enterprises mentioned in subsections (1) and (2). This shall not apply to exposures in the form of holdings and exposures in enterprises that form part of a group with the company or enterprises where companies covered by section 7(1) jointly own more than 4/5 of the holdings.

(5) All authorisations granted by the board of directors in pursuance of subsection (1) shall appear in the minute book of the board of directors.

(6) The company shall at least annually publish information on the duties and positions approved by the board of directors under subsection (1). Furthermore, the external auditors shall make a declaration in the audit book comments on the annual report stating whether the company has exposures with enterprises covered by subsections (1) and (2).

(7) In special cases, the Danish FSA may grant exemptions from subsection (4).

12e. (Repealed)

12f.-(1) The Danish FSA may order a company to remove a member of the board of management covered by section 7(1) within a time limit set by the Danish FSA, if the member of the board of management does not meet the requirements of section 9(2).

(2) If the company has not removed the member of the board of management within the set time limit, the Danish FSA may revoke the license of the company, cf. Section 92(1).

12g. (Repealed)

12h. (Repealed)

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13.-(1) The board of directors, auditors, members of the board of management and other employees in a company covered by section 7(1), nos. 1 and 2 may not, without due cause, divulge anything, which has come to their knowledge during the performance of their duties.

(2) Subsection (1) shall not prevent a company covered by section 7(1), nos. 1 and 2, as part of its cooperation with other companies under section 7(1), a regulated market for securities in a country within the European Union or a country with which the Community has entered into a cooperation agreement for the financial area, or a foreign regulated market, clearing centre and central securities depository recognised by the Danish FSA from divulging information to these, provided that such information is subject to a similar duty of confidentiality with the recipients of such information.

(3) Subsection (1) shall also include information which a company covered by section 7(1), nos. 1 and 2 receives from other companies covered by section 7(1), nos. 1 and 2 or any regulated foreign markets stating that the information is secret or confidential or wherever this follows from the nature of the information.

(4) The regulations laid down in section 60(2)-(4) shall apply to central securities depositories.

14.-(1) The annual report of a company covered by section 7(1), the audit book comments of an external auditor regarding the annual report, and the audit book comments of the chief internal auditor regarding the annual report shall be submitted to the Danish FSA in duplicate. The Danish FSA shall submit one copy of the annual report to the Danish Commerce and Companies Agency, which shall record the receipt in its computer information system. The annual reports received shall be available to the public at the premises of the Danish Commerce and Companies Agency.

(2) The Danish FSA may lay down regulations on the presentation of accounts and the performance of the audit, including systems audit, in companies covered by section 7(1).

(3) The Danish FSA may lay down regulations on consolidated accounts.

(4) The Danish FSA shall lay down more detailed regulations on transactions carried out between companies covered by section 7(1), and

- 1) undertakings directly or indirectly linked to the company as subsidiary undertakings, associated undertakings or parent undertakings, or as associated undertakings or other subsidiaries of the parent undertaking,
- 2) undertakings or persons linked to the company through close links, cf. section 5(1), no. 17 of the Financial Business Act, or
- 3) undertakings not covered by nos. 1 and 2 where the majority of the members of the management of said undertakings are the same individuals or where the undertakings have joint management under an agreement or provisions in their articles of association.

(5) Intra-group transactions carried out contrary to regulations laid down in subsection (4) shall be cancelled so that performance of all transactions is reversed where possible. This shall include termination of any collateralisation. Payments from the company made in connection with intra-group transactions contrary to regulations laid down in pursuance of subsection (4) shall be returned with annual interest at an amount corresponding to the interest stipulated in section 5(1) and (2) of the "lov om rente ved forsinket betaling m.v." (interest on late payments etc. act).

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15.-(1) The base capital of a company covered by section 7(1), shall be calculated as the paid-up share capital less the holding of own shares and losses for the current year plus additional paid-in capital and reserves.

(2) The Danish FSA may lay down capital adequacy regulations and regulations on hedging of the risks of companies covered by section 7(1). The Danish FSA may lay down regulations governing amortisation of intangible assets.

(3) The board of directors and the board of management of a company covered by section 7(1), shall ensure that the company has sufficient base capital, cf. subsection (1), and that the company has at its disposal internal procedures for risk measurements and risk management for ongoing assessments and maintenance of a base capital of a size that is sufficient to cover the risks of the company. The board of directors and the board of management shall, on the basis of the assessment, in accordance with the 1st clause, calculate the capital need of the company. The capital need may not exceed that of section 8(2) for the relevant type of undertaking. The Danish FSA may lay down a higher individual capital requirement than that in section 8(2).

II

Trade

Part 4

Operation of a regulated market

16.-(1) A "regulated market" shall mean the multilateral system where within the system and in accordance with the absolute regulations hereof, a plurality of third party interests in the purchase and sale of securities are brought together and carried, in a such a manner that agreements on trading in securities admitted to trading in accordance with the regulations or systems of the market, shall be made.

(2) Operators of regulated markets shall have an exclusive right to employ the words "reguleret marked" (regulated market) and "autoriseret markedsplads" (authorised market place) in their names and about the regulated market. The operators of regulated markets whereupon listed securities have been admitted to trading, mentioned in the 1st clause, shall have an exclusive right to employ the word "fondsbørs" (stock exchange) in their names and about the regulated market. Other natural or legal persons may not employ names or words for their undertakings which are likely to cause the impression that they operate a regulated market, including a regulated market where listed securities are admitted to trading.

(3) Operators of regulated markets, which have been granted a license by the Danish FSA to operate regulated markets, shall employ a word for that regulated market, which shows that they are a regulated market.

17.-(1) An operator of a regulated market may carry out ancillary activities in addition to operating a regulated market, for instance as a clearing centre, central securities depository and operation of multilateral trading facilities. The Danish FSA may decide that the ancillary activities are to be carried out by another company. If the operator of a regulated market is operating a multilateral trading facility as an ancillary activity, the multilateral trading facility may however always be operated by the same company as the regulated market.

(2) If an operator of a regulated market carries out activities as a clearing centre, central

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securities depository or a multilateral trading facility as an ancillary activity, cf. subsection (1), the requirements of this Act for a license and operation of this type of undertaking shall apply. With respect to ancillary operation of a multilateral trading facility the requirements of the Financial Business Act for a license and operation of this type of undertakings shall also apply.

18.-(1) An operator of a regulated market shall be responsible for the market being conducted in an adequate and appropriate manner.

(2) The operator shall be obliged

- 1) to identify and deal with any conflicts of interest between the operator and the operator's group of owners, and the sound function of the regulated market,
- 2) to manage the risks to which the operator and the regulated market are exposed, to identify all significant risks of the operation of the market and to introduce measures for the purpose of reducing such risks,
- 3) to ensure sound management of the technical function of the market's systems, including the establishment of effective emergency systems.
- 4) to have regulations ensuring honest and correct trading, and list objective criteria for effective execution of orders,
- 5) to ensure effective and timely execution of transactions carried out in the systems of the market,
- 6) to have at its disposal sufficient financial resources to ensure the well-functioning functions of the market, taking into account the transactions carried out on the market and the risks to which the market is exposed,
- 7) to check that issuers of securities and members of the market comply with the regulations for the regulated market,
- 8) to register the transactions that are carried out by members of the market by use of the market's systems, with a view to identifying violations of the market's regulations, trading conditions in violation of the regulations for the regulated market or behaviour that may involve violation of Part 10,
- 9) to check that issuers of securities admitted to trading on the regulated market comply with their disclose obligations,
- 10) to facilitate the access of the market members to disclosed information, and
- 11) to check regularly that securities admitted to trading continue to comply with the admission requirements.

18a.-(1) An operator of a regulated market shall publish the current prices and the market depth of these prices of shares admitted to trading on the regulated market, and which are offered in the system of the regulated market. This information shall, within the normal opening hours of the regulated market, regularly be made available to the public on reasonable and commercial terms.

(2) If a operator of a regulated market gives securities dealers, who are required to disclose publicly prices of shares according to section 33a, access to the arrangements that the operator is applying to disclose information covered by subsection (1), this shall take place on reasonable commercial terms and on a non-discriminatory basis.

(3) The Danish FSA may exempt an operator of a regulated market from the obligation in subsection (1) on the basis of market model, type of order or size of order.

(4) The Danish FSA may lay down more detailed regulations on the duty to disclose under subsection (1) and on exemption under subsection (3).

18b.-(1) An operator of a regulated market shall publish price, volume and time of

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transactions carried out with shares admitting to trading on the market. Such information shall be made available to the public on reasonable commercial terms and as close to real time as possible.

(2) If an operator of a regulated market gives securities dealers who are required to disclose publicly information about transactions in shares according to section 33b, access to the arrangements that the operator is applying to disclose information covered by subsection (1), this shall take place on reasonable commercial terms and on a non-discriminatory basis.

(3) An operator of a regulated market may lay down regulations regarding postponement of publication on the basis of the size or type of the transactions. These regulations shall be approved by the Danish FSA. The operator shall publish the approved regulations.

(4) The Danish FSA shall lay down more detailed regulations on the duty of an operator of a regulated market to publish price, volume and time of transactions carried out in other securities than shares.

(5) The Danish FSA may lay down more detailed regulations on the duty to publish under subsection (1). The Danish FSA may furthermore lay down more detailed regulations on the conditions of postponement of publication under subsection (3).

19.-(1) An operator of a regulated market shall lay down regulations on membership of the market. The regulations shall be transparent, non-discriminatory and based on objective criteria. The regulations shall indicate any obligations for the members as a consequence of

- 1) establishment and operation of the market,
- 2) regulations for transactions on the market,
- 3) professional standards incurred on employees at securities dealers who are operating on the market,
- 4) conditions laid down for other members of the market than securities dealers, and
- 5) regulations and procedures for clearing and settlement of transactions carried out on the market.

(2) The regulations for the regulated market on clearing and settlement shall ensure that members of the regulated market are entitled to use another settlement system for transactions in financial instruments than the one chosen by the market operator, if

- 1) there are the required connections and arrangements between the settlement system selected by the member and any other relevant system or any other relevant facility to ensure an effective and financial settlement of the relevant transaction, and
- 2) the Danish FSA finds the technical conditions for settlement of transactions on the regulated market through another settlement system than that selected by the operator of the regulated market to be suitable for ensuring the effective and proper function of the financial markets.

Part 5

Access to regulated markets

20.-(1) Securities dealers, with the exception of investment management companies and management companies, with a license to execute client orders or trading on their own account, and who are covered by section 4(1), nos 1-3, Danmarks Nationalbank and other central banks from countries within the European Union or from countries with which the Community has entered into an agreement for the financial area, shall have the right to

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become members of a regulated market, if they comply with the regulations laid down for the market, cf. section 19. Securities dealers, with the exception of investment management companies and management companies covered by section 4(1), no 3, who in their home country are licensed to execute client orders or trade on their own account, but who do not exercise securities trading through a branch or services in Denmark, cf. sections 30 and 31 of the Financial Business Act, shall have the same right.

(2) Securities dealers covered by subsection (1) and central banks from countries within the European Union or from countries with which the Community has entered into an agreement for the financial area, shall have the right to become remote members of a regulated market, unless physical presence under the trading procedures and systems of the regulated market is required in order to carry out transactions on the market.

(3) An operator of a regulated market may admit other natural or legal persons than those mentioned in subsection (1) as members of the regulated market, if the persons

- 1) are suitable and honest,
- 2) have sufficient legal capacity and competence,
- 3) have proper administrative procedures to the extent necessary, and
- 4) have sufficient resources to manage the functions following from membership of the regulated market which shall ensure appropriate settlement of transactions.

(4) Notwithstanding subsection (3), an operator of a regulated market may only admit persons domiciled in a country outside the European Union with which the Community has not entered into an agreement for the financial area if these are credit institutions, investment firms or central banks. If the relevant credit institution or investment firm is not covered by section 4(1), no 4, admission shall be subject to authorisation from the Danish FSA.

(5) An operator of a regulated market shall regularly give notice to the Danish FSA about the changes in the membership of the regulated market.

(6) An operator of a regulated market who intends to allow natural or legal persons in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area to become remote members of the regulated market, shall notify the Danish FSA hereof. The Danish FSA shall within one month deliver such notification to the supervisory authorities of the country where the remote members are domiciled.

Part 6

Admission of securities for trading on a regulated market, official listing and public offers of securities exceeding EUR 2,500,000 etc.

21.-(1) An operator of a regulated market shall lay down clear and transparent regulations governing admission of securities for trading on the regulated market. The regulations shall ensure that securities admitted for trading are traded in an honest, proper and effective manner, and that when these are securities covered by section 2(1), no 1, they are freely negotiable. In relation to derivatives, the regulations shall in particular ensure that the derivatives contract is drawn up in a manner ensuring correct price formation and effective settlement conditions.

(2) An operator of a regulated market shall, in admission of securities for trading on the regulated market, ensure that the regulations laid down pursuant to subsection (1) are met, and that an approved and published prospectus has been presented, cf. section 23(2) and

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section 24(1).

(3) An operator of a regulated market may, without the consent of the issuer, admit a security for trading on the regulated market, if the security, with the consent of the issuer, has been admitted to trading on another regulated market in Denmark or in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area. The operator of the regulated market shall inform the issuer that the issuer's security has been admitted to trading on the regulated market.

(4) In admission of a security for trading under subsection (3) compliance with the regulations of this Act on disclosure obligations for issuers and about prospectuses rests with the person giving rise to admission of the security for trading.

(5) An operator of a regulated market may, with prior authorisation of the Danish FSA, admit instruments not covered by section 2(1) for trading on the regulated market.

22.-(1) The Danish FSA may, upon request from an issuer of shares, share certificates or bonds, make a decision about official listing of the relevant security, if said security has been admitted or will be admitted to trading on a regulated market.

(2) The Danish FSA shall lay down regulations on the conditions for official listing of securities, cf. subsection (1), and on suspending and removing the securities from listing.

23.-(1) An issuer or a person requesting admission of securities to trading on a regulated market, may not give rise to admission of the securities to trading until an approved prospectus for the relevant securities has been made available to the public, cf. subsection (2) and section 24(1). Similarly, an issuer may not make an offer of securities to the public until an approved prospectus for the relevant securities has been made available to the public, cf. subsection (2) and section 24(1).

(2) The Danish FSA shall make decisions regarding the approval of the prospectus.

(3) The prospectus shall include the information deemed necessary for investors and their investment advisors to form a well-founded estimate of the assets and liabilities, financial position, results and future prospects, and of any guarantor, and of the rights attaching to the securities offered to the public or admitted to trading.

(4) The regulations in this part of this Act regarding the obligation to publish a prospectus shall, notwithstanding subsection (1), not apply to the following:

- 1) Money-market instruments, cf. section 2(1) no. 2 with a lifetime of less than 12 months.
- 2) Negotiable mortgage deeds, cf. section 2(1) no 11.
- 3) Participation in collective investment schemes covered by the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act.
- 4) Non-equity securities, issued by
 - a. a country within the European Union or a country with which the Community has entered into an agreement for the financial area, or by one of the relevant country's regional or municipal authorities,
 - b. international public-law institutions of which one or more countries within the European Union or countries with which the Community has entered into an agreement for the financial area, are members,
 - c. the European Central Bank, or
 - d. central banks domiciled in countries within the European Union or countries with which the Community has entered into an agreement for the financial area.

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- 5) Shares in a central bank domiciled in a country within the European Union or a country with which the Community has entered into an agreement for the financial area.
- 6) Securities unconditionally and irrevocably guaranteed by a country within the European Union or a country with which the Community has entered into an agreement for the financial area, or by one of the relevant country's regional or municipal authorities.
- 7) Securities issued with a view to raising funds for non-profit purposes by state-recognised organisations domiciled in a country within the European Union or a country with which the Community has entered into an agreement for the financial area, which work for non-profit purposes.
- 8) Non-equity securities issued in a continuous or repeated manner by credit institutions provided that these securities:
 - a. are not subordinated, convertible or exchangeable,
 - b. do not give a right to subscribe to or acquire other types of securities and that they are not linked to a derivative instrument,
 - c. materialise reception of repayable deposits, and
 - d. are covered by a deposit guarantee scheme.
- 9) Securities included in a public offer of securities, where the entire offer is below EUR 2,500,000, the limit being calculated over a period of 12 months.
- 10) Non-equity securities issued in a continuous or repeated manner by credit institutions where the total consideration of the offer is less than EUR 50,000,000, which limit shall be calculated over a period of 12 months, provided that these securities
 - a. are not subordinated, convertible or exchangeable and
 - b. do not give a right to subscribe to or acquire other types of securities and that they are not linked to a derivative instrument.

(5) An issuer, an offeror or a person requesting admission to trading of securities mentioned in subsection (4), nos. 4, 6, 9 and 10 may, however, draw up a prospectus in accordance with the regulations stipulated in this part of this Act as well as regulations issued pursuant to subsections (7) and (8) and section 24(2).

(6) A prospectus shall be drawn up in conformity with the regulations laid down by the Danish FSA pursuant to subsection (7), and shall be presented in such a manner that it is possible to understand the contents and to assess the importance of the information given.

(7) The Danish FSA shall lay down regulations governing the contents of prospectuses, format, language, advertising and duration as well as omission of information in the prospectus. Moreover, the Danish FSA shall lay down regulations for the approval of prospectuses in cases where the security is requested for trading on several regulated markets in Denmark or on regulated markets in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area.

(8) The Danish FSA shall lay down regulations on exemption from the duty to publish a prospectus, including regulations stipulating that specified securities be exempted from this duty, and regulations on approval of natural persons and small and medium-sized undertakings as qualified investors. Moreover, the Danish FSA shall lay down regulations on admission to a register for natural persons and small and medium-sized undertakings as qualified investors.

23a.-(1) The Danish FSA shall notify the issuer, the offeror or the person asking for admission to trading of its decisions regarding the approval of the prospectus within ten business days after receipt of the application for approval of the prospectus.

(2) The time limit mentioned in subsections (1) and (5) shall be extended to 20 business days if the public offer involves securities issued by an issuer which does not have securities

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admitted to trading and which has not previously offered securities to the public.

(3) If there are reasonable grounds to assume that the documents submitted are incomplete or that supplementary information is needed, the time limits of subsections (1), (2) and (5) shall not apply until the date on which such information is provided by the issuer, the offeror or the person asking for admission to trading. If the documents are incomplete and the time limit for approval is consequently suspended, the Danish FSA shall notify the relevant person in this respect within ten business days after receipt of the application.

(4) The Danish FSA may transfer the approval of a prospectus to the competent authority of another country within the European Union or a country with which the Community has entered into an agreement for the financial area, provided the competent authority of said country accepts this. The issuer, the offeror or the person asking for admission to trading shall be notified of such transfer within three business days after the date of the Danish FSA's decision regarding the transfer.

(5) When the Danish FSA receives an application for approving a prospectus from a competent authority in another country within the European Union or a country with which the Community has entered into an agreement for the financial area, the Danish FSA shall notify the issuer, the offeror or the person asking for admission to listing or trading of its decision regarding the approval of the prospectus within ten business days after the competent authority has made its decision regarding the transfer of the approval of the prospectus.

24.-(1) Offers to the public of securities and admission of securities to trading on a regulated market may not take place until the prospectus has been published according to the regulations laid down in pursuance of subsection (2).

(2) The Danish FSA shall lay down regulations governing offers for sale and the publication of prospectuses.

25.-(1) An operator of a regulated market may suspend or remove a security from trading on the regulated market, if the security no longer meets the regulations of the regulated market. Suspension or removal, however, may not take place if it is likely that this will be of significant detriment to the interests of the investors or the proper functioning of the market.

(2) An operator who under subsection (1) makes a decision about suspension or removal of a security shall, as soon as possible, make the decision about suspension or removal available to the public and notify the Danish FSA about the relevant information.

(3) If an issuer whose securities are admitted to trading on a regulated market, submits a request for removal from trading, the operator of the regulated market shall comply with such request. The removal may, however, not be made if it is likely that this will be to the detriment of the interests of the investors or the proper functioning of the market.

(4) An issuer may have a security removed from trading on a regulated market if said security in this connection is or will be admitted to trading or has been admitted to trading on another regulated market.

26. (Repealed)

26a. The powers that have been assigned to an operator of a regulated market in accordance with the provisions of section 21 shall be exercised by the Danish FSA when an operator of a regulated market in Denmark or another country within the European Union or a country with which the Community has entered into an agreement for the financial area, or a company

operating an alternative market place, makes a request for admission of securities to trading on a regulated market. The Danish FSA shall also exercise the powers assigned to an operator of a regulated market, cf. section 25, when securities covered by the 1st clause have been admitted to trading on the regulated market.

Part 7

Obligations to disclose information

27.-(1) An issuer of securities admitted to trading on a regulated market in Denmark, or another country within the European Union or in a country with which the Community has entered into an agreement for the financial area on securities, or for which a request for admission for trading on such market has been made, shall, as soon as possible, disclose publicly inside information, cf. section 34(2), if this information pertains directly to said issuer's activities. The issuer shall be required to disclose publicly such information immediately upon the coming into existence of the relevant circumstances or the occurrence of the relevant event, albeit not yet formalised. Significant changes concerning already publicly disclosed inside information shall be publicly disclosed promptly after these changes occur, and through the same channel as the one used for public disclosure of the original information.

(2) Inside information, which an issuer, as mentioned in subsection (1), or a person acting on his behalf or for his account, discloses to a third party in the normal exercise of his employment, profession or duties, cf. section 36, shall be publicly disclosed in a complete and effective manner simultaneously with the disclosure to said third party. If at the time of the disclosure, the issuer is not aware that disclosure has taken place, public disclosure shall be effected immediately after the issuer learns or ought to have learnt that disclosure of inside information has been effected. The 1st and 2nd clauses shall not apply if the third party receiving the inside information is subject to a duty of confidentiality under legislation, administrative provisions, articles of association or a contract, or if the disclosure is effected in such a manner that it is ensured that the receiving third party knows that the information is inside information and that said third party is consequently subject to the ban against disclosure of inside information, cf. section 36.

(3) An issuer shall only be obliged to disclose publicly inside information under subsections (1) and (2) in relation to the regulated market(s) where the issuer has requested or received approval for admission of securities for trading.

(4) An issuer shall ensure that public disclosure of inside information is effected in such a manner that provides the public with rapid access to said information and that the disclosed information is sufficient for complete, correct and timely assessment of the inside information to be carried out. The issuer may not, in a manner likely to be misleading, combine disclosure of inside information with marketing activities. An issuer shall, as far as possible, ensure that public disclosure be effected simultaneously to all categories of investors in all countries within the European Union or countries with which the Community has entered into an agreement for the financial area where the issuer has requested or received approval of securities .

(5) A securities issuer as mentioned in subsection (1) shall, without undue delay and for an appropriate period after publication of inside information was effected under subsection (1) or (2), display all this information on his website.

(6) An issuer may under his own responsibility delay the public disclosure of inside information in accordance with subsection (1) such as not to prejudice his legitimate interests provided that such omission would not be likely to mislead the public and provided that the

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issuer is able to ensure the confidentiality of that information. Legitimate interests under the 1st clause may, in particular, pertain to:

- 1) Negotiations in course, or related elements, where the outcome or normal pattern of those negotiations would be likely to be affected by public disclosure. If the financial viability of the issuer is in grave and imminent danger, although a petition for bankruptcy or commencement of compulsory composition has not been submitted, public disclosure of inside information may only be delayed for a limited period, and only if such public disclosure would seriously jeopardise the interests of existing and potential shareholders by undermining the conclusion of specific negotiations designed to ensure the long-term financial recovery of the issuer.
- 2) Decisions or contracts made or established by the management of an issuer, where approval is required from another company body of the issuer in order for the decision or contract to become effective. The 1st clause shall only apply if publication of the decision made or the establishment of the contract before the approval has been granted would entail a risk that the investors do not carry out a correct assessment of the information disclosed.

(7) An issuer of negotiable securities covered by section 2(1), no 1 and admitted to trading on a regulated market in Denmark, in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, shall no later than eight days prior to the annual general meeting, but no later than four months after the end of the financial year, make public the annual report approved by the board of directors. The issuer shall also publish the interim financial statement approved by the board of directors for the first six months of the financial year. The publication of the interim financial statement shall take place as soon as possible after expiry of the six-month period, but no later than two months after said period. The published annual reports and interim financial statements for issuers in Denmark and from other countries within the European Union or from countries with which the Community has entered into an agreement for the financial area, shall be prepared in accordance with the accounting legislation of the country in which the issuer is domiciled. The Danish FSA shall lay down regulations on which regulations shall apply with respect of preparing annual reports and interim financial statements for issuers from other countries. The annual report and the interim financial statement shall be made available to the public for a minimum of five years.

(8) An issuer of shares admitted to trading on a regulated market in Denmark, in another country within the European Union or a country with which the Community has entered into an agreement for the financial area, shall publish an interim financial statement during the first as well as the second six-month period of the financial year. The statement shall be published ten weeks after the beginning of the six-month period in question at the earliest and no later than six weeks before then end hereof. An issuer who publishes quarterly reports shall not be obligated to publish the interim financial statements mentioned in the 1st clause.

(9) The provisions on interim financial statements laid down in subsection (7) shall only apply to issuers of shares or bonds or other types of negotiable debt instruments, except for securities equivalent to shares in companies, or securities that, if converted or the attached rights are exercised, provide a right to acquire shares or securities equivalent to shares.

(10) Subsection (7) shall not apply in relation to participation in collective investment arrangements covered by the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act.

(11) Subsections (7) and (8) shall not apply to the following issuers:

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- 1) Countries within the European Union or countries with which the Community has entered into an agreement for the financial area, or regional or municipal authorities in these countries.
- 2) International public-law institutions of which one or more countries within the European Union or countries with which the Community has entered into an agreement for the financial area, are members.
- 3) The European Central Bank.
- 4) Central banks domiciled in countries within the European Union or countries with which the Community has entered into an agreement for the financial area.
- 5) Issuers who only issue debt instruments admitted to listing or trading on a regulated market in Denmark, or another country within the European Union or in a country with which the Community has entered into agreement for the financial area for securities, and whose nominal value per unit is no less than EUR 50,000, or whose nominal value per unit on the date of issue corresponds to no less than EUR 50,000 if the debt instruments are issued in another currency than euro.

(12) Subsection (7), 2nd clause shall not apply to issuers who, on 20 January 2004, exclusively issued and continue to exclusively issue debt instruments admitted to trading on a regulated market in Denmark, in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, which is covered by an unconditional and irrevocable guarantee from the issuer's home country in the European Union, or in a country with which the Community has entered into an agreement for the financial area, or regional or municipal authorities in this country.

27a.-(1) Issuers of negotiable securities covered by section 2(1), no. 1 shall in connection with publication of information in accordance with this part, ensure that the publication takes place in such a manner that the information quickly becomes available throughout the European Union and countries with which the Community has entered into an agreement for the financial area.

(2) An issuer as mentioned in subsection (1) shall, together with the publication, submit the information to the Danish FSA.

(3) An issuer as mentioned in subsection (1) shall submit information published in accordance with subsection (1) to the Danish FSA, which will store the information. The Danish FSA may identify other authorities or legal persons in and outside Denmark to deal with the task.

(4) Subsections (1)-(3) shall not apply to participation in collective investment schemes covered by the Act on investment associations and special-purpose associations and other collective investment schemes etc.

(5) Subsections (1)-(3) shall not apply to the document which an issuer is obligated to publish under section 27b.

(6) Subsections (1)-(3) shall not apply to notifications about holdings of shares in companies admitted to trading on an alternative market place that an issuer is obligated to publish under section 29(1), 3rd clause.

27b.-(1) Issuers whose securities have been admitted to trading on a regulated market in Denmark or in another country within the European Union, or in a country with which the Community has entered into agreement for the financial area, shall at least once a year prepare and publish a document that includes or refers to all the information that the issuers have published or made available to the public during the last 12 months in accordance with the obligations of this Act, the Limited Companies Act, the Financial Statements Act and

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Regulation of the European Parliament and the Council on application of international accounting standards.

(2) The document shall be submitted to the Danish FSA upon publication of the financial statements. If the document refers to information, it shall be stated where this information can be collected.

(3) The obligation of subsection (1) shall not apply to issuers of securities that are not equity holdings, cf. section 2a(2) and whose nominal value per unit is at least EUR 50,000, and issuers of units in collective investment schemes covered by the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act.

28.-(1) A company with shares admitted to trading on a regulated market in Denmark, in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area which acquires or sells own shares, shall as soon as possible publish the unit of own shares if the unit reaches, exceeds or falls to less than 5 percent or 10 percent of the voting rights.

28a.-(1) Senior employees of companies issuing shares, admitted to listing or trading on a stock exchange, an authorised market place or a similar regulated market for securities, or for which a request for admission to listing or trading on such markets has been made, shall notify the issuing company of transactions conducted on their own account relating to the company's shares or other securities linked to such shares. Notification shall be given to the issuing company no later than on the next business day after the transaction. If the senior employee has not received the information mentioned in subsection (7) on the next business day after the transaction, said notification shall be given as soon as possible and no later than two business days after the transaction.

(2) "Senior employees" shall mean

- 1) members of the issuing company's board of management or board of directors or a supervisory body linked to the company, or
- 2) other senior employees of the issuing company who have regular access to inside information relating, directly or indirectly, to the issuer, if the relevant senior employee is authorised to make management decisions of superior importance for the issuer's future business development.

(3) Close relations of a senior employee in an issuing company shall notify the relevant senior employee of transactions conducted on their own account relating to shares issued by the relevant company or other securities linked to such shares. Notification shall be given to the senior employee no later than on the next business day after the transaction. If said close relation has not received the information mentioned in subsection (7) on the next business day after the transaction, notification shall be given as soon as possible and no later than two business days after the transaction. The senior employee shall forward notifications received to the issuing company no later than on the next business day after receipt.

(4) "Close relations of a senior employee" shall mean the following natural or legal persons with relation to the group of persons mentioned in subsection (2):

- 1) Spouse or cohabitee.
- 2) Minors, where the person mentioned in subsection (2) is the parent holding custody.
- 3) Other relatives who, for a period of no less than one year from the time of the transaction, have belonged to the household of the person mentioned in subsection (2).
- 4) Legal persons, if

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- a) a natural person covered by subsection (2) or nos. 1-3 holds the managerial responsibility for the legal person,
- b) natural persons covered by subsection (2) or nos. 1-3 alone or jointly exercise influence as mentioned in section 31(1), nos. 1-5 of the legal person,
- c) the legal person has been established with a view to benefiting financial interests of a natural person covered by subsection (2) or by nos. 1-3 or
- d) the legal person otherwise has financial interests that have significant similarities with the financial interests of a natural person covered by subsection (2) or nos. 1-3.

(5) An issuer shall, no later than on the next business day after receipt of a notification from a senior employee under subsection (1), 1st clause, or subsection (3), 4th clause, report the information received to the Danish FSA. The Danish FSA shall immediately hereafter make such information public.

(6) The obligation of a senior employee to give notification under subsection (1), 1st clause, and to forward information received under subsection (3), 4th clause shall only commence if the market prices of the transactions carried out over the course of a calendar year by the senior employee and close relations of the relevant senior employee constitute a total amount of EUR 5,000 or more. If the limit of EUR 5,000 is exceeded the obligation for the senior employee to give notification and to forward information received shall only apply for transactions carried out after the limit was exceeded.

(7) Notification under subsections (1) and (3) as well as reporting under subsection (5) shall contain information regarding

- 1) the name of the natural or legal person who, under subsection (1) or (3), has a obligation to give notification,
- 2) the reason said person has an obligation to give notification,
- 3) the name of the issuer of the relevant securities,
- 4) the ISIN code and designation of the relevant securities,
- 5) the nature of the transaction (purchase, sale or other type of transaction),
- 6) the trade date and the market on which the transaction was carried out, and
- 7) the number of securities traded and the market price hereof.

(8) The Danish FSA may lay down more detailed regulations on notification, reporting and publication of information covered by subsections (1)-(7).

28b.-(1) Any natural or legal person who, as part of performance of profession or business, prepares or disseminates recommendations regarding securities as mentioned in section 27(1) to the public or distribution channels or regarding an issuer of such securities shall ensure that the presentation and dissemination of recommendations is effected in an honest and fair manner and that information is given on any interests or conflicts of interest in relation to the securities or the issuer to whom the recommendation pertains.

(2) The Danish FSA shall lay down more detailed regulations on honest and fair presentation and information on interests or conflicts of interest in the preparation and dissemination of recommendations pertaining to securities and issuers hereof.

28c. (Repealed)

29.-(1) Anyone who holds shares in companies with shares listed on a stock exchange or admitted to trading on an authorised market place shall, in such cases as referred to in subsection (2), notify as soon as possible the company of the share holdings in the company. At the same time as the notification to the company, the relevant person shall submit the

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information on the holding to the Danish FSA. After receipt of the notification, the company shall publish the contents of the notification.

(2) Notification about share holdings pursuant to subsection (1) shall be submitted when

- 1) the voting right conferred on the shares represents no less than 5 per cent of the share capital's voting rights or their nominal value accounts for no less than 5 per cent of the share capital, or
- 2) a change of a holding already notified entails that limits at intervals of 5, 10, 15, 20, 25, 50 or 90 percent and limits of 1/3 or 2/3 of the share capital's voting rights or nominal value are reached or are no longer reached or the change entails that the limits stated in no. 1 are no longer reached.

(3) The Danish FSA may decide that the duty to notify pursuant to subsection (1) shall cover other securities which grant rights to acquire shares.

(4) The Danish FSA shall lay down more detailed regulations on holdings, notification of holdings pursuant to subsections (1) and (2) and the duty to notify rights to exercise voting rights in other circumstances. The Danish FSA may also lay down regulations which derogate from subsection (1).

29a. (Repealed)

30. The Danish FSA shall lay down regulations governing the obligation of issuers to disclose information, including information on language, content, the method by which publication, registration and storage of information is to take place, as well as the content of the periodical notifications. The regulations may derogate from the requirements of this Act on the obligations of the issuer in section 27(7) and (8) and section 27a(1)-(3). The Danish FSA may also lay down regulations on issuers' equal treatment of and communication with shareholders and holders of bonds or other types of tradable debt instruments.

Part 8

Takeover bids

31.-(1) If a share holding is transferred, directly or indirectly, in a company with one or several share classes admitted to trading on a regulated market or an alternative market place, the acquirer shall enable all the shareholders of the company to dispose of their shares on identical terms if such transfer involves that the acquirer

- 1) will hold the majority of voting rights in the company,
- 2) becomes entitled to appoint or dismiss a majority of the company's members of the board of directors,
- 3) obtains the right to exercise a controlling influence over the company on the basis of the articles of association or any agreement with the company in general,
- 4) according to agreement with other shareholders will control the majority of voting rights in the company, or
- 5) will be able to exercise a controlling influence over the company and will hold more than one-third of the voting rights.

(2) The obligation referred to in subsection (1) shall not apply if the relevant transfer in subsection (1) is the result of a voluntary offer for all the shareholders to transfer all their shares, and this voluntary offer complies with the obligations of section 32(1).

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(3) The provisions of section 20b(4) and section 20e of the Limited Companies Act shall apply correspondingly to transfers of shares in a company with one or more share classes admitted to trading on an alternative market place.

(4) The Danish FSA may grant exemptions from the obligation referred to in subsection (1) if special circumstances so dictate.

32.-(1) In connection with an offer to acquire shares pursuant to section 31, the acquirer shall draw up and make public an offer document containing information on the financial and other terms of the offer, including the deadline for acceptance of the offer and any other information considered necessary for the shareholders to reach an informed decision on the offer.

(2) Where an offer, which is not subject to an obligation to submit an offer pursuant to section 31, is submitted publicly for acquisition of shares in a company with one or several share classes listed on a stock exchange or admitted to trading on an authorised market place, an offer document shall also be drawn up in accordance with subsection (1).

(3) A decision on making an offer shall be made public immediately.

(4) The Danish FSA shall lay down regulations governing mandatory offers under section 31(1), voluntary offers, notifications of decisions about making an offer, the contents of the document, including the offeror's duty to disclose intended payment of the target company's resources after completion of a takeover bid, prohibition against entering into agreements about bonuses or similar benefits, the bid price and approval and publication etc. Furthermore, the Danish FSA shall lay down regulations governing the management's obligation to explain the contents of an offer.

32a.-(1) The Danish FSA may refer the treatment of a takeover bid concerning shares in a company with one or more classes of shares, admitted to listing or trading on a stock-exchange, an authorised market place or a corresponding regulated market, to the competent authority of another country within the European Union or countries with which the Community has entered into an agreement for the financial area.

(2) The Danish FSA shall lay down regulations about the legislation applicable and about which authority shall be competent.

Part 9

Reporting of transactions and publication of prices and transactions by securities dealers

33.-(1) This part of this Act shall apply to securities dealers except for

- 1) investment management companies covered by section 4(1), no 2.
- 2) administration companies covered by section 4(1), no 3.
- 3) other securities dealers covered by section 4(1), no 3 which exclusively provide services in Denmark, covered by section 31 of the Financial Business Act.

(2) A securities dealer, which carries out transactions with securities admitted to trading on a regulated market in Denmark, a regulated market in a country within the European Union or in a country with which the Community has entered into an agreement for the financial area, or on an alternative market place, shall report information about the transaction as soon as

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possible and no later than by the closing time on the relevant market the day after completion of the transaction. The information may be reported by the securities dealer, a third party on behalf of the securities dealer or a match or reporting system approved by the Danish FSA or by the regulated market or the multilateral trading facility through whose systems the transaction is carried out.

(3) The Danish FSA may decide that the reporting duty shall rest upon other. Furthermore, the Danish FSA may decide that the reporting duty shall cover other securities not admitted to trading on a regulated market or an alternative market place.

(4) A securities dealer shall file all relevant information about all transactions with financial instruments carried out by the securities dealer on its own or a client's account, for a minimum of five years after carrying out the transaction.

(5) The Danish FSA shall lay down specified regulations on the reporting duty, including scope and contents, and the venue of reporting.

33a.-(1) Securities dealers that systematically internalise, meaning that the securities dealers on an organised, frequent and systematic basis, deal on their own account by carrying out client orders outside a regulated market or a multilateral trading facility, in shares admitted to trading on a regulated market in Denmark, or a regulated market in a country within the European Union or in a country with which the Community has entered into an agreement for the financial area, shall publish binding prices of the shares that are systematically internalised.

(2) Subsection (1) shall apply if there is a liquid market for the relevant share. If no liquid market exists for the relevant share, securities dealers who systematically internalise, cf. subsection (1), shall upon request notify their clients of binding prices.

(3) Subsections (1) and (2) shall only apply to deals of up to normal market size.

(4) The Danish FSA shall lay down specified regulations on the duty of securities dealers to publish binding prices, including on contents, publication, the possibility of withdrawing prices, the duty to carry out orders at set prices, the execution of orders from professional clients, access to the set prices of securities dealers, and on the securities dealers' possibility of limiting the number of transactions.

33b.-(1) Securities dealers who, on their own or a client's account, carry out transactions in shares admitted to trading on a regulated market in Denmark or in a country within the European Union or in a country with which the Community has entered into an agreement for the financial area, and where such transactions are carried out outside a regulated market or a multilateral trading facility in Denmark or in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, shall publish information about price, volume and date of the completion of the transaction. The information shall be made available to the public on reasonable commercial terms, as close to real time as possible and in a manner which is easily available to other market participants.

(2) A securities dealer may postpone the publication under subsection (1) on the basis of the size and type of the transaction.

(3) The Danish FSA shall lay down specified regulations on the duty of securities dealers to publish information about price, volume and the date of transactions carried out in other securities than shares.

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(4) The Danish FSA shall lay down specified regulations on the duty to publish under subsection (1) and postponement of publication under subsection (2).

Part 10

Abuse of inside information, price manipulation and measures for the prevention of market abuse

34.-(1) The regulations in this part of this Act shall include abuse of inside information and price manipulation and measures for the prevention of market abuse regarding

- 1) securities admitted to trading on a stock exchange, an authorised market place or a similar regulated market for securities and securities for which a request for admission to listing or trading on such markets has been made, and
- 2) securities which are not covered by no. 1, but which are linked to one or more securities as mentioned in no. 1, and units covered by section 2(1), no. 3.

(2) "Inside information" shall mean information of a precise nature which has not been made public, relating to issuers of securities, securities, or market conditions which, if it were made public, would be likely to have a significant effect on the prices of one or more securities. Information shall be considered as published once, for the market, there has been general and relevant dissemination hereof.

(3) In subsection (2):

- 1) *Information of a precise nature* shall mean information which
 - a) indicates a set of circumstances which exists or may reasonably be expected to come into existence or an event which has occurred or may reasonably be expected to do so and
 - b) is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the relevant securities.
- 2) *Information which would be likely to have a significant effect on the prices of one or more securities* shall mean: information a reasonable investor would be likely to use as part of the basis of investment decisions.

(4) For securities dealers and the employees of such undertakings, inside information shall also mean information conveyed by a customer and related to the customer's pending orders, provided the information otherwise meets the requirements of subsections (2) and (3).

(5) With regard to trade in commodities instruments, "inside information" shall mean information of a precise nature which has not been made public relating, directly or indirectly, to one or more such instruments and which users of markets on which such instruments are traded would expect to receive in accordance with accepted market practices on those markets. Users of markets for commodities instruments expect to receive information that

- 1) is routinely made available to the users of those markets, or
- 2) is required to be disclosed in accordance with legal or regulatory provisions, market rules, contracts or customs on the commodity instruments market or relevant underlying commodity market.

35.-(1) Purchase, sale or recommendation to buy or sell a given security may not be performed by any person with inside information, which could be of importance to the transaction in question.

(2) The provision in subsection (1) shall not apply for

- 1) purchase of securities effected in the context of a public takeover bid for the purpose of gaining control of that company or proposing a merger with that company with one or several share classes admitted to trading on a regulated market in Denmark, in another country within the European Union, or in a country with which the Community has entered into an agreement for the financial area, or corresponding foreign markets for securities, if the inside information was obtained in connection with an investigation of the company carried out with a view to making the offer to purchase, and
- 2) buying and selling of securities conducted in the discharge of an obligation, provided that this obligation has become due at the time of the transaction and where that said obligation results from an agreement concluded before the person concerned possessed inside information.

(3) Notwithstanding the provision laid down in subsection (1), securities dealers and the employees of such undertakings may, loyally, carry out an order from a customer. Moreover, such persons may pursue normal activities if such activities are carried out as a normal part of the function of said securities dealer as market-maker in the security concerned.

(4) The provisions of subsection (1) shall not apply to transactions carried out by a sovereign state, its central bank, the European System of Central Banks or the person acting on behalf of said state or banks, in pursuit of monetary, exchange-rate or public-debt-management policies.

(5) The provision of subsection (1) shall not apply to trading in own shares in buy-back programmes or to securities as part of the stabilisation of the price of a security, provided such trading is carried out in accordance with Commission Regulation (EC) no. 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments.

36. Any person with inside information may not disclose such information to any other person unless such disclosure is made within the normal course of the exercise of his employment, profession or duties.

37.-(1) Any issuer of securities accepted for listing or trading on a stock exchange or on an authorised market place and its parent company shall draw up internal rules governing the access for members of the board of directors, members of the board of management and other employees to deal for their own or any third party's account in the securities issued by said issuer, cf. the first limb, as well as in any financial instruments attached hereto. Similar regulations shall be prepared by public authorities and undertakings, including securities dealers, lawyers and accountants who - by virtue of the exercise of their profession or business - regularly come into possession of inside information. If the undertakings mentioned in the 1st and 2nd clauses are organised as partnerships, limited partnerships or similar, the internal rules shall also apply to the owners of such undertakings.

(2) A securities issuer as mentioned in section 34(1), no. 1 shall lay down internal rules for the purpose of preventing inside information from becoming available to others than those needing such information. Similar regulations shall be prepared by public authorities and undertakings, including securities dealers, lawyers and accountants who - by virtue of the exercise of their profession or business - regularly come into possession of inside information.

(3) Internal rules prepared by an issuer pursuant to subsection (2), 1st clause, shall, as a

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minimum, contain provisions effectively ensuring that

- 1) persons other than those who require it for the exercise of their functions within the issuer do not gain access to inside information,
- 2) persons who have access to inside information know the legal and regulatory duties entailed and are aware of the sanctions attaching to misuse or unauthorised circulation of such information, and
- 3) publication of inside information is effected immediately, if the issuer ascertains that disclosure has taken place, cf. however section 27(2), 3rd clause.

(4) A securities issuer as mentioned in section 34(1), no. 1, shall prepare and update on an ongoing basis a list of those persons working for them and having access to inside information. Similar lists shall be prepared by natural and legal persons who act on behalf of an issuer as mentioned in the 1st clause or at the expense of such issuer. The persons covered by the lists shall be notified hereof immediately. The 1st to 3rd clauses shall not apply to a sovereign state, the central bank of such state, the European System of Central Banks or the person acting on behalf of said state or banks when the issue of securities takes place as part of their monetary, exchange-rate or public-debt management policies.

(5) Internal rules issued pursuant to subsections (1) and (2) and lists prepared under subsection (4) shall, upon request, be submitted to the individual stock exchange or authorised market place and the Danish FSA.

(6) Securities dealers and the employees of these undertakings carrying out transactions with securities as mentioned in section 34(1), shall, without undue delay, inform the Danish FSA if it is reasonable to assume that a transaction constitutes a violation of section 35(1) or section 39(1). However, this shall only apply if the transaction was carried out as part of a loyal execution of a customer's order, cf. section 35(3) and section 39(2). Notification as specified in the 1st clause which a securities dealer or its employees carry out for a good reason, shall not be considered a breach of regulations regarding duty of confidentiality, irrespective of whether such regulations are laid down by an act, executive order or a contract.

(7) Securities dealers and the employees of these undertakings that have notified the Danish FSA pursuant to subsection (6) shall be obliged to keep secret the fact that such notification has been effected. Fulfilment of the duty to keep the notification secret as mentioned in the 1st clause shall not entail any kind of responsibility on the part of the relevant securities dealer or its employees.

(8) In the event that a securities dealer participates in securities transactions, the buyer or seller of said securities shall identify himself to the securities dealer. The identification shall comprise name, address, national registration number (CPR number) or business registration number (CVR number) or similar identification if the party in question does not have a CPR number or a CVR number. If the transaction takes place on behalf of any third party, this shall also be notified.

(9) The securities dealer shall register the information specified in subsection (8) and keep the information for five years.

(10) The Danish FSA shall lay down more detailed regulations regarding preparation and maintenance of lists under subsection (4) and regarding the content and extent of the obligation to give notification under subsection (6), 1st clause.

38.-(1) "Price manipulation" shall mean acts covered by nos. 1-4 which are likely to influence the price of securities covered by section 34(1) in a direction deviating from their

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value on the market through

- 1) dissemination of information through the media or other methods likely to give false or misleading signals as to the supply of, demand for, or price of securities,
- 2) transactions or orders to trade likely to give false or misleading signals as to the supply of, demand for or price of securities,
- 3) transactions or orders to trade which employ fictitious devices or any other form of deception or contrivance, or
- 4) transactions or orders to trade through which secure, by a person, or persons acting in collaboration, the price of one or several securities at an abnormal or artificial level.

(2) Price manipulation under subsection (1) may, for example, include

- 1) sending out an expression of opinion through the media regarding a security or an issuer of a security after having previously acquired a certain amount of the relevant security if, at a later time, profit is gained from the impact of the opinions voiced on the price of the security, and if the conflict of interest is not disclosed to the public in a proper and effective manner no later than at the time said expression of opinion is sent out,
- 2) the buying or selling of securities at the close of the market with the effect of misleading investors acting on the basis of closing prices, or
- 3) conduct by a person, or persons acting in collaboration, to secure a dominant position over the supply of or demand for a security which has the effect of fixing, directly or indirectly, purchase or sale prices of the security at an abnormal or artificial level or creating other unfair trading conditions for the transaction.

(3) In the application of the provision in subsection (1), no. 1 in relation to editors and editing employees who, in their professional capacity, disseminate information, account shall be taken of the regulations applicable for the profession of such persons. The 1st clause shall not apply if the relevant editor or editing employee derives, directly or indirectly, an advantage or profits from the dissemination of the information in question.

(4) The provisions in subsection (1), nos. 2 and 4 shall not apply if the person who has entered into the transaction or placed the order for trade proves that the transaction or the order for trade conforms to accepted market practices and that the reason for entering into such transaction or placing such order was legitimate. The Danish FSA shall make a decision regarding acceptance of market practices.

(5) The Danish FSA shall lay down more detailed regulations regarding transactions, orders for trade and dissemination of information that may be regarded as price manipulation under the provisions in subsection (1), nos. 1-4. The Danish FSA shall also lay down more detailed regulations for the circumstances under which a transaction or order for trade may be regarded as being in accordance with accepted market practices under the provision in subsection (4).

39.-(1) Price manipulation or attempts at such manipulation may not take place.

(2) Notwithstanding the provision in subsection (1), securities dealers and the employees of such undertakings may, loyally, carry out the orders of a customer.

(3) The provision in subsection (1) shall not apply for transactions carried out by a sovereign state, the central bank of such state, the European System of Central Banks or the person acting on behalf of said state or banks when the transactions take place as part of their monetary, exchange-rate or public-debt-management policies.

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(4) The provision of subsection (1) shall not apply to trade in own shares in buy-back programmes or in securities as part of a stabilisation of the price of a security, provided such trading is carried out in accordance with Commission Regulation (EC) no. 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments.

39a. Section 34(2)-(5), section 35(1)-(4), section 36, section 37(6)-(10), section 38 and section 39(1)-(3) shall also apply to trading with securities admitted to trading on an alternative market place. In addition, Commission Regulation (EC) of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments, cf. section 35(5) and section 39(4), shall also apply to trading with securities admitted to trading on an alternative market place.

Part 11 (Repealed).

Part 11a (Repealed).

Part 11b

Operation of a multilateral trading facility

40.-(1) A company that operates a multilateral trading facility shall

- 1) have regulations that ensure fair and correct trading and include objective criteria for effective execution of orders,
- 2) have regulations that lay down criteria for determining which securities may be traded through the systems of the trading facility,
- 3) ensure that the users have access to sufficient publicly available information for the clients to make an investment assessment.
- 4) have regulations establishing objective criteria that comply with the requirements of section 42a on access to the trading facility.
- 5) inform the users of the trading facility of their respective responsibility for settling transactions carried out in the systems of the trading facility, and ensure an effective settling of these transactions,
- 6) monitor that users of the trading facility are in compliance with the regulations for the trading facility, and
- 7) register the transactions that are carried out by the users of the trading facility in application of the systems of the trading facility with a view to proving violations of the regulations on trading facilities, commercial terms in violation of the regulations for the trading facility or behaviour involving violation of part 10 of this Act.

41.-(1) A company operating a multilateral trading facility shall publish current prices and the market depth of these prices of shares that are traded in the systems of the trading facility, if the shares are at the same time admitted to trading on a regulated market. This information shall, within the normal opening hours of the trading facility, regularly be made available to the public on fair commercial terms.

(2) The Danish FSA may exempt a company operating a multilateral trading facility from the obligation of subsection (1) on the basis of market model, order type or order size.

(3) The Danish FSA shall lay down specified regulations on the obligation to disclose

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information under subsection (1) and on exemption under subsection (2).

42.-(1) A company that operates a multilateral trading facility shall publish price, volume and date of transactions carried out in systems of the trading facility, if the shares are at the same time admitted to trading on a regulated market. This information shall be made available to the public on fair commercial terms and as close to real time as possible, unless the information about the transactions is published through a regulated market's systems.

(2) A company operating a multilateral trading facility may lay down regulations on postponement of publication based on the size or type of the transactions. These regulations shall be approved by the Danish FSA. The company that operates the multilateral trading facility shall publish the approved regulations.

(3) The Danish FSA shall lay down more detailed regulations on a duty to publish price, volume and date of transactions carried out through the systems of a multilateral trading facility with other securities than shares.

(4) The Danish FSA may lay down more detailed regulations on the duty to disclose information under subsection (1), and on the possibility of postponement of publication under subsection (2), including the conditions herefor.

42a.-(1) A company operating a multilateral trading facility may only grant access to the trading facility to the following natural or legal persons:

- 1) Securities dealers, cf. section 4.
- 2) Securities dealers, as mentioned in section 4(1), nos 3 and 4, who do not carry out business activities through a branch or provide services in Denmark, cf. sections 30 and 31 of the Financial Business Act.
- 3) Other natural or legal persons, if the persons
 - a) are suitable and honest,
 - b) have sufficient legal capacity and competence,
 - c) have proper administrative procedures to the extent necessary, and
 - d) have sufficient resources to manage the functions following from participation in trading in the multilateral trading facility which ensure appropriate settlement of transactions.

42b.-(1) A company operating a multilateral trading facility may not, without prior approval from the Danish FSA, enter into an agreement with clearing centres or other undertakings that clear or settle transactions involving money or securities.

(2) If the agreement as mentioned in subsection (1) is intended to be made with a party domiciled in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, the Danish FSA may dispense with approving such agreement if it can be established that the agreement will prevent appropriate operation of the multilateral trading facility, or if the Danish FSA finds that clearing and settlement in accordance with the agreement cannot be carried out in a technically lawful manner.

Special regulation on operation of alternative market places

42c.-(1) Companies that operate an alternative market place may only admit securities to trading on the alternative market place, if

- 1) the issuer of the security has made a request herefor, and

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2) the security is not admitted to trading on a regulated market in Denmark or similar markets in other countries.

(2) In relation to securities dealers from countries outside the European Union with which the Community has not entered into an agreement for the financial area covered by section 42a, no 2 and other natural or legal persons from such countries, except for central banks, access to an alternative market place shall be by prior approval from the Danish FSA.

(3) A company operating an alternative market place shall lay down regulations on the issuers' duty to provide information.

42d.-(1) Companies operating an alternative market place shall have exclusive right to using the words "alternative market place" in their name. Other natural or legal persons may not use names or descriptions for their activities that may create the impression that they are operating an alternative market place.

(2) Companies which have been granted permission from the Danish FSA to operate an alternative market place shall use a description for the alternative market place indicating that it is in fact an alternative market place.

42e.-(1) A company operating an alternative market place may suspend or remove a security from trading on the alternative market place. Suspension and removal may, however, not take place if this might be of significant detriment to the interests of the investors or the proper functioning of the market.

(2) Where an issuer whose securities are admitted to trading on an alternative market place submits a request for removal from trading, the company operating the alternative market place shall comply with such request. Removal may, however, not take place if this might be of significant detriment to the interests of the investors or the proper functioning of the market.

(3) An issuer shall be entitled to have a security removed from trading on an alternative market place if the security in that connection is admitted to trading or has been admitted to trading on another alternative market place.

(4) Trading with a security shall cease no later than at the same time as the security has been admitted to trading on a regulated market.

42f. The powers which in section 42c are ascribed to a company operating an alternative market place, shall be exercised by the Danish FSA if an operator of a regulated market in Denmark or in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, or a company operating an alternative market place, makes a request for admission of securities for trading on the alternative market place. The Danish FSA shall also exercise the powers which in section 42e are ascribed to a company operating an alternative market place if securities covered by the 1st clause are admitted to trading on the alternative market place.

Part 12

Prospectuses in connection with first public offers of securities between EUR 100,000 and EUR 2,500,000

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43.-(1) This part shall apply to offers to the public of securities not admitted to trading on a regulated market, when the offer lies between EUR 100,000 and EUR 2,500,000.

(2) This part shall apply to securities as mentioned in section 2(1), no 1, except for bonds with a term of less than one year.

(3) The Danish FSA may lay down regulations stipulating that offers of specified securities be exempted from this Act.

44.-(1) An operator may not make an offer of securities to the public until an approved prospectus has been made available to the public for these securities, cf. subsection (2) and section 46(1).

(2) The Danish FSA shall make a decision regarding the approval of the prospectus.

(3) The prospectus shall include the information deemed necessary for the investors and their investment advisors to form a well-founded estimate of the assets and liabilities, financial position, results and prospects as well as of any guarantor, and of the rights attaching to the securities to be offered to the public.

(4) A prospectus fulfilling the requirements laid down in sections 23-24 and in regulations issued pursuant to section 23(7) and (8) and section 24(2) may replace the prospectus referred to in subsection (1).

(5) A prospectus which meets the requirements for prospectuses under the provisions of Directive 2003/71/EC and which has been approved by the competent authorities in a country within the European Union or a country with which the Community has entered into an agreement for the financial area, shall rank equal to the prospectus referred to in subsection (1). Before publication, the prospectus shall be presented to the Danish FSA, and the Danish FSA shall ensure that the conditions under the 1st clause have been met.

(6) The Danish FSA shall lay down regulations regarding the contents of the prospectus, language, submission, validity and advertisement.

45.-(1) Prospectuses as mentioned in section 44 shall be submitted to the Danish FSA.

(2) The Danish FSA shall ensure that the prospectuses referred to in section 44 comply with the regulations of this part of this Act and the provisions laid down in pursuance hereof.

(3) Receipt of prospectuses referred to in section 44 shall be registered with and made public by the Danish Commerce and Companies Agency.

(4) The Danish FSA shall lay down regulations governing payment of fees for the processing of prospectuses.

(5) The Danish Commerce and Companies Agency shall lay down regulations governing publication of receipt of prospectuses covered by this part of this Act and governing the payment of fees for publication.

46.-(1) Offers to the public may not take place until the prospectus has been published according to the regulations laid down in pursuance of section 45(5).

(2) The Danish FSA may lay down regulations regarding the detailed contents of the material concerning public offers.

Part 13 (Repealed)

Part 14 (Repealed)

III

Clearing, settlement and financial collateralisation, etc.

Part 15

Clearing activities

50.-(1) "Clearing" shall mean the calculation of obligations and rights pertaining to an agreed exchange of financial instruments, including cash.

(2) "Settlement" shall mean any exchange of services for the purpose of fulfilling the obligations of the parties.

(3) "Netting" as specified in section 57 shall mean conversion to a net claim or a net liability of claims and liabilities occasioned by transfer orders issued to or received from one or more participants by one or more of the other participants with the result that claims can only be made with regard to a net claim or a net liability.

(4) "Securities clearing activities" shall mean regular activities where clearing, settlement or clearing and settlement of securities transactions are carried out on behalf of a clearing participant, and this shall include being a party to transactions or otherwise securing the completion of the transactions. The Danish FSA shall, in cases of doubt, decide whether securities clearing activities are being carried out.

(5) A "clearing participant" shall mean a party who has concluded an agreement with a clearing centre for regular participation in clearing, settlement or clearing and settlement.

(6) An "indirect participant" shall mean a credit institution as defined in Article 1, 1st indent of Directive 77/780/EEC, which has concluded an agreement with an institution participating in a registered payment system, or corresponding activities carried out by Danmarks Nationalbank (Denmark's central bank) which renders the credit institution capable of sending transfer orders through the system.

51. Securities clearing activities may only be carried out by clearing centres and Danmarks Nationalbank (Denmark's central bank).

52.-(1) The board of directors of a clearing centre shall be responsible for the activities of the centre being conducted in an adequate and proper manner. The individual clearing centre shall lay down regulations governing clearing and settlement and ensure that all parties involved are treated equally. The terms relating to the clearing centre's settlement of payments at Danmarks Nationalbank (Denmark's central bank) shall not be covered by the 2nd clause.

(2) A clearing centre may lay down more detailed regulations governing the securities, which can be cleared, settled, or cleared and settled, at the centre.

53.-(1) A clearing centre may keep cash accounts for clearing participants and arrange for

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the lending and borrowing of money and securities in connection with clearing, settlement, or clearing and settlement of securities transactions. More detailed regulations in this respect shall be laid down in a participation agreement, cf. section 54.

(2) A clearing centre may carry out other activities that are ancillary to the undertaking as a clearing centre, including operation of a regulated market or a central securities depository. If a clearing centre is operating a regulated market as an ancillary activity, the clearing centre may also operate a multilateral trading facility. The Danish FSA may decide that the ancillary activity shall be exercised in another company. If the clearing centre operates a regulated market as an ancillary activity, a multilateral trading facility may always be operated by the same company as the regulated market.

(3) If a clearing centre operates a central securities depository, a regulated market or a multilateral trading facility as an ancillary activity, the requirements for license and operation of these types of activities of this Act, shall apply. In connection with ancillary operation of a multilateral trading facility, the requirements for license and operation of this type of activity in the Financial Business Act, shall furthermore apply.

Part 16

Participation agreements with a clearing centre

54.-(1) A clearing participant shall enter into a participation agreement with the clearing centre. Such agreement may be concluded for the purpose of clearing and settling own, a third party's, or own and a third party's securities transactions.

(2) Securities dealers, credit institutions and investment firms which have been granted a license in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, and which do not carry out securities trading through a branch or provide services in Denmark, clearing centres, the Agency for Governmental Management, Danmarks Nationalbank (Denmark's central bank), and central banks in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, may clear and settle transactions on behalf of third parties.

(3) Securities dealers, credit institutions and investment firms which have been granted a license in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area, shall be permitted to enter into an agreement with the clearing centre if they satisfy the conditions laid down in subsection (4). The clearing centre may decide that others are to be permitted to enter into a participation agreement.

(4) The clearing centre shall lay down regulations governing participation as a clearing participant, including the conditions to be satisfied by the clearing participants in order to participate in clearing and settlement of own, a third party's, or own and a third party's transactions.

(5) If a clearing participant grossly or repeatedly ignores the terms of the participation agreement, the clearing centre may terminate the agreement.

Part 17

Risk hedging

55.-(1) If a clearing centre or a clearing participant grants loans to a clearing participant in connection with settlement of securities transactions or payments in such clearing centre, it may be agreed with the borrower in advance that the borrower's investment securities, which are held with a central securities depository in one or more custody accounts as specified by the borrower, may serve as collateral for the repayment of such loans.

(2) If a registered payment system or a participant in such a system grants loans to a participant or an indirect participant in the system in connection with settlement of securities transactions within the system, it may be agreed with the borrower in advance that the borrower's investment securities, which are held with a central securities depository in one or more accounts as specified by the borrower, may serve as collateral for the repayment of such loans.

(3) If securities clearing activities are carried out or if a payment system is operated by Danmarks Nationalbank (Denmark's central bank), and the securities clearing centre, the payment system, or a participant in the securities clearing activities or the payment system, grants loans to a participant or an indirect participant in connection with settlement within the system, it may be agreed with the borrower in advance that the borrower's investment securities, which are held with a central securities depository in one or more custody accounts as specified by the borrower, may serve as collateral for the repayment of such loans.

(4) Subsection (3) shall apply correspondingly where a clearing centre or a payment system, which has been notified to the Commission in pursuance of Article 10, first subparagraph of Directive 98/26/EC of the European Parliament and the Council (the Finality Directive), settles payments in accounts with Danmarks Nationalbank (Denmark's central bank). It shall be a condition that the agreement on collateral is governed by Danish law.

(5) In cases where loans are granted in connection with settling of securities and payments in systems, where the loans are not covered by subsections (1)-(4), the Danish FSA shall approve that it may be agreed with the borrower in advance that the borrower's investment securities, which are held with a central securities depository in one or more accounts as specified by the borrower, may serve as collateral for the repayment of such loans. Approval shall be conditional upon the agreement on collateral being governed by Danish law.

(6) If an agreement referred to in subsections (1)-(5) has been registered at a central securities depository and if loans are granted for purposes of settlement, a charge on the investment securities concerned may be notified in connection with said settlement, cf. subsections (1)-(5), to the central securities depository with a view to book-entry. Protection against legal proceedings and transferees pursuant to the regulations laid down in part 22 of this Act shall only be obtained through such book-entry.

(7) If a clearing centre or a clearing participant has paid for another natural or legal person's acquisition of investment securities settled through a clearing centre, a charge may be registered by book-entry at a central securities depository as collateral for the payer's claim against the acquirer on the acquired securities which at the same time are registered by book-entry on the acquirer's account with said central securities depository and which have not, as agreed with the payer, been transferred by sale settled at the same time as the acquisition. By registration of the charge, protection shall be obtained against legal proceedings and transferees pursuant to the regulations laid down in part 22 of this Act.

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(8) The Danish FSA shall lay down more detailed regulations governing the time limits within which a lender by notice is to be required to assert the charge notified pursuant to subsections (6) and (7). Registration of the charge shall be cancelled without notice pursuant to section 68 if the charge has not been asserted before expiry of the time limit. In exceptional circumstances, a central securities depository may postpone the time limit referred to in the 2nd clause, including in the event of operational problems or if Danmarks Nationalbank (Denmark's central bank) has given notification that its payment systems are out of order due to technical problems.

56.-(1) Investment securities on which a charge has been registered pursuant to section 55(6) or (7), may, if advance agreement has been concluded in this respect or if the transaction has been concluded between a securities dealer and a securities dealer or an institutional investor or similar professional investor, be immediately realised after the expiry of the time limit fixed by the Danish FSA pursuant to section 55(8) provided that the borrower has not already fulfilled his obligations. The time limit mentioned in the 1st clause may be derogated from upon agreement between the parties if the charge has been registered pursuant to section 55(6) or (7).

(2) Securities provided as collateral to a clearing centre or a clearing participant for the purpose of fulfilling the regulation laid down by the clearing centre governing provision of collateral may be immediately realised if a previous agreement has been concluded hereon and the clearing centre's regulations governing provision of security have been violated.

Part 18

Payment systems, netting, etc.

57.-(1) An agreement between two or more parties to the effect that all registered claims pertaining to securities clearing activities carried out by a clearing centre, cf. section 50(4), or pertaining to clearing of payments carried out by Danmarks Nationalbank (Denmark's central bank) or a registered payment system shall be set off against each other (netted), may, with legal effect towards the estate and creditors, also include a provision to the effect that such claims shall be netted, cleared and settled or reversed in full if one of the parties is declared bankrupt, a notice of suspension of payments has been submitted, or negotiations for a compulsory composition have been commenced.

(2) Agreements on netting with foreign clearing centres and payments systems notified to the Commission pursuant to Article 10, 1st paragraph, of the European Parliament and Council Directive 98/26/EC will have the same legal effect as the agreements specified in subsection (1) above.

(3) The Danish FSA may approve that agreements on netting with foreign clearing centres and payment systems or corresponding foreign undertakings which carry out securities clearing activities or clearing of payments outside of the European Union or countries with which the Union has entered into an agreement will have legal effect pursuant to subsection (1).

(4) Agreements as specified in subsection (1) shall, in order to have legal effect against the estate and creditors, be submitted to the Danish FSA prior to the bankruptcy order, notification of suspension of payments, or commencement of negotiations for a compulsory composition. If the agreement concerns a registered payment system covered by section 86(2), in order to have legal effect towards the estate and the creditors prior to the bankruptcy, notification of suspension of payments or commencement of negotiations for a compulsory composition, the

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agreement shall be submitted to Danmarks Nationalbank (Denmark's central bank).

(5) Agreements under subsections (1) and (3) shall contain objective conditions pertaining to the cases in which claims, which have been entered into the system but have not yet been satisfied, are to be either

- 1) satisfied in accordance with the netting agreement, or
- 2) reversed in full.

57a.-(1) The Danish FSA may register a payment system where this system is subject to Danish law and at least one participant has its head office in Denmark with the effect that netting agreements and agreements on collateralisation regarding settlement of payment will have legal effect in accordance with the provisions in section 57(1), cf. however section 57(4), and the provisions in section 57b(1) and (2). Participants in the payment system shall be credit institutions as defined in Article 1, 1st indent of Directive 77/780/EEC, investment firms as defined in Article 1, no. 2 of Directive 93/22/EEC, public authorities, or others, who the Danish FSA considers as having significant importance to the settlement of payments. Indirect participants in the payment system shall be credit institutions as defined in Article 1, 1st indent of Directive 77/780/EEC.

(2) The Danish FSA shall ensure that the regulations and participation agreements applicable to the system and participants include provisions stipulating

- 1) that the system is to be subject to Danish law,
- 2) who may be direct participants in the system,
- 3) who may be indirect participants in the system,
- 4) the conditions governing representation of indirect participants by direct participants,
- 5) which requirements the system makes concerning collateralisation with a view to ensuring settlement within the system,
- 6) the conditions specified in section 57c, and
- 7) terms and conditions in any agreement concluded by the system with a settlement agent or a clearing house as defined in the European Parliament and Council Directive 98/26/EC, Article 2(d) and (e).

(3) The Danish FSA may order a registered payment system to amend the regulations and participation agreements issued pursuant to subsection (2).

(4) The Danish FSA may stipulate requirements regarding the capital basis of a payment system, requirements regarding management, cf. section 9, requirements regarding audits and preparation of operation plans, administrative procedures, and adequate control measures and security measures, including measures within IT.

(5) The system shall submit notification to the Danish FSA specifying the direct and indirect participants in the system and any changes thereto.

(6) The Danish FSA may require registration under subsection (1) of payment systems where significant considerations for settlement of payment or society warrant such.

(7) Powers under subsections (1) to (6) shall be exercised by Danmarks Nationalbank (Denmark's central bank) in the case of a payment system covered by section 86(2).

57b.-(1) Transactions involving collateral provided towards Danmarks Nationalbank (Denmark's central bank), a clearing centre, a registered payment system or participants in such systems cannot be rendered null and void pursuant to section 70(1) or section 72(2) of

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the Bankruptcy Act. However, collateral may be rendered null and void if

- 1) it has not been provided without undue delay after the lack of such collateral arose, or
- 2) it has been provided under such circumstances that it does not appear to be ordinary.

(2) Where collateral as mentioned in subsection (1) has been provided in the form of securities or deposits, this collateral may be realised immediately if a previous agreement to this effect has been concluded and the participant has not already fulfilled his obligations towards Danmarks Nationalbank (Denmark's central bank), a clearing centre or a registered payment system or participants in such systems.

(3) Subsections (1) and (2) shall apply correspondingly to collateral provided in connection with clearing centres and payment systems which have been registered with the Commission pursuant to Article 10, first paragraph of the European Parliament and Council Directive 98/26/EC where said collateral is provided in accordance with the regulations of the clearing centre or payment system. This shall apply correspondingly to collateral provided for central banks in their capacity as central banks within the European Union or countries with which the Union has entered into an agreement.

(4) The Danish FSA may approve agreements on collateralisation concluded with foreign clearing centres or payment systems or corresponding foreign undertakings which carry out securities clearing activities or clearing of payments outside the European Union or countries with which the Union has entered into an agreement with the effect that collateral provided in accordance with such an agreement falls under subsections (1) and (2).

57c. Regulations and participation agreements for a clearing centre, a registered payment system or corresponding activities carried out by Danmarks Nationalbank (Denmark's central bank) shall include provisions on,

- 1) when a transfer order is to be considered entered into the system, and
- 2) the point/s in time after which a registered transfer order can no longer be revoked by a participant or a third party.

57d.-(1) The Danish FSA shall draw up a list of the clearing centres and payment systems with which agreements may be concluded gaining legal effect in accordance with the provisions laid down in section 57(1) and section 57b(1) and (2). Such list shall be published by executive order.

(2) The Danish FSA shall give notice of the clearing centres and payment systems under subsection (1), as well as of payment systems and securities clearing systems operated by Danmarks Nationalbank (Denmark's central bank) to the European Commission, cf. Article 10 of the European Parliament and Council Directive 98/26/EC.

(3) Where a participant in a clearing centre or a payment system covered by subsection (2) gives a notice of suspension of payments, where the bankruptcy court issues a bankruptcy order, or where negotiations for a compulsory composition are opened for such participant, the bankruptcy court shall immediately notify the Danish FSA in this respect. The Danish FSA shall immediately forward this notification to the other countries in the European Union and countries with which the Community has entered into an agreement, cf. Article 6(3) of European Parliament and Council Directive 98/26/EC.

57e. If a participant in a clearing centre, a registered payment system or corresponding activities carried out by Danmarks Nationalbank (Denmark's central bank) is declared bankrupt; gives notice of suspension of payments; if negotiations for a compulsory

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composition or any other type of insolvency proceedings as defined in Article 2j of European Parliament and Council Directive 98/26/EC are commenced, the rights and obligations occasioned by or associated with participation in the system shall be determined in accordance with the law to which said system is subject. The same shall apply to Danish participants in foreign clearing centres and payment systems registered with the Commission pursuant to Article 10, first paragraph of the European Parliament and Council Directive 98/26/EC.

Part 18a

Financial collateral arrangements and close-out netting agreements, etc.

58.-(1) The provisions of this part of this Act shall apply to financial collateral arrangements and to collateral after such collateral has been provided. Collateral shall be regarded as having been provided when the relevant act of perfection has been carried out.

(2) Sections 58h and 58i shall, however, apply irrespective of whether an agreement on close-out netting or ongoing netting has been established as part of a financial collateral arrangement.

58a.-(1) A "financial collateral arrangement" shall mean an agreement between parties covered by section 58b on collateralisation for financial obligations, cf. section 58e, in the form of collateral covered by section 58f. "Collateralisation" shall mean collateral in the form of title transfer as well as charges.

(2) In order for a financial collateral arrangement to be covered by this part of this Act, it shall be in writing or it shall be possible to document it in another manner legally equal to this.

58b. Parties to a financial collateral arrangement may only be the following:

- 1) A public authority (excluding publicly guaranteed undertakings unless they are covered by nos. 2-6), including:
 - a) public-sector bodies in a European Union Member State and countries with which the Community has entered into an agreement for the financial area which are charged with or are intervening in the management of public debt,
 - b) public-sector bodies in a European Union Member State and countries with which the Community has entered into an agreement for the financial area which are authorised to hold accounts for customers.
- 2) A central bank, the European Central Bank, the Bank for International Settlements, a multilateral development bank as defined in Article 1, no. 19 of Directive 2000/12/EC, the International Monetary Fund and the European Investment Bank.
- 3) A financial institution subject to supervision, including:
 - a) a credit institution as defined in Article 1, no. 1 of Directive 2000/12/EC, including the institutions listed in Article 2, no. 3 of said Directive,
 - b) an investment firm as defined in Article 1, no. 2 of Directive 93/22/EEC,
 - c) a financial institution as defined in Article 1, no. 5 of Directive 2000/12/EC,
 - d) an insurance company as defined in Article 1a of Directive 92/49/EEC and an insurance company as defined in Article 1a of Directive 92/96/EEC,
 - e) an undertaking for collective investment in transferable securities as defined in Article 1(2) of Directive 85/611/EEC, or
 - f) an investment management company as defined in Article 1a, no. 2 of Directive 85/611/EEC.
- 4) A central counterparty, a settlement agent or a clearing house as defined in Article 2c, d and e of Directive 98/26/EC, including similar institutions regulated under national law

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acting in the futures, options and derivatives markets to the extent not covered by that Directive.

- 5) A legal person who acts in a trust or representative capacity on behalf of any one or more persons, including any bondholders or holders of other forms of debt instruments or any institution as defined in nos. 1-4.
- 6) A legal person not covered by nos. 1-5, including unincorporated undertakings and partnerships as well as sole proprietorships.

58c. The provisions of this part of this Act shall apply to financial collateral arrangements containing provisions regarding

- 1) netting through close-out netting and ongoing netting, cf. sections 58h and 58i,
- 2) realisation of collateral, cf. section 58j,
- 3) additional collateral, cf. section 58l,
- 4) right of substitution, cf. section 58m, or
- 5) right of use, cf. section 58g.

58d. Realisation pursuant to section 58j(1) or valuation of collateral or claims set off or acquired pursuant to section 58g, section 58h, section 58j(2)-(4), and section 58k, shall be effected on commercially reasonable terms.

58e.-(1) It shall be clear from a financial collateral arrangement which of the present or future, actual or contingent or prospective financial obligations of the parties or any third parties are covered by the arrangement.

(2) "Financial obligations" shall mean obligations providing the collateral taker with a right to cash settlement or delivery of securities.

(3) If both parties to a financial collateral arrangement are covered by section 58b, no. 6, only claims originating from trade in foreign currencies and securities, trade on commodities exchanges as well as deposits and loans shall be regarded as financial obligations.

(4) If only one or none of the parties to an agreement on close-out netting pursuant to section 58h is covered by section 58b, only claims originating from trade in foreign currencies and securities shall be regarded as financial obligations.

58f.-(1) Collateral under a financial collateral arrangement may only comprise cash, and "cash" shall, in this context, mean money credited to an account, or securities covered by section 2(1), nos. 1-3.

(2) The own shares of a collateral provider, shares in affiliated undertakings within the meaning of Directive 83/349/EEC, and shares in undertakings whose exclusive purpose is to own means of production that are of material significance to the collateral provider's activities, may not be provided as collateral under a financial collateral arrangement. The same shall apply to shares in companies with the purpose of owning real property for the use of their shareholders.

(3) Cash deposits which cannot be made subject to legal proceedings may neither be applied as collateral under a financial collateral arrangement nor may they be made subject to close-out netting.

(4) "Equivalent collateral" shall mean an amount of the same size and the same currency as the original collateral, if this was provided in the form of cash or securities identical to the original collateral, if this was provided in the form of securities.

(5) In a financial collateral arrangement, provision may be made to the effect that equivalent collateral may be composed of another currency or other securities with a value corresponding to the value of the original collateral at the time when the equivalent collateral is provided or delivered.

58g.-(1) A financial collateral arrangement may contain provisions regarding right of use. When right of use has been agreed upon, the collateral taker may - in accordance with the terms of a financial collateral arrangement - transfer the collateral received, or some of this, to a third party for ownership or as collateral.

(2) If a collateral taker has exercised a right of use under subsection (1), said collateral taker shall return equivalent collateral no later than at the time the collateralised financial obligation(s) fall due. The returned collateral shall be deemed as having been provided under the financial collateral arrangement at the same time as the original collateral was provided.

(3) Return under subsection (2) may only be reversed if the conditions of section 74 of the Bankruptcy Act have been met.

(4) Return under subsection (2), 1st clause may be omitted to the extent that the value of the collateral is set off against the collateralised financial obligations or is made subject to close-out netting in accordance with the terms of the financial collateral arrangement, and the claim for return shall then be deemed to have arisen at the time the original collateral was provided.

58h.-(1) An arrangement may, with legal consequences for third parties, cf. however subsections (3)-(6), contain provisions stipulating that the financial obligations covered by the arrangement, cf. section 58e, are to be netted through close-out netting, if one of the parties breaches the arrangement, including that close-out netting is to be effected if a party is in insolvency proceedings or if execution is levied against a claim covered by the provision on close-out netting. "Insolvency proceedings" shall mean bankruptcy, composition negotiations, suspension of payments, administration of the insolvent estate of a deceased person, debt restructuring as well as other Danish and foreign types of liquidation and reorganisation measures caused by the insolvency of the debtor, as defined in Article 2, no. 1, j and k of Directive 2002/47/EC.

(2) With legal consequences for the estate and the creditors, agreement may be made to the effect that if a breach arises, cf. subsection (1), close-out netting shall not be effected until the party not in breach gives notification in this respect to the party in breach. In situations where the party in breach is made subject to insolvency proceedings, said party may, however, demand that the close-out netting be carried out in such a manner that the conditions applicable to the parties are the same as they would have been if close-out netting had been effected without undue delay after the time when the party not in breach knew, or should have known, that the party in breach was made subject to insolvency proceedings.

(3) A claim covered by section 16(1), 3rd clause of the Bankruptcy Act may be included in close-out netting under subsection (1) unless the party not in breach knew, or should have known, that suspension of payments had been commenced when the claim arose.

(4) Close-out netting covered by subsection (1), which is carried out after the party in breach has been declared bankrupt, may include claims that incurred before the time when the party not in breach knew, or should have known, the circumstances occasioning the reference date, cf. section 1 of the Bankruptcy Act. Claims incurred after the end of the day when the bankruptcy was published in the Danish Official Gazette may not, however be included in

close-out netting.

(5) A claim covered by the provisions of section 42(3) and (4) of the Bankruptcy Act may be included in close-out netting under subsection (1) unless the party not in breach knew, or should have known, that the party in breach was insolvent when the claim against said party was acquired or arose respectively.

(6) Close-out netting under subsection (1) may only be reversed under section 69 of the Bankruptcy Act if such close-out netting included claims which could not have been included in agreed close-out netting in the event of bankruptcy, cf. subsections (4) and (5).

(7) The provisions of section 58a(2), section 58d, section 58e and section 58f(3) shall apply correspondingly to a close-out netting agreement which is not part of a financial collateral arrangement.

58i. An agreement may, with legal consequences for the third party, contain a provision to the effect that all claims covered by said arrangement which originate from trade in foreign currency and securities are to be netted on an ongoing basis in connection with agreed settlement. The provisions of section 58h(3)-(6) shall apply correspondingly to agreements on ongoing netting.

58j.-(1) A financial collateral arrangement may contain a provision to the effect that the collateral taker may, in the event of a breach, immediately realise the collateral. Immediate realisation may, subject to the terms of the arrangement, be effected

- 1) without advance approval by public authorities or others,
- 2) without advance notification to the collateral provider, and
- 3) without application of a special procedure.

(2) On financial collateralisation in the form of title-transfer, realisation shall be effected through setting off the value of the collateral against the collateralised liabilities.

(3) On collateralisation in the form of cash, realisation shall be effected through setting off the value of the collateral against the collateralised liabilities or through repayment of said liabilities.

(4) On financial collateralisation in the form of security, realisation shall be effected through a sale of the collateral. If stipulated in the financial collateral arrangement, realisation may be effected through the collateral taker appropriating the collateral, provided the arrangement lays down principles for the valuation of the collateral, cf. however section 58d.

58k.-(1) A financial collateral arrangement in the form of title transfer shall, in relation to the act of perfection and realisation, be effective in accordance with the terms of the arrangement.

(2) In the event of breach before the collateral taker has met any obligation to transfer equivalent collateral, the obligation may be made the subject of netting through close-out netting, cf. section 58h, if this is provided for in the arrangement.

58l.-(1) A financial collateral arrangement may contain a provision to the effect that the parties are obliged to provide collateral or additional collateral for changes in the value of collateral or financial obligations covered by the arrangement if the changes occurred after establishment of the arrangement and were due to market-related conditions.

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(2) If collateral provided under subsection (1) was provided without undue delay after the claim for collateral could be asserted under the arrangement, said collateral may not be reversed under section 70 or 72 of the Bankruptcy Act. Reversal under the conditions laid down in section 72 of the Bankruptcy Act may, however, be effected if - under the circumstances - the provision of collateral could not be regarded as ordinary.

58m.-(1) The collateral provider may, upon agreement with the collateral taker, substitute collateral with other collateral of substantially the same value.

(2) If substitution collateral covered by subsection (1) was provided no later than at the same time as the collateral provider regained possession of the substituted collateral, the substitution collateral may only be reversed if the substituted collateral was reversible.

Part 18b

Choice of law as regards property law

58n.-(1) If a security is registered by book-entry in an account, the issues mentioned in subsection (2) regarding the security shall be governed by legislation in the country where the account is maintained. "Legislation in the country where the account is maintained" shall mean the legislation of said country except regulations on conflicts of law.

(2) Issues to be governed by the legislation mentioned in subsection (1) shall be

- 1) the legal nature of securities collateral and the proprietary effects attached hereto,
- 2) the requirements for perfecting a financial collateral arrangement against a third party and the completion of the steps necessary to render such an arrangement effective against third parties,
- 3) whether a person's title to or interest in securities collateral is to be overridden by or subordinated to a competing title or interest, including whether good faith acquisition has occurred, and
- 4) the steps required for the realisation of collateral in the form of securities following the occurrence of an enforcement event.

IV

Book-entry

Part 19

Issue and book-entry of dematerialised securities

59.-(1) Securities may be issued and transferred electronically (dematerialised).

(2) In this Act "investment securities" shall mean negotiable, dematerialised securities registered by book-entry with a central securities depository.

(3) "Book-entry" shall mean the issue of investment securities through a central securities depository and entry of rights to such securities in a book-entry register with the central securities depository. A single investment security may only be issued through one central securities depository.

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(4) The board of directors of a central securities depository may decide that securities other than those under subsection (2) may also be registered by book-entry as investment securities with the central securities depository concerned.

(5) "Book-entry activities" shall mean regular activities pertaining to book-entry of investment securities. In cases of doubt, the Danish FSA shall decide whether book-entry activities are being carried out.

(6) Regulations governing the activities of a central securities depository shall be laid down in the articles of association of the company which are subject to approval by the Danish FSA.

Part 20

Book-entry activities

60.-(1) The board of directors of a central securities depository shall be responsible for its activities being conducted in an adequate and proper manner. The individual central securities depository shall lay down regulations governing book-entry of securities as investment securities and governing the securities, which may be admitted for book-entry with the depository as investment securities. Such regulations shall ensure that all parties involved are treated equally and shall be subject to approval by the Danish FSA.

(2) A central securities depository may not impart information concerning the data entered on the records to any others than the Danish FSA and the participating undertakings pursuant to part 21 of this Act.

(3) The Minister for Economic and Business Affairs may decide that a central securities depository, to a specified extent, is to be required to disclose information about the data entered on the records to a public authority including Danmarks Nationalbank (Denmark's central bank).

(4) The board of directors, auditors as well as members of the board of management and other employees in a central securities depository may not, without authorisation, disclose anything which has come to their knowledge during the performance of their position or charge.

61.-(1) A central securities depository may carry out other activities, which are ancillary to the activity as a central securities depository, including operation of a regulated market or as a clearing centre.

(2) If a central securities depository operates a regulated market as an ancillary activity, the central securities depository may also operate a multilateral trading facility. The Danish FSA may decide that the ancillary activity shall be carried out in another company. If the central securities depository operates a regulated market as an ancillary activity, a multilateral trading facility may however always be operated in the same company as the regulated market.

(3) If a central securities depository operates a clearing centre, a regulated market or a multilateral trading facility as an ancillary activity, the requirements for a license and operation of these types of activity in this Act shall apply. In ancillary operation of a multilateral trading facility the requirements on license and operation of this type of activity laid down in the Financial Business Act shall also apply.

Part 21

Participation agreements with a central securities depository

62.-(1) Apart from the central securities depository concerned, the following account-holding institutions shall have the right to report transactions for book-entry with a central securities depository on its behalf and with legal effect pursuant to sections 66-75:

- 1) financial undertakings licensed as banks or investment companies,
- 2) financial undertakings licensed as mortgage-credit institutions or investment management companies to the extent that such undertakings are licensed under section 9(1) of the Financial Business Act,
- 3) undertakings, jointly managed by these financial undertakings for the purpose of managing securities,
- 4) Danmarks Nationalbank (Denmark's central bank) and central banks in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area,
- 5) the Agency for Governmental Management,
- 6) clearing centres, and
- 7) bond-issuing institutions as regards investment securities issued by the institution in question,
- 8) investment firms and credit institutions which have been granted a license in another country within the European Union or in a country with which the Community has entered into an agreement for the financial area.

(2) Management companies, which have been granted a license in another country within the European Union or a country with which the Community has entered into an agreement for the financial area, shall be authorised to effect book-entry, cf. subsection (1), if such institution, firm or company legally carries out securities trading either through a branch or by providing services in Denmark, cf. sections 30 and 31 respectively of the Financial Business Act.

(3) Credit institutions and investment firms, which have been granted a license in a country outside the European Union with which the Community has not entered into an agreement for the financial area, shall be authorised to effect book-entry, cf. subsection (1), if such institution or company legally carries out securities trading either through a branch or by providing services in Denmark, cf. sections 1(3) and 33 respectively of the Financial Business Act.

(4) Foreign clearing centres or similar institutions which are subject to public supervision, shall, subject to the approval of the Danish FSA, have the right to report transactions for book entry, cf. subsection (1).

(5) Major customers may obtain information concerning their own accounts directly from a central securities depository, and they may transfer notifications of sale through a central securities depository to the account-holding institutions or a clearing centre, and notify transactions for book-entry on own accounts directly to a central securities depository.

63.-(1) Foreign central securities depositories and custodian institutions which are subject to public supervision (foreign depositories) and Danish central securities depositories may, subject to the approval of the Danish FSA, report transactions for book-entry with a central securities depository on its behalf and with legal effect pursuant to sections 66-75.

(2) Upon approval by the Danish FSA, a central securities depository may effect book-entries

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with foreign depositories and with Danish central securities depositories.

64.-(1) Account-holding institutions, cf. section 62(1)-(4) shall enter into a participation agreement with a central securities depository in order to be entitled to report transactions for book-entry with the depository in question.

(2) The major customers referred to in section 62(5) shall enter into a participation agreement with a central securities depository in order to be entitled to procure information concerning their own accounts, to transfer notifications of sale, and to notify transactions for book-entry on own accounts directly to the depository in question.

(3) A central securities depository may, after having been authorised by the Danish FSA, enter into a participation agreement with a credit institution or investment firm as mentioned in section 62(3) that does not carry out securities trading either through a branch or by providing services in Denmark, cf. sections 1(3) and 33 respectively of the Financial Business Act.

(4) In the event of bankruptcy, suspension of payments or similar in an undertaking covered by subsections (1) and (3), the participation agreement mentioned in the same subsections shall terminate immediately and consequently also the right to effect book-entry with a central securities depository. Unless otherwise agreed, the central securities depository shall subsequently take over the reporting of transactions for book-entry in the affected accounts for a period of no more than four months following which the book-entries of the account holder shall be transferred to an account with the individual issuer. The Danish FSA may lay down more detailed regulations regarding procedures in connection with the termination of a participation agreement as mentioned in the 1st clause and in connection with transfer of an account holder's book-entries to an account with the issuer as mentioned in the 2nd clause.

65.-(1) The Danish FSA shall lay down regulations regarding the basis and procedure for book-entry as well as regarding approval of persons who, as employees in a central securities depository or an account-holding institution, may perform the tasks related to such book-entry.

(2) The Danish FSA may lay down more detailed regulations regarding book-entry of limited rights to investment securities as well as regulations regarding the access of central securities depositories or account-holding institutions to charge fees for the management of investment securities and for book-entries pertaining hereto.

Part 22

Legal consequences of book-entry, etc.

66.-(1) Rights to investment securities shall be registered by book-entry in a central securities depository in order to obtain protection against legal proceedings and assignees.

(2) Any agreement or legal proceeding capable of defeating a right not registered by book-entry shall be registered by book-entry itself, and a transferee under an agreement shall be in good faith when applying to the account-holding institution.

(3) The legal consequences of the book-entries shall count from the time of final control at the central securities depository.

(4) An account-holding institution shall be obliged to report, without delay, received

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applications for book-entry in a central securities depository.

67. If the account-holding institution has doubts pertaining to actual or legal matters significant for the book-entry or if any person claims to said account-holding institution that the intended book-entry would violate the relevant person's rights, said institution shall submit an application for preliminary book-entry. The relevant central securities depository shall then decide how final book-entry may be effected.

68.-(1) Notification of the book-entry shall be given to the party or parties entitled according to the book-entry register as well as to the applicant. Notification of any impediments for the book-entry shall be given. As far as possible, the person(s) entitled in the book-entry register shall be notified of any drawings, alterations or extinguishments.

(2) Notification shall be given by the central securities depository or by the account-holding institution on behalf of the central securities depository subject to agreement with the central securities depository.

(3) The persons who are so entitled according to the book-entry register and the applicants may, in conformity with the central securities depository's regulations, which shall be approved by the Danish FSA, decide that notices pertaining to drawings or alterations shall be given periodically and may similarly, in whole or in part, choose not to receive any notices of drawings or alterations. The same shall apply to notifications regarding extinguishment, unless said extinguishment is a consequence of bankruptcy, liquidation, merger, demerger or similar events unforeseen at the time of investment. Such choices shall be registered by book-entry on the individual account.

(4) A central securities depository may, upon request by the account-holding institution, decide that no notices are to be sent out with respect to alterations to the data entered if the holder of the right has already received information to that effect.

(5) Notice given pursuant to subsections (1)-(4) shall be effected in conformity with the regulations of a central securities depository in this respect. Said regulations shall be subject to approval by the Danish FSA.

69. Once an agreement as to rights pertaining to investment securities has been finally registered by book-entry at a central securities depository, an assignee in good faith may not be met with any objections as to the validity of the agreement. However, the objection that the transfer is void because of forgery or duress under threat of violence shall prevail.

70. Sections 15-18 of the "lov om gældsbreve" (bonds act) shall apply correspondingly to the debtor indicated on investment securities, which correspond to negotiable debt instruments, with the effect that final book-entry with a central securities depository replaces possession of the debt instrument.

71.-(1) A central securities depository shall lay down regulations governing disbursement.

(2) If a central securities depository on behalf of the issuer effects payment in good faith to the person entitled to receive such payment according to the book-entry register, the central securities depository shall be discharged from liability, even though the payee was not entitled to receive the payment or was legally incompetent. However, this shall not apply if the person entitled to receive the payment according to the book-entry register derives his right from an agreement transfer which is void due to forgery or duress under threat of violence.

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72.-(1) If the seller is an account-holding institution, said seller may make the transfer of title to an investment security conditional upon payment of the purchase price within a certain time limit as stipulated by the Danish FSA. The reservation concerning payment shall lapse without prior notice in pursuance of section 68 if the transferor does not assert his claim for reservation before expiry of the time limit stated in the 1st clause.

(2) If the account holder keeps an account on behalf of one or more owners, this shall be registered by book-entry on the account.

73. Claims for payment indicated on investment securities shall become statute-barred under the general rules of Danish law.

74. If the account-holding institution becomes aware of an error in the data entered, said account-holding institution shall request the relevant central securities depository to alter such entry. Before any alteration is effected, the person(s) who is/are entitled according to the book-entry register shall have the opportunity to comment hereon.

75.-(1) A central securities depository may cancel rights which have clearly ceased.

(2) If an account with a central securities depository contains rights registered by book-entry which must be assumed to have lost their validity, or are more than 20 years old and have most probably ceased, or to which in all probability there is no holder, the central securities depository in question may summon any possible holders of the rights in question through the Danish Official Gazette at a notice of three months. Moreover, the person(s) registered by book-entry as holder(s) shall be notified separately by registered letter. If no one presents themselves before the expiry of the time limit, the central securities depository shall cancel the right.

(3) The Danish FSA may lay down regulations governing the implementation of subsection (2).

Part 23

Statements of account

76.-(1) Regular statements of account shall be prepared for owners of investment securities. Said statement of account shall list the investment securities for which the relevant persons are registered by book-entry as owners on the date of the statement. Similarly, statements shall be prepared for holders of limited rights to investment securities registered by book-entry.

(2) The account-holding institution shall be registered on each account. The account-holding institution shall have access, on behalf of the relevant central securities depository, to prepare a statement of the account. Statements shall be prepared for an interested party according to the book-entry register if said person so requests.

(3) The Danish FSA shall lay down more detailed regulations regarding the preparation of statements of account under subsection (1) and regarding the content of such statements of account.

Part 24

Complaints and compensation

77.-(1) A complaint against a decision regarding book-entry, alteration or extinguishment of rights in a central securities depository may be brought before the Complaints Board for Central Securities Depositories. This shall not apply, however, to claims for compensation.

(2) The tasks of the Complaints Board shall be carried out by one or more persons appointed by the Minister for Economic and Business Affairs, and said person(s) shall satisfy the requirements for being appointed judge. The Minister for Economic and Business Affairs shall also appoint proxies.

(3) Complaints pursuant to subsection (1) shall be submitted to the Complaints Board no later than six weeks after book-entry in the central securities depository concerned has been effected. For the purpose of hearing the claim, the Complaints Board shall have access to all information concerning the case held by the central securities depository and the account-holding institution. The Complaints Board shall reach a decision, which - together with the grounds for such decision - shall be sent to the parties involved.

(4) In special cases, the Complaints Board may hear complaints submitted after expiry of the time limit set out in subsection (3).

(5) The Complaints Board may refuse to hear complaints deemed obviously groundless.

(6) The Complaints Board shall carry out its activities independently of any instructions as to the hearing and ruling of any individual case.

(7) The Danish FSA shall lay down more detailed regulations as to the activities of the Complaints Board. Regulations may be laid down governing payment of fees for the hearing of a complaint and the publishing of the decisions of the Complaints Board.

78. Pursuant to section 77, the following may lodge complaints:

- 1) anyone who has a reasonable interest in the decision,
- 2) an account-holding institution, if such account-holding institution intends to contest a decision made by a central securities depository pursuant to sections 67, 74 and 75, and
- 3) a central securities depository if it intends to contest the book-entry effected by the account-holding institution.

79.-(1) Decisions reached by the Complaints Board may be brought before the High Court of Eastern Denmark no later than two weeks after the person concerned has been informed of the decision. The case shall be brought before the High Court in the form of an interlocutory appeal to the Complaints Board. The rules governing interlocutory appeals in civil cases shall, subject to the necessary adaptations, apply to the lodging with and the hearing by the High Court.

(2) Complaints which, pursuant to sections 77 and 78, may be filed with the Complaints Board may only be brought before the courts of law in pursuance of subsection (1).

(3) High Court decisions may not be appealed. However, the Board of Appeal may permit interlocutory appeal to the Supreme Court if such interlocutory appeal concerns matters of principle. Section 392(2) of the Administration of Justice Act shall apply correspondingly.

80.-(1) A central securities depository shall be liable in damages for any loss resulting from errors in connection with the book-entry, alteration or extinguishment of rights on accounts

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with the central securities depository concerned or for payments made by the central securities depository, even if such errors are fortuitous. However, if the error can be ascribed to an account-holding institution, the liability in damages shall rest with said account-holding institution, cf. section 81.

(2) The holder of rights who, pursuant to section 69, 2nd clause, fails to acquire or loses any rights over investment securities may claim damages from the central securities depository concerned for the losses incurred.

(3) If the claimant has contributed to the error himself, with intent or through negligence, the damages may be reduced or the right to damages entirely lost.

(4) The total damages pursuant to subsection (1) for any loss resulting from the same error shall not exceed DKK 500 million.

81.-(1) An account-holding institution shall be liable in damages for any loss resulting from errors committed by such account-holding institution in connection with reporting transactions for book-entry, alteration or extinguishment of rights on accounts with a central securities depository or for payments made through the central securities depository, even if such error is fortuitous.

(2) If the claimant has contributed to the error himself, with intent or through negligence, the damages may be reduced or the right to damages entirely lost.

(3) The total damages pursuant to subsection (1) for any loss resulting from the same error shall not exceed DKK 500 million.

(4) If a Danish account-holding institution is unable to pay damages pursuant to subsection (1), the remaining Danish account-holding institutions which have entered into a participation agreement with the central securities depository concerned shall be liable for the outstanding amount up to DKK 500 million per error.

(5) The Danish account-holding institutions shall, between themselves, enter into an agreement on the apportionment and payment of amounts pursuant to subsection (4). The Danish FSA shall approve such agreement.

(6) Foreign account-holding institutions may join the scheme referred to in subsections (4) and (5).

82.-(1) The total capital resources of a central securities depository shall be at least DKK 1 billion in the form of commitments from participants.

(2) In the participation agreement the account-holding institution shall undertake, to a specified extent, to contribute to the total capital resources of the central securities depository.

(3) The more detailed regulations governing the commitments for the benefit of a central securities depository shall be stipulated in its articles of association.

82a. The Minister for Finance may, when the central government acts as the account-holding institution, guarantee claims for compensation with regard to incorrect book-entries as mentioned in section 81(1), and guarantee the central government's contribution to the total capital resources of a central securities depository, cf. section 82.

V

Securities council and supervision, etc.

Part 25

Supervision, enforcement, etc.

83.-(1) The Danish FSA shall supervise compliance with the provisions of this Act and regulations laid down pursuant to this Act, except section 12b(1) and (2).

(2) For issuers of securities admitted to trading on a regulated market, the Danish Securities Council shall enforce compliance with the regulations regarding financial information in annual reports and interim financial statements in sections 183-193 of the Financial Business Act, sections 55-65 of the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act and the Act on Commercial Enterprises' Presentation of Financial Statements, etc. (the Financial Statements Act). The Danish Securities Council shall also enforce compliance with the regulations issued pursuant to section 196 of the Financial Business Act, section 68 of the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act and the Financial Statements Act, and the Danish Securities Council shall enforce compliance with the provisions of Regulation (EC) no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards. In this connection, the Danish Securities Council shall exercise the powers vested in the Danish FSA under section 197 of the Financial Business Act, section 69 of the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act, and the powers assigned to the Council under section 159a of the Financial Statements Act. The Danish FSA and the Danish Commerce and Companies Agency shall act as secretariat for the Danish Securities Council and act on its behalf in this connection.

(3) Enforcement under subsection (2) shall also cover enforcement of the regulations regarding financial information in annual and interim financial statements by issuers from countries outside the European Union with which the Community has not entered into an agreement for the financial area, as these regulations are laid down in the accounting legislation to which the relevant issuers are subject, cf. section 27(7). The Danish Securities Council may, in connection with enforcement

- 1) provide guidance,
- 2) take action against violations,
- 3) order that errors be corrected and that violations be remedied, and
- 4) order a change of conditions, including order publication of changed or additional information.

(4) If deemed appropriate, the Danish Securities Council may make public the relevant information, publish the order, or suspend or remove the securities involved from trading on a regulated market.

(5) In connection with enforcement by the Danish Securities Council of compliance with the regulations on financial information in annual reports and interim financial statements under subsections (2)-(4), the Danish Securities Council shall have the powers ascribed to the Danish FSA in section 87(1)-(3) and (6), cf. however section 83b(3) and (4).

(6) The Danish FSA may in special cases use external assistance. The Danish Securities Council may in special cases use external assistance in connection with the Council's

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enforcement under subsections (2)-(4).

(7) Section 346(4) and section 456 of the Financial Business Act shall apply correspondingly to supervision by the Danish FSA under this Act.

(7)²⁾ The Danish FSA shall prepare an annual list of regulated markets for compliance with Article 47 of Directive 2004/39/EC on markets in financial instruments (the MIFID Directive).

(9) In cooperation with the National Consumer Agency of Denmark, the Danish FSA shall submit an annual status report regarding issue of regulations on good practice and regarding experience with application of such regulations to the Minister for Economic and Business Affairs, cf. section 3(2).

(10) Regulations issued pursuant to section 18(2), no. 4, section 19(1), section 21(1), section 33(5), section 40(1), nos. 1, 2 and 4, section 52(1) and (2), section 54(4), and section 71(1) as well as changes hereto shall be notified to the Danish FSA.

83a.-(1) The Danish FSA may decide that the powers of the Danish FSA under

1) section 23(2), section 23a(1)-(3) and (5), section 31(4), section 44(2) and (5), and section 45(1) and (2), and regulations issued in pursuance of section 23(7) and (8), section 24(2), section 29(4), section 32(4), section 43(3), section 44(6), section 45(4) and section 46(2) may be exercised on behalf of the Danish FSA by an operator of a regulated market, or the company operating an alternative market place on the basis of more detailed conditions,
2) section 22(1) and regulations issued pursuant to section 22(2) may be exercised on behalf of the Danish FSA by an operator of a regulated market on the basis of more detailed conditions,
3) section 27a(1)-(3), section 27b(2), section 28a(5) and section 30 and regulations issued pursuant to section 33(5) may be exercised on behalf of the Danish FSA by an operator of a regulated market on the basis of more detailed conditions,
4) section 83(1) to ensure compliance with the provisions of section 29(1) and (2), section 31(1) and section 32(1) and (3) may be exercised on behalf of the Danish FSA by an operator of a regulated market, or a company operating an alternative market place on the basis of more detailed conditions, and
5) section 83(1) to ensure compliance with the provisions of section 27, section 28 and section 33(1) may be exercised on behalf of the Danish FSA by an operator of a regulated market on the basis of more detailed conditions.

(2) An operator of a regulated market or a company operating an alternative market place that has authority under subsection (1) may request payment for performance of tasks related to such authority.

(3) An operator of a regulated market or a company operating an alternative market place that has authority under subsection (1) shall comply with parts 3-7 of the Public Administration Act as well as the Access to Public Administration Files Act when making decisions within the delegated areas, cf. subsection (1).

(4) The provisions of section 84a(1) and (2) shall apply correspondingly to operators of a regulated market or companies operating alternative market places that have authority under subsection (1).

(5) The provisions of section 84b(1) and (2), nos. 5, 7 and 8 shall apply correspondingly to the extent that operators of a regulated market or companies operating alternative market places respectively have been granted authority under subsection (1).

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(6) The Danish FSA shall, through an Executive Order, make decisions regarding delegation under subsection (1).

83b.-(1) During enforcement under section 83(2) and (3), investigation shall be made as to compliance with the regulations regarding financial information in selected financial information from the relevant issuers' annual reports and interim financial statements. Enforcement shall, each year, include up to 20 per cent of the issuers covered by section 83(2) and (3). The relevant issuers shall be selected from a risk perspective as well as through random selection.

(2) Investigation under subsection (1) shall be initiated through formal enforcement for obvious violations of the regulations regarding financial information in the annual reports and interim financial statements of the selected issuers.

(3) If, in the formal enforcement under subsection (2), there is reason to consider that the financial information contains errors and omissions significant to the decision-making of the investors, the Danish Securities Council shall obtain an account from the undertaking, its management or its external auditors. If, after the Danish Securities Council has obtained said account, there is still reason to consider that the financial information contains errors and omissions significant to the decision-making of the investors, the Danish Securities Council shall obtain further information from the undertaking or its management, including audit book comments. The Danish Securities Council may demand that an account or further information from the undertaking or its management be certified by the auditor, and the Council may also lay down a time limit for receipt of the account or information by the Danish Securities Council.

(4) If, after the Danish Securities Council has carried out formal enforcement under subsection (2) and obtained an account or further information under subsection (3), there is still reason to consider that the financial information contains errors and omissions significant to the decision-making of the investors, the Danish Securities Council may initiate more thorough enforcement of the financial information.

(5) Notwithstanding subsections (2)-(4), the Danish Securities Council may, in situations where special, specific circumstances give reason to consider that the financial information contains errors and omissions significant to the decision-making of the investors, initiate more thorough enforcement of the financial information from any issuer covered by section 83(2) and (3).

(6) For the issuers mentioned in section 83(2) and (3), which are covered by the Financial Business Act or the Investment Associations and Special-Purpose Associations as well as other Collective Investment Schemes etc. Act, the Danish Securities Council may initiate enforcement not complying with the provisions of subsections (2)-(5). Further, the provisions of subsections (1)-(5) shall not affect the Danish FSA's possibility, as part of its normal supervision, to monitor matters and carry out more thorough investigations, which also cover accounting matters at the issuers mentioned in the 1st clause. The Danish Securities Council shall make decisions in matters pertaining to financial information, which forms part of this supervision and which pertains to the relevant issuers.

Part 26

More detailed provisions regarding the Danish Securities Council, duty of confidentiality, etc.

84.-(1) The Minister for Economic and Business Affairs shall set up the Danish Securities Council, which shall comprise 14 members. This Council shall be composed as follows:

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- 1) One chairman with financial and commercial expertise.
- 2) One deputy chairman with legal and commercial expertise.
- 3) One member with theoretical accounting expertise.
- 4) One member with theoretical expertise on capital markets.
- 5) A member with economic financial knowledge, nominated by Danmarks Nationalbank (Denmark's central bank).
- 6) Two consumer representatives, jointly nominated by the Danish Consumer Council and the Danish Shareholders Association.
- 7) Two representative for issuers of securities other than mortgage-credit bonds, jointly nominated by the Confederation of Danish Industries, the Danish Shipowners' Association and the Danish Chamber of Commerce interest organisation.
- 8) A representative for the issuers of mortgage-credit bonds, nominated by the Council of the Danish Mortgage Banks.
- 9) A representative for the securities traders, jointly nominated by the Danish Bankers' Association and the Federation of Danish Investment Associations.
- 10) A representative for the securities traders, nominated by the Danish Securities Dealers Association.
- 11) A representative for the institutional investors, jointly nominated by the Danish Insurance Association, the Company Pension Funds Association, Arbejdsmarkedets Tillægspension and LD Pensions.
- 12) A representative for the auditors, nominated by the Institute of State Authorized Public Accountants in Denmark.

(2) The Danish Securities Council

- 1) shall, apart from sections 3(1) and 86(2), make decisions in matters of a principle nature and in matters with far-reaching, significant consequences for stakeholders in the securities market,
- 2) advise the Danish FSA in connection with issuing regulations, in connection with matters of principle regarding good securities trading practices and matters regarding good securities trading practices with far-reaching, significant consequences for the securities market pursuant to section 3, and
- 3) assist the Danish FSA in its information activities.

(3) The Danish Securities Council shall also ensure compliance with the regulations for financial information in annual reports and interim financial statements for issuers of securities admitted to trading on a regulated market, cf. section 83(2) and (3) and section 83b.

(4) Council members shall be appointed by the Minister for Economic and Business Affairs for periods of four years at a time. Members may be renominated.

(5) A proxy shall be appointed for each member. In the absence of a member, the relevant proxy shall participate for said member. For the member recommended pursuant to subsection (1), no. 12 a further three substitutes shall be appointed. The chairman of the Danish Securities Council shall decide which of these further substitutes is to attend a specific meeting.

(6) When the Council addresses matters regarding good securities trading practices, cf. subsection (2), no. 2, the Consumer Ombudsman shall participate in the relevant item on the agenda. In cases on good securities trading practices, the Consumer Ombudsman shall have the same authority as the members of the Council.

(7) Section 84a shall apply to Council members and their proxies. The 1st clause shall,

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however, not apply to matters regarding issue of regulations on good securities practices.

(8) The Council shall make its resolutions subject to a simple majority of votes. In the event of parity of votes, the chairperson shall have the casting vote.

(9) The Danish Securities Council shall lay down its own rules of procedure, which shall be subject to approval by the Minister for Economic and Business Affairs.

84a.-(1) Employees of the Danish FSA shall be subject to liability under sections 152-152e of the Criminal Code to keep secret any information they receive in the course of their supervisory duties. The same shall apply to persons performing services as part of the operations of the Danish FSA, and experts acting on behalf of the Danish FSA or the Danish Securities Council. This shall also apply after the termination of the employment contract or any other contract. The provisions of this subsection shall apply correspondingly to employees of the Danish Commerce and Companies Agency as part of their performance of the secretariat function for the Danish Securities Council, cf. section 83(2).

(2) Consent from the individual who the duty of confidentiality aims to protect shall not entitle employees of the Danish FSA or experts acting or having acted on the behalf of the Danish FSA or the Danish Securities Council to divulge confidential information.

(3) The provision in subsection (1) shall not prevent the Danish FSA or the Danish Securities Council from divulging on their own initiative confidential information in summary or abbreviated form, if neither the individual limited company under section 7 nor others covered by this Act nor their customers can be identified.

(4) Confidential information may be divulged in civil proceedings if a limited company under section 7 or others covered by this Act has been declared bankrupt, and if such information does not concern customer relationships or third parties involved in or having been involved in attempts to rescue the limited company or others covered by this Act.

(5) The provision of subsection (1) shall not prevent confidential information from being divulged to:

- 1) The Danish Securities Council and the Danish FSA respectively as well as the Financial Business Council.
- 2) Other public authorities, including the prosecution and the police, in connection with the investigations and legal prosecution of criminal offences covered by the Criminal Code or the supervision legislation.
- 3) The Minister concerned as part of his superior supervision.
- 4) Administrative authorities and courts hearing decisions made by the Danish FSA or the Danish Securities Council.
- 5) The Ombudsman of the Danish Parliament.
- 6) A parliamentary commission set up by the Danish Parliament.
- 7) Courts of inquiry set up by law or in accordance with the "lov om undersøgelseskommissioner" (courts of inquiry act).
- 8) The Danish Parliament's standing committee concerning a company's general financial affairs as part of the parliamentary control of administration as far as companies under section 7(1) or others covered by this Act are concerned and these are in suspension of payments or in liquidation if the State grants a guarantee or makes funds available for the winding-up of the company.
- 9) The Members of the Public Accounts Committee and the National Audit Office of Denmark.
- 10) The bankruptcy court and other authorities participating in liquidation, bankruptcy proceedings or similar procedures, as well as persons responsible for the statutory audit of

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the accounts of a company covered by section 7(1) or others covered by this Act, provided that such recipients of information need said information to perform their duties.

- 11) Danmarks Nationalbank (Denmark's central bank) and foreign central banks, the European Central Bank system, the European Central Bank, provided that such information is required by said banks in their capacity as authorities within the field of monetary policy or provided that such information is required by said banks for their monitoring of payment systems.
- 12) An institution which carries out clearing proceedings for securities or money, provided that such information is required to ensure that said institution reacts duly to non-compliance or potential non-compliance within the market where said institution is responsible for clearing proceedings.
- 13) Authorities in other countries within the European Union or countries with which the Community has entered into an agreement which supervise companies under section 7(1) and others covered by this Act.
- 14) Authorities in other countries within the European Union or countries with which the Community has entered into agreements which are responsible for the supervision of credit institutions, finance institutions, insurance companies or which are responsible for supervising the capital markets and bodies involved in the liquidation, bankruptcy proceedings, etc., as well as persons responsible for the statutory audit of the accounts of a company covered by section 7(1) or other covered by this Act, provided that these recipients of information need it to perform their tasks.
- 15) Financial supervisory authorities in countries outside the European Union or outside countries with which the Community has entered into an agreement, which are responsible for financial undertakings, financial institutions, or capital markets and bodies involved in liquidation and winding-up or in other similar procedures, and persons responsible for carrying out statutory audits of the accounts of a company covered by section 7(1) or for others covered by this Act, cf. however subsections (10) and (11).
- 16) The Danish Commerce and Companies Agency with regard to information received as part of enforcement by the Danish Securities Council under sections 83(2) and (3) and 83b, or information in cases on approval by the Danish FSA of prospectuses in pursuance of section 23, and in cases on supervision by the Danish FSA of the duty to disclose information in section 27, when such information is of significance to the accounting checks of the Danish Commerce and Companies Agency on behalf of the Danish Securities Council, cf. section 83(2).
- 17) The Supervisory Authority on Auditing and the "Disciplinærnævnet for Statsautoriserede og Registrerede Revisorer" (the disciplinary board for state-authorized public accountants and registered public accountants) for the performance of their duties.

(6) The provision of subsection (1) shall not prevent confidential information from being divulged to an operator of a regulated market licensed under section 8, or a company operating an alternative market place, cf. section 7a(2) provided that

- 1) this is to take action when, or investigate whether, inside information has been abused or price manipulation has taken place in accordance with the provisions in part 10 of this Act, or
- 2) this is to take action when, or investigate whether the trading and the listing on the regulated market or the alternative market place are performed in a fair and transparent manner.

(7) All those receiving confidential information from the Danish FSA or the Danish Securities Council under subsections (4)-(6) shall fall under the duty of confidentiality specified in subsection (1) with regard to said information.

(8) Confidential information received by the Danish FSA or the Danish Securities Council shall only be used in the course of its supervisory duties, to impose sanctions, or where appeals are

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made against the decision of the Danish FSA or the Danish Securities Council to a higher administrative authority or where such a decision is brought before the courts of law.

(9) Access to supplying confidential information to the Danish Parliament's standing committee pursuant to subsection (5), no. 8 shall be limited to documents in files created by the Danish FSA after 16 September 1995.

(10) Information may only be divulged pursuant to subsection (5), no. 15

- 1) on the basis of an international cooperation agreement, and
- 2) provided that the recipients of said information are, at a minimum, subject to a statutory duty of confidentiality corresponding to the duty of confidentiality pursuant to subsection (1) and that said recipients require said information to perform their duties.

(11) Divulgence after subsection (5), no. 15 of confidential information that originates from countries within the European Union or countries with which the Community has entered into an agreement may also only take place provided the authorities that have issued the information have provided express authorisation, and provided said information is used exclusively for the purposes expressed in said authorisation.

84b.-(1) Only companies covered by section 7(1), a registered payment system, the securities dealer, the account-holding institution or the issuer of securities which a decision made by the Danish FSA concerns, cf. however subsections (2) and (3), shall be considered a party in relation to the Danish FSA.

(2) In the instances specified below, persons natural and legal other than an undertaking covered by subsection (1) shall also be considered a party to the decision made by the Danish FSA, as regards the parts of the case which concern said person:

- 1) A company that applies for a license to operate a regulated market, a securities clearing company and a registration company, cf. section 8(1).
- 2) A member of the board of directors or the board of management of a company that the Danish FSA receives information about in connection with approval in pursuance of section 9(1) and (2).
- 3) The acquirer or holder of a qualifying holding where the Danish FSA reacts as a result of omission to notify the Danish FSA, or where the Danish FSA withdraws the voting rights associated with the shares of such owners, cf. section 10(1) and (5) as well as section 10a(1)-(3).
- 4) Any person contravening the prohibitions in this Act against words covered by section 16(2) and section 42d(1).
- 5) Any person against whom the Danish FSA commences an investigation regarding violation of section 29 on notification of share holdings or on violation of part 10.
- 6) Anyone who brings before the Danish FSA a decision made by an operator of a regulated market, a company operating an alternative market place, a clearing centre or a central securities depository, cf. section 88(3), and who the Danish FSA considers to be party to the case, and others who the Danish FSA considers to be parties to the case.
- 7) An acquirer as mentioned in sections 31(1) and 32(1) and (2) as well as others that the Danish FSA, in special cases, regards as parties to the case.
- 8) Anyone that the Danish FSA, in pursuance of section 33(2), has identified as being covered by said obligation to report.
- 9) Anyone the Danish FSA orders to draw up internal rules according to section 37(1) and (2), or to amend these.

(3) A member of the board of directors, an auditor, a member of the board of management,

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or other senior employees of a company covered by section 7 or in other undertakings covered by this Act shall be considered as party to the case, if the Danish FSA's reprimand or order pursuant to this Act or provisions issued pursuant to this Act are aimed specifically at said person.

(4) Subsections (1) and (3) shall apply correspondingly to decisions made by the Danish Securities Council as part of its enforcement under section 83(2) and (3) and section 83b. Furthermore, anyone who the Danish Securities Council considers to be party to the case shall be considered as party in relation to decisions made by the Danish Securities Council as part of the Council's enforcement under section 83(2) and (3) and section 83b.

(5) Finally, if the Danish FSA takes up a case regarding good securities practices, cf. section 3(1), the Danish FSA may, in special circumstances, also award authorities as party to other natural or legal persons than those mentioned in subsections (2) and (3). The authorities as party may only be given for such part of the case as is of direct and material importance to the party concerned. The authorities as party shall be given having regard to the protection of confidential information.

(6) Status as a party and authorities as party under subsections (2), (3) and (5) shall be limited to matters where the Danish FSA or the Danish Securities Council makes decisions after 17 December 1998.

84c.-(1) In the matters mentioned in subsection (2), the Danish FSA may make public the name of an undertaking or natural person which, pursuant to section 83(1), is given a reprimand for violation of this Act or provisions laid down pursuant to this Act. The Danish FSA may also make public the name of an undertaking or natural person, if, in the matters mentioned in subsection (2), it is ascertained that the undertaking or natural person has not violated this Act or provisions laid down pursuant to this Act. Publication under the 1st and 2nd clauses may be effected when the Danish FSA deems it to be of interest to the investors to know the name of the undertaking or natural person.

(2) Publication may be effected in matters pertaining to violation of

- 1) the regulations on public disclosure of inside information, cf. section 27(1), (2), (4) and (5),
- 2) the regulations on public disclosure of annual reports and interim financial statements, cf. section 27(7),
- 3) the regulations on public disclosure of interim management statements, cf. section 27(8), and of the provisions in this respect, issued in pursuance of section 30,
- 4) the regulations on notification of own shareholdings,
- 5) the regulations on notification, reporting and public disclosure of senior employees' transactions, cf. section 28a(1), (3), (5) and (7), and of provisions in this respect issued pursuant to section 28a(8),
- 6) the regulations on preparation and dissemination of recommendations regarding securities, cf. section 28b(1), as well as of provisions in this respect issued pursuant to section 28b(2),
- 7) the regulations on notification of major own shareholdings, cf. section 29(1), and of the provisions in this respect, issued in pursuance of section 29(4),
- 8) the regulations on the duty to disclose information of the issuers' equal treatment of and communication with shareholders and owners or other forms of negotiable debt securities, issued in pursuance of section 30,
- 9) the regulations against insider trading, disclosure of inside information, and price manipulation, cf. section 35(1), section 36 and section 39(1),
- 10) the regulations on issuance of internal regulations, cf. section 37(1)-(3),

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- 11) the regulations on preparation of insider lists, cf. section 37(4), and of the provisions in this respect in pursuance of section 37(10), and
- 12) the regulations on informing about suspicious transactions, cf. section 37(6), 1st clause, and of the provisions in this respect in pursuance of section 37(10).

(3) The Danish FSA may make public the name of the undertaking or natural person which a reprimand concerns, cf. subsection (1), 1st clause, two weeks after said undertaking or natural person has received notification regarding said decision. If the undertaking or natural person decides to bring the matter before the Company Appeals Board within said two weeks, publication may only be effected if the Board does not decide that the appeal is to act as stay of proceedings.

(4) The Danish FSA may, in the matters mentioned in subsection (2), also make public the name of an undertaking or natural person who the Danish FSA has ordered to pay a daily or weekly fine under section 95, if the Danish FSA deems it to be in the interest of the investors to know the name of the undertaking or natural person.

(5) Public disclosure under subsections (1) and (4) may not be effected if this would lead to disproportionate damage to the undertaking or natural person.

(6) The Danish FSA may, if deemed appropriate, make public an order to rectify matters that are in contravention of this Act or provisions laid down pursuant to this Act, which is issued to a natural or legal person or an affiliation of legal persons under section 93(2), 1st and 2nd clauses.

(7) If an issuer of securities fails to comply with an order about publication of information notified under section 93(2), the Danish FSA may publish such information. Publication under the 1st clause may take place in cases covered by section 27(1), (7) and (8), section 28 and section 29(1), and cases covered by the provisions issued in accordance with section 30.

85. Undertakings subject to supervision under this Act shall pay a fee to the Danish FSA. The fee shall be set pursuant to part 22 of the Financial Business Act.

86.-(1) The Danish FSA shall supervise that the activities of securities dealers, operators of regulated markets, registered payment systems, clearing centres, central securities depositories and account-holding institutions, including their regulations, organisation plans, procedures and control and security measures, including the area of IT, are adequate and in accordance with this Act and provisions laid down pursuant to this Act. Correspondingly, the Danish FSA shall supervise that companies operating multilateral trading facilities comply with their obligations under this Act. However, supervision shall not be carried out with registered payment systems subject to monitoring by Danmarks Nationalbank (Denmark's central bank) pursuant to subsection (2).

(2) Danmarks Nationalbank (Denmark's central bank) shall monitor payment systems which Danmarks Nationalbank considers as having significant importance to the settlement of payments or the completion of the monetary transactions of Danmarks Nationalbank in order to promote the flexibility of the systems by contributing to their effectiveness and stability. Danmarks Nationalbank shall notify the Danish FSA about which payment systems are subject to monitoring by Danmarks Nationalbank.

(3) The Danish FSA shall prepare a list of the payment systems covered by subsection (2). Such list shall be published by executive order.

87.-(1) The Danish FSA may order the board of directors, board of management and

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auditors of securities dealers, operators of regulated markets, clearing centres, central securities depositories, account-holding institutions, companies operating multilateral trading facilities, registered payment systems and issuers to provide the information necessary for the activities of the Danish FSA.

(2) The Danish FSA may ask for any information, including accounts, accounting records, printouts of books, other business records, tape recordings and similar in connection with the conclusion of transactions and electronically stored data, deemed necessary for the activities of the Danish FSA or for deciding whether a natural or legal person is covered by the provisions of this Act.

(3) The Danish FSA may order the companies mentioned in subsection (1) to report certain information electronically.

(4) The Danish FSA may procure information from public bodies, including electronic information.

(5) The Danish FSA may at all times, on proof of identity and without a court order, carry out inspection visits at the place of business of a securities dealer, an operator of a regulated market, a company operating a multilateral trading facility, a clearing centre, a central securities depository, an account-holding institution, and a registered payment system.

(6) The Danish FSA may procure information under subsections (1)-(5) for use by the authorities mentioned in section 84a(5) nos. 13-15.

(7) Authorisation pursuant to subsections (1)-(6) shall be exercised by Danmarks Nationalbank (Denmark's central bank) in matters relating to a registered payment system covered by section 57a(7).

87a. (Repealed)

88.-(1) Decisions made by the Danish FSA under this Act or under regulations issued pursuant to this Act may be brought before the Company Appeals Board no later than four weeks after the person concerned has been notified of such decision. The provision in the 1st clause shall not cover decisions under subsection (3) or section 87. The provisions of this subsection shall also apply to decisions made by the Danish Securities Council as part of its enforcement under section 83(2) and (3) and section 83b(2)-(4), as well as decisions made by Danmarks Nationalbank (Denmark's central bank) pursuant to section 57a(7).

(2) Subsection (1) shall also apply to decisions made by undertakings exercising powers on behalf of the Danish FSA.

(3) Decisions made by operators of regulated markets, companies operating multilateral trading facilities, clearing centres or central securities depositories pursuant to this Act or regulations issued pursuant to this Act as well as decisions by said undertakings in matters of far-reaching or principle significance made in accordance with their own regulations may be brought before the Danish FSA no later than four weeks after the person concerned has been notified about the decision. This may act as stay of proceedings.

(4) Decisions by the Company Appeals Board and decisions which the Danish FSA makes under subsection (3) may be brought before the courts through institution of legal proceedings no later than eight weeks after the person concerned has been notified about the decision.

(5) Decisions regarding book-entry, alteration or extinguishment of rights in a central

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securities depository made by a central securities depository and decisions made by the Complaints Board for Central Securities Depositories shall not be covered by subsections (1)-(4).

89.-(1) The Danish FSA may lay down regulations stipulating that securities dealers, operators of regulated markets, clearing centres, central securities depositories, account-holding institutions, companies operating multilateral trading facilities, and registered payment systems are to prepare information for the general public for statistical purposes.

(2) Statistics Denmark may also lay down regulations as mentioned in subsection (1).

(3) Public authorities and institutions disseminating statistics liable to have a significant effect on the financial markets shall disseminate them in a transparent way which ensures that everyone has equal access to the information.

90. (Repealed)

91.-(1) The Danish Data Protection Agency shall supervise compliance with the Act on Processing of Personal Data, provisions laid down pursuant to said Act, and with section 60(2)-(4). The Danish Data Protection Agency shall also supervise, at its own initiative or following a complaint from a registered entity, that a central securities depository is utilised in accordance with the Acts and provisions mentioned.

(2) The Danish Data Protection Agency may, from a central securities depository or an account-holding institution, request any information significant to its activities, including to decisions regarding whether a matter is subject to this Act or the Act on Processing of Personal Data.

(3) As regards central securities depositories or account-holding institutions, the members and staff of the Danish Data Protection Agency shall at any time, on proof of identity, without a court order have access to all premises from which the book-entry registers of the central securities depositories are managed or may be utilised as well as to the premises where said book-entry register or the technical aids are stored or utilised.

(4) If the Danish Data Protection Agency deems that a central securities depository or an account-holding institution does not comply with section 60(2)-(4), the Danish FSA shall issue an order to the relevant depository or institution about the measures to be carried out. Orders issued by the Danish Data Protection Agency may not be brought before other administrative authorities.

Part 27

Withdrawal of licenses

92.-(1) The Danish FSA may withdraw the license of an operator of a regulated market, a clearing centre and a central securities depository where

- 1) the company does not commence activities within 12 months after the license was granted,
- 2) activities are not carried out for a period of more than six months,
- 3) a company expressly waives its right to make use of the license
- 4) the company grossly or repeatedly neglects its obligations under this Act or orders pursuant to section 93(2), or provisions issued pursuant to this Act,

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- 5) a member of the board of directors or the board of management of the company does not comply with the requirements mentioned in section 9(1) and (2), or
- 6) the company is otherwise unable to meet the conditions whereupon the license was granted.

(2) If the Danish FSA deems that an account-holding institution covered by section 62(1), nos. 2-8 or subsections (2)-(4), seriously fails to satisfy its obligations or orders issued under this Act, the Danish FSA may withdraw the relevant institution's right to carry out activities under sections 62 and 76(2).

(3) If the base capital of a stock exchange, an authorised market place, a clearing centre or a central securities depository does not meet the capital requirement at the time of licensing under section 8(2), no. 2, the Danish FSA may either set a time limit within which the base capital is to be brought up to the required minimum, or withdraw the license immediately. The 1st clause shall apply correspondingly in situations where the total capital resources of a central securities depository do not meet the requirement of section 82(1).

(4) If a money-market broker or a securities broker has lost part of its share capital, the Danish FSA may either set a time limit for re-establishment of the capital or withdraw the license immediately.

VI

Penalties, etc.

Part 28

Penalties, etc.

93.-(1) Any person violating section 8(1); section 10(1) and (5) to (8); sections 11, and 12a; section 12b(1) and (2), 1st clause, subsections (3) to (6) and (10); section 12c, section 12d(1);; section 14(1), 1st clause; section 15(3) and section 16(2), 3rd clause and (3); section 18; section 18a(1) and (2); section 18b(1), (2), and (3), 2nd and 3rd clause; section 19; section 20(4), 2nd clause, (5) and (6), 1st clause; section 21(1), (2) and (3), 2nd clause; section 23(1) and (3); section 24(1); section 25(1), 2nd clause and (2); section 27(1) and (2), 1st clause, and (7) and (8); section 27a(1) to (3); section 27b(1) and (2), 1st clause, ; section 28; section 28a(1), (3), 4th clause, (5), 1st clause, and (7); section 28b(1); section 29(1) and (2); section 31(1); section 32(1) to (3); section 33(2) and (4); section 33a(1) and (2), 2nd clause; section 33b(1) and (2); section 37(1) to (5), (6), 1st clause, (7), 1st clause, and (8) and (9); section 40; section 41(1), 2nd clause; section 42(1) and (2), 2nd and 3rd clauses; section 42a; section 42b(1); section 42c; section 42d(1), 2nd clause and (2); section 42e(1), 2nd clause and (2), 2nd clause; section 44(1) and (3); section 45(1); section 46(1); section 51; section 52(1), 2nd clause; section 60(1), 2nd clause; section 75(2), 2nd clause; and section 76(2) shall be liable to a fine. Gross or repeated violation of section 23(6); section 52(1), 1st clause; and section 60(1), 1st clause shall be subject to the same penalty. A financial undertaking or a financial holding company that does not comply with an order issued in pursuance of section 3(1), 2nd clause shall be liable to a fine. Furthermore, a company subject to section 7(1) that does not comply with an order issued in pursuance of section 12f(1) shall be liable to a fine.

(2) If a natural or legal person fails to meet obligations under this Act or the provisions laid down in pursuance hereof, the Danish FSA may order the person concerned to remedy the matter. An order may also be issued to combinations of legal persons. Powers laid down in

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pursuance of the 1st and 2nd clauses shall be exercised by Danmarks Nationalbank (Denmark's central bank) in the case of a registered payment system covered by section 57a(7). If deemed appropriate, the Danish FSA may suspend or remove the securities involved from the regulated market or the multilateral trading facility. Similarly, the Danish FSA may suspend or remove the securities involved from trading if the relevant security is removed or suspended from a regulated market in a country within the European Union or in a country with which the Community has entered into an agreement for the financial area. Any person not complying with an order from the Danish FSA or Danmarks National Bank (Denmark's central bank), respectively or giving incorrect or misleading information to the Danish FSA or Danmarks National Bank (Denmark's central bank), respectively shall be liable to a fine, provided that the offence does not carry a more severe penalty under other legislation.

(3) Regulations issued by the Minister for Economic and Business Affairs, the Danish FSA or the Danish Commerce and Companies Agency pursuant to this Act may stipulate fines for any violation of the rules of the regulations.

(4) The Danish FSA may stipulate fines for any violation of the rules of the regulations included in the Regulations from the European Union in the areas of legislation with which the Danish FSA carries out supervision.

(5) Companies, etc. (legal persons) may incur criminal liability according to the regulations in chapter 5 of the Criminal Code.

(6) The period of limitation for criminal liability shall be five years.

94.-(1) Any person violating section 35(1), section 36 and section 39(1), shall be liable to a fine or imprisonment for up to one year and six months. If a violation of section 35(1) and section 39(1) is intentional and of a particularly gross nature, or if a large number of intentional violations have been committed, the penalty may be increased to imprisonment for four years.

(2) The provisions in section 93(5) shall apply correspondingly.

95.-(1) If the board of management, board of directors or auditor of a securities dealer, an operator of a regulated market, a clearing centre, a central securities depository, an account-holding institution, a company operating a multilateral trading facility, a registered payment system or an issuer omits to comply with the duties and obligations imposed on them under this Act or under provisions issued pursuant to this Act by the Danish FSA or the Danish Commerce and Companies Agency, or in matters relating to a registered payment system covered by section 57a(7) Danmarks Nationalbank (Denmark's central bank), the Danish FSA or the Danish Commerce and Companies Agency may, as a coercive measure, impose daily or weekly fines.

(2) If a natural or legal person omits to comply with the duties and obligations imposed on it under this Act, the Danish FSA or the Danish Commerce and Companies Agency may, as a coercive measure, impose daily or weekly fines on the natural or legal person or on the persons responsible for said legal person.

96.-(1) Members of the board of directors, members of the board of management, auditors and their deputies as well as employees of an operator of a regulated market, a clearing centre, a central securities depository, a registered payment system, an account-holding institution or a company operating a multilateral trading facility who disclose or utilise without authority any confidential information which has come to their knowledge during the performance of their duties, shall be liable to a fine, unless more severe penalty is incurred

under other legislation.

(2) If persons attached to an operator of a regulated market, a company operating a multilateral trading facility, a clearing centre, a central securities depository, a registered payment system or an account-holding institution give incorrect or misleading information on matters pertaining to the operator of a regulated market, the company operating a multilateral trading facility, the clearing centre, central securities depository, registered payment system, or the account-holding institution to the Danish FSA, the Danish Securities Council or other public authorities, the relevant person shall be liable to a fine or imprisonment up to four months, unless more severe penalty is incurred under other legislation.

VII

Conversion provisions, etc.

Part 29

Conversion provisions

97. The Copenhagen Stock Exchange, VP Securities Services and the Guarantee Fund for Danish Options and Futures may be converted into limited companies under the regulations in sections 98-104.

98.-(1) The board of directors of each of the funds mentioned in section 97 may decide that the fund is to be dissolved without a liquidation by transferring the total assets and debt to one or more limited companies owned or established by said fund licensed to carry out activities in accordance with section 7(1), no. 1, 5 or 6 of this Act. At the same time, shares in each of the limited companies corresponding to the value of the transferred assets after deduction of the fund's contributed liabilities shall be transferred to a newly established fund. The boards of directors of the newly established funds may, with the consent of the authority responsible for the funds, decide to amalgamate the funds.

(2) Dissolution without liquidation may also be effected through transfer of the fund's total assets and debt to one or more limited companies licensed to carry out activities in accordance with section 7(1), no. 1, 5 or 6 of this Act. At the same time, shares in each of the limited companies corresponding to the value of the transferred assets after deduction of the fund's contributed liabilities shall be transferred to a newly established fund. If such transfer takes place to one or more limited companies established under subsection (1), the boards of directors of the newly established funds may, with the consent of the authority responsible for the funds, decide to amalgamate the funds.

(3) Conversion pursuant to subsections (1) and (2) may also take place by the shares in the limited company or companies mentioned in subsections (1) and (2) being transferred to the existing fund, if this is in conformity with the articles of association of the existing fund.

(4) Decisions made under subsections (1)-(3) shall be made subject to the majority otherwise required for important decisions. The shareholders of the limited company or companies mentioned in subsection (2) shall draw up a shareholder's agreement to be approved by the Minister for Economic and Business Affairs.

(5) The continuing fund pursuant to subsection (1), 2nd and 3rd clauses, (2), 2nd and 3rd clauses, and (3) shall be regarded as corporate under the "lov om erhvervsdrivende fonde" (corporate funds act).

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99.-(1) In the event of conversion pursuant to section 98(1)-(3) of this Act, sections 6a-6c and section 33(1) of the Public Companies Act as compared with sections 134-134i or sections 136-136i shall apply correspondingly subject to the necessary adaptations.

(2) The joint statement of accounts and opening balance sheet referred to in section 134b of the Public Companies Act shall be prepared pursuant to the accounting regulations applying to limited companies which carry out the type of activities which the newly established limited companies are contemplating.

(3) Documents which, pursuant to the Public Companies Act, are to be submitted to the Danish Commerce and Companies Agency shall also be submitted to the Danish FSA.

(4) The Danish FSA shall approve the conversion pursuant to section 98(1)-(3) of this Act.

100.-(1) The continuing fund, cf. section 98(1)-(3), shall be managed by a board of directors with no less than five members.

(2) A majority of the members shall be appointed by the board of directors of the limited company from among the members of the board of directors.

(3) If, in connection with the conversion, the fund acquires shares in more than one limited company converted pursuant to section 98(2) shall not apply.

101.-(1) The boards of directors of each of the funds referred to in section 97 may also decide that the fund or funds are to be dissolved without liquidation by transfer of total assets and liabilities to one or more of the limited companies owned or established by the fund or funds having authorisation to carry out activities pursuant to section 7(1), no. 1, 5 or 6. The value of the assets transferred shall in each limited company be equivalent to or exceed the value of the liabilities transferred. In each limited company, an undistributable fund reserve equivalent to the value of the assets contributed less the liabilities of the fund shall be set up, cf. sections 102 and 103.

(2) Dissolution without liquidation may also take place by transfer of the assets and liabilities of the fund in full to one or more limited companies authorised to carry out activities pursuant to section 7(1), no. 1, 5 or 6. The value of the assets transferred shall in each limited company be equivalent to or exceed the value of the liabilities transferred. In each limited company an undistributable fund reserve equivalent to the value of the assets contributed less the liabilities of the fund shall be set up, or if such an undistributable fund reserve already exists in the limited company, this shall be increased by the value of the assets contributed less the liabilities of the fund, cf. sections 102 and 103.

(3) Section 98(4) and section 99 shall apply correspondingly to conversion pursuant to subsections (1) and (2).

102.-(1) The undistributable fund reserve may be used to cover a loss that is not covered by amounts available for dividends in the limited company.

(2) In the event of the dissolution of the limited company, dividends may only be distributed to shareholders if the obligations under subsection (4) have been met.

(3) By transfer of the limited company's assets and liabilities to one or more limited companies which carry out activities pursuant to section 7(1), no. 1, 5 or 6, the continuing company shall take over the fund reserve on the same terms as applied until such transfer.

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(4) In the decision as to conversion pursuant to section 101(1) or (2), more detailed regulations shall be laid down governing the distribution of the fund reserve in the event of the dissolution of the company. The fund reserve shall, dependent on whether the limited company has a license to carry out activities pursuant to section 7(1), no. 1, 5 or 6 be distributed for purposes pertaining to stock-exchange activities, clearing activities or book-entry activities, respectively.

103. 10 per cent of the profit for the year not applied to cover any losses from prior years shall be transferred to the fund reserve. The provision may not, however, exceed interest on the fund reserve corresponding to the minimum interest laid down by the Minister for Taxation after deduction of a proportionate share of the corporation tax for the year.

104.-(1) The board of directors of each of the funds referred to in section 97 may also decide that the conversion is to be effected by a combination of the conversions described in sections 98 and 101. The fund or funds shall transfer total assets and liabilities to one or more limited companies, cf. section 98(1) and (2) and section 101(1) and (2). In each limited company an undistributable fund reserve shall be set up, cf. sections 102 and 103. At the same time, shares in each of the limited companies equivalent to the value of the assets contributed less the liabilities of the fund and less the undistributable fund reserve shall be transferred to a fund, cf. sections 98(1)-(3), which is regarded as corporate under the "lov om erhvervsdrivende fonde" (corporate funds act).

(2) Sections 98-103 shall apply to the conversion pursuant to subsection (1) subject to the necessary adaptations.

VIII

Amendment of other acts

Part 30

Amendment of other acts

105. (Omitted)

106. (Omitted)

107. (Omitted)

108. (Omitted)

109. (Omitted)

110. (Omitted)

111. (Omitted)

112. (Omitted)

113. (Omitted)

114. (Omitted)

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115. (Omitted)

116. (Omitted)

117. (Omitted)

118. (Omitted)

119. (Omitted)

120. (Omitted)

121. (Omitted)

122. (Omitted)

123. (Omitted)

124. (Omitted)

125. (Omitted)

IX

Entry into force and transitional provisions, etc.

Part 31

Entry into force and transitional provisions, etc.

126.-(1) The date of entry into force of this Act or parts hereof shall be laid down by the Minister for Economic Affairs, in respect of section 105, nos. 1, 3-9, 12 and 13; and sections 106-115 after consultation with the Minister for Taxation, and in respect of sections 123-125 after consultation with the Minister for Justice. Section 105, nos. 2, 10 and 11 shall enter into force on the day following the publication of this Act in the Danish Legal Gazette. For activities pertaining to central securities depositories and clearing, this Act shall enter into force no later than 1 June 1997. However, this Act shall enter into force no later than 1 June 1996 except for section 6(3), which shall enter into force on 1 June 1997.

(2) The Minister for Business Affairs may repeal, in full or in part, the "lov om Københavns Fondsbørs" (act on the Copenhagen Stock Exchange), cf. Consolidated Act no. 713 of 8 September 1993, the "lov om en værdipapircentral" (act on a central securities depository), cf. Consolidated Act no. 807 of 6 October 1993 and Act no. 213 of 10 April 1991 on prospectuses in connection with first public offer of certain securities.

(3) Section 105, nos. 1, 3-9, 12 and 13; section 106, no. 1; section 107; section 108, nos. 1, 2 and 4; sections 109 and 110; section 112, no. 2; and section 115 shall take effect as from the income year 1997, cf. however subsections (6) and (7).

(4) Section 105, no. 10 shall take effect for companies and associations, etc. which will be covered by section 35K of the "lov om indkomstbeskatning af aktieselskaber m.v. (act on taxation of income for limited companies, etc.) as from the entry into force of the provision.

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(5) Section 112, no. 1 shall take effect as from the income year 1988.

(6) In connection with the conversion of the Copenhagen Stock Exchange and VP Securities Services into limited companies before 1 January 1997, section 14h(3) of the "fusionsskatteloven" (merger tax act), as stated in section 112, no. 2 of this Act, shall apply correspondingly.

(7) In connection with the conversion of the Guarantee Fund for Danish Options and Futures into a limited company before 1 January 1997, section 14h of the "fusionsskatteloven" (merger tax act), as stated in section 112, no. 2 of this Act, shall apply correspondingly.

127.-(1) Notwithstanding the provisions in section 7, no. 1 and section 8(2), nos. 1 and 2, the Copenhagen Stock Exchange may carry out stock-exchange activities until 1 July 1997. In carrying out such activities, the Copenhagen Stock Exchange shall be considered a stock exchange under this Act.

(2) Notwithstanding the provisions in section 7, nos. 5 and 6, and section 8(2), nos. 1 and 2, VP Securities Services and the Guarantee Fund for Danish Options and Futures may continue to carry out securities clearing activities. In carrying out such activities, the Guarantee Fund for Danish Options and Futures and VP Securities Services shall be regarded as clearing centres under this Act.

(3) Notwithstanding the provisions in section 7, no. 6 and section 8(2), nos. 1 and 2, VP Securities Services may continue to carry out book-entry activities. In carrying out such activities, VP Securities Services shall be considered a central securities depository under this Act.

(4) In connection with the conversion of the Copenhagen Stock Exchange into a limited company, the employees of said limited company may appoint one member of the board of directors. In connection with the conversion of VP Securities Services into a limited company, the employees of said limited company may appoint two members of the board of directors.

(5) Subsection (4) shall apply for a period of three years as from the conversion, whereafter the entitlement of the company's employees to be represented on the board of directors shall be governed by the provisions of the Public Companies Act.

127a.-(1) VP Securities Services shall be a private, independent institution. Detailed regulations concerning VP Securities Services and its activities shall be laid down by the board of directors of VP Securities Services in the articles of association, which shall be approved by the Danish FSA.

(2) A board of directors comprising up to 14 members as well as a board of management shall manage VP Securities Services.

(3) The matters addressed by the board of directors shall, where special majorities are not due under the articles of association, be decided by a simple majority of votes. The articles of association may stipulate that the chairperson is to have the casting vote in the event of parity of votes.

(4) The Minister for Economic Affairs shall, for a period of three years at a time, appoint the chairman of the board of directors and other members of the board of directors, cf. however subsections (5)-(9). Among the members, four shall be appointed on the recommendation of organisations representing the issuers of investment securities, four on the recommendation of

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organisations representing the account-holding institutions referred to in section 62(1), nos. 2 and 3, and one member on the recommendation of Danmarks Nationalbank (Denmark's central bank). Two of the members shall be appointed with a special view to protecting the interests of the owners of investment securities. Proxies shall be appointed for these members.

(5) The employees of VP Securities Services may elect two members of the board of directors and proxies for these from among the employees of VP Securities Services in accordance with subsections (6)-(9).

(6) No less than half of the employees shall vote for a decision to utilise the right under subsection (5). The decision shall be notified in writing to the board of directors.

(7) The election of members of the board of directors and proxies by the employees shall take place by secret ballot. The members shall join the board of directors one month after it has received written notification of the name and address of the persons concerned.

(8) The members of the board of directors elected by the employees shall be appointed for three years at a time from among the employees who have been employed by VP Securities Services one year prior to the election.

(9) The Minister for Economic Affairs shall lay down regulations regarding

- 1) who are to be considered employees,
- 2) the detailed implementation of elections pursuant to subsections (6) and (7),
- 3) the possibility of omitting election pursuant to subsection (7) if the number of members and proxies to be elected to the board of directors only corresponds to the number of candidates,
- 4) judicial protection of the job of members of the board of directors elected by the employees so that any disagreement as to protection as well as violation or interpretation of the regulations shall be subjected to industrial disputes procedures, and
- 5) the form in which the employees of VP Securities Services shall be informed of VP Securities Services' affairs.

(10) The board of directors shall employ the board of management and ensure that the activities of VP Securities Services are carried out properly in accordance with the provisions of this Act and the articles of association of VP Securities Services.

(11) The board of management shall be in charge of the day-to-day management of VP Securities Services in accordance with the guidelines and directions of the board of directors.

128. With regard to limited companies established pursuant to section 101 or section 104, the Danish FSA may, irrespective of the provisions in section 8(2), no. 2, grant a license to carry out stock-exchange activities, securities clearing activities and book-entry activities provided that the base capital of the company at the time of the license is no less than DKK 40 million. No less than DKK 16 million of this amount shall be share capital.

129. The provision in section 6(3), 1st clause relating to consent from customers shall apply to new customer relationships commenced after the entry into force of said provision. In respect of existing customer relationships, consent from each customer shall be obtained no later than 18 months after entry into force of section 6(3), 1st clause if a securities dealer keeps the customer's securities in an omnibus account or safekeep.

130.-(1) This Act shall not extend to the Faeroe Islands and Greenland, but may, with the exception of sections 105-115 and sections 123 and 125, be brought into force by Royal

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Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in the Faeroe Islands and Greenland respectively.

(2) Section 125 may by Royal Decree be made effective for the Faeroe Islands subject to such deviations as are dictated by the special circumstances of the Faeroe Islands.

Act no. 475 of 10 June 1997 contains the following entry into force and transitional provisions:

9.-(1) This Act shall enter into force on 1 January 1998. (2nd and 3rd clauses omitted)

(2) The board of directors shall, on 1 March 1998 at the latest, have completed the drafting of internal guidelines pursuant to (omitted) section 12b(1) of the Securities Trading, etc. Act as expressed in section 4, no. 1 of this Act.

(3) The provisions in (omitted) section 14(2) of the Securities Trading, etc. Act as expressed in section 4, nos. 3 and 4, section 11a(3), 2nd clause, (omitted) of this Act shall apply to accounting years commencing on 1 January 1998 or later.

(4)-(6) (Omitted)

(7) Notwithstanding the regulations of this Act, members of the board of management and their deputies and persons of equal status, as well as branch managers in financial institutions covered by this Act may carry out duties as members of boards of directors of Danish Ship Finance, Dansk Eksportfinansiering, the Danish Agricultural Mortgage Bank, Danish Venture Finance A/S, Finansieringsinstituttet for Hoteller m.v., FIH - Finance for Danish Industry, the Nordic Association, LRF Mortgage Bank, Totalkredit Realkreditfond and Bornholm's Investment Fund.

(8) Persons covered by section 12c(3) of the Securities Trading, etc. Act, as stated in section 4, no. 3 of this Act, who on 1 January 1998 perform functions as chief internal auditors or deputy chief internal auditors in companies outside the group may continue to do so until expiry of the term in operation on 9 April 1997. If the persons mentioned commence, after this date, a term of a function as chief internal auditor or deputy chief internal auditor in a company not covered by section 12c(3), such person shall resign no later than 1 February 1998.

(9) Exposures and collateralisation, entered into legally before 1 January 1998 between the elected external auditors, a chief internal auditor or deputy chief internal auditor (omitted) and the (omitted) companies mentioned (omitted), may continue until the originally agreed expiry date.

(10)-(12) (Omitted)

10.-(1) This Act shall not extend to Greenland and the Faeroe Islands, (omitted) but (omitted) may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

(2)-(3) (Omitted)

Act no. 1327 of 20 December 2000 contains the following entry into force and transitional provisions:

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9.-(1) This Act shall enter into force on 1 April 2001, cf. however subsections (2)-(5).

(2) (Omitted)

(3) Section 1, no. 14; section 2, no. 2; section 3, nos. 2 and 3; section 4, no. 2; section 5; section 6, no. 4; and sections 7 and 8 shall enter into force on 1 January 2001. The assessment of contribution will be carried out for the first time on the basis of information in the accounting year ending in 2000.

(4) Section 1, nos. 20 and 21, shall enter into force on 1 July 2001.

(5) Securities dealers and undertakings covered by section 62(1) and section 63 of the Securities Trading, etc. Act which, at the time of entry into force of this Act, were members of a stock exchange or had entered into an agreement with a central securities depository, may continue this without obtaining a license from the Danish FSA.

10.-(1) Sections 1, 2, 4, 5, 7 and 8 shall not extend to Greenland and the Faeroe Islands, but may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

(2) (Omitted)

Act no. 427 of 6 June 2002 contains the following entry into force and transitional provisions:

3.-(1) This Act shall enter into force on 1 July 2002, cf. however subsection (2).

(2) Section 1, nos. 13, 14, 16-18, 35 and 39 shall enter into force on 1 October 2002. The Minister for Economic and Business Affairs shall determine the time of entry into force of section 1, nos. 5, 8-12, 19, 26, 30, 31, 33, 34, 37 and 38, as well as section 2.

4.-(1) Status of the total possessions in companies held by persons covered by section 34(4) and section 37(3), cf. section 1, nos. 16 and 17, shall be notified to the relevant issuer and reported by said issuer to the relevant stock exchange and authorised market place respectively, where the company's shares are admitted to listing or trading no later than 1 January 2003.

(2) The Danish Securities Council Executive Order no. 429 of 28 May 2001 on Good Securities Trading Practices for Trading in Certain Securities shall, however, remain in force until the Minister for Economic and Business Affairs issues regulations in the area.

5. This Act shall not extend to Greenland and the Faeroe Islands, but may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

Act no. 453 of 10 June 2003 contains the following entry into force and transitional provisions:

375.-(1) This Act shall enter into force on 1 January 2004, cf. however subsections (2) and (3).

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(2)-(3) (Omitted)

376-437. (Omitted)

438.-(1) This Act shall not extend to Greenland and the Faeroe Islands, but may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively, cf. however subsections (2)-(4).

(2)-(4) (Omitted)

Act no. 1171 of 19 December 2003 contains the following entry into force and transitional provisions:

6.-(1) This Act shall enter into force on 1 January 2004, cf. however subsections (2) and (3).

(2) The Minister for Economic and Business Affairs shall determine the time of entry into force of section 2. Section 2 may, however, not enter into force before the time when the Hague Convention stipulating the law applicable to certain rights in respect of securities held with an intermediary enters into force in relation to the European Union.

(3) (Omitted)

7. Chief internal auditors or deputy chief internal auditors may notwithstanding the ban in section 12b(9) of the Securities Trading, etc. Act, cf. section 1, no. 3 of this Act, maintain and utilise financial interests owned by said chief internal auditors or deputy chief internal auditors at the entry into force of this Act.

8.-(1) Part 18a of the Securities Trading, etc. Act as stated in section 1, no. 12 of this Act shall apply to financial collateral arrangements, close-out netting, etc. established after entry into force of this Act.

(2) Section 58 of the Securities Trading, etc. Act, cf. Consolidated Act no. 587 of 9 July 2002 as amended by section 426 of Act no. 453 of 10 June 2003 shall continue to apply to netting agreements established before entry into force of this Act.

9. (Omitted)

10.-(1) This Act shall not extend to Greenland and the Faeroe Islands, but may be brought fully or partially into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively, cf. however subsection (2).

(2) (Omitted)

Act no. 491 of 9 June 2004 contains the following entry into force and transitional provisions:

6.-(1) This Act shall enter into force on 1 January 2005, cf. however subsections (2) and (3).

(2) Section 1, no. 14, shall enter into force on the day following the publication of this Act in the Danish Legal Gazette.

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(3) Section 1, nos. 4, 7-10, 13, 30, 34, 37 and 41; section 2, nos. 1-3, 12 and 13; section 3, nos. 1 and 2; section 4, no. 5; and section 5 shall enter into force on 1 July 2004.

(4) This Act shall not extend to Greenland and the Faeroe Islands, but may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

Act no. 1383 of 20 December 2004 contains the following entry into force and transitional provisions:

17.-(1) This Act shall enter into force on 1 January 2005, cf. however subsections (2)-(4).

(2)-(4) (Omitted)

18.-(1) This Act shall not extend to Greenland and the Faeroe Islands, cf. however subsections (2) and (3).

(2)-(3) (Omitted)

Act no. 1460 of 22 December 2004 contains the following entry into force and transitional provisions:

3.-(1) This Act shall enter into force on 1 April 2005, cf. however subsections (2) and (3).

(2) Section 1, nos. 2 and 3, 8-12, 14, 18-20, 22-24 and 30, and section 2 shall enter into force on 1 July 2005.

(3) Section 1, nos. 7 and 21 shall enter into force on 1 January 2005.

(4) Notwithstanding the regulations of section 1 of this Act credit institutions covered by the exemption in Article 5(a) of Directive 89/298/EEC and not covered by section 23(5), no. 8 may, to the general public in Denmark, offer bonds or other transferable securities equivalent to bonds issued in a continuous or repeated manner until 31 December 2008.

4. This Act shall not extend to Greenland and the Faeroe Islands, but may be brought fully or partially into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

Act no. 411 of 1 June 2005 contains the following entry into force and transitional provisions:

6.-(1) This Act shall enter into force on 1 July 2005

(2)-(4) (Omitted)

7. This Act shall not extend to Greenland and the Faeroe Islands but may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

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Act no. 604 of 24 June 2005 shall include the following entry into force and transitional provisions:

5.-(1) This act shall enter into force on the day following the publication of this Act in the Danish Law Gazette, cf. however subsection (2).

(2) (Omitted)

(3) Section 1, no. 11 of this Act shall apply to decisions on presenting takeover bids made in accordance with the entry into force of this Act. Section 1, nos. 14-16 of this Act shall apply to transfers, cf. section 31(1) of the Danish Securities Trading etc. Act, made after the entry into force of this Act.

6.-(1) Sections 1-3 shall not extend to Greenland and the Faeroe Islands but may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

(2) (Omitted)

Act no. 1428 of 21 December 2005 contains the following entry into force and transitional provisions:

6.-(1) This Act shall enter into force on 1 January 2006.

10. This Act shall not extend to Greenland and the Faroe Islands, but sections 1, 3 and 4 may be brought into force by royal decree for these parts of the realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faroe Islands respectively.

Act no. 116 of 27 February 2006 contains the following entry into force and transitional provisions:

5. This Act shall enter into force on 1 March 2006.

6.-(1) This Act shall not extend to Greenland and the Faeroe Islands, cf. however subsection (2).

(2) Sections 1 and 2 may by Royal Decree be made effective for the Faeroe Islands subject to such deviations as are dictated by the special circumstances of the Faeroe Islands and Greenland.

Act no. 527 of 7 June 2006 contains the following entry into force and transitional provisions:

4.-(1) This Act shall enter into force on 1 January 2007, cf. however subsection (2).

(2) (Omitted)

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5. (Omitted)

6. This Act shall not extend to Greenland and the Faeroe Islands, but may be brought into force by Royal Decree for these parts of the Realm subject to any variations in their operation necessitated by the specific conditions prevailing in Greenland and the Faeroe Islands respectively.

Act no. 108 of 7 February 2007 contains the following provisions regarding entry into force and transitional provision:

21.-(1) (Omitted)

(2) (Omitted)

(3) Section 1, no. 88, section 3, nos. 1, 3, 11, 24, 27, 30, 40-43, 58, 61, 62, 68, 69, 76, 81, 83, 85 and 86, section 6, nos. 1-9, section 7, section 8, nos. 3, 8 and 9, section 9, nos. 6 and 7, section 10, no. 6 and sections 11-15 shall enter into force on 15 February 2007.

(4) Section 1, nos. 2, 3, 54-60, 62, 63, 90, 93, 94, 105-109, 116, 118 and 119, section 3, no. 74, and section 4 shall enter into force on 1 June 2007.

(5) (Omitted)

(6) Section 1, no. 88, section 3, no. 62, section 11, no. 1, section 12, no. 12 and section 13, no. 2 shall take effect from 1 January 2006.

(7) (Omitted)

22.-(1) Section 16 shall enter into force on the day after notification in the Danish Law Gazette.

(2) Notwithstanding the regulations in section 1 of this Act, companies which in accordance with section 8(1) of the Danish Securities Trading etc. Act are authorised to operate as a stock exchange or an authorised market place without a new license, shall continue to operate this activity in compliance with the regulations applicable to operators of regulated markets.

(3) Notwithstanding the regulations in section 1 of this Act, companies which in accordance with section 8(1) of the Danish Securities Trading etc. Act are authorised to operate as an alternative market place without a new license, shall continue to operate this activity in compliance with the regulations applicable to companies operating multilateral trading facilities, including alternative market places.

(4) Notwithstanding the regulations laid down in section 1 of this Act, shares, share certificates and bonds admitted to listing by a stock exchange under section 22 of the Securities Trading, etc. Act, shall continue to be considered as listed.

(5) Financial undertakings, which since 1 November 2007, have been authorised to carry out activities pursuant to section 9(1), cf. section 7(2), section 8(2), section 9(2), section 10(2) or 403 of the Financial Business Act, may continue their activities as before.

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(6) Companies, which since 1 November 2007 have been authorised to carry out money-market broking activities under section 8(1) of the Securities Trading, etc. Act, may continue their activities if they report the activities to the Danish FSA before 1 February 2008. Pursuant to section 9(1) of the Financial Business Act, the Danish FSA shall notify authorisation to the reported activities as well as authorisation to documentation of deposits and loans between money market actors. The companies may, in the period between the report and granting of a license in pursuance of section 9(1) by Danish FSA, continue the activities reported, including documentation of deposits and loans between money market actors.

(7) Any undertaking or person that, on 1 November 2007, carries out activities as investment counsellor, cf. section 343a of the Danish Financial Business Act, cf. section 3, no. 59 of this Act, and which no later than 1 February 2008, apply for a license pursuant to section 343c of the Danish Financial Business Act, cf. section 3, no. 59 of this Act, may continue to provide investment counselling services, until the Danish FSA has processed the application for a license. An application shall be considered as received by the Danish FSA when the information about all matters mentioned in section 343c, has been submitted to the Danish FSA.

23.-(1) This Act shall not extend to the Faroe Islands and Greenland, cf. however, subsections (2) and (3).

(2) Sections 1-6, 13 and 14 may by Royal Decree be made effective for the Faeroe Islands subject to such deviations as are dictated by the special circumstances of the Faeroe Islands and Greenland.

(3) (Omitted)

(4) (Omitted)

Act no. 181 of 28 February 2007 contains the following provisions regarding entry into force and transitional provision:

8.-(1) This act shall enter into force on 1 January 2008.

(2) Part 23a of the Danish Administration of Justice Act, in the wording of section 1, no. 10 of this Act, shall apply to cases filed after the entry into force of this Act.

(3) The Danish Minister for Justice shall present proposals for revisions of this Act in the Danish parliamentary year of 2010-11.

9.-(1) This Act shall not extend to the Faeroe Islands and Greenland.

(2) Section 3 may by Royal Decree be made effective for the Faeroe Islands and Greenland.

(3) Sections 5-7 may by Royal Decree be extended fully or in part to those parts of the Faeroe Islands and Greenland subject to such modifications as circumstances peculiar to the Faeroe Islands or Greenland may require.

Act no. 576 of 6 June 2007 contains the following entry into force and transitional provisions:

12.-(1) This Act shall enter into force on 1 July 2007, cf. however subsections (2) and (3).

While this translation was carried out by a professional translation agency, the text is to be regarded as an unofficial translation based on the latest official Consolidated Act no. 214 of 2 April 2008. Only the Danish document has legal validity.

April 2008, GlobalDenmark Translations

(2) (Omitted)

(3) (Omitted)

13. (Omitted)

14.-(1) This Act shall not extend to the Faroe Islands and Greenland, cf. however, subsections (2) and (3).

(2) Sections 1-4 may be Royal Decree be extended fully or in part to those parts of the Faroe Islands and Greenland subject to such modifications as circumstances peculiar to the Faeroe Islands or Greenland may require.

(3) (Omitted)

Ministry of Economic and Business Affairs, 2 April 2008

Bendt Bendtsen

/ Henrik Bjerre-Nielsen

Links to EEC and EC directives, cf. note 1

[Directive 1985/611/EEC](#) Celex no. 31985L0611

[Directive 1992/49/EEC](#) Celex no. 31992L0049

[Directive 1992/96/EEC](#) Celex no. 31992L0096

[Directive 1993/22/EEC](#) Celex no. 31993L0022

[Directive 1998/26/EC](#) Celex no. 31998L0026

[Directive 2000/64/EC](#) Celex no. 32000L0064

[Directive 2001/34/EC](#) Celex no. 32001L0034

[Directive 2003/6/EC](#) Celex no. 32003L0006

[Directive 2003/71/EC](#) Celex no. 32003L0071

[Directive 2003/124/EC](#) Celex no. 32003L0124

[Directive 2004/72/EC](#) Celex no. 32004L0072

[Directive 2202/47/EC](#) Celex no. 32202L0047

²⁾ Due to an error in Act no. 108 of 7 February 2007, there are two sections 83(7).