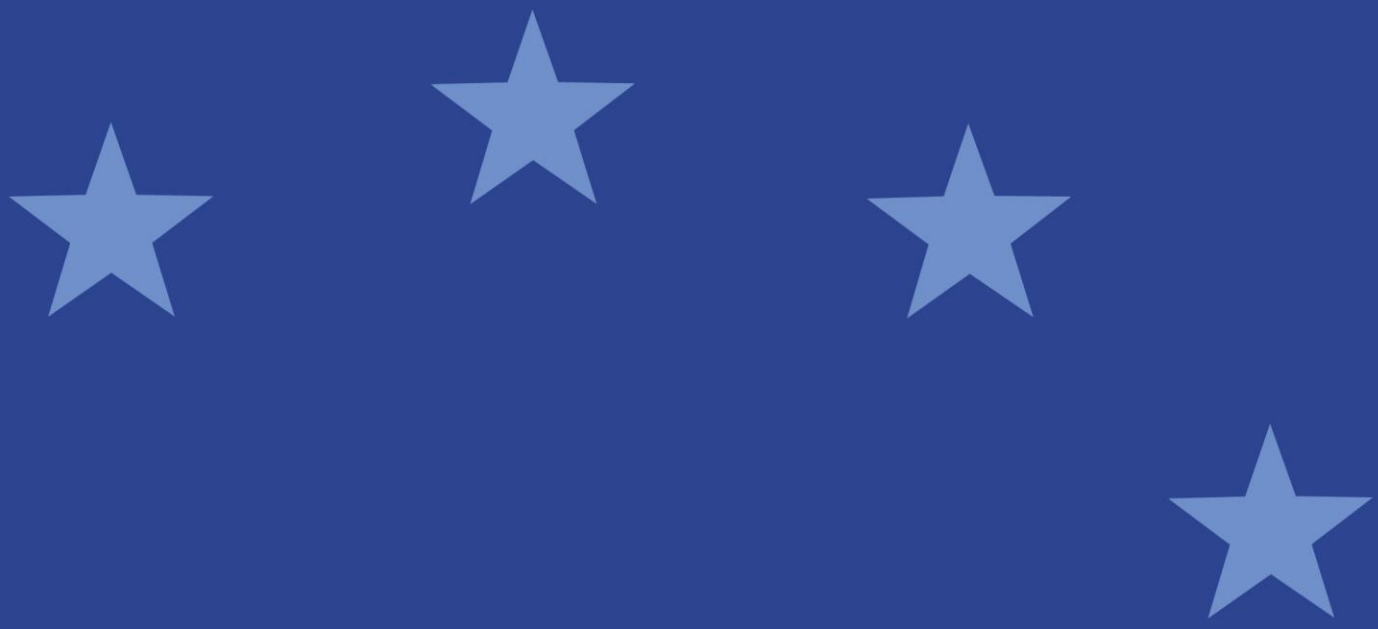
esma European Securities and Markets Authority

Reply form for the Consultation Paper on MAR review report



3 October 2019

European Securities and Markets Authority

Date: 3 October 2019

Responding to this paper

The European Securities and Markets Authority (ESMA) invites responses to the specific questions listed in the Consultation Paper on the MAR review report published on the ESMA website.

Instructions

Please note that, in order to facilitate the analysis of the large number of responses expected, you are requested to use this file to send your response to ESMA so as to allow us to process it properly. Therefore, ESMA will only be able to consider responses which follow the instructions described below:

- use this form and send your responses in Word format (pdf documents will not be considered except for annexes);
- do not remove the tags of type <ESMA_QUESTION_CP_MAR_1> - i.e. the response to one question has to be framed by the 2 tags corresponding to the question; and
- if you do not have a response to a question, do not delete it and leave the text "TYPE YOUR TEXT HERE" between the tags.

Responses are most helpful:

- if they respond to the question stated;
- indicate the specific question to which the comment relates;
- contain a clear rationale; and
- describe any alternatives ESMA should consider.

Naming protocol

In order to facilitate the handling of stakeholders' responses please save your document using the following format:

ESMA_CP_MAR_NAMEOFCOMPANY_NAMEOFDOCUMENT.

e.g. if the respondent were ESMA, the name of the reply form would be:

ESMA_CP_MAR_ESMA_REPLYFORM or

ESMA_CP_MAR_ANNEX1

Deadline

Responses must reach us by **29 November 2019.**

All contributions should be submitted online at www.esma.europa.eu under the heading 'Your input - Consultations'.

Publication of responses

All contributions received will be published following the end of the consultation period, unless otherwise requested. **Please clearly indicate by ticking the appropriate checkbox in the website submission form if you do not wish your contribution to be publicly disclosed. A standard confidentiality statement in an email message will not be treated as a request for non-disclosure.** Note also that a confidential response may be requested from us in accordance with ESMA's rules on access to documents. We may consult you if we receive such a request. Any decision we make is reviewable by ESMA's Board of Appeal and the European Ombudsman.

Data protection

Information on data protection can be found at www.esma.europa.eu under the headings 'Legal notice' and 'Data protection'.

General information about respondent

Name of the company / organisation	Assosim
Activity	Investment Services
Are you representing an association?	☒
Country/Region	Italy

Introduction

Please make your introductory comments below, if any:

<ESMA_COMMENT_CP_MAR_1>
TYPE YOUR TEXT HERE
<ESMA_COMMENT_CP_MAR_1>

Q1. Do you consider necessary to extend the scope of MAR to spot FX contracts? Please explain the reasons why the scope should or should not be extended, and whether the same goals could be achieved by changing any other piece of the EU regulatory framework.

<ESMA_QUESTION_CP_MAR_1>
We fully agree with the reasons for the ESMA proposal of not extending the scope of MAR to the spot market: the extent, volatility and lack of infrastructure that characterize this market make it very difficult to monitor situations of abuse.

Furthermore, in the case of foreign exchange transactions instrumental to the settlement of transactions in financial instruments, these characteristics entail that assumptions of market manipulation could only occur in relation to transactions of very high value.

<ESMA_QUESTION_CP_MAR_1>

Q2. Do you agree with ESMA's preliminary view about the structural changes that would be necessary to apply MAR to spot FX contracts? Please elaborate and indicate if you would consider necessary introducing additional regulatory changes.

<ESMA_QUESTION_CP_MAR_2>
In order to ensure adequate control over this operation, we believe it would be preferable to rely on the existing code of conduct (FX Global Code of Conduct), drawn up by central banks and market participants in 16 jurisdictions worldwide (which will soon be updated), by promoting greater adherence among market participants.

<ESMA_QUESTION_CP_MAR_2>

Q3. Do you agree with this analysis? Do you think that the difference between the MAR and BMR definitions raises any market abuse risks and if so what changes might be necessary?

<ESMA_QUESTION_CP_MAR_3>
We agree with the proposal to strengthen the coordination between MAR and BMR, which could improve market integrity.

<ESMA_QUESTION_CP_MAR_3>

Q4. Do you agree that the Article 30 of MAR "Administrative sanctions and other administrative measures" should also make reference to administrators of benchmarks and supervised contributors?

<ESMA_QUESTION_CP_MAR_4>
TYPE YOUR TEXT HERE
<ESMA_QUESTION_CP_MAR_4>

Q5. Do you agree that the Article 23 of MAR "Powers of competent authorities" point (g) should also make reference to administrators of benchmarks and supervised contributors? Do you think that is there any other provision in Article 23 that should be amended to tackle (attempted) manipulation of benchmarks?

<ESMA_QUESTION_CP_MAR_5>
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<ESMA_QUESTION_CP_MAR_5>

Q6. Do you agree that Article 30 of MAR points (e), (f) and (g) should also make reference to submitters within supervised contributors and assessors within administrators of commodity benchmarks?

<ESMA_QUESTION_CP_MAR_6>
TYPE YOUR TEXT HERE
<ESMA_QUESTION_CP_MAR_6>

Q7. Do you agree that there is a need to modify the reporting mechanism under Article 5(3) of MAR? Please justify your position.

<ESMA_QUESTION_CP_MAR_7>
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<ESMA_QUESTION_CP_MAR_7>

Q8. If you agree that the reporting mechanism should be modified, do you agree that Option 3 as described is the best way forward? Please justify your position and if you disagree please suggest alternative.

<ESMA_QUESTION_CP_MAR_8>
We agree that option 3 is a good compromise in order to limit compliance burdens without affecting the effectiveness of the supervisory action.

Still, we believe that the proposal could be improved in that issuers appear to lack the necessary information to identify the most liquid market for their shares. We would thus propose that ESMA itself could be required, by amending the relevant provision within MiFIR and the relevant delegated regulation (such as for example, art. 16 Delegated regulation 2017/590), to determine the most liquid market for each financial instrument and inform the public accordingly.

As an alternative, the issuer should be given the option to report this information (i) to the NCA of the jurisdictions where it requested admission to trading and, where relevant, approved trading or (ii) to the authority already identified to comply with the reporting obligations for regulatory information pursuant to the transparency rules.

<ESMA_QUESTION_CP_MAR_8>

Q9. Do you agree to remove the obligation for issuers to report under Article 5(3) of MAR information specified in Article 25(1) and (2) of MiFIR? If not, please explain.

<ESMA_QUESTION_CP_MAR_9>
Yes, we do. Still we would suggest removing the same obligation also under Art. 6(4) Reg. 2016/1052 regarding disclosure and reporting obligations for stabilisation measures.

<ESMA_QUESTION_CP_MAR_9>

Q10. Do you agree with the list of fields to be reported by the issuers to the NCA? If not, please elaborate.

<ESMA_QUESTION_CP_MAR_10>
Yes, we do.
<ESMA_QUESTION_CP_MAR_10>

Q11. Do you agree with ESMA's preliminary view?

<ESMA_QUESTION_CP_MAR_11>
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<ESMA_QUESTION_CP_MAR_11>

Q12. Would you find more useful other aggregated data related to the BBP and if so what aggregated data? Please elaborate.

<ESMA_QUESTION_CP_MAR_12>
We agree with the proposal to provide information to the market on buy-back transactions in an aggregated form (by market, aggregate volumes and the weighted average price at which the transactions were executed).

<ESMA_QUESTION_CP_MAR_12>

Q13. Have market participants experienced any difficulties with identifying what information is inside information and the moment in which information becomes inside information under the current MAR definition?

<ESMA_QUESTION_CP_MAR_13>
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<ESMA_QUESTION_CP_MAR_13>

Q14. Do market participants consider that the definition of inside information is sufficient for combatting market abuse?

<ESMA_QUESTION_CP_MAR_14>
A single concept of inside information, instrumental both to the prohibition against abuse and to the reporting obligations, does not facilitate the application of the relevant provisions, and, what is more serious, risks hindering the activity of prevention of market abuse, or even to be the cause of it.

When reviewing the MAR, an effort is needed to reconcile the different, but not opposing, interests of issuers, on the one hand, to safeguard the confidentiality of information (even if price sensitive) generated in the

performance of their business activity and, on the other hand, the interests of investors to be promptly informed in relation to any event that may affect the correct valuation of the financial instruments issued by companies which that recourse to the capital market.

To this end, the notion instrumental to the reporting obligations set out in Art. 17 MAR should take into account only the circumstances that actually exist and events that have already occurred, thus removing from the relevant definition any reference to circumstances that can reasonably be expected to occur and events that can reasonably be expected to occur. In this context, it is necessary, inter alia, to specify that the issuer is not obliged to disclose to the market:

- inside information concerning transactions not yet formally and definitively approved by the relevant competent body. Still this information would be caught within the scope of the prohibition against abuse and to the related obligation to ensure its confidentiality also through the opening of insider lists. In line with this general principle, the obligation to disclose information to the public should not apply, inter alia, to data exchanged during meetings of internal committees, in the normal exercise of a profession, function or office, especially where the decision that the committee itself is called upon to take on the basis of such data has no external relevance, since, for example, it is subject to the final approval of another higher body;
- cases of progressive formation and, in particular, the so-called "intermediate steps", unless it is certain, beyond any reasonable doubt, that the circumstance or event that the process intends to achieve will materialize.

Instrumentally to this change, it is also necessary to intervene with regard to the conditions for the activation of the delay. In this specific regard, we believe it is necessary to clarify, at MAR level or within a delegated regulation, that a delay can be considered misleading for the public only and exclusively in the event that the information that is intended to delay contrasts with either data and information previously disseminated by the issuer or market expectations based on signals previously sent by the issuer to the market. Basically, this would include raising to level 1 or 2 the non-exhaustive cases identified in this regard by ESMA in its guidelines of October 2016.

<ESMA_QUESTION_CP_MAR_14>

Q15. In particular, have market participants identified information that they would consider as inside information, but which is not covered by the current definition of inside information?

<ESMA_QUESTION_CP_MAR_15>
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Q16. Have market participants identified inside information on commodity derivatives which is not included in the current definition of Article 7(1)(b) of MAR?

<ESMA_QUESTION_CP_MAR_16>
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Q17. What is an appropriate balance between the scope of inside information relating to commodity derivatives and allowing commodity producers to undertake hedging

transactions on the basis of that information, to enable them to carry out their commercial activities and to support the effective functioning of the market?

<ESMA_QUESTION_CP_MAR_17>
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Q18. As of today, does the current definition of Article 7(1)(b) of MAR allow commodity producers to hedge their commercial activities? In this respect, please provide information on hedging difficulties encountered.

<ESMA_QUESTION_CP_MAR_18>
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<ESMA_QUESTION_CP_MAR_18>

Q19. Please provide your views on whether the general definition of inside information of Article 7(1)(a) of MAR could be used for commodity derivatives. In such case, would safeguards enabling commodity producers to undertake hedging transactions based on proprietary inside information related to their commercial activities be needed? Which types of safeguards would you envisage?

<ESMA_QUESTION_CP_MAR_19>
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Q20. What changes could be made to include other cases of front running?

<ESMA_QUESTION_CP_MAR_20>
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Q21. Do you consider that specific conditions should be added in MAR to cover front-running on financial instruments which have an illiquid market?

<ESMA_QUESTION_CP_MAR_21>
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Q22. What market abuse and/or conduct risks could arise from pre-hedging behaviours and what systems and controls do firms have in place to address those risks? What measures could be used in MAR or other legislation to address those risks?

<ESMA_QUESTION_CP_MAR_22>
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Q23. What benefits do pre-hedging behaviours provide to firms, clients and to the functioning of the market?

<ESMA_QUESTION_CP_MAR_23>
While we do understand the concerns about this activity highlighted by ESMA, we also have a very positive view of the benefits that pre-hedging brings to the market as a whole by reducing the impact of large orders placed and providing customers with a valuable price indication.

For these reasons, we believe that the different interests involved could be balanced within the framework of a specific and additional case of safe harbours to be included in Article 5 MAR.

<ESMA_QUESTION_CP_MAR_23>

Q24. What financial instruments are subject to pre-hedging behaviours and why?

<ESMA_QUESTION_CP_MAR_24>
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Q25. Please provide your views on the functioning of the conditions to delay disclosure of inside information and on whether they enable issuers to delay disclosure of inside information where necessary.

<ESMA_QUESTION_CP_MAR_25>
As regards the delay procedure, in addition to the changes we propose in our response to Q14, we note that the relevant provisions have been differently interpreted and enforced by NCAs all over EU.

While ESMA consider the delay to be an exceptional measure, in recent months this diverging interpretations have resulted in the proliferation of the number of delay procedures in some member states which has no equivalence in others, where the procedure hardly apply at all.

In this respect, we would suggest that ESMA investigates the reasons for the differences in the amount of delay procedures triggered in the various member states and, on this basis, carries out a new consultation on the regulation of the delay procedures.

<ESMA_QUESTION_CP_MAR_25>

Q26. Please provide relevant examples of difficulties encountered in the assessment of the conditions for the delay or in the application of the procedure under Article 17(4) of MAR.

<ESMA_QUESTION_CP_MAR_26>
TYPE YOUR TEXT HERE
<ESMA_QUESTION_CP_MAR_26>

Q27. Please provide your view on the inclusion of a requirement in MAR for issuers to have systems and controls for identifying, handling, and disclosing inside information. What would the impact be of introducing a systems and controls requirement for issuers?

<ESMA_QUESTION_CP_MAR_27>
We agree with ESMA on the importance of having management systems and controls over the entire life of the information to both identify and protect inside information and determine whether to publish it immediately or to delay its disclosure. Without prejudice to the above, ESMA should provide for high-level obligations, leaving to the issuer the choice of arrangements, systems and organizational as well as procedural mechanisms consistent with its governance systems, in accordance with the principle of proportionality.

<ESMA_QUESTION_CP_MAR_27>

Q28. Please provide examples of cases in which the identification of when an information became "inside information" was problematic.

<ESMA_QUESTION_CP_MAR_28>
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<ESMA_QUESTION_CP_MAR_28>

Q29. Please provide your views on the notification to NCAs of the delay of disclosure of inside information, in those cases in which the relevant information loses its inside nature following the decision to delay the disclosure.

<ESMA_QUESTION_CP_MAR_29>
We agree with the proposal to exclude from the scope of reporting the information that loses price sensitivity. As a matter of regulation, competent authorities have the possibility of carrying out investigations in this regard, by making use of the powers conferred on them by Art. 18(1)(c) MAR (request for transmission of the lists of persons having access to inside information).

<ESMA_QUESTION_CP_MAR_29>

Q30. Please provide your views on whether Article 17(5) of MAR has to be made more explicit to include the case of a listed issuer, which is not a credit or financial institution, but which is controlling, directly or indirectly, a listed or non-listed credit or financial institution.

<ESMA_QUESTION_CP_MAR_30>
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Q31. Please provide relevant examples of difficulties encountered in the assessment of the conditions for the delay or in the application of Article 17(5) of MAR.

<ESMA_QUESTION_CP_MAR_31>
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<ESMA_QUESTION_CP_MAR_31>

Q32. Please indicate whether you have found difficulties in the assessment of the obligation to disclose a piece of inside information under Article 17 MAR when analysed together with other obligations arising from CRD, CRR or BRRD. Please provide specific examples.

<ESMA_QUESTION_CP_MAR_32>
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<ESMA_QUESTION_CP_MAR_32>

Q33. Do you agree with the proposed amendments to Article 11 of MAR?

<ESMA_QUESTION_CP_MAR_33>
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<ESMA_QUESTION_CP_MAR_33>

Q34. Do you think that some limitation to the definition of market sounding should be introduced (e.g. excluding certain categories of transactions) or that additional clarification on the scope of the definition of market sounding should be provided?

<ESMA_QUESTION_CP_MAR_34>
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<ESMA_QUESTION_CP_MAR_34>

Q35. What are in your view the stages of the interaction between DMPs and potential investors, from the initial contact to the execution of the transaction, that should be covered by the definition of market soundings?

<ESMA_QUESTION_CP_MAR_35>
We agree that market sounding should be mandatory under certain circumstances. Still, we believe that in the absence of an inside information, the use of the procedure appears excessive. Accordingly, we would recommend limiting its application only in the event it would imply the disclosure of information which is undoubtedly price-sensitive (e.g. block sale, tender offer, etc.). Furthermore, we believe that these provisions should not apply to private placement of debt for the purpose of refinancing maturing issues targeted to a limited number of selected institutional investors.

A skimming of the cases in which the market sounding shall be used would help to enhance a tool that is certainly useful, but whose invasiveness often determines it's a priori rejection by potential receivers.

<ESMA_QUESTION_CP_MAR_35>

Q36. Do you think that the reference to "prior to the announcement of a transaction" in the definition of market sounding is appropriate or whether it should be amended to cover also those communications of information not followed by any specific announcement?

<ESMA_QUESTION_CP_MAR_36>

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<ESMA_QUESTION_CP_MAR_36>

Q37. Can you provide information on situations where the market soundings regime has proven to be of difficult application by DMPs or persons receiving the market sounding? Could you please elaborate?

<ESMA_QUESTION_CP_MAR_37>
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<ESMA_QUESTION_CP_MAR_37>

Q38. Can you provide your views on how to simplify or improve the market sounding procedure and requirements while ensuring an adequate level of audit trail of the conveyed information (in relation to both the DMPs and the persons receiving the market sounding)?

<ESMA_QUESTION_CP_MAR_38>
We do not see any need to extend the scope of recorded telephone lines and make it compulsory, in that it could even represent a deterrent to the reception of the sounding. Accordingly, we believe that it would be useful to clarify that the mere availability of a system to record telephone calls should not preclude DMPs from interacting by email or equivalent tools with potential investors as long as the use of these tools ensures an adequate level of audit trail.

<ESMA_QUESTION_CP_MAR_38>

Q39. Do you agree with ESMA's preliminary view on the usefulness of insider list? If not, please elaborate.

<ESMA_QUESTION_CP_MAR_39>
On the one side, the management of the insider lists proved to be particularly burdensome for issuers especially following the implementation of MAR. On the other side, their use by NCAs for investigation purposes is reported to be rare.

Accordingly, we suggest restricting the scope of the lists in line with the provision in Art. 18(1) MAR, which literally provides that insider lists should be drawn up by the issuer itself "or", as an alternative (in its disjunctive connotation), by any person acting on their behalf or on their account. Based on the above, there could be only one insider list, which has to include all persons having access to inside information, including persons with whom the issuer has a professional relationship of any kind. Consequently, no one, regardless of its employment, profession or duties, is excluded or exonerated from the insider list.

The holding of insider lists by parties other than the issuer (or, as an alternative, by persons acting on behalf or on account of the issuer itself) is not considered at all by MAR and brings about the following risks, without any appreciable added value:

- to create uncertainty over the origin, management and qualification of an inside information as such;
- to generate additional operational costs and management complications for (i) the issuer, which generates and qualifies the information as inside information; (ii) the persons who open their own list on the basis of a wrong interpretation of the legislation; (iii) the NCAs which have to carry out their investigative duties.

With a view to revise the current legislation, we believe it is essential to make insider lists a more useful tool for the supervisory activities and to simplify their use by the issuers. This can be achieved by addressing differences in their interpretation by NCAs and by reducing unnecessary administrative burden, such as those arising from divergent interpretation and enforcement within the EU.

In addition to the above, we also deem it necessary to clarify that insider lists imply restrictions on personal transactions only with reference to the financial instruments to which the information refers. For example, in the case of banks, insider lists relating to insider information relating only to shares should not in any way preclude the issuer's operations relating to the issue of debt instruments on the primary market, as well as secondary activities on the same debt instruments.

<ESMA_QUESTION_CP_MAR_39>

Q40. Do you consider that the insider list regime should be amended to make it more effective? Please elaborate.

<ESMA_QUESTION_CP_MAR_40>
TYPE YOUR TEXT HERE
<ESMA_QUESTION_CP_MAR_40>

Q41. What changes and what systems and controls would issuers need to put in place in order to be able to provide NCAs, at their request, the insider list with the individuals who had actually accessed the inside information within a short time period?

<ESMA_QUESTION_CP_MAR_41>
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<ESMA_QUESTION_CP_MAR_41>

Q42. What are your views about expanding the scope of Article 18(1) of MAR (i.e. drawing up and maintain the insider list) to include any person performing tasks through which they have access to inside information, irrespective of the fact that they act on behalf or on account of the issuer? Please identify any other cases that you consider appropriate.

<ESMA_QUESTION_CP_MAR_42>
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<ESMA_QUESTION_CP_MAR_42>

Q43. Do you consider useful maintaining the permanent insider section? If yes, please elaborate on your reasons for using the permanent insider section and who should be included in that section in your opinion.

<ESMA_QUESTION_CP_MAR_43>
We do not consider it useful to maintain the permanent insider section. There are no persons within the organization who always and in any case have access to all inside information.

<ESMA_QUESTION_CP_MAR_43>

Q44. Do you agree with ESMA's preliminary view?

<ESMA_QUESTION_CP_MAR_44>
As one of the associations which brought this issue to the attention of our NCA as well as of the EU institutions, we obviously fully support the proposal to have in the list just one contact person for each external service provider having access to inside information. It will then be up to the external provider to keep a written record -which is not an insider list- of the people to whom, within its organization, the inside information has been communicated.

<ESMA_QUESTION_CP_MAR_44>

Q45. Do you have any other suggestion on the insider lists that would support more efficiently their objectives while reducing the administrative work they entail? If yes, please elaborate how those changes could contribute to that purpose.

<ESMA_QUESTION_CP_MAR_45>
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<ESMA_QUESTION_CP_MAR_45>

Q46. Does the minimum reporting threshold have to be increased from Euro 5,000? If so, what threshold would ensure an appropriate balance between transparency to the market, preventing market abuse and the reporting burden on issuers, PDMRs, and closely associated persons?

<ESMA_QUESTION_CP_MAR_46>
We are in favour of introducing a single € 20.000 threshold and possibly raising it to € 100.000 throughout Europe. A single threshold would promote uniformity and make it easier for issuers active in more than one member state.

<ESMA_QUESTION_CP_MAR_46>

Q47. Should NCAs still have the option to keep a higher threshold? In that case, should the optional threshold be higher than Euro 20,000? If so, please describe the criteria to be used to set the higher optional threshold (by way of example, the liquidity of the financial instrument, or the average compensation received by the managers).

<ESMA_QUESTION_CP_MAR_47>
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Q48. Did you identify alternative criteria on which the reporting threshold could be based? Please explain why.

<ESMA_QUESTION_CP_MAR_48>
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<ESMA_QUESTION_CP_MAR_48>

Q49. On the application of this provision for EAMPs: have issues or difficulties been experienced?

<ESMA_QUESTION_CP_MAR_49>
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Q50. Did you identify alternative criteria on which the subsequent notifications could be based? Please explain why.

<ESMA_QUESTION_CP_MAR_50>
We are of the view that, once the first reporting threshold is exceeded (see Q46 above), PDMRs should be given the option of either reporting each single transaction they carry out or, at their discretion, submit a new notification when a new, significant threshold is exceeded.

<ESMA_QUESTION_CP_MAR_50>

Q51. Do you consider that the 20% threshold included in Article 19(1a)(a) and (b) is appropriate? If not, please explain the reason why and provide examples in which the 20% threshold is not effective.

<ESMA_QUESTION_CP_MAR_51>
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<ESMA_QUESTION_CP_MAR_51>

Q52. Have you identified any possible alternative system to set the threshold in relation to managers' transactions where the issuer's shares or debt instruments form part of a collective investment undertaking or provide exposure to a portfolio of assets?

<ESMA_QUESTION_CP_MAR_52>
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<ESMA_QUESTION_CP_MAR_52>

Q53. Did you identify elements of Article 19(11) of MAR which in your view could be amended? If yes, why? Have you identified alternatives to the closed period?

<ESMA_QUESTION_CP_MAR_53>
We believe it is appropriate to repeal Article 19(11) in that PDMRs who are aware of inside information are already monitored and limited in their operations following their inclusion in the insider list. Moreover, the ban to trade during the closed period is limited in time, whereas their inclusion in the insider list would ensure effective controls during the entire duration of the life of the inside information. Finally, by repealing the closed period, one would avoid banning legitimate trading activities by PDMRs who are not aware of inside information.

<ESMA_QUESTION_CP_MAR_53>

Q54. Market participants are requested to indicate if the current framework to identify the closed period is working well or if clarifications are sought.

<ESMA_QUESTION_CP_MAR_54>
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Q55. Please provide your views on extending the requirement of Article 19(11) to (i) issuers, and to (ii) persons closely associated with PDMRs. Please indicate which would be the impact on issuers and persona closely associated with PDMRs, including any benefits and downsides.

<ESMA_QUESTION_CP_MAR_55>
Consistently with our response to Q53, we do not agree with the proposal to extend the scope of the ban to issuers, in that they are already subject to similar requirement under the provisions on, for instance, internal dealing or the disclosure obligations pertaining to the prospectus.

Moreover, we do not agree with the proposal to include closely associated persons within the scope of the prohibition. In the event that such a prohibition is introduced, we expect that it would not imply any further responsibility or performance by the company or the manager.

<ESMA_QUESTION_CP_MAR_55>

Q56. Please provide your views on the extension of the immediate sale provided by Article 19(12)(a) to financial instruments other than shares. Please explain which financial instruments should be included and why.

<ESMA_QUESTION_CP_MAR_56>
In view of the comments made in Q53, we support the proposal to extend the provisions of Article 19(12) to sales of other financial instruments (in addition to shares), for the reasons given by ESMA itself.

<ESMA_QUESTION_CP_MAR_56>

Q57. Please provide your views on whether, in addition to the criteria in Article 19(12) (a) and (b), other criteria resulting in further cases of exemption from the closed period obligation could be considered.

<ESMA_QUESTION_CP_MAR_57>
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<ESMA_QUESTION_CP_MAR_57>

Q58. Do you consider that CIUs admitted to trading or trading on a trading venue should be differentiated with respect to other issuers? Please elaborate your response specifically with respect to PDMR obligations, disclosure of inside information and insider lists. In this regard, please consider whether you could identify any articulation

or consistency issues between MAR and the EU or national regulations for the different types of CIUs, with regards for example to transparency requirements under MAR vis-à-vis market timing or front running issues.

<ESMA_QUESTION_CP_MAR_58>
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<ESMA_QUESTION_CP_MAR_58>

Q59. Do you agree with ESMA's preliminary view? Please indicate which transactions should be captured by PDMR obligations in the case of management companies of CIUs.

<ESMA_QUESTION_CP_MAR_59>
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Q60. Do you agree with ESMA's preliminary view? If not, please elaborate.

<ESMA_QUESTION_CP_MAR_60>
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<ESMA_QUESTION_CP_MAR_60>

Q61. What persons should PDMR obligations apply to depending on the different structures of CIUs and why? In particular, please indicate whether the definition of "relevant persons" would be adequate for CIUs other than UCITs and AIFs.

<ESMA_QUESTION_CP_MAR_61>
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Q62. ESMA would like to gather views from stakeholders on whether other entities than the asset management company (e.g. depository) and other entities on which the CIUs has delegated the execution of certain tasks should be captured by the PDMR regime.

<ESMA_QUESTION_CP_MAR_62>
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Q63. Do you agree with ESMA's conclusion? If not, please elaborate.

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Q64. Do you agree with ESMA preliminary view? Please elaborate.

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Q65. Do you agree with ESMA's preliminary views? Do you consider that specific obligations are needed for elaborating insider lists related to CIUs admitted to traded or traded on a trading venue?

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Q66. Please provide your views on the abovementioned harmonisation of reporting formats of order book data. In addition, please provide your views on the impact and cost linked to the implementation of new common standards to transmit order book data to NCAs upon request. Please provide your views on the consequences of using XML templates or other types of templates.

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Q67. Please provide your views on the impact and cost linked to the establishment of a regular reporting mechanism of order book data.

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Q68. In particular, please: a) elaborate on the cost differences between a daily reporting system and a daily record keeping and ad-hoc transmission mechanism; b) explain if and how the impact would change by limiting the scope of a regular reporting mechanism of order book data to a subset of financial instruments. In that context, please provide detailed description of the criteria that you would use to define the appropriate scope of financial instruments for the order book reporting.

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Q69. What are your views regarding those proposed amendments to MAR?

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Q70. Are you in favour of amending Article 30(1) second paragraph of MAR so that all NCAs in the EU have the capacity of imposing administrative sanctions? If yes, please elaborate.

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Q71. Please share your views on the elements described above.

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