
Shareholder Identification Disclosure Request Authentication

Information for Issuers and Issuer Agents

June 2022

Scope and structure of this document

The purpose of this document is to describe the authentication process at Clearstream Europe AG, Clearstream Banking S.A. and LuxCSD S.A. for Shareholder Identification Disclosure (SID) requests received at the following BICs DAKVDEFF (Clearstream Europe AG), CEDELULL (Clearstream Banking S.A.) and LUXCLULL (LuxCSD S.A.).

Introduction chapter contains information on:

- Target audience
- Background information
- Actors and roles

Authentication process chapter provides information on the following key aspects:

- Verify that the request transmitted originates from the issuer
- Authentication of Shareholder Identification Disclosure requests addressed to Clearstream in their role as first intermediary
- Handling of invalid instructions
- Clearstream's agreement with their appointed Service Provider
- RMA Exchange with external parties
- Contact details

Introduction

Target audience

This document is intended to be considered by issuers and issuer agents.

Background information

Shareholder identification disclosure requests require intermediaries to report complete and accurate disclosure of investors with holdings in the underlying security to a relevant competent authority and/or issuer once certain parameters are met. Issuers often appoint an agent as their attorney-in-fact, under power of attorney, to collect such investor information as is required to be disclosed from intermediaries like Clearstream Europe AG, Clearstream Banking S.A. or LuxCSD S.A.

Effective 3 September 2020 the Shareholder Rights Directive II (EU) 2017/828 (SRDII) together with the Commission Implementing Regulation (EU) 2018/1212 that have been transposed into national law by EEA Member States set new standards for disclosures, referred to as shareholder identification disclosures (SID).

Actors and roles

Issuer is a legal entity that issued any kind of securities and is requesting the identity of its investors as per applicable law. Issuers may be corporations, investment trusts, or domestic or foreign governments.

The issuer acts as **Data Controller** as per Regulation (EU) 2016/679 (GDPR).

Issuer Agent is a legal entity that has been appointed by the issuer. It is a third party to whom the issuer has delegated responsibility for sending a request and/or receiving responses and other actions. This is an optional role, because the issuer may elect to send requests and receive responses itself. Intermediaries (including CSDs) can also act as issuer agent. For the technical flow, the following two roles exist;

- **Sender of the disclosure request**, which is the technical sender of the seev.045 and seev.046
- **Response Recipient** is the technical receiver of the seev.047 and seev.048. The contact and connection details are mentioned in the seev.045. The response recipient is also the technical sender of the seev.049 status message.

The issuer agent acts as **Data Processor** as per Regulation (EU) 2016/679 (GDPR) and processes personal data only on behalf of the Data Controller.

Issuer CSD is the Central Securities Depository in which the securities have been issued. The issuer CSD is the primary register for the issuance unless this function is performed by another party such as a registrar. The issuer CSD is in many markets the first intermediary, and it may also be the last intermediary, that is, for a CSD member's proprietary account or for distinct types of end investors, in direct-holding markets.

Intermediary is a financial institution that provides securities accounts to other banks, investment funds or end investors (private or legal persons). An intermediary often does not have a contractual relationship with the issuer or the issuer agent, at least not for this business purpose, as the responsibility to receive, forward and respond to a disclosure request is defined by law. A CSD is also an intermediary when it is not the issuer CSD.

First intermediary means the first intermediary that received the request from the issuer or their appointed issuer agent. Often the Issuer CSD act as first intermediary, but also other intermediaries in the chain of custody can be the first intermediary when the request is directed to them.

Last intermediary means any intermediary who provides the securities accounts in the chain of intermediaries for the shareholder;

Service Provider is a legal entity that operates a specific described service to another entity.

Authentication process

Verify that the request transmitted originates from the issuer

The intermediary who receives from the issuer or third party nominated by the issuer a request to disclose shareholder identity, that may need to be transmitted along the chain of intermediaries, or to shareholders, shall verify that the request transmitted originates from the issuer.

Clearstream Europe AG, Clearstream Banking S.A. or LuxCSD S.A. require the following information from the issuer and if third parties are involved, a Letter of Authorisation (LOA), issued from the issuer, is required as well.

- 1) Confirmation that the requested security is covered by the national legislation of the respected issuer country. The issuer's country of domicile and the national law are compulsory. The name of the issuer-CSD, the asset type (share, bond, fund), a confirmation that the security is tradeable on a regulated market and it is covered by the national law should be mentioned to accelerate the validation.
- 2) If the issuer is not the sender of the technical request, an LOA is required, where the appointed agents with their roles and responsibilities are listed. Contact details from the issuer and all involved agents, including their technical connection details are required.
- 3) If the sender of the request and the response recipient are not the same, the information from both parties are required.
- 4) The issuer and the issuer-agent confirm in written form compliance with Regulation (EU) 2016/679 (GDPR) for requests related to SRDII. This includes suitable technical and organisational measures including the requirements of Article 10 of the Commission Implementing Regulation (EU) 2018/1212 for data received by the issuer from intermediaries of the custody chain.
- 5) The LOA must be valid until the response deadline.
- 6) The LOA must be duly signed (for example, in Germany a corporate letter must be signed by two authorised persons). Electronic signatures are acceptable as long as the tool used is certified in the EU.

- 7) The intermediary must validate the signatures of the issuer representatives on the LOA. For a qualified validation, supporting documents like an extract from the commercial register, the issuer certificate of incorporation or equivalent national registration document, the issuer's articles of association and the authorised signature list and power of attorney appointing the authorised signatures must be provided.

With expiry date of the LOA, a new authentication is required.

To avoid a delay of the request transmitted to the chain of custody, we kindly ask issuers and issuer agents to send their seev.045 SWIFT message not before the above authentication has been completed. Complete documentation will be processed within two business days.

Authentication of Shareholder Identification Disclosure requests addressed to Clearstream in their role as first intermediary

Clearstream has outsourced a part of their operational activities -the validation of SID requests- for the shareholder identification process to the service provider Proximity Limited.

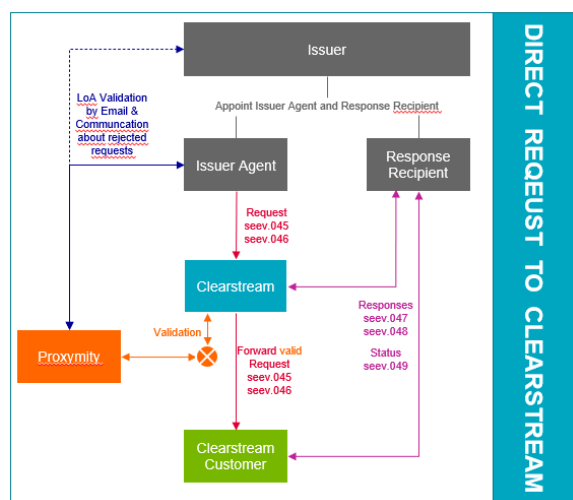
Proximity Limited has been authorised by Clearstream Europe AG, Clearstream Banking S.A. and LuxCSD S.A. to act as its agent with regard to authentication of Shareholder Identification Disclosure requests in accordance with the Shareholder Rights Directive II (EU) 2017/828 (SRDII) and the respective EEA Member State national law.

Mail to: ClearstreamDisclosure@proximity.io

All other disclosure requests (not related to SRDII or the national transposition of SRDII in an EEA jurisdiction) will be handled by Clearstream Europe AG, Clearstream Banking S.A. and LuxCSD S.A..

Handling of invalid instructions

Requests will be rejected on the 5th business day upon receipt, if the requested information has not been provided or is incomplete or invalid. New requests for an ISIN with the same record date that has been rejected before, must be sent with a new unique ID, otherwise the request will be ignored.



Clearstream's agreement with their appointed Service Provider

Clearstream Europe AG, Clearstream Banking S.A. and LuxCSD S.A. confirm that an appointed service provider is not allowed to use customer or customer client data and/or customer uploaded data for any purpose other than for the provision of Service to support Clearstream Europe AG, Clearstream Banking S.A. and LuxCSD S.A. in its legal obligation to disclose shareholder data to issuers, investment fund managers and/or to regulators or market authorities.

Clearstream Europe AG, Clearstream Banking S.A. and LuxCSD S.A. confirms that an appointed service provider is explicitly not allowed to use any disclosure requests or any data provided by any third party that act as a SID agent on behalf of an issuer for its own business purposes.

RMA Exchange with external parties

A RMA exchange between the sender and response recipient is mandatory for the communication on SWIFTnet FinPlus. Customers and depositories are requested to address their request to their usual Relationship, Client Service or Connectivity contact.

Other parties are requested to contact us with a description of the planned service and why a RMA should be setup with Clearstream Europe AG, Clearstream Banking S.A. and/or LuxCSD S.A..

Contact details

Issuer and issuer agents are requested to send LOAs / relevant documentation subject to SRDII or the national transposition of SRDII in an EEA jurisdiction disclosure requests to ClearstreamDisclosure@Proxymity.io.

Issuer and issuer agents are requested to send LOAs /relevant documentation not subject to SRDII or the national transposition of SRDII in an EEA jurisdiction disclosure requests to their usual contact at Clearstream Europe AG, Clearstream Banking S.A. and/or LuxCSD S.A..