

Operating Rules of the Capital Markets Committee

On 23 February 2018, the Executive Board of the CSSF decided:

- to create a Committee on the legal interpretation of the regulations relating to capital markets (hereinafter the “Capital Markets Committee”) and
- to adopt operating rules that shall apply to the organisation and the work of the Capital Markets Committee as from 23 February 2018.

The Operating Rules of the Capital Markets Committee are as follows:

Article 1: Mission

The mission of the Capital Markets Committee shall be to deal with topics relating to capital markets in general and issuers of financial instruments and market operators established in Luxembourg in particular.

Article 2: Appointment

(1) The members of the Capital Markets Committee shall be appointed by the CSSF.

(2) Members shall be appointed to the Capital Markets Committee on a personal basis (*intuitu personæ*). In principle, it shall not be possible to send substitutes.

(3) A member of the Capital Markets Committee shall have the qualifications, legal knowledge and necessary professional expertise (gained through having already performed activities at a high level of responsibility and autonomy and/or particular strong experience in capital markets) in order to be able to assist the CSSF adequately in analysing the developments of the capital markets sector in Luxembourg, providing its opinion on any legal question relating to the activities of this sector and contributing to the drafting and legal interpretation of the regulatory texts (and other documents) in this area.



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Article 3: Composition

- (1) The Capital Markets Committee shall be composed of:
 - (i) a maximum of six (6) members exercising the profession of lawyer designated by the CSSF;
 - (ii) one (1) member from the community of market operators established in Luxembourg and designated by the CSSF;
 - (iii) a maximum of two (2) members representing other business lines operating in the capital markets area;
 - (iv) CSSF's representatives.
- (2) Ad hoc experts (representatives of the CSSF or other) can be invited to attend the meetings in order to explain the documents submitted for discussion.
- (3) The Capital Markets Committee shall be chaired by the Director of the CSSF in charge of the Supervision of Securities Markets departments of the CSSF and, in his/her absence, by the most senior, or in the case of equal seniority, by the oldest CSSF member present at the meeting.

Article 4: Meetings

- (1) The Capital Markets Committee shall meet at the CSSF's initiative as often as it deems it necessary.
- (2) The meetings of the Capital Markets Committee shall take place at the registered office of the CSSF.
- (3) The convening notices shall include the date, time and agenda of the meeting and shall be sent at least four (4) calendar days prior to the scheduled date of the meeting to the members of the Capital Markets Committee by email or by any other means accepted by the CSSF.
- (4) The agenda shall be established by the Chairperson of the Capital Markets Committee.
- (5) The CSSF shall prepare the meetings and the Capital Markets Committee shall base its deliberations on the proposals submitted to it by the CSSF.
- (6) The Chairperson of the Capital Markets Committee shall conduct the discussions.
- (7) The meetings of the Capital Markets Committee shall be held in French. The working documents may also be drafted in English.

Article 5: Ad hoc sub-committees

The Capital Markets Committee can establish ad hoc sub-committees for technical aspects, as required. These sub-committees may be composed of members of the Capital Markets Committee but also experts (representatives of the CSSF and external experts) who are not already members of the Capital Markets Committee. The conclusions of the work of the ad hoc sub-committees shall be submitted to the Capital Markets Committee for approval.

Article 6: Secretariat

A designated agent of the CSSF shall exercise the activities of the secretariat of the Capital Markets Committee. Any correspondence addressed to the Capital Markets Committee shall be handed over to the secretary.

At the end of each meeting of the Capital Markets Committee, minutes shall be prepared by the secretary providing a summary of the discussions and including various opinions of the Capital Markets Committee. The minutes shall be submitted for approval at a subsequent meeting.

Article 7: Attendance allowances

The members of the Capital Markets Committee shall receive attendance fees for their presence at a meeting in accordance with CSSF rules.

Article 8: Confidentiality

Besides the communications that the Capital Markets Committee decides to make official, the members of the Capital Markets Committee as well as any person attending the meetings, shall ensure that the information (e.g. working papers as well as the minutes of the meetings of the Capital Markets Committee) are protected by appropriate rules on confidentiality.

Luxembourg, 23 February 2018