

Shareholder Rights Directive II



Introduction

The SRD II Industry Steering Group (SRD II ISG), which includes the Association of Global Custodians (AGC), the Association of Financial Markets in Europe (AFME), the European Banking Federation (EBF), the European Central Securities Depositories Association (ECSDA), and European Issuers, have jointly created the 'Market Standards for Shareholder Identification'. These standards have been reviewed and ratified by ISLA members, in an attempt to highlight the impacts of the Shareholder Rights Directive II (SRD II) to the securities lending industry.

The main objective of these standards is as follows, and has been taken directly from the SRD II ISG's final guidelines which have been published to the EBF website:

<https://www.ebf.eu/home/european-industry-standards/srd-ii-market-standards/>

"These Market Standards for Shareholder Identification (the "SI Standards") have the objective to harmonize and streamline Shareholder Identification (hereinafter, "SI") related operational processes."

The standards in this guide, have been developed by the ISLA SRD II working group, in conjunction with the work carried out by the industry task force in the context of Directive 2007/36/EC of the European Parliament and the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, as amended by Directive (EU) 2017/828 of 17 May 2017¹ and Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018² aiming to encourage long-term shareholder engagement and to improve corporate governance in EU companies traded on EU regulated markets by enabling shareholders to exercise their voting rights and rights to information across borders.

"Shares of listed companies are often held through complex chains of intermediaries which render the exercise of shareholder rights more difficult and may act as an obstacle to shareholder engagement. Companies are often unable to identify their shareholders. The identification of shareholders is a prerequisite to direct communication between the shareholders and the company and therefore essential to facilitating the exercise of shareholder rights and shareholder engagement. This is particularly relevant in cross-border situations and when using electronic means. Listed companies therefore have the right to identify their shareholders in order to be able to communicate with them directly. Intermediaries are required, upon the request of the company, to communicate to the company the information regarding shareholder identity. However, Member States have the discretion to exclude from the identification requirement shareholders holding only a small number of shares."

¹ <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32017L0828&from=EN>

² <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32018R1212&from=EN>

General Principles

Market Best Practice & Consistency with SRD II

“The SI Standards set out best market practices to facilitate an efficient shareholder identification process.

Whilst they are consistent with the SRD II and SRD II Implementing Regulation, the SI standards further detail the operational processes to achieve full harmonisation and streamlining of the SI process. As such, the SI Standards include relevant parts of the SRD II and SRD II IR so that they stand on their own.

SRD II is an EU directive that requires transposition in each EEA Member State’s national law. Whilst implementing SI Standards, it is important that issuers and intermediaries ensure they also comply with SRD II requirements specified in EEA Member State’s national law.”

Definition of a ‘Shareholder’

“The Shareholder Rights Directive I (EU) 2007/36/EC (hereinafter “SRD I”) Art. 2(b) of SRD II defines ‘shareholder’ as the natural or legal person that is recognised as a shareholder under the applicable law. Whilst the definition of shareholders has not been harmonised across EEA Member States as part of the SRD I and SRD II, the SI Standards have been developed with the objective of facilitating end investor disclosure. Where national law prevents adherence to the SI standards, we advocate changing national laws in order to SI standards compliance. We acknowledge that compliance with national law prevails and therefore that such markets will be non-compliant with the SI standards until national law has been amended.”

Securities Lending & Collateral Assets Held Within Tri-party Programmes

Under a Title Transfer global master securities lending agreement (GMSLA), securities are legally transferred from the lender to the borrower, and the borrower therefore becomes the legal owner of the securities. Therefore for the purposes of SRD II SI, the shareholder would be the borrower in jurisdictions whereby the shareholder is defined as the legal owner. However the borrower should not be borrowing the securities for voting purposes and the Lender should continue to recall the securities prior to record date in order to vote the shares.

Within a tri-party collateral model, in scope securities can be held in either a;

- Longbox; collateral account under a Pledge GMSLA agreement,
- Collateral account under a Title Transfer GMSLA arrangement.

A tri-party agent in its capacity as an intermediary will therefore need to identify the shareholder as follows:

- Borrower/collateral provider for both assets held in the longbox and assets held in a collateral account under pledge
- Lender/collateral receiver for assets held in a collateral account under a title transfer arrangement

Likewise on the underlying loan transactions, securities utilised as collateral should be recalled from the tri-party program prior to record date should the borrower, or their underlying client, wish to vote the shares.

Shareholder Identification Best Practice Guidelines

Issuer Request to Identify End Investor

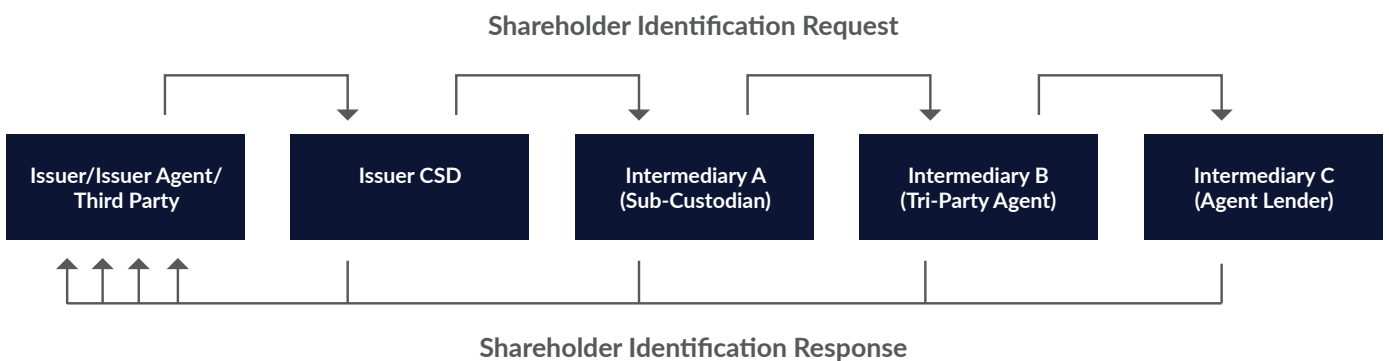
Shareholder Identification Message Flows

The shareholder identification message flows described below, reflect the SI Standards, the Securities Market Practice Group market practice, and the International Securities Lending Association best practice guidelines.

The request to disclose information regarding shareholder identity is (i) sent to the first intermediary and transmitted further through the intermediary chain or (ii) sent directly to one or more intermediary/ies in the chain) and involves either a shareholder identification disclosure request or a cancelation request.

The response to the request to disclose shareholder identity shall be provided and transmitted by each intermediary to the address defined in the request, i.e. the response is sent directly by each intermediary and it is not transmitted through the intermediary chain.

Issuer Request to Identify End Investor Whereby Agent Lender is Holding Collateral Within Tri-party



Standard Shareholder Disclosure Messaging Formats

"The response from Intermediaries includes the total number of shares held by the responding Intermediary as well as the breakdown by type of shareholding and the unique identifier of the securities account operator, i.e. the Intermediary up the chain with whom the responding Intermediary has a securities account. This should allow the Issuer to follow up on missing responses and consolidate the shareholdings reported by the Intermediaries.

In case the Issuer wants to investigate further, they can contact the responding Intermediary directly.

In case a threshold quantity limiting the request applies and the total number of shareholdings is below such threshold quantity, the Intermediary shall nevertheless transmit the SI request to the next Intermediary in the chain. If a threshold quantity limiting the request applies, in the response all shareholdings below the threshold quantity may be aggregated by the Intermediary into a single total number of shares without disclosing shareholder identity information.

In case of a Depositary Receipt, the intermediary of the Depositary Bank where the underlying shares are held, will need to respond to the SI request related to the underlying shares."

Implementation Matrix for the Final Implementing Regulation Covering Articles 1-9

Article	Paragraph	Rule Text
Article 1 - Definitions	1 - 17	Definitions
Article 2 - Standardised formats, interoperability and language	1	The information referred to in Articles 3 to 8 of this regulation shall be transmitted by the intermediaries in accordance with the standardised formats set out in the Annex, and shall include the minimum types of information and be in compliance with the requirements set out in the Annex.
	2	The information to be provided by the issuers to the intermediaries and to be transmitted along the chain of intermediaries to the shareholders shall be in a format which allows for processing in compliance with paragraph 3.
		The information shall be provided by the issuer in the language in which it publishes its financial information pursuant to Directive 2004/109/EC of the European Parliament and of the Council (1) and, unless not justified taking into account the issuer's shareholder base, also in a language customary in the sphere of international finance.
	3	The transmissions between intermediaries shall be made in electronic and machine-readable formats, which allow for interoperability and straight-through processing and which deploy internationally applied industry standards such as ISO or methodology compatible with ISO.
4	The intermediaries shall allow access to the shareholders, who are not intermediaries, to all information, as well as any modalities for shareholder actions through generally available tools and facilities, unless agreed by the shareholder. The intermediaries shall ensure that such tools and facilities allow for the processing of shareholder actions by the intermediary in accordance with paragraph 3.	
Article 3 - Request to disclose information regarding shareholder identity and response	1	The minimum requirements as regards the format of a request to disclose information regarding shareholder identity in accordance with Article 3a(1) of Directive 2007/36/EC shall be as set out in Table 1 of the Annex.
	2	The minimum requirements as regards the format of the response by intermediaries to a request under paragraph 1 of this Article shall be as set out in Table 2 of the Annex.
	3	The minimum requirements referred to in paragraphs 1 and 2 shall also be applicable, to the extent necessary, to any updates and cancellations of such requests or responses.
Article 4 - Transmission of meeting notice	1	The minimum requirements as regards the types and format of information to be transmitted in accordance with Article 3b(1),(2), (3) and (5) of Directive 2007/36/EC with respect to the convening of general meetings shall be as set out in Table 3 of the Annex.
	2	The requirements referred to in the first paragraph shall also be applicable, to the extent necessary, to any updates and cancellations of such meeting notices.

Article	Paragraph	Rule Text
Article 5 - Confirmation of entitlement to exercise shareholder rights in a general meeting	1	<p>For the purposes of facilitating the exercise of rights by the shareholder in a general meeting, including the right to participate and vote, as referred to in Article 3c(1) of Directive 2007/36/EC, the last intermediary shall confirm, upon request, to the shareholder or third party nominated by the shareholder, the entitled position appearing in its records. Where there is more than one intermediary in the chain of intermediaries, the last intermediary shall ensure that the entitled positions in its records are reconciled with those of the first intermediary.</p> <p>Such confirmation by the last intermediary to the shareholder shall not be required, if the entitled position is known by or will be transmitted to the issuer or the first intermediary, as applicable.</p>
	2	The minimum types of information and data elements that the confirmation of entitlement shall comprise, as relevant for the type of the transmission shall be as set out in Table 4 of the Annex.
	3	The minimum types of information and data elements referred to in the second subparagraph shall also be applicable, to the extent necessary, to any updates and cancellations of confirmations of entitlements.
Article 6 - Notice of participation by shareholder in a general meeting	1	For the purposes of facilitating the exercise of rights by the shareholder in a general meeting, including the right to participate and vote, as referred to in Article 3c(1) of Directive 2007/36/EC, intermediaries shall, if required by the issuer and upon request by the shareholder, transmit the notice of participation to the issuer, either to enable the shareholder to exercise the rights themselves or to enable the shareholder to nominate a third party to exercise those rights upon explicit authorisation and instruction by the shareholder for the shareholder's benefit.
	2	Where the notice of participation includes a reference to the votes, the last intermediary shall ensure that the information regarding the number of shares voted is consistent with the entitled position. In the event that the notice is transmitted between the intermediaries ahead of the record date, the last intermediary shall update the notice, if necessary, to make the information aligned.
	3	The minimum types of information and data elements, which the notice of participation by shareholder in a general meeting shall comprise, shall be as set out in Table 5 of the Annex. The minimum types of information and data elements referred to in the first subparagraph, shall also be applicable, to the extent necessary, to messages regarding any updates and cancellations of notices of participations.
Article 7 - Format of confirmation of the receipt and recording and counting of votes	1	The minimum types of information and data elements that a confirmation of the receipt of votes cast electronically as provided for in the first subparagraph of Article 3c(2) of Directive 2007/36/EC comprises shall be as set out in Table 6 of the Annex.
	2	The minimum types of information and data elements that a confirmation of recording and counting of votes by the issuer to the shareholder or third party nominated by the shareholder as provided for in the second subparagraph of Article 3c(2) of Directive 2007/36/EC comprises shall be as set out in Table 7 of the Annex.

Article	Paragraph	Rule Text
Article 8 - Transmission of information specific to corporate events other than general meetings	1	The information to be provided by the issuer to the first or other intermediaries, as well as the notifications to be transmitted within the chain of intermediaries, shall comprise all key information regarding the corporate event other than a general meeting, which is necessary for the intermediary to complete its obligations under Directive 2007/36/EC toward the shareholder or for the shareholder to exercise shareholder rights.
		The following minimum requirements regarding the sequence of transmissions, dates and deadlines in a corporate event shall apply:
	2	The issuer shall notify the first intermediary and to the extent necessary, other intermediaries the information of the corporate event sufficiently early as to allow the market participants to react to and transmit the information, and to allow pending trades or market claims to be processed appropriately before any relevant deadlines or the start of an election period, as applicable;
	(a)	The payment date shall be set as close as possible to the record date, issuer deadline or the deadline set by the third party initiating a corporate event, as applicable, so as to allow for the processing of payments to the shareholders as swiftly as possible;
	(b)	In a corporate event which includes options for the shareholder, the election period should be sufficiently lengthy as to allow the shareholders and intermediaries reasonable time to react;
	(c)	In a corporate event which includes options for the shareholder, the last participation date and the buyer protection deadline should precede, in this order, the issuer deadline so as to allow for the buyer claims to be processed appropriately before the close of the election period;
	(d)	In a corporate event which is conditional, the issuer shall notify the first intermediary the information regarding the outcome of the corporate event as soon as possible following the issuer deadline and before any payment is made in the corporate event.
	(e)	After the payment date of the corporate event, the first intermediary or, where there is more than one intermediary in the chain, all intermediaries, shall transmit in turn the information about the actions taken or transactions completed by the intermediary for the account of the shareholder. The information to be transmitted by the intermediary shall include at least the outcomes based on the shareholder action in a corporate event with options, the entitled or settled positions, any proceeds received, as well as the outcomes regarding any market claims, to the extent relevant to the shareholder.
	3	The minimum types of information and data elements to be provided and transmitted, to the extent relevant for the corporate action, pursuant to Article 3b(1), (2), (3) and (5) of Directive 2007/36/EC with respect to corporate events other than general meetings shall be as set out in Table 8 of the Annex.
	4	The requirements set out in the first subparagraph shall also be applicable, to the extent necessary, to any cancellations or updates of such notifications.

Article	Paragraph	Rule Text
Article 9 - Deadlines to be complied with by issuers and intermediaries in corporate events and in shareholder identification processes	1	The issuer who initiates the corporate event shall provide intermediaries the information about the corporate event in a timely manner, no later than on the same business day on which it announces the corporate event under applicable law.
	2	<p>When the intermediary processes and transmits information on corporate events, the intermediary shall ensure, where necessary, that the shareholders have sufficient time to react to the information received in order to comply with the issuer deadline or record date.</p> <p>The first intermediary and any other intermediary receiving the information regarding a corporate event shall transmit such information to the next intermediary in the chain without delay and no later than by the close of the same business day as it received the information. Where the intermediary receives the information after 16.00 during its business day, it shall transmit the information without delay and no later than by 10.00 of the next business day.</p> <p>Where the position in the relevant share changes after the first transmission, the first intermediary and any other intermediary in the chain shall additionally transmit the information to the new shareholders in its books, according to end of day positions on each business day, until the record date.</p>
	3	The last intermediary shall transmit to the shareholder the information about the corporate event without delay and no later than by the close of the same business day as it received the information. Where the intermediary receives the information after 16.00 during its business day, it shall transmit the information without delay and no later than by 10.00 of the next business day. In addition, it shall confirm the shareholder's entitlement to participate in the corporate event without undue delay and on such time as to comply with the issuer deadline or record date, as applicable.
	4	<p>Each intermediary shall transmit to the issuer any information regarding shareholder action without delay after it received the information, following a process allowing for compliance with the issuer deadline or record date.</p> <p>Any additional requirements pertaining to shareholder action, which the issuer requires the shareholder to provide under applicable law, and which cannot be processed as machine-readable or straight-through processing as provided for in Article 2(3), shall be transmitted by the intermediary without delay and in time as to comply with the issuer deadline or record date.</p> <p>The last intermediary shall not set a deadline requiring any shareholder action earlier than three business days prior to the issuer deadline or record date. The last intermediary may caution the shareholder as regards the risks attached to changes in the share position close to the record date.</p>
	5	<p>The confirmation of the receipt of votes cast electronically as provided for in Article 7(1) shall be provided to the person that cast the vote immediately after the cast of the votes.</p> <p>The confirmation of recording and counting of votes as provided for in Article 7(2) shall be provided by the issuer in a timely manner and no later than 15 days after the request or general meeting, whichever occurs later, unless the information is already available.</p>

Article	Paragraph	Rule Text
Article 9 - Deadlines to be complied with by issuers and intermediaries in corporate events and in shareholder identification processes	6	<p>The request to disclose shareholder identity made by an issuer or third party nominated by the issuer shall be transmitted by intermediaries, in accordance with the scope of the request, to the next intermediary in the chain without delay and no later than by the close of the same business day as the receipt of the request. Where the intermediary receives the request after 16.00 during its business day, it shall transmit the information without delay and no later than by 10.00 of the next business day.</p> <p>The response to the request to disclose shareholder identity shall be provided and transmitted by each intermediary to the addressee defined in the request without delay and no later than during the business day immediately following the record date or the date of receipt of the request by the responding intermediary, whichever occurs later.</p> <p>The deadline referred to in the second subparagraph shall not apply to responses to requests or those parts of requests, as applicable, which cannot be processed as machine-readable and straight-through processing, as provided for in Article 2(3). It shall also not apply to responses to requests that are received by the intermediary more than seven business days after the record date. In such cases, the response shall be provided and transmitted by the intermediary without delay and in any event by the issuer deadline.</p>
	7	The deadlines referred to in paragraphs 1 to 6 shall apply, to the extent necessary, to any cancellations or updates of the relevant information.
	8	The intermediary shall time stamp all transmissions referred to in this Article.

Article	Paragraph	Rule Text
Article 10 - Minimum security requirements	1	When transmitting information to intermediaries, shareholders or third parties nominated by shareholders pursuant to Articles 3a, 3b and 3c of Directive 2007/36/EC, the issuer and the intermediary shall implement appropriate technical and organisational measures aiming at ensuring the security, integrity and authentication of the information originated by the issuer or third party initiating a corporate event. Intermediaries shall implement such measures also with respect to the transmission of information to the issuer or third party nominated by the issuer.
	2	The intermediary who receives from the issuer or third party nominated by the issuer a request to disclose shareholder identity, or any other communication referred to in this Regulation, which is to be transmitted along the chain of intermediaries, or to shareholders, shall verify that the request or information transmitted originates from the issuer.
Article 11 - Entry into force and application	1	<p>This regulation shall enter into force on the twentieth day following that of its publication in the Official Journal of the European Union.</p> <p>It shall apply from 3 September 2020.</p> <p>This regulation shall be binding in its entirety and directly applicable in all Member States.</p>

Table 1 - Request to Disclose Information Regarding Shareholder Identity

Type of Information	Description	Format	Originator of Data
A. Specification of the request (separate request to be sent for each ISIN)			
1. Unique identifier of the request	Unique number specifying each disclosure request	[24 alpha numeric characters]	Issuer or third party nominated by it
2 Type of request	Type of request (request to disclose shareholder identity)	[4 alpha numeric characters]	Issuer or third party nominated by it
3. Scope of request	Specification whether the request is to be forwarded to and responded by the other intermediaries down the chain of intermediaries. If not, field to be left unpopulated.	[Optional field. If applicable, then populated: YES]	Issuer or third party nominated by it
4. ISIN	Definition	[12 alpha numeric characters]	Issuer
5. Record date	Definition	[Date (YYYYMMDD)]	Issuer
6. Issuer deadline	Definition. The issuer deadline shall be set in compliance with Article 10 of this regulation.	[Date (YYYYMMDD)]	Issuer
7. Threshold quantity limiting the request	If applicable. The threshold shall be expressed as an absolute number of shares (= no), or a percentage of shares or voting rights (= pc). The use of a percentage may affect the straight through processing of the request.	Optional field. If applicable, then populated: no + 15 numeric charactersOrpc + 5 numeric characters]	Issuer
8. Date from which the shares have been held	If applicable. The issuer shall indicate in its request how the initial date of shareholding is to be determined. Such request may affect the straight through processing of the request.	[Optional field. If applicable, then populated: YES]	Issuer

Table 1 - Continued

Type of Information	Description	Format	Originator of Data
B. Specification regarding the recipient to whom the response must be sent			
1. Unique identifier of the recipient of the response	Unique national registration number preceded by the country code referring to the country of its registered office or LEI of issuer, or third party nominated by the issuer, issuer CSD, other intermediary or service provider, as the case may be, to whom the response shall be transmitted by the intermediary.	[20 alphanumeric characters. The country code is to be in the form of the 2 letter code as defined by ISO 3166–1 alpha-2 country code, or compatible methodology]	Issuer
2. Name of the recipient of the response		[35 alphanumeric characters. Format of Table 2, field C.2(a) or (b)] [35 alphanumeric characters. Format of Table 2, field C.2(a) or (b)]	Issuer
3. Address of the recipient of the response	BIC address, secured or certified e-mail address, URL for a secure web portal or other address details that ensure the security of the transmission	[alphanumeric field]	Issuer

Table 2 - Request to Disclose Information Regarding Shareholder Identity

Type of Information	Paragraph	Rule Text	Originator of Data
A. Specification of the original request by issuer			
1. Unique identifier of the request	See Table 1, field A.1	[24 alpha numeric characters]	Issuer or third party nominated by it
2. Unique identifier of response	Unique number identifying each response.	[24 alpha numeric characters]	Responding intermediary
3. Type of request	See Table 1, field A.2	[4 alpha numeric characters]	Issuer or third party nominated by it
4. ISIN	See Table 1, field A.3	[12 alpha numeric characters]	Issuer
5. Record date	See Table 1, field A.4	[Date (YYYYMMDD)]	Issuer
B. Information regarding shareholding by responding intermediary			
1. Unique identifier of the responding intermediary	Unique national registration number preceded by the country code referring to the country of its registered office or LEI	[20 alphanumeric characters. The country code is to be in the form determined in Table 1, field B.1]	Responding intermediary
2. Name of the responding intermediary		[35 alphanumeric characters]	Responding intermediary
3. Total number of shares held by the responding intermediary	The total number equals the sum of the numbers given in field B.4 and B.5	[15 numeric characters with, if applicable, a decimal separator '']	Responding intermediary

Table 2- Continued

Type of Information	Paragraph	Rule Text	Originator of data
4. Number of shares held by the responding intermediary on own account		[15 numeric characters with, if applicable, a decimal separator '']	Responding intermediary
5. Number of shares held by the responding intermediary on account of someone else		[15 numeric characters with, if applicable, a decimal separator '']	Responding intermediary
6. Unique identifier of the securities account operator	LEI of the securities account operator, i.e. the intermediary up the chain with whom the responding intermediary has a securities account	[20 alphanumeric characters]	Responding intermediary
7. Number of the securities account	Number of the securities account of the responding intermediary with the intermediary up the chain.	[20 alphanumeric characters]	Responding intermediary
C. Information regarding shareholder identity (repeating block, to be filled in separately for each shareholder known to the responding intermediary)			
1(a). Unique identifier of shareholder in case of a legal person	1) A unique national registration number preceded by the country EN 3 EN code for its country of registration or LEI or 2) where neither a LEI nor a registration number is available, a Bank Identifier Code (BIC) preceded by the country code for its country of registration OR 3) or a client code, which uniquely identifies every legal entity or structure, in any jurisdiction, preceded by the country code regarding its country of registration	[20 alphanumeric characters] of registration or LEI or 2) where neither a LEI nor a registration number is available, a Bank Identifier Code (BIC) preceded by the country code for its country of registration OR 3) or a client code, which uniquely identifies every legal entity or structure, in any jurisdiction, preceded by the country code regarding its country of registration [11 alphanumeric characters] [50 alphanumeric characters]. The country code is to be in the form determined in Table 1, field B.1	Responding intermediary
1(b). Unique identifier of shareholder in case of a natural person	The national identifier as determined in Article 6 of Commission Delegated Regulation (EU) 2017/590	[35 alphanumeric characters]	Responding intermediary
2(a). Name of shareholder in case of a legal person		[35 alphanumeric characters]	Responding intermediary

Table 2 - Continued

Type of Information	Paragraph	Rule Text	Originator of data
2(b) Name of shareholder in case of a natural person	1) First name(s) of the shareholder. In case of more than one first name, all first names shall be separated by a comma 2) Surname(s) of the shareholder. In case of more than one surname, all surnames shall be separated by a comma	[35 alphanumeric characters]	Responding intermediary
3. Street address		[35 alphanumeric characters]	Responding intermediary
4. Post code		[10 alphanumeric characters]	Responding intermediary
5. City		[35 alphanumeric characters]	Responding intermediary
6. Country	Country code	[2 letter country code in the form determined in Table 1, field B.1]	Responding intermediary
7. Post code post box		[10 alphanumeric characters]	Responding intermediary
8. Number of post box		[10 alphanumeric characters]	Responding intermediary
9. Email address		[255 alphanumeric characters]	Responding intermediary

Table 2 - Continued

	Type of Information	Paragraph	Rule Text	Originator of Data
Repeating block (repeat for the different types of shareholding or dates of shareholding)	10. Type of shareholding	Indication of type of shareholding. Select: O = shareholding on own account; N = nominee shareholding; B = beneficial shareholding; U = unknown	[1 alphanumeric character]	Responding intermediary
	11. Number of shares held by the shareholder	Number of shares held by the shareholder	[15 numeric characters with, if applicable, a decimal separator '.' (full stop)]	Responding intermediary
	12. Initial date of shareholding	If applicable.	[Date (YYYYMMDD)]	Responding intermediary
	13. Name of third party nominated by the shareholder	If applicable, this field shall identify the third party who is authorised to take the investment decisions on behalf of the shareholder	[Optional field. If applicable, format of fields C.2(a) or C.2(b) above].	Responding intermediary
	14. Unique identifier of third party nominated by the shareholder	If applicable, this field shall identify the third party who is authorised to take the investment decisions on behalf of the shareholder	[Optional fields. If applicable, unique identifier in the format of fields C.1(a) or C.1(b) above]	Responding intermediary

Standard Shareholder Disclosure Additional Notes

Third Party Providers

“Both Issuer and/ or Intermediaries can appoint a Third-Party Provider for the processing of the SI Request and Response on their behalf. The Issuer and/ or Intermediary however remain accountable for the provision of service and therefore compliance to SI Standards.

For the good functioning of the SI Standards and consistency with Article II of SRD II, interoperability with and between Third Party Providers is critical.”

Opt-Out Possibility for End-Investor

“An end investor cannot opt out from a SI request. An intermediary who receives an SI request has the obligation to respond, providing information on all their clients, including end investors whose holdings are equal to or above a relevant threshold. “

Scope of Application

“The SI Standards apply to shares of companies which have their registered office in an EEA Member State and the shares of which are admitted to trading on a regulated market situated or operating within an EEA Member State.

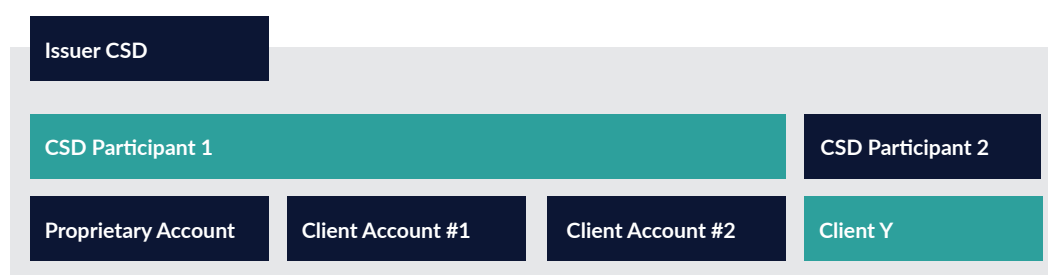
The Member State may exempt the following types of companies:

- a) Collective investment undertaking within the meaning of Article 1(2) of Council Directive 85/611/EEC of 20 December 1985 on the coordination of laws, regulations and administrative provisions relating to undertaking for collective investment in transferable securities (UCITS);*
- b) Undertakings the sole object of which is the collective investment of capital provided by the public, which operate on the principle of risk spreading and which do not seek to take legal or management control over any of the Issuers of their underlying investments, provided that these collective investment undertakings are authorised and subject to the supervision of competent authorities and that they have a depositary exercising functions equivalent to those under Directive 85/611/EEC;*
- c) Cooperative societies.”*

Shareholder Identification Request Usage of Shareholding Type

Issuer/Issuer Agent/Third Party

- Issuer/Issuer Agent sends one shareholder ID request to Issuer CSD
- Issuer CSD sends one shareholder ID request per CSD participant

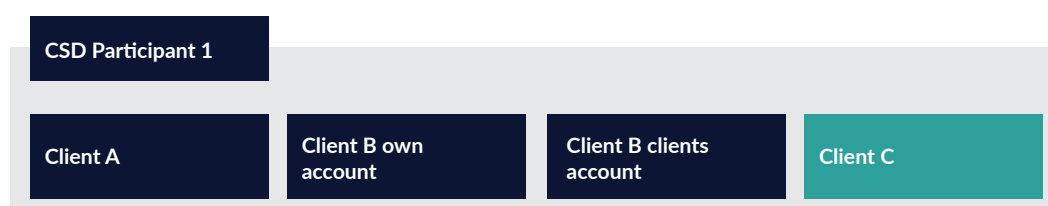


Responding intermediary = Issuer CSD

In the above example, CSD Participant 1 has a proprietary account at the CSD, along with a couple of clients' accounts (intended as accounts holding clients' assets). CSD Participant 2 only has clients' accounts.

Issuer CSD to report:

- CSD Participant 1/Proprietary Account = B
- CSD Participant 1/Client Account #1 = N (request forwarded)
- CSD Participant 1/Client Account #2 = N (request forwarded)
- CSD Participant 2/Client Y = N (request forwarded)



Responding intermediary = CSD Participant 1

In this example, Client A is the beneficial owner of the assets held in its account. Client B has both a proprietary and a clients' account. Client C has not disclosed the nature of its account.

CSD Participant 1 to report:

- Client A = B
- Client B own account = B
- Client B clients' account = N (request forwarded)
- Client C = U (request forwarded)

Per Table 2 of Regulation (EU) 2018/1212 - Type of shareholding:

O = shareholding on own account; N = nominee shareholding; B = beneficial shareholding; U = unknown

Issuer/Issuer Agent/Third Party

- Issuer/Issuer Agent sends one shareholder ID request to Issuer CSD
- Issuer CSD sends one shareholder ID request per CSD participant



Responding intermediary = Client C

In this example, Client C has comingled in its account with CSD Participant 1 its own proprietary assets with those of its clients.

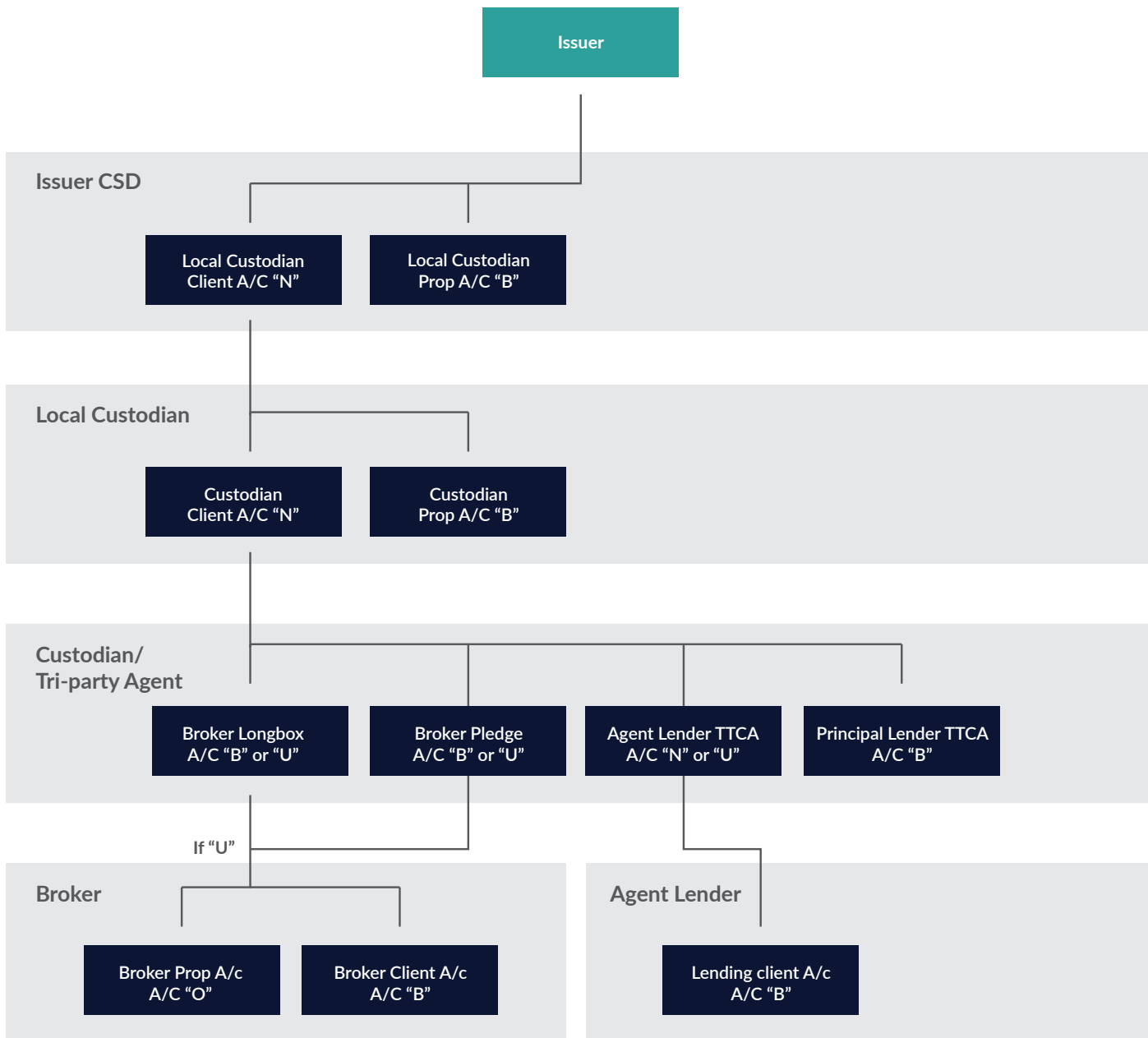
Client C to report:

- Client C proprietary assets = O
- Client assets = B or N (if N - request forwarded)

Per Table 2 of Regulation (EU) 2018/1212 - Type of shareholding:

O = shareholding on own account; N = nominee shareholding; B = beneficial shareholding; U = unknown

Shareholder Identification Request Usage of Shareholding Type Continued

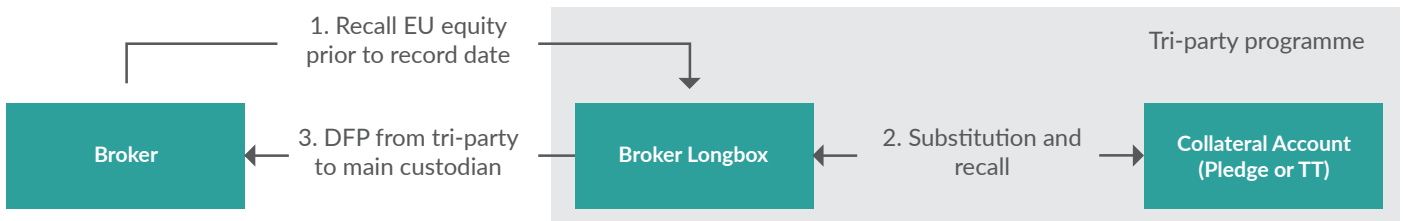


Shareholder Identification Best Practice Guidelines

Issuer Request to Identify End Investor - Timeline

Issuer/Issuer Agent/ Third Party	Intermediary 1 – Issuer CSD	Intermediary 2 – Local Custodian	Intermediary 3 – Tri-party Agent	Intermediary 4 – Agent Lender
<ul style="list-style-type: none"> • Issuer, through their appointed agent, sends a Shareholder Identification request to the local Issuer CSD 	<ul style="list-style-type: none"> • The Issuer CSD, acting as an intermediary, would then have to respond to the request – identifying requested positions held • If the client of the Issuer CSD (i.e. the local custodian) has themselves identified as being an intermediary (shareholder type “N”) the Issuer CSD will need to forward on the request along with the relevant details for the intermediary to respond directly back to the Issuer Agent • If the request has been received prior to 4pm, the intermediary is obligated to respond and forward on to the next intermediary within the same business day • If the request received after 4pm, the deadline to respond and forward on would be 10am the following day 	<ul style="list-style-type: none"> • The local custodian, acting as an intermediary, would then have to respond to the request - identifying requested positions held • If the client of the local custodian (i.e. the tri-party agent) has themselves identified as being an intermediary (shareholder type “N”), the local custodian will need to forward on the request along with the relevant details for the intermediary to respond directly back to the Issuer Agent • If the request has been received prior to 4pm, the intermediary is obligated to respond and forward on to the next intermediary within the same business day • If the request received after 4pm, the deadline to respond and forward on would be 10am the following day 	<ul style="list-style-type: none"> • The tri-party agent, acting as an intermediary would then have to respond to the request - identifying requested positions held • If the client of the tri-party agent (e.g. Agent Lender) or their custodian has themselves been identified as an intermediary or operating the account on behalf of underlying client(s) (shareholder type “N” or “U”), the tri-party agent will need to forward on the request along with the relevant details for the intermediary to respond directly back to the Issuer Agent • If the request has been received prior to 4pm, the intermediary is obligated to respond and forward on to the next intermediary within the same business day • If the request received after 4pm, the deadline to respond and forward on would be 10am the following day 	<ul style="list-style-type: none"> • The client (e.g. Agent Lender) or their custodian, acting as an intermediary or on as an agent on behalf of underlying client(s), would then have to respond to the request identifying the underlying client as end investor • If the request has been received prior to 4pm, the intermediary is obligated to respond and forward on to the next intermediary within the same business day • If the request received after 4pm, the deadline to respond and forward on would be 10am the following day

Standard Best Practice to Facilitate Broker/Collateral Provider Voting



For brokers/collateral providers wishing to exercise rights on EU securities held within a tri-party programme the following approach should be followed:

1. Brokers/collateral providers, through their corporate action operation teams, send the necessary instructions to be received prior to the relevant deadlines as per the process and agreement in place with their custodian/tri-party agent.
2. In accordance with the tri-party agent agreement, should the securities subject to the corporate action event reside in a collateral account, the tri-party agent will perform a substitution to recall the position back to the brokers' longbox provided the customer has sufficient eligible replacement collateral to meet their collateral obligations.
3. The tri-party agent will then deliver the recalled position back to the broker/collateral provider.



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