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EURONEXT SECURITIES OSLO MANDATE - ACCOUNT OPERATOR COMPLIANCE COMMITTEE

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DOCUMENT SUMMARY

Document type		Mandate
Purpose of the document		This document describes the charter for Verdipapirsentralen ASA (Euronext Securities Oslo / ES-OSL) Account Operators Compliance Committee (AOCC)
Target Audience		Internal and external stakeholders and the public
Classification		Public
RACI	Responsible / Document owner	Account Operators Compliance Committee
	Accountable	ES-OSL Management Board
	Consulted	Business Operations, Legal, Compliance and Risk
	Informed	Client and Sales, Products
Reference to related documentation		ES-OSL Procedure for Account Operator control ES-OSL Procedure for Account Operator disciplinary proceedings
Regulations linked to this document		Regulation (EU) No 909/2014 (Central Securities Depositories Regulation / CSDR) Regulation (EU) No 2017/392 (CSDR RTS) Norwegian Central Securities Depositories Act (Verdipapirsentralloven)

VERSION CONTROL

VERSION NO.	DATE	AUTHOR	APPROVAL	CHANGE DESCRIPTION
1.0	2023-11-27	Ø. Skar	ES-OSL MB	First official version
1.1	2024-02-12	Ø. Skar	ES-OSL MB	Added committee member (Nordic Head of Business Ops.)

CONTENTS

- 1. ESTABLISHMENT AND OBJECTIVES..... 4**
- 2. MEMBERS AND COMPOSITION 5**
- 3. DUTIES 6**
 - 3.1 Oversee ES-OSL’s Account Operator Control Activities 6
 - 3.2 Decide on disciplinary reactions 6
 - 3.3 Responsibilities of the Client Compliance Officer 6
- 4. MEETINGS..... 7**
- 5. DECISION-MAKING AND QUORUM 8**
- 6. AUTHORITY 9**
- 7. CONFLICTS OF INTEREST 10**
- 8. REPORTING 11**

1. ESTABLISHMENT AND OBJECTIVES

Pursuant to the CSD Act § 6-5, Euronext Securities Oslo (ES-OSL) has a duty to adequately control that its Account Operators' activities are carried out in compliance with applicable laws, regulations and the ES-OSL Rulebook.

The Management Board (MB) of ES-OSL has appointed the Account Operators Compliance Committee (AOCC) under the supervision of the MB. The role of the committee is (1) to oversee ES-OSL's control activity, and (2) to be the decision making body for proceedings against Account Operators in cases of Account Operators' breach of applicable laws, regulations and the ES-OSL Rulebook.

The AOCC shall have a clear and publicly available mandate and procedures.

The AOCC shall at least annually, or as often as it deems necessary, review and reassess the adequacy of this mandate and recommend to the MB any improvements to this mandate that AOCC considers necessary or valuable.

2. MEMBERS AND COMPOSITION

The AOCC consists of five members, representing the following roles/areas within ES-OSL:

- a) Head of Business Operations (chair)
- b) Head of Legal
- c) Compliance, by Chief Compliance Officer
- d) Risk, by Chief Risk Officer
- e) CEO of ES-OSL
- f) Nordic Head of Business Operations

The individual members are appointed by the MB. The membership is effective until the MB appoints a successor for the member, or until such member's earlier resignation or removal.

The AOCC is facilitated by the Client Compliance Officer.

3. DUTIES

The AOCC has the following roles and duties:

- Oversight function: Oversee ES-OSL's Account Operator control activities
- Decision making body: Decide on proceedings and reactions against Account Operators in cases of Account Operators' breach of applicable laws, regulations and the ES-OSL Rulebook

3.1 OVERSEE ES-OSL'S ACCOUNT OPERATOR CONTROL ACTIVITIES

The AOCC shall on a continuous and regular basis oversee the activities ES-OSL perform to control Account Operators' compliance with applicable laws, regulations and the ES-OSL Rulebook.

The AOCC shall perform its oversight by assessing reports and information received from the Client Compliance Officer on regular or ad-hoc basis, regular and ad-hoc meetings, as well as acting upon information received from the MB or obtained through other parties or channels.

3.2 DECIDE ON DISCIPLINARY REACTIONS

The AOCC shall be the decision-making body for reactions towards Account Operators in cases of breach of applicable laws, regulations and the ES-OSL Rulebook.

The AOCC shall assess cases prepared by the Client Compliance Officer and decide on whether the Account Operator in breach should be subject to a disciplinary reaction and in case the type and form of the reaction. The assessment and decision process shall follow the Procedure for the management of cases of Account Operators' breach of rules and regulations.

3.3 RESPONSIBILITIES OF THE CLIENT COMPLIANCE OFFICER

In relation to the AOCC, the Client Compliance Officer acts as the secretariat of the committee and is responsible for:

- Preparing and presenting cases for the AOCC
- Facilitating the meetings in the AOCC, including preparing the agenda for each meeting and writing and distributing the meeting minutes
- Prepare and present reports to the AOCC on the control activity ahead of the periodical meetings
- Inform and report on ad-hoc basis about cases and development of interest to the AOCC

4. MEETINGS

The AOCC shall meet on a quarterly basis, and on ad-hoc basis as required for dealing with relevant cases. The AOCC may meet on the request of the chair of the AOCC, the MB, the CEO of ES-OSL or the Client Compliance Officer.

The agenda topics of the quarterly meetings shall cover, as a minimum:

- Reporting on the control activities carried out the last quarter and results of the controls
- Plan for the control activities for the next quarter, and onwards where relevant
- Cases of particular interest to the AOCC
- General development in the performance of Account Operators, changes in the risks, and market- and regulatory changes affecting the control activities
- Status on development and changes of the control framework

Meetings of the AOCC will be convened by the chair of the AOCC. In the chair's absence, meetings will be convened by another member of the AOCC.

Meeting materials are prepared by the Client Compliance Officer and shall be distributed at least one working day before the meeting, save for exceptional circumstances. The preferred means of distribution of materials is e-mail.

5. DECISION-MAKING AND QUORUM

Decision-making requires at least 2/3 of the voting-rights being represented in the meeting, in person or by proxy.

Where necessary, the AOCC may solicit and receive decisions or recommendations in between meetings, by telephone, email or any other medium. Decision-making requires at least 2/3 of the voting-rights being exercised.

6. AUTHORITY

The MB of ES-OSL authorises the AOCC to perform the duties and tasks as set out in this mandate and related procedures.

The AOCC may seek and obtain advice, guidance and assistance internally at Euronext or from external advisers as it deems necessary.

The AOCC may request further information from the Client Compliance Officer or other employees of ES-OSL as it deems necessary for performing its duties under this mandate.

7. CONFLICTS OF INTEREST

Members of the AOCC shall avoid any conflicts of interest between their tasks and duties as a member of the AOCC and their own direct or indirect personal or material interests. Each member shall immediately report any potential or actual conflict of interest to the AOCC.

In cases where the AOCC establishes that a potential or actual conflict of interest exists, it may take appropriate action against the relevant AOCC member(s), including but not limited to restriction of voting rights or suspension.

8. REPORTING

Minutes of all meetings of the AOCC shall be prepared as soon as possible and no later than two weeks after the meeting. All meeting minutes shall be made available and distributed to the MB.

At least every six months, the AOCC shall report its activities to the MB. Unless otherwise agreed by the AOCC and the MB, the report will be prepared and presented by the chair of the AOCC.

All members of the MB shall have access to all material prepared for the AOCC, including meeting agendas, meeting minutes and material related to individual cases and AOCC decisions.