

**RULES OF ISSUANCE AND MAINTENANCE
OF ISIN, CFI, FISN IDENTIFIERS
BY KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A. (KDPW)**

Chapter 1

GENERAL PROVISIONS

§ 1

These rules (the “Rules”) govern KDPW’s provision of the service of issuance and maintenance of ISIN, CFI and FISN Identifiers of financial instruments.

§ 2

1. As a member of the international Association of National Numbering Agencies, KDPW holds the status of National Numbering Agency authorised to issue ISIN Identifiers of all financial instruments and is authorised to issue CFI and FISN Identifiers of such financial instruments concurrently with KDPW’s issuance of ISIN Identifiers.
2. To the extent of issuance of ISIN, CFI and FISN Identifiers and the standards of their issuance and maintenance, KDPW follows the guidelines defined by the Association of National Numbering Agencies.
3. ISIN, CFI and FISN Identifiers and assigned reference data are publicly available and published by KDPW on the website.

Chapter 2

DEFINITIONS

§ 3

The following terms used in the Rules shall be construed as follows:

- 1) KDPW – Krajowy Depozyt Papierów Wartościowych S.A.;
- 2) ISIN – International Securities Identifying Number issued by KDPW under ISO 6166;
- 3) CFI – Classification of Financial Instruments issued by KDPW under ISO 10962;
- 4) FISN – Financial Instrument Short Name issued by KDPW under ISO 18774;
- 5) Identifiers – ISIN, CFI and FISN understood jointly;
- 6) Agreement – an agreement concerning ISIN, CFI, FISN issuance and maintenance concluded between KDPW and a Numbering Agent;

- 7) Numbering Agent or Agent – entity which concludes an Agreement with KDPW;
- 8) Service – ISIN, CFI, FISN issuance and maintenance service provided by KDPW under the Agreement;
- 9) Application – IT system used in the Service which supports the exchange of information between KDPW and a Numbering Agent by means of data transmission;
- 10) U2A Interface – graphical communication interface supporting manual data exchange with the Application;
- 11) Issuer – issuer of financial instruments whose Identifiers are maintained by KDPW under an Agreement;
- 12) Business Day – any weekday other than a bank holiday and a Saturday;
- 13) LEI – unique Legal Entity Identifier under ISO 17442.

Chapter 3

RULES OF SERVICE PROVISION

§ 4

1. The Service is provided to entities authorised to operate securities accounts referred to in the Act of 29 July 2005 on Trading in Financial Instruments (Journal of Laws of 2020, item 89, as amended), which maintain shareholder registers within the meaning of Article 328¹ (1) of the Commercial Companies Code (Journal of Laws of 2020, item 1526, as amended), exclusively for shares and other instruments entered into such register.
2. The Service shall be available on a 24/7 basis.
3. In the event of non-availability of the Application for reasons caused by KDPW, Service support shall be available on Business Days and within the business hours of KDPW.
4. KDPW shall not provide any programming components relating to the provision of the Service.

§ 5

1. Numbering Agents shall ensure that all information provided to KDPW is true, complete and authentic and shall not provide any content that is illegal, offensive or potentially misleading, contains viruses or may cause malfunction of or damage to IT systems.
2. The language used in relations between Applicants/Numbering Agents and KDPW shall be Polish or English.

§ 6

1. An entity which intends to acquire the status of Numbering Agent (“Applicant”) shall submit an application to KDPW containing a declaration of intent to conclude the Agreement together with required enclosures.
2. An application and enclosures shall be made in writing or signed with an electronic signature verifiable with a qualified certificate (electronic format).

3. Applicants shall attach the following to an application:
 - 1) the Applicant's declaration containing the Applicant's active LEI and the Applicant's country of establishment;
 - 2) the Applicant's declaration containing the Applicant's Tax Identifier;
 - 3) powers of attorney granted to the Applicant's representatives unless the right to represent the Applicant derives from the business register or another official register which is publicly available where the Applicant is required to be entered into such register rather than the business register;
 - 4) a declaration of acceptance of e-invoices according to the template published on KDPW's website.
4. If the Applicant or the Applicant's representatives cannot be identified and their powers verified on the basis of data/information available in publicly available registers, the Applicant shall, on request of KDPW, attach the following to the application:
 - 1) an up-to-date copy or summary of an entry in the relevant register or another document which identifies the Applicant or its representatives;
 - 2) a copy of the decision issued by the competent authority which authorises the Applicant to operate securities accounts.
5. KDPW may require the Applicant to submit documents other than those listed in sub-paragraphs 1-4 necessary to verify data of the Applicant or its representatives and any data which KDPW considers necessary to provide the Service.
6. The application with enclosures shall be signed by the Applicant's duly authorised representatives.
7. If an Applicant is, as at the date of submission of an application referred to in sub-paragraph 1, a party to an agreement with KDPW and the documents referred to in sub-paragraph 3 and 4 have been submitted to KDPW, such documents shall be submitted only if their content has to be updated.
8. Applicants/Agents shall immediately notify KDPW of any change of data contained in the application referred to in sub-paragraph 1 and any enclosures to the application and update them as required under this § 6.
9. Documents which are originally drawn up in a language other than Polish or English shall be submitted in sworn translation into either Polish or English, unless KDPW considers in the given case that documents drawn up in a language other than Polish or English are binding.

Chapter 4

COMMUNICATION WITH KDPW

§ 7

1. Communication between Numbering Agents and KDPW shall involve:
 - 1) submitting applications for the issuance of Identifiers;
 - 2) accessing information concerning Identifiers registered by KDPW on the basis of submitted applications;

- 3) providing information necessary to update data concerning financial instruments identified with Identifiers;
 - 4) providing information necessary to close (remove) Identifiers.
2. Communication with KDPW shall rely on the U2A Interface via an access account in the access application. The terms and conditions of opening of access accounts and of granting access to persons authorised by Numbering Agents to communicate with KDPW and specific terms and conditions of communicating with KDPW shall be laid down in the KDPW IT System Access Rules approved in a separate resolution of the KDPW Management Board.
 3. A person authorised by a Numbering Agent may have access to the Application as:
 - 1) a user – the authorised person has access enabling direct communications with KDPW; or
 - 2) an administrator – the authorised person has access enabling them to grant further powers to other persons to communicate directly with KDPW and to revoke such powers by granting or revoking their access to the Application, respectively.
 4. Applications for administrator access shall be approved or rejected exclusively by KDPW.
 5. Applications for KDPW communication access as a user shall be approved or rejected exclusively by the administrator appointed by the Numbering Agent, subject to sub-paragraph 6.
 6. An application for Application access as a user submitted by a person who is the only administrator appointed for a Numbering Agent shall be approved or rejected by KDPW.
 7. Administrator access shall be revoked exclusively by KDPW.
 8. User access may be revoked exclusively by the administrator appointed by the Numbering Agent.
 9. Each Numbering Agent shall appoint at least one administrator.

§ 8

1. The KDPW IT System Access Rules referred to in § 7 sub-paragraph 2, approved in a separate resolution of the KDPW Management Board, shall be integrated into these present Rules by reference.
2. Concluding an Agreement shall be tantamount to acceptance of the Rules referred to in sub-paragraph 1.

Chapter 5

SUBMITTING ELECTRONIC APPLICATIONS FOR THE ISSUANCE OF IDENTIFIERS

§ 9

1. To submit an Application for the issuance of Identifiers of an Issuer's financial instruments, KDPW shall first set up a link between a Numbering Agent and the Issuer in the Application. For that purpose, the Numbering Agent shall provide the Issuer's LEI to KDPW in a dedicated form in the Application or, if the Issuer holds no LEI, then the Issuer's Tax Identifier.
2. By submitting an application referred to in sub-paragraph 1 to KDPW, the Numbering Agent confirms that it is authorised to receive Identifiers of financial instruments issued by the Issuer.

3. If the Numbering Agent provides the Issuer's LEI, KDPW shall automatically verify the Issuer's data in the LEI database and immediately set up the link referred to in sub-paragraph 1.
4. If the Numbering Agent provides the Issuer's Tax Identifier, KDPW shall manually verify the Issuer's data and set up the link referred to in sub-paragraph 1 within 10 days after the provision of the Issuer's Tax Identifier, where the provision date and time shall be understood as the date and time when the form is sent in the Application to KDPW.
5. Information concerning a link set up between the Numbering Agent and the Issuer shall be accessible to the Numbering Agent at Application level.

§ 10

1. Numbering Agents shall submit applications for the issuance of Identifiers of financial instruments of Issuers by completing the Application form with the identification details of such financial instruments.
2. The date of submission of an application referred to in sub-paragraph 1 to KDPW shall be understood as the date when the application is sent to KDPW as required in the Application.
3. When an application is submitted according to sub-paragraph 1, it shall be verified by KDPW by running system and content checks defined individually for each category of Issuers and financial instruments.

Chapter 6

ISSUING IDENTIFIERS

§ 11

1. Depending on the outcome of the verification of an application for the issuance of Identifiers referred to in § 9, KDPW shall provide the Numbering Agent with an application rejection message, including the rejection reason, or an Identifier issuance confirmation message containing the Identifiers, not later than three Business Days after the submission of the application.
2. Messages referred to in sub-paragraph 1 shall be accessible to Numbering Agents at Application level.
3. KDPW shall charge a fee for any issuance of Identifiers of financial instruments in an amount defined in Chapter 13 "Fees". For that, KDPW shall issue a VAT invoice to the Numbering Agent in the month following the month when Identifiers are issued with a due date specified in the invoice. VAT invoices shall be delivered to Numbering Agents by email to the email address provided by the Numbering Agent.

Chapter 7

MAINTAINING IDENTIFIERS

§ 12

1. Numbering Agents shall have access to information concerning Identifiers issued and maintained by KDPW on the basis of their applications and data of Issuers of such financial instruments after logging in the Application.
2. Numbering Agents may send to KDPW information necessary to update data of financial instruments identified with Identifiers or information necessary to close Identifiers.
3. Information referred to in sub-paragraph 2 shall be sent to KDPW by Numbering Agents by completing the dedicated form in the Application. § 10 sub-paragraph 2 and 3 shall apply accordingly.
4. If information contained in Identifier update or closing forms is successfully verified, KDPW shall apply the resulting modifications. In that case, KDPW shall update data of financial instruments at Application level or close Identifiers accordingly.
5. KDPW shall charge an annual maintenance fee, starting from the first anniversary of issuance of Identifiers, for each issued ISIN, CFI and FISN of financial instruments in an amount defined in Chapter 13 "Fees". For that, KDPW shall issue a VAT invoice to the Numbering Agent after the end of each year after the Identifier issuance date with a due date specified in the invoice. VAT invoices shall be delivered to Numbering Agents by email to the email address provided by the Numbering Agent.

§ 13

1. Numbering Agents shall immediately notify KDPW of any change of the content and the legal existence of financial instruments identified with Identifiers by KDPW on their request.
2. If the legal existence of all financial instruments identified with an ISIN expires, the ISIN shall be closed, and so shall CFI and FISN.
3. In justifiable cases, KDPW may, on its own initiative, update data of financial instruments identified by Identifiers or close Identifiers. Such update or closing of Identifiers may occur in particular if KDPW confirms that data of financial instruments do not match data entered in an official register in which such instruments are entered or the legal existence of the issuer of all financial instruments identified by an ISIN expires.
4. KDPW shall notify the Numbering Agent of an update or closing of Identifiers by providing such information at Application level.

Chapter 8

EXCLUSION OF LIABILITY

§ 14

1. KDPW shall have no liability for any loss occurring due to any distribution or non-distribution of an ISIN, CFI or FISN by a Numbering Agent.

2. KDPW shall have no liability in the case of any unforeseen and transient events which prevent or hinder the performance of any actions defined in the Rules.
3. The issuance of an ISIN, CFI and FISN of financial instruments shall not obligate KDPW to take any actions with regard to such financial instrument or the Numbering Agent other than the actions defined in the Rules.

Chapter 9

TERMINATION OF THE AGREEMENT

§ 15

1. The ISIN, CFI and FISN issuance and maintenance agreement concluded for financial instruments identified with such Identifiers shall be terminated when KDPW closes such Identifiers as a result of the following:
 - 1) it is determined that the ISIN has been transferred to a numbering agency other than KDPW;
 - 2) the legal existence of all financial instruments identified with the Identifiers or the legal existence of the issuer expires; in that case, ISIN, CFI and FISN may be closed at the request of the Numbering Agent or on KDPW's own initiative according to § 13 sub-paragraph 3;
 - 3) KDPW's status of National Numbering Agency expires because KDPW is no longer a member of the international Association of National Numbering Agencies.
2. The ISIN, CFI and FISN issuance and maintenance agreement shall also expire if KDPW receives from two Numbering Agents their matching declarations concerning change of the entity operating the register of financial instruments identified with such Identifiers. The declarations referred to in the preceding sentence shall specify the type of financial instruments and the Identifiers of the financial instruments and the date when the Agreement shall be terminated with the entity which shall no longer operate the register of financial instruments and when an Agreement shall be concluded with the entity which shall operate the register.
3. KDPW may terminate the Agreement effective immediately if the Numbering Agent is in serious breach of obligations under the Agreement and the breach cannot be remedied or, in the case of other breach, after the time limit set by KDPW to remedy the breach expires and the breach is not remedied.
4. The Numbering Agent may terminate the Agreement with a written notice of one month. The termination period shall run as of the beginning of the calendar month directly following the month when the notice is delivered to KDPW.
5. The Agreement shall expire as of the registration of financial instruments for which ISIN, CFI and FISN are issued under the Rules in the securities depository operated by KDPW.
6. KDPW shall have no liability for any loss caused by termination of the Agreement.

Chapter 13

FEES

§ 16

1. KDPW shall charge the following fees from Numbering Agents:

- 1) a one-off fee for the issuance of one ISIN, CFI and FISN, charged in arrears after the issuance of Identifiers, in the following amount:
 - a) PLN 180 if the Issuer holds an LEI when KDPW issues the Identifiers;
 - b) PLN 400 if the Issuer holds no LEI when KDPW issues the Identifiers;
- 2) an annual fee for the maintenance of one ISIN, CFI and FISN, charged in advance on each anniversary of the issuance of Identifiers, in the following amount:
 - a) PLN 120 if the Issuer holds an LEI on the anniversary of the issuance of Identifiers;
 - b) PLN 200 if the Issuer holds no LEI on the anniversary of the issuance of Identifiers.
2. The fees referred to in sub-paragraph 1 are presented in net amounts.
3. No fee shall be reimbursed when an ISIN is closed, in particular due to expiry of the legal existence of financial instruments or termination with or without notice or expiration of the Agreement.

§ 17

Invoices for fees for the issuance and renewal of Identifiers shall be issued pursuant to the applicable legislation.

Chapter 15

PERSONAL DATA PROTECTION

§ 18

1. KDPW is the controller of personal data obtained in connection with the provision of the Service from the person or persons who represent the Numbering Agent.
2. Personal data shall be processed in keeping with all security measures required under the law and in compliance with all applicable legislation including Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC ("General Data Protection Regulation") (OJ L 119 of 2016, p. 1).

Chapter 16

GOVERNING LAW

§ 19

1. The law governing the obligations under the Agreement shall be the law of Poland.
2. Any disputes as may arise in connection with the Agreement shall be resolved by a court with jurisdiction over KDPW.

Chapter 17

AMENDMENT OF THE RULES

§ 20

1. The Rules and the KDPW IT System Access Rules shall be made available by publishing them on the KDPW website.
2. KDPW may amend the Rules. KDPW shall make amendments to the Rules available on its website no later than 7 days before their effective date.
3. Numbering Agents shall be notified of any amendment of the Rules and its effective date.
4. Information concerning any amendment of the Rules sent by email at the email address of a person authorised by the Numbering Agent to have access to the Application shall be deemed delivered to such Agent.
5. If a Numbering Agent does not accept an amendment of the Rules, the Agent may terminate the Agreement with a notice of one month. Such notice shall be delivered to KDPW in writing or in electronic format within two weeks after the Numbering Agent receives the notification referred to in sub-paragraph 2.
6. If a Numbering Agent fails to deliver a termination notice to KDPW in accordance with sub-paragraph 4 within the time limit set therein, the Numbering Agent shall be deemed to accept the amendment of the Rules of which it is notified according to sub-paragraph 2.

Chapter 18

FINAL PROVISIONS

§ 21

These Rules shall enter into force on 1 February 2021