


<b>Document</b>	Name	DIRECTIVE ON REGISTRATION OF OFF-EXCHANGE TRANSACTIONS	
	Type	DIRECTIVE	
	Code	10.YÖN.04	
	Date of Approval	14/06/2021	
	Date of Revision	-	
	Revision Number	-	
	Prepared by	DEBT SECURITIES MARKET OPERATIONS DIRECTORATE	
	Approved by	BOARD	



## **BORSA İSTANBUL A.Ş.**

# **DIRECTIVE ON REGISTRATION OF OFF- EXCHANGE TRANSACTIONS**

İSTANBUL – 2021

This document is owned by Borsa İstanbul A.Ş. Current version of this document is published in corporate website of Borsa İstanbul A.Ş. Before using, please check whether this file is the correct version or not.

**DISCLAIMER:** This document is a translation from its Turkish original. In case of a discrepancy, the original document in Turkish shall prevail. Borsa İstanbul A.Ş. is not responsible for translation errors.

**LIST OF INDEX**

<b>FIRST PART .....</b>	<b>1</b>
<b>General Provisions .....</b>	<b>1</b>
<b>FIRST SECTION .....</b>	<b>1</b>
<b>Purpose, Scope, Grounds, Definitions and Abbreviations.....</b>	<b>1</b>
Purpose .....	1
Scope .....	1
Definitions and Abbreviations.....	1
<b>SECOND SECTION .....</b>	<b>2</b>
<b>Transactions Subject to Registry and Registration Obligors, Notification of Transactions Subject to Registry, Registration Users .....</b>	<b>2</b>
Transactions Subject to Registry and Registration Obligors.....	2
Notification of Transactions Subject to Registry .....	2
Registration Users .....	2
<b>SECOND PART .....</b>	<b>2</b>
<b>Registration Notifications.....</b>	<b>2</b>
<b>FIRST SECTION .....</b>	<b>2</b>
<b>Registration Notification Principles.....</b>	<b>2</b>
Registration Notification Method.....	2
Registration Notification Periods .....	2
Cancellation of Registration Notifications .....	3
Ex Officio Registration of Transactions Subject to Registry by the Exchange .....	3
Provision of Information Relating to Registered Transactions to Investment Companies .....	3
<b>SECOND SECTION .....</b>	<b>3</b>
<b>Special Provisions in Respect of Registration .....</b>	<b>3</b>
Transactions Executed by Takasbank which are Exempted from Registration Fee .....	3
Transactions Executed by Exchange and Exempted from Registration Fee .....	4
Transactions Not Subject to Registration .....	4
<b>THIRD PART .....</b>	<b>6</b>
<b>Miscellaneous and Final Provisions.....</b>	<b>6</b>
<b>FIRST SECTION .....</b>	<b>6</b>
Registration Fee.....	6
Absence of Provisions .....	6
CEO's Authorization to Regulate.....	6

## HALKA AÇIK

Repealed Regulations .....	6
Effective Date .....	7
ARTICLE 20- (1) This Directive becomes effective as of 14/06/2021. ....	7
Enforcement .....	7

**FIRST PART  
General Provisions**

**FIRST SECTION  
Purpose, Scope, Grounds, Definitions and Abbreviations**

**Purpose**

**ARTICLE 1-** (1) The purpose of this Directive is to regulate and set down the procedures and principles regarding registration of transactions subject to registry in the Exchange, which are executed outside the Exchange.

**Scope**

**ARTICLE 2-** (1) This Directive regulates and sets down the transactions subject to registry, and those who are under obligation to have these transactions registered, and methods and periods of time for notification of transactions subject to registry to the Exchange, and cancellation of notifications of registration, and special issues and matters in regard to registration, and other procedures and principles relating to registration of transactions subject to registry by investment companies in the Exchange.

**Grounds**

**ARTICLE 3-** (1) This Directive is issued in reliance upon Borsa İstanbul A.Ş. Regulation on Principles Relating to Exchange Activities promulgated in the Official Gazette edition 29150 on 19/10/2014.

**Definitions and Abbreviations**

**ARTICLE 4-** (1) For the purposes and in the context of this Directive:

- a) “Exchange” stands for Borsa İstanbul Anonim Şirketi (Borsa İstanbul); and
- b) “Exchange Regulation” stands for Borsa İstanbul A.Ş. Regulation on Principles Relating to Exchange Activities promulgated in the Official Gazette edition 29150 on 19/10/2014; and
- c) “CEO” stands for Chief Executive Officer of Borsa İstanbul A.Ş.; and
- ç) “Transaction Type” refers to the grouping of transactions subject to registry as outright purchases, outright sales, sale with a commitment to repurchase, and purchase with a commitment to resell; and
- d) “CMB” stands for the Capital Markets Board; and
- e) “Takasbank” stands for İstanbul Takas ve Saklama Bankası Anonim Şirketi (İstanbul Settlement and Custody Bank); and
- f) “Value date” refers to settlement dates of transactions subject to registry; and
- g) “Investment company” refers to companies as defined in subparagraph (v) of first paragraph of article 3 of the Capital Markets Law no. 6362 dated 6/12/2012; and
- ğ) “Board” stands for Board of Borsa İstanbul Anonim Şirketi.

## **SECOND SECTION**

### **Transactions Subject to Registry and Registration Obligors, Notification of Transactions Subject to Registry, Registration Users**

#### **Transactions Subject to Registry and Registration Obligors**

**ARTICLE 5-** (1) Off-Exchange outright purchases, outright sales, sale with a commitment to repurchase, and purchase with a commitment to resell transactions in respect of debt securities, lease certificates, and securitized asset and income backed debt securities which are traded or may be traded by being listed in the Exchange or without being listed therein within the frame of Borsa İstanbul A.Ş. Listing Directive in markets, sub-markets, platforms and systems within the Exchange are required to be registered in the Exchange by investment companies being a party to such transactions.

#### **Notification of Transactions Subject to Registry**

**ARTICLE 6-** (1) Investment companies authorized to trade pursuant to the Exchange Regulation and other Exchange regulations pertaining thereto directly send registration notifications. Registration notifications of investment companies lacking a remote access line or having a problem in remote access network, and registration notifications of investment companies not authorized to trade in the Exchange are realized by the Exchange upon demand of registration obligor investment company in accordance with the principles determined by the Board.

#### **Registration Users**

**ARTICLE 7-** (1) Users of a number to be designated by the Board are assigned to investment companies authorized to directly send registration notifications. User code and password are identified by the Exchange for these users. It is the responsibility of investment company to assure the security of user code and password.

## **SECOND PART**

### **Registration Notifications**

## **FIRST SECTION**

### **Registration Notification Principles**

#### **Registration Notification Method**

**ARTICLE 8-** (1) Transactions subject to registry are registered by notification of such information as date of transaction, security code, transaction type, and value date for outright purchases and outright sales, and starting and ending value dates for sale with a commitment to repurchase and purchase with a commitment to resell transactions, and transaction value for outright purchases and outright sales, and principal cash amount for sale with a commitment to repurchase and purchase with a commitment to resell transactions, and other information determined by the Board, to the Exchange registration system, by the method and within the frame of principles determined by the Board.

#### **Registration Notification Periods**

**ARTICLE 9-** (1) Transactions subject to registry are notified by investment companies to the Exchange within the periods of time determined by the Board.

(2) The Board determines a registration period for temporary registration of off-exchange notifications. Notifications delivered during this temporary registration period and not cancelled until the end of the period of time determined by the Board become final notifications and are thus finalized.

**Cancellation of Registration Notifications**

**ARTICLE 10-** (1) Registration notifications which are not finalized may be cancelled by investment company.

(2) Erroneously notified transactions are not corrected. Registration transactions determined by the Exchange to be erroneously notified may be cancelled. Registration fees and if any, delay penalties paid in respect of erroneous notifications cancelled as above are refunded. Cancelled transactions are registered with their correct information, and registration fee and if any, delay penalty are charged for these transactions over the tariff rates valid as of the date they are registered.

**Ex Officio Registration of Transactions Subject to Registry by the Exchange**

**ARTICLE 11-** (1) Off-Exchange transactions which are subject to registration, but are not registered by investment company in the Exchange as determined by the Exchange may be ex officio registered by the Exchange. Then, registration fees and if any, delay penalties regarding the transactions registered as above are calculated over the tariff rates valid as of the date they are registered, and are claimed from the relevant investment company.

**Provision of Information Relating to Registered Transactions to Investment Companies**

**ARTICLE 12-** (1) Information relating to transactions registered by investment companies within the registration period, and information relating to transactions which are not registered due to noncompliance with the notification format are provided to investment companies via electronic media by the Exchange. It is under full responsibility of investment company to receive, collect and keep such information on registered transactions and information relating to transactions which are not be registered due to noncompliance with the notification format, and to cancel and re-notify the erroneously notified transactions, and to re-notify in accordance with the notification format all transactions which cannot be registered due to noncompliance with the notification format. In case of any conflict or discrepancy, the Exchange records shall prevail in relation therewith.

**SECOND SECTION**

**Special Provisions in Respect of Registration**

**Transactions Executed by Takasbank which are Exempted from Registration Fee**

**ARTICLE 13-** (1) If and when cash funds, securities and collaterals belonging to portfolios and customers of investment companies the activities of which are temporarily or permanently suspended, and collaterals and other funds belonging to investment companies continuing their business operations, and collaterals and funds outside Takasbank's own portfolio are invested by Takasbank for purchase or sale or for purchase with a commitment to resell of debt securities, lease certificates, or securitized assets and income backed debt securities, then and in this case, said transactions are registered by Takasbank in the Exchange. Registration fee is not charged for registration of these transactions. If these transactions are

executed and notified by Takasbank in the account of an investment company, said transactions are not separately registered by the investment company in the Exchange.

**Transactions Executed by Exchange and Exempted from Registration Fee**

**ARTICLE 14-** (1) In case where the Exchange executes purchase and sale, or purchase with a commitment to resell transactions of investment funds, debt securities, lease certificates, or securitized asset and income backed debt securities belonging to investment companies the activities of which are temporarily or permanently suspended and are held with the Exchange, such transactions are registered by the Exchange on behalf of the investment company in whose account these transactions are executed. Registration fee is not charged for registration of such transactions. These transactions executed by the Exchange are not separately registered by the account holder investment company in the Exchange.

**Transactions Not Subject to Registration**

**ARTICLE 15-** (1) The following transactions are already deemed to have been registered on the basis of records of Republic of Türkiye Ministry of Treasury and Finance, Central Bank of the Republic of Türkiye, Banking Regulation and Supervision Agency, and Central Registry Agency, and for this reason, are not needed to be notified to the Exchange, and registration fee is not needed to be paid therefor:

a) Debt securities, lease certificates, and securitized asset and income backed debt securities offered for sale in the primary market:

1) being purchased by investment company in its own name and account, or

2) being purchased by investment company in the account of third parties without being registered in its own portfolio, or

3) being purchased by investment company in its own account through another investment company (providing that the other investment company does not register these securities in its own portfolio), or

4) being purchased by investment company in the account of a third party through another investment company (providing that the investment company and other investment company do not register these securities in their own portfolios); and

b) Securities issued by Republic of Türkiye Ministry of Treasury and Finance abroad being purchased in the primary market through an investment company authorized by Republic of Türkiye Ministry of Treasury and Finance; and

c) Securities being issued by Republic of Türkiye Ministry of Treasury and Finance to state-run banks for duty losses; and

ç) Securities being issued to banks under management of the Saving Deposit- Insurance Fund; and

d) Purchase and sale of securities by Republic of Türkiye Ministry of Treasury and Finance as a part of debt swaps, and transactions executed within the frame of open market operations of the Central Bank of the Republic of Türkiye; and

e) Mutual exchange of securities not requiring any payment at the end, executed for early redemption, sales of banks or similar other reasons between the fund-held banks, within the frame of operations in regard to the banks held under management of the Saving Deposit-Insurance Fund; and

f) Securities transactions acquired and taken over with saving deposits or other liabilities from balance sheets of other banks held under management of the Saving Deposit- Insurance Fund; and

## HALKA AÇIK

g) Securities transactions to be executed for transfer of obligations of banks held under management of the Saving Deposit- Insurance Fund to state-run or private sector banks within the frame of a decision taken by the official authority; and

ğ) Within the frame of repurchase or replacement of securities issued by Republic of Türkiye Ministry of Treasury and Finance in Türkiye:

1) the government securities belonging to investment company being returned by investment company itself to Republic of Türkiye Ministry of Treasury and Finance, or

2) the government securities belonging to a customer of investment company being returned by investment company itself to Republic of Türkiye Ministry of Treasury and Finance without being registered in its own portfolio, or

3) the government securities belonging to investment company being returned by investment company itself to Republic of Türkiye Ministry of Treasury and Finance through another investment company (providing that the other investment company transfers the securities directly to Republic of Türkiye Ministry of Treasury and Finance without registering them in its own portfolio), or

4) the government securities belonging to a customer of investment company being returned by investment company itself to Republic of Türkiye Ministry of Treasury and Finance through another investment company (providing that the investment company and other investment company transfer the securities to Republic of Türkiye Ministry of Treasury and Finance without registering them in their own portfolios); and

h) Within the frame of early redemption and replacement of debt securities, lease certificates, and securitized asset and income backed debt securities, other than securities issued by Republic of Türkiye Ministry of Treasury and Finance:

1) the private sector securities belonging to investment company's portfolio being returned by investment company itself to issuer thereof, or

2) the private sector securities belonging to a customer of investment company being returned by investment company itself to issuer thereof without being registered in its own portfolio, or

3) the private sector securities belonging to investment company's portfolio being returned by investment company itself to issuer thereof through another investment company (providing that the other investment company transfers the securities to issuer thereof without registering them in its own portfolio), or

4) the private sector securities belonging to a customer of investment company being returned by investment company itself to issuer thereof through another investment company (providing that the investment company and other investment company transfer the securities to issuer thereof without registering them in their own portfolios), or

5) early redemption of the securities issued by the investment company itself; and

ı) Within the frame of repurchase or replacement by Republic of Türkiye Ministry of Treasury and Finance of securities issued by Republic of Türkiye Ministry of Treasury and Finance abroad:

1) the securities belonging to investment company being returned by investment company itself to Republic of Türkiye Ministry of Treasury and Finance, or

2) the securities belonging to a customer of investment company being returned by investment company itself to Republic of Türkiye Ministry of Treasury and Finance without being registered in its own portfolio; and

ı) all types of security issuances and secondary market transactions of every kind in respect of gold bonds and gold denominated lease certificates realized by Republic of Türkiye Ministry of Treasury and Finance either directly or through investment companies and purchase



of such securities by investment companies before the end of maturity date and being transferred them to Republic of Türkiye Ministry of Treasury and Finance as a part of early redemption; and

j) all types of security issuances and secondary market transactions of every kind in respect of government domestic debt securities and lease certificates denominated in foreign currency for sale only to individual investors directly or through investment companies, except for issuances by way of auctions regarding government domestic debt securities issued by Republic of Türkiye Ministry of Treasury and Finance and lease certificates issued pursuant to and under the Law no. 4749, and purchase of such securities by investment companies before the end of maturity date and being transferred them to Republic of Türkiye Ministry of Treasury and Finance as a part of early redemption; and

k) special series of Government Domestic Debt Securities issued by Republic of Türkiye Ministry of Treasury and Finance and lease certificates issued pursuant to and under the Law no. 4749, also including those issued as a loan, being purchased by state-run banks from Republic of Türkiye Ministry of Treasury and Finance or another public entity or administration.

### **THIRD PART**

#### **Miscellaneous and Final Provisions**

##### **FIRST SECTION**

#### **Registration Fee, Absence of Provisions, CEO's Authorization to Regulate, Repealed Regulations, Effective Date and Enforcement**

##### **Registration Fee**

**ARTICLE 16-** (1) With the prior consent of the CMB, the Board may determine different registration fee tariffs and impose delay penalties, depending on the date of execution of transaction subject to registry, date of notification, value dates, and type of security subject to transaction, and type of transaction.

##### **Absence of Provisions**

**ARTICLE 17-** (1) For subjects on which there is no provision or which are not adequately clear in this Directive, the CEO is authorized to take the necessary decisions, and to regulate and direct the practices within the frame of the pertinent regulations, except for the matters and subjects requiring a consent or approval of the CMB.

##### **CEO's Authorization to Regulate**

**ARTICLE 18-** (1) For the purpose of guiding the enforcement of the provisions of articles 6, 7, 8, 9 and 16 of this Directive, the Board may authorize the CEO to issue regulations in regard to details of implementation of procedures, principles and methods determined by this Directive.

##### **Repealed Regulations**

**ARTICLE 19-** (1) The regulation pertaining to registration of off-Exchange transactions, published by the Exchange Announcement no. 21 dated 10/03/2016 is hereby repealed and superseded.

## **HALKA AÇIK**

### **Effective Date**

**ARTICLE 20-** (1) This Directive becomes effective as of 14/06/2021.

### **Enforcement**

**ARTICLE 21-** (1) The provisions of this Directive are enforced and executed by the CEO.