



## SECURITIES INDUSTRY (INSIDER TRADING) GUIDELINES 202..

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# SECURITIES INDUSTRY (INSIDER TRADING) GUIDELINES 202...

In the exercise of the powers conferred on the Securities and Exchange Commission by Section 209 of the Securities Industry Act 2016 (Act 929) as amended by the Securities Industry (Amendment) Act, 2021 (Act 1062), these Guidelines are issued this ... day of....., 202....

## PART A : PRELIMINARY

### 1. Scope of Application

- (1) These Guidelines apply to securities—
  - (a) traded on, admitted to trading on, or for which a request for admission to trading on a securities exchange has been made,
  - (b) not falling within subclause (1)(a) above, the price or value of which depends on, or has an effect on, the price or value of securities.
- (2) These Guidelines apply to any transaction, order or behavior concerning the security of a body corporate irrespective of whether or not such transaction, order or behavior takes place on a securities exchange.
- (3) These Guidelines do not apply to—
  - (a) trading in own shares in buy-back programmes, where such trading is carried out in accordance with the law.
  - (b) transactions, orders or behaviors carried out in pursuit of monetary, exchange rate or public debt management policy.
- (4) Where any doubt arises about the meaning of any provision contained in these Guidelines and any other Guideline issued by the SEC, the same shall be referred to the SEC and the interpretation provided by the SEC shall be final.
- (5) These Guidelines shall apply to a body corporate as defined in these Guidelines and market operators including:
  - a. a broker-dealer,
  - b. an issuing house,
  - c. an underwriter,
  - d. a note trustee,
  - e. a registrar,
  - f. a securities depository
  - g. a securities exchange.

## **2. Communication or procurement of material nonpublic information**

- (1) An insider shall not communicate, provide, or allow access to any unpublished-price sensitive information, relating to a company or securities listed or proposed to be listed to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) A person shall not obtain from or cause the communication by any insider of unpublished-price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

## **3. Trading when in possession of material nonpublic information.**

- (1) A person who is, or has during the six months immediately before a dealing in the securities of a body corporate been connected with that body corporate shall not deal in securities of that body corporate if by reason of the association that person is in possession of information that is not generally available but, if it were, might materially affect the price of those securities.
- (2) An insider who has contravened subclause (1) may prove his innocence by demonstrating the circumstances including the following: where—
  - (a) the transaction is an off-market transfer between insiders who were in possession of the same material nonpublic information and both parties had made a conscious and informed trade decision;
  - (b) the trades were pursuant to a trading plan set up in accordance clause 11 of these Guidelines.
  - (c) the persons who were in possession of such material nonpublic information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such material nonpublic information when they took the decision to trade;
  - (d) appropriate and adequate arrangements were in place to ensure that these Guidelines are not violated and no material nonpublic information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

## **PART B:**

### **INSIDER TRADING AND UNLAWFUL DISCLOSURE OF INFORMATION**

#### **4. Insider Trading**

- (1) A person shall not engage or attempt to engage in Insider Trading.

- (2) A person who contravenes subclause (1) commits an offence and is liable as specified in subclause (8).
- (3) For the purposes of this Guideline, a person engages in Insider Trading where that person—
- (a) possesses inside information as a result of any of the circumstances specified in subclause (7); and
  - (b) uses that information to —
    - (i) acquire or dispose of, for that person’s own account or for the account of a third party, directly or indirectly, securities to which the information relates; or
    - (ii) cancel or amend an order concerning securities to which the information relates, where the order was placed before that person came into possession of the information; or
  - (c) uses a recommendation or inducement, knowing that the recommendation or inducement is based on inside information.
- (4) A person who possesses inside information as a result of any of the circumstances specified in subclause (7) shall not—
- (a) recommend, on the basis of that information, that another person acquire or dispose of securities to which the information relates;
  - (b) induce another person to acquire or dispose of such securities;
  - (c) recommend, on the basis of that information, that another person cancel or amend an order concerning securities to which the information relates; or
  - (d) induce another person to cancel or amend such an order.
- (5) A person shall not incite, aid, abet, counsel, or procure another person to engage in conduct prohibited under this clause.
- (6) A person who contravenes subclause (4) and (5) commits an offence and is liable as specified in subclause (8).
- (7) For the purposes of subclauses (3) and (4), a person is considered to possess inside information where that information is obtained through—
- (a) membership of the administrative, management, or supervisory body of the body corporate concerned;
  - (b) a holding in the capital of the body corporate concerned;
  - (c) access to the information in the exercise of an employment, profession, or duties;
  - (d) access to the information through criminal activity; or
  - (e) any other circumstance where the person knows or ought reasonably to know that the information is inside information.
- (8) A person who commits an offence under this clause is liable in accordance with section 154 of the Securities Industry Act, 2016 (Act 929).

## **5. Unlawful disclosure of inside information**

- (1) No insider shall communicate, provide, or allow access to any material nonpublic information, relating to a body corporate or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) Subject to subclause (5), a person who engages in unlawful disclosure of inside information within the meaning of subclause (4) or subclause (6) commits an offence.
- (3) Subject to subclause (5), a person who incites, aids or abets another person to engage in unlawful disclosure of inside information within the meaning of subclause (4) or subclause (5) commits an offence.
- (4) A person engages in unlawful disclosure of inside information where the person possesses the information as a result of any of the circumstances referred to in clause 4 subclause (7) and discloses it to any other person, other than where the disclosure is made in the normal exercise of an employment, a profession or duties.
- (5) A person also engages in unlawful disclosure of inside information where the person discloses a recommendation or inducement referred to in clause 4 subclause (5) in the knowledge that the recommendation or inducement was based on inside information.
- (6) A person who commits the offence of unlawful disclosure of information shall be deemed liable under section 154 of Act 929.

## **PART C**

### **CODE OF FAIR DISCLOSURE AND CODE OF CONDUCT**

#### **6. Code of Fair Disclosure.**

- (1) The board of directors of a body corporate whose securities are listed or admitted on a securities exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of material nonpublic information that it would follow in order to adhere to the provisions of these Guidelines.
- (2) A code of practices and procedures for fair disclosure of material nonpublic information and every amendment thereto shall be promptly sent to the securities exchange where the securities are listed or admitted for publication.

#### **7. Procedure for Fair Disclosure of Material Nonpublic Information**

- (1) A body corporate shall promptly submit to the securities exchange on which its securities are listed for publication material nonpublic information that would impact price discovery in order to make such information generally available. Such material nonpublic information shall be promptly published by the securities exchange

(2) Information shall be regarded as generally available where it has been disseminated in a manner that ensures its availability to the public and a reasonable period has elapsed for the market to absorb the information.

(3) A securities exchange shall maintain uniform and universal dissemination of material nonpublic information to avoid selective disclosure.

(4) A body corporate shall designate a senior officer as an investor relations officer to deal with dissemination of information and disclosure of material nonpublic information.

(5) A body corporate and a securities exchange shall provide appropriate and fair response to the SEC in relation to queries on news reports and requests for verification of market rumors.

(6) Where there are market rumors or media reports, the issuer shall promptly assess and, where necessary, make appropriate disclosure.

(7) A body corporate and a securities exchange shall ensure that the information shared with analysts and research personnel is not material nonpublic information.

(8) A body corporate and a securities exchange shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

(9) A body corporate and market operator shall have mechanisms in place for handling all material nonpublic information on a need-to-know basis.

## **8. Code of Conduct.**

(1) The board of directors of a body corporate and a market operator shall formulate a code of conduct to regulate, monitor and report trading by its employees and directors who by their function are privy to or obtain or handle or access material nonpublic information and other connected persons towards achieving compliance with these Guidelines by adopting the minimum standards set out under clause 9 of these Guidelines.

(2) Any other person who is required to handle material nonpublic information in the course of business operations shall formulate a code of conduct to regulate, monitor and report trading by its employees who by their function are privy to or obtain or handle or access material nonpublic information and other connected persons towards achieving compliance with these Guidelines by adopting the minimum standards set out under clause 9 of these Guidelines.

## **9. Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

- (1) A compliance officer appointed by a body corporate or a market operator shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the board of directors at least once a quarter.
- (2) All information shall be handled within the organization on a need-to-know basis and no material nonpublic information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- (3) Employees, directors and other connected persons designated on the basis of their functional role by the body corporate or market operator shall be governed by an internal code of conduct governing dealing in securities.
- (4) The board of directors shall in consultation with the compliance officer compile a list of insiders to as defined in these guidelines.
- (5) An issuer shall ensure that access to material nonpublic information is restricted to persons who require such information for the purpose of their duties. Such persons shall be recorded in the insider list maintained under these Guidelines.
- (6) Insiders may execute trades subject to compliance with these Guidelines.
- (7) A blackout period shall be used as an instrument of monitoring trading by insiders. The blackout period shall be used when the compliance officer determines that an insider or class of insiders can reasonably be expected to have possession of material nonpublic information.
- (8) Such closure shall be imposed in relation to such securities to which such material nonpublic information relates.
- (9) Insiders shall not trade in securities when the blackout period is in session.
- (10) The timing for ending the blackout period shall be determined by the compliance officer taking into account various factors including the fact that the material nonpublic information in question has become generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight (48) hours after the information becomes generally available.
- (11) The blackout period shall also be applicable to any person having contractual or fiduciary relation with the body corporate, such as auditors, accountancy firms, law firms, analysts, consultants assisting or advising the company.
- (12) When the blackout period ends, trading by insiders shall be subject to pre-clearance within the period specified by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.
- (13) Trading carried out pursuant to an approved trading plan shall not be subject to the restriction under subclause (8), provided that the plan was established in compliance with clause 11.
- (14) The compliance officer of a market operator shall confidentially maintain a list of restricted securities which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- (15) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any material nonpublic information.

- (16) The code of conduct shall specify a reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which a new pre-clearance would be needed for the trades to be executed.
- (17) The code of conduct shall specify the period, which in any event shall not be less than six months, within which an insider who is permitted to trade shall not execute a contra trade.
- (18) A compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Guidelines.
- (19) Where a contra trade is executed inadvertently or otherwise in violation of such a restriction, the profits from such trade shall be immediately disgorged for remittance to the SEC.
- (20) The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these Guidelines.
- (21) The code of conduct shall specify that in case it is observed by the persons required to formulate a code of conduct under subclause (1) and subclause (2) of clause 8, that there has been a violation of these Guidelines, they shall inform the SEC immediately.

#### **10. Appointment of Compliance Officer**

A body corporate, market operator and other persons formulating a code of conduct shall identify and designate a compliance officer to administer the code of fair disclosure, code of conduct and other requirements under these Guidelines.

#### **11. Trading Plans.**

- (1) An insider identified under clause 9 shall be entitled to formulate a trading plan in the format set out in Schedule 1 and present it to the compliance officer for approval and public disclosure on the securities exchange on which the trade will be executed pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (2) A trading plan shall:—
- (a) not entail overlap of any period for which another trading plan is already in existence;
  - (b) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - (c) not entail trading in securities for market abuse.
- (3) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these Guidelines and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- (4) Upon the approval of the trading plan, the compliance officer shall notify the SEC and the securities exchange on which the securities are listed.

- (5) An approved trading plan may be modified by the insider, subject to the following:
- (a) the insider shall not possess material non-public information at the time of any modification;
  - (b) any modification to the plan including any change to the price conditions, volume, trading period, or securities to be traded shall be treated as the establishment of a new plan for all purposes under this Guideline;
  - (c) the modification shall be submitted to the compliance officer for fresh approval before it takes effect; and
  - (d) a new cooling-off period under subclause (7) shall commence from the date of the compliance officer's approval of the modification, and no trade may be executed under the modified plan until that new cooling-off period has elapsed.
- (6) The compliance officer shall submit the approved trading plan in subclause (3) and subclause (5) to the Commission within three (3) business days.
- (7) A trading plan approved by the compliance officer under this Guideline shall not take effect, and no trade pursuant to the plan shall be executed, until the expiry of a cooling-off period of not less than ninety (90) days from the date of approval of the plan by the compliance officer.

## **PART D**

### **DISCLOSURES OF TRADING BY INSIDERS**

#### **12. General provisions.**

- (1) Insiders identified under clause 9 shall disclose to the body corporate the volume of securities acquired or disposed of within two trading days after trades.
- (2) The body corporate shall notify the particulars of such trading to the securities exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information in the format set out in Schedule 4.
- (3) The securities exchange shall publish such information immediately.
- (4) The disclosures to be made by any person under this Part shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (5) The disclosures of trading in securities shall also include trading in derivatives and the traded value of the derivatives shall be taken into account for purposes of this Part.
- (6) The disclosures made under this Part shall be maintained by the body corporate for a minimum period of seven years.

### **13. Disclosures.**

#### *(1) Disclosures by insiders.*

(a) A body corporate and a market operator shall maintain a list of insiders in the format set out in Schedule 2 of these Guidelines and shall update such list periodically and submit a copy of the list to the SEC not later than 21 days after the end of each quarter.

(b) An insider list shall be updated whenever:

(i) a new person becomes an insider;

(ii) a person ceases to be an insider;

(iii) there is a change in the reason or basis for a person's inclusion; or

(iv) a person's contact or personal details change.

(c) An insider of a body corporate or a market operator who owns securities which are listed or admitted on any securities exchange shall disclose his holdings of securities of the body corporate as of the effective date of these Guidelines, to the SEC in the manner specified in Schedule 3 of these Guidelines, and subsequently 21 days after the end of each quarter;

#### *(2) Disclosures by other connected persons.*

A body corporate whose securities are listed on a securities exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these Guidelines.

### **14. Protection procedures for personal data**

(1) The SEC, securities exchange, body corporate and a market operator shall store the records referred to in clause 13 of these Guidelines in a confidential and secure system.

(2) Access to the system referred to in subclause (1) shall be subject to restrictions ensuring that the data stored therein is only available to staff members of the SEC, securities exchange, issuer and market operator for whom access to that data is necessary to perform their professional duties.

(3) A body corporate or market operator shall comply with the provisions of the Data Protection Act.

## PART E

### REPORTING OF SUSPICIOUS TRANSACTIONS AND ORDERS (STOR)

#### 15. General Requirements of STORs

- (1) A broker-dealer, a securities exchange and a securities depository shall establish and maintain arrangements, systems and procedures that ensure:
  - (a) effective and ongoing monitoring, for the purposes of detecting and identifying orders and transactions that could constitute Insider Trading or attempted Insider Trading, of all orders received and transmitted and all transactions executed;
  - (b) the transmission of STORs to the SEC in accordance with the requirements set out in these Guidelines and using the template set out in Schedule 5 of these Guidelines.
- (2) The obligations referred to in subclause 1 shall apply to orders and transactions relating to any securities and shall apply irrespective of:
  - (a) the capacity in which the order is placed or the transaction is executed;
  - (b) the types of clients concerned;
  - (c) whether the orders were placed or transactions executed on or outside a Ghanaian trading venue.
- (3) A broker-dealer, a securities exchange and a securities depository shall ensure that the arrangements, systems and procedures referred to in subclauses 1 and 2 are:
  - (a) appropriate and proportionate in relation to the scale, size and nature of their business activity;
  - (b) regularly assessed, at least through an annually conducted audit and internal review, and updated when necessary;
  - (c) clearly documented in writing, including any changes or updates to them, for the purpose of complying with these Guidelines, and that the documented information is maintained for a period of seven years.
  - (d) A broker dealer shall, upon request, provide the SEC with the information referred to in point (b) and (c) of that subclause.

#### 16. Prevention, monitoring and detection

- (1) The arrangements, systems and procedures referred to in clause 15 subclause (1) and subclause (3) of these Guidelines shall:
  - (a) allow for the analysis, individually and comparatively, of each transaction executed and order placed, modified, cancelled or rejected in the systems of the trading facility;
  - (b) produce alerts indicating activities requiring further analysis for the purpose of detecting potential Insider Trading or attempted Insider Trading;
  - (c) cover the full range of trading activities undertaken by the persons concerned.

- (2) A broker-dealer, a securities exchange and a securities depository shall, upon request, provide the SEC with the information to demonstrate the appropriateness and proportionality of their systems in relation to the scale, size and nature of their business activity, including the information on the level of automation put in place in such systems.
- (3) A broker-dealer, a securities exchange and a securities depository shall, to a degree which is appropriate and proportionate in relation to the scale, size and nature of their business activity;
- (a) employ software systems
- (b) have in place procedures which assist the prevention and detection of Insider Trading, or attempted Insider Trading.
- (4) The systems and procedures referred to in the subclause (3) (a) shall include software capable of deferred automated reading, replaying and analysis of order book data, and such software shall have sufficient capacity to operate in an algorithmic trading environment.
- (5) A broker-dealer, a securities exchange and a securities depository shall put in place and maintain arrangements and procedures that ensure an appropriate level of analysis in the monitoring, detection and identification of transactions and orders that could constitute Insider Trading or attempted Insider Trading.
- (6) A broker-dealer, a securities exchange and a securities depository may by a written agreement, delegate to a legal person forming part of the same group the performance of the functions of monitoring, detection and identification of orders and transactions that could constitute Insider Trading or attempted Insider Trading.
- (7) The person delegating those functions [under subclause 6](#) shall remain fully responsible for discharging all of its obligations under these Guidelines and shall ensure the arrangement is clearly documented and the tasks and responsibilities are assigned and agreed, including the duration of the delegation.
- (8) A broker-dealer, a securities exchange and a securities depository may, by written agreement, delegate the performance of data analysis, including order and transaction data, and the generation of alerts necessary for such person to conduct monitoring, detection and identification of orders and transactions that could constitute Insider Trading or attempted Insider Trading to a third party ("provider").
- (9) The person delegating those functions shall remain fully responsible for discharging all of its obligations under these Guidelines and shall comply with the following conditions:
- (a) it shall retain the expertise and resources necessary for evaluating the quality of the services provided and the organizational adequacy of the providers, for supervising the delegated services and for the management of the risks associated with the delegation of those functions on an ongoing basis;
- (b) it shall have direct access to all the relevant information regarding the data analysis and the generation of alerts.
- (10) The written agreement referred to in subclause (6) and subclause (8) shall contain the description of the rights, obligations and grounds of termination.

(11) As part of the arrangements and procedures referred to in these Guidelines a broker-dealer and a securities exchange shall maintain for a period not less than seven years the information documenting the analysis carried out with regard to orders and transactions that could constitute Insider Trading or attempted Insider Trading which have been examined and the reasons for submitting or not submitting a STOR.

(12) The information referred to in subclause (11) shall be provided to the SEC upon request.

### **17. Training**

(1) A broker-dealer, a securities exchange and a securities depository shall organize and provide effective and comprehensive training to the staff involved in the monitoring, detection and identification of orders and transactions that could constitute Insider Trading or attempted Insider Trading, including the staff involved in the processing of orders and transactions.

(2) The training takes place at least once a year and on such regular basis as shall be appropriate and proportionate in relation to the scale, size, nature of the business and market trends.

### **18. Reporting obligations**

(1) A broker-dealer, a securities exchange and a securities depository and a securities depository shall establish and maintain effective arrangements, systems and procedures that enable it to assess whether an order or transaction could constitute Insider Trading, or attempted Insider Trading.

(2) The arrangements, systems and procedures referred to in subclause (1) shall take due account of the elements constituting the actual or attempted Insider Trading under clause 4 of these Guidelines.

(3) Persons referred to in subclause (1) and any other person involved in the processing of the same order or transaction shall be responsible for submitting a STOR.

(4) A broker-dealer, a securities exchange and a securities depository shall ensure that information submitted as part of a STOR is based on facts and analysis, taking into account all information available to them.

(5) A broker-dealer, a securities exchange and a securities depository shall have in place procedures to ensure that the person in respect of which the STOR was submitted and anyone who is not required to know about the submission of a STOR by virtue of their function or position within the reporting person, is not informed of the fact that a STOR has been or will or is intended to be submitted to the SEC.

(6) A broker-dealer, a securities exchange and a securities depository shall complete the STOR without informing the person in respect of which the STOR was submitted, or anyone who is not required to know, that a STOR will be submitted, including through requests of information relating to the person in respect of which the STOR was submitted in order to complete Schedule 5.

## **19. Timing of STORs**

- (1) A broker-dealer, a securities exchange and a securities depository shall ensure that they have in place effective arrangements, systems and procedures for the submission of a STOR immediately, once reasonable suspicion of actual or attempted Insider Trading is identified.
- (2) Persons referred to in clause 18 (3) shall submit STORs immediately to the SEC once reasonable suspicion of actual or attempted Insider Trading is identified.
- (3) The arrangements, systems and procedures referred to in subclause (1) shall entail the possibility to report STORs in relation to transactions and orders which occurred in the past, where suspicion has arisen in the light of subsequent events or information.
- (4) In the cases referred to in subclause 3, the broker-dealer, securities exchange or securities depository shall explain in the STOR to the SEC the delay between the suspected breach and the submission of the STOR according to the specific circumstances of the case.
- (5) A broker-dealer, a securities exchange and a securities depository shall submit to the SEC any relevant additional information which they become aware of after the STOR has been originally submitted and shall provide any information or document requested by the SEC.

## **20. Content of STORs**

- (1) A broker-dealer, a securities exchange and a securities depository and persons referred to in clause 18 (3) shall submit a STOR using the template set out in Schedule 5 of these Guidelines.
- (2) Persons referred to in subclause (1) submitting the STOR shall complete the information fields relevant to the reported orders or transactions in a clear and accurate manner.
- (3) The STOR shall contain at the least the following information:
  - (a) identification of the person submitting the STOR and also the capacity in which the person submitting the STOR operates, in particular when dealing on own account or executing orders on behalf of third parties;
  - (b) description of the order or transaction, including:
    - (i) the type of order and the type of trading, in particular block trades, and where the activity occurred, and
    - (ii) price and volume;
  - (c) reasons for which the order or transaction is suspected to constitute Insider Trading or an attempted Insider Trading;
  - (d) means of identifying any person involved in the order or transaction that could constitute Insider Trading, or attempted Insider Trading, including the person who placed or executed the order and the person on whose behalf the order has been placed or executed;
  - (e) any other information and supporting documents which may be deemed relevant to the SEC for the purposes of detecting, investigating and enforcing Insider Trading laws. and attempted Insider Trading.

## **21. Anonymous reporting of suspicious transactions and orders**

- (1) A person not covered under clauses 15 to 20 may report suspicious transactions and orders by submitting a report to the SEC.
- (2) The SEC shall establish and maintain a confidential reporting channel including a dedicated telephone line and electronic submission portal through which anonymous reports under this Guideline may be submitted.
- (3) A person or institution that takes, threatens to take, or procures another person to take any action that constitutes victimisation of a whistleblower within the meaning of this Guideline commits an offence and is liable to the penalties prescribed under the Whistleblower Act and, in addition, to such administrative penalties as the SEC may impose under clause 23 of these Guidelines.
- (4) The SEC shall exercise its supervisory judgment in prioritising reports and allocating investigative resources, having regard to the seriousness of the alleged conduct, the quality and specificity of the information provided, and the resources available to the SEC.

## **22. Means of transmission**

A broker-dealer, a securities exchange, a securities depository and persons required to submit information to the SEC under these Guidelines shall do so using the electronic means specified by the SEC.

## **PART F: MISCELLANEOUS**

### **23. Penalties**

- (1) Where a person breaches or fails to comply with this guideline, the SEC may:
  - (a) take action set out in Section 118, 122 or 123;
  - (b) impose an administrative penalty of not less than fifty penalty units and not more than twenty thousand penalty units; or
  - (c) apply paragraphs (1) (a) and (b) where the SEC considers necessary.
- (2) The SEC may, in addition to the actions taken above, impose any administrative penalty that the SEC considers necessary or take any other remedial action that the SEC considers appropriate in the interests of protecting investors and the integrity of the securities market.
- (3) Where the breach or non-compliance constitutes a criminal offence under any part of the Act or the Regulations, and the accused voluntarily makes an offer of compensation or restitution and reparation in writing to the SEC, the SEC shall, without instituting criminal proceedings under section 207, settle the offence in accordance with this section.

(4) Sections 209 (6) to (12) of the Act shall also apply.

#### **24. Transitional provisions**

A market operator shall comply with these Guidelines within six months of the commencement of these Guidelines.

#### **25. Exemptions and Waivers**

The SEC may grant an exemption or partial exemption or waiver from compliance with these Guidelines, subject to Section 210 of the Act.

#### **26. Revision of Guidelines**

The Commission may revoke, vary or revise these Guidelines from time to time.

#### **27. Interpretation**

(1) In these Guidelines, unless the context otherwise states, all terms carry the same meaning as the Act or Companies Act, 2019 (Act 992), as amended:–

- (a) “Act” means the Securities Industry Act, 2016 (Act 929), as amended by the Securities Industry (Amendment) Act, 2021 (Act 1062);
- (b) “ancillary services” means any of the following services in relation to securities market transactions
  - i. Accounting
  - ii. Auditing
  - iii. Issuance of credit rating
  - iv. Critical or systematically significant technology
  - v. Legal
  - vi. Valuation or actuarial
  - vii. Any other ancillary services that may be prescribed by the SEC.
- (c) “blackout period” means specific periods when insiders are restricted from trading company securities.
- (d) “body corporate” means an incorporated body under the Companies Act whose securities are listed or admitted on a securities exchange and other entities that provide ancillary services for securities market transactions.
- (e) “Companies Act” means the Companies Act, 2019 (Act 992)
- (f) “compliance officer” means any senior officer, designated so and reporting to the board of directors or head of the organization, who is capable of appreciating requirements for legal and regulatory compliance under these guidelines and who shall be responsible for compliance of policies, procedures, maintenance of

records, monitoring adherence to the rules for the preservation of material nonpublic information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the Issuer or the head of an organization, as the case may be;

(g) "connected person" means;

- i. is an officer of that body corporate or of a related body corporate;
- ii. is a substantial shareholder in that body corporate or a related body corporate; or
- iii. occupies a position that may reasonably be expected to give that person access to information of a kind which subsections (1) and (2) apply by virtue of—
  - a professional or business relationship existing between that person or the employer of that person or a body corporate of which that person is an officer and that body corporate or a related body corporate; or
  - that person being an officer of a substantial share-holder in that body corporate or in a related body corporate.

(h) "contra trade" means a short-term trading strategy where one buys and sells (or sells and buys) the same security within a short period.

(i) "cooling-off period" means a period between the date on which an insider's trading plan is approved and the date on which the first trade under that plan is executed.

(j) "data protection Act" means the Data Protection Act, 2012 (Act 843).

(k) "generally available information" means information that is accessible to the public on a non-discriminatory basis;

(l) "immediately" means within twenty-four hours;

(m) "insider" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to material nonpublic information;

(n) "market operators" shall have the same meaning as defined in Act 929.

(o) "material nonpublic information" means inside information or unpublished price sensitive information or any information that is generally not available but if it were might materially affect the price of a security and shall, ordinarily include but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;

- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing requirements of a securities exchange.

(p) "promoter" shall have the meaning assigned to it in the ordinary course of securities dealings or any modification thereof;

(q) "SEC" means the Securities and Exchange Commission;

(r) "securities" shall have the same meaning as defined by Act 929;

(s) "securities exchange" shall have the same meaning as defined by Act 929;

(t) "Suspicious Transaction and Order Report (STOR)" means a report on suspicious orders and transactions, including any cancellation or modification thereof, that could constitute Insider Trading, or attempted Insider Trading, to be made pursuant to these Guidelines.

(u) "takeover regulations" means the Securities and Exchange SEC Code on Takeovers and Mergers, 2008;

(v) "trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(w) "trading day" means a day on which the recognized securities exchanges are open for trading;

(x) "Whistleblower Act" means Whistleblower Act, 2006 (Act 720)

(2) Words and expressions used and not defined in these regulations but defined in the Securities Industry Act, 2016 (Act 929), and the rules and regulations made thereunder shall have the meanings respectively assigned to them in those legal documents.

**SCHEDULE 1**  
**SEC FORM M&S-A: TRADING PLAN**  
**SECURITIES AND EXCHANGE COMMISSION**

<b>Name of Reporting Person:</b>
<b>Designation:</b>
<b>Ghana Card Number:</b>
<b>Address of Reporting Person:</b>
<b>Company Name:</b>

<b>Securities Expected to be Bought or Sold:</b>					
Name of Security	Proposed Transaction Date	Securities Expected to be Bought or Sold			Beneficiary Owner (Yes/ No) [If No, please provide details]
		Volume	Price	Buy or Sell	

.....  
**Signature of Compliance Officer**

.....  
**Date Approved**

.....  
**Signature of Reporting Person**

.....  
**Date**



**SCHEDULE 2  
FORM SEC M&S-B: INSIDER LIST**

**SECURITIES AND EXCHANGE COMMISSION**

*This form, signed by the compliance officer, must be submitted to the SEC not later than 21 days after the end of each quarter. The submission should be made via SEC's electronic filing system. Failure to maintain or submit this form as required is a contravention of Section 209 of the Securities Industries Act as amended.*

<b>PART A</b>	
<b>Name of Reporting Entity</b>	
<b>Registered Address</b>	
<b>Securities Exchange on which the Reporting Entity's security has been listed or admitted</b>	
<b>Reporting Quarter and Year</b>	
<b>Date of Submission to the SEC</b>	

<b>PART B: IDENTIFICATION (insiders as per clause 9)</b>						
Ref No.	Designation	Name of Insider	Ghana Card No.	Nationality	Email	Telephone Number

<b>PART C: PERSONS CONNECTED TO INSIDERS IN PART B OF THIS FORM</b>					
Ref No.	Name of Insider	Names of Connected Persons	Nature of Relationship	Ghana Card No. of Connected Persons	Email of Connected Persons

<b>PART D: INCLUSIONS AND EXCLUSIONS (compared to the last reporting quarter)</b>				
Ref No.	Name of Insider	Included/ Excluded	Basis of Inclusion/ Exclusion	Date Included/ Excluded

Name of Compliance Officer: .....

Signature of Compliance Officer: .....



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**SCHEDULE 3  
FORM SEC M&S-C: STATEMENT OF HOLDINGS IN SECURITIES**

**SECURITIES AND EXCHANGE COMMISSION**

*NB: This applies only to securities of listed company or admitted on the fixed income market for which you serve as an insider*

<b>Name:</b>			
<b>Designation and Company Name:</b>			
<b>Address of Reporting Person:</b>			
<b>Securities Owned:</b>			
Name of Security	Volume of Securities Owned	Form of Ownership: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownership (if ownership is indirect)

.....  
**Signature of Reporting Person**

.....  
**Date**



**SCHEDULE 4**  
**FORM SEC M&S-D: NOTIFICATION OF TRANSACTIONS OF INSIDERS**

<b>1</b>	<b>Details of insider</b>		
a)	Name		
<b>2</b>	<b>Reason for the notification</b>		
a)	Position/status		
b)	Initial notifications /Amendments		
<b>3</b>	<b>Details of the Issuer</b>		
a)	Name		
<b>4</b>	<b>Details of the transaction(s)</b>		
a)	Description of the security, type of security		
b)	Nature of the transactions		
c)	Price(s) and volume(s)	Price(s)	Volume(s)
d)	Aggregated information - Aggregated volume		
e)	Date of the transaction(s)		
f)	Place of the transaction(s)		
Name of officer of issuer responsible for making notification: Date of notification:			

**SCHEDULE 5**  
**SUSPICIOUS TRANSACTIONS AND ORDERS REPORTING (STOR)**

<b>SECTION 1 — IDENTITY OF ENTITY/PERSON SUBMITTING THE STOR</b>	
Name of reporting person	
Position within the reporting entity	
Name of the reporting entity	
Address of the reporting entity	
Acting capacity of entity with respect to the orders or transactions that could constitute Insider Trading, or attempted Insider Trading.  e.g. executing orders on behalf of clients, dealing on own account, operating a trading venue	
Type of trading activity (market making, securities lending and borrowing etc.) by the reporting entity	
Type of security traded (equity, debt, etc.)	
Relationship with the person in respect of which the STOR is submitted  [Description of any corporate, contractual or organizational arrangements or circumstances or relationships]	
Contact for additional request for information  [Person to be contacted within the reporting entity]	

for additional requests for information relating to this report (e.g. compliance officer)	
<b>SECTION 2 — TRANSACTION/ORDER</b>	
Name of security	
Date and time of transactions or orders that could constitute Insider Trading or attempted Insider Trading.	
Market where order or transaction occurred	
<p>Description of the order or transaction</p> <p>[where applicable:</p> <ul style="list-style-type: none"> <li>• transaction reference number, order number, ticket number</li> <li>• settlement date and time,</li> <li>• purchase price/sale price,</li> <li>• volume/quantity of securities]</li> </ul>	
<b>SECTION 3 — DESCRIPTION OF THE NATURE OF THE SUSPICION</b>	
<p>Reasons for the suspicion</p> <p>[Description of the activity (transactions and orders, way of placing the orders or executing the transaction and characteristics of the orders and transactions that make them suspicious) and how the matter came to the attention of the reporting person and specify the reasons for suspicion].</p>	
<b>SECTION 4 — IDENTITY OF PERSON WHOSE ORDERS OR TRANSACTIONS COULD CONSTITUTE INSIDER TRADING OR ATTEMPTED INSIDER TRADING --</b>	

**‘SUSPECTED PERSON’**

Name of Person

CSD Account number

Relationship with the issuer of the security concerned (where applicable and where known)

**SECTION 5 — ADDITIONAL INFORMATION**

Background or any other relevant information.

[The following list is not exhaustive.

- The position of the suspected person (e.g. retail client, institutions),
- The nature of the suspected entity's/person's intervention (on own account, on behalf of a client, other),
- The size of the suspected entity's/person's portfolio,
- The date on which the business relationship with the client started if the suspected entity/person is a client of the reporting person/entity,
- The type of activity of the trading desk, if available, of the suspected entity,
- Trading patterns of the suspected entity/person. For guidance, the following are examples of information that may be useful:
  - trading habits of the suspected entity/person in terms of use of leverage and short selling, and frequency of use,
  - comparability of the size of the reported order/transaction with the average size of the orders submitted/transactions carried out by the suspected entity/person for the past 12 months,
  - habits of the suspected entity/person in terms of the issuers whose securities it has traded or types of financial instruments traded for the past 12 months, in particular whether the reported order/transaction relates to an issuer whose securities have been traded by the suspected entity/person for the past year.
- Other entities/persons known to be involved in the orders or transactions of which could

constitute Insider Trading or attempted Insider Trading:

- Names,
- Activity (e.g. executing orders on behalf of clients, dealing on own account, operating a trading venue, etc.).]

## **SECTION 6 — DOCUMENTS ATTACHED**

[List the supporting attachments and material together provided with this STOR.

Examples of such documentation are e-mails, recordings of conversations, order/transaction records, confirmations, broker reports, contract notes, powers of attorney documents, and media comment where relevant.

Where the detailed information about the orders/transactions referred to in Section 2 of this template is provided in a separate annex, indicate the title of that annex.]