



Euroclear Bank as Issuer CSD for Irish corporate securities

Migration guide • Version 2 • October 2020

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1. Introduction

1.1. Context

The Euroclear Group has provided post-trade services for Irish securities for over 20 years. Irish corporate securities are currently settled in the CREST system operated by Euroclear UK & Ireland, a UK-incorporated company, which operates the CREST Irish System as issuer Central Securities Depository (CSD). Euroclear Bank has been acting as the Issuer CSD for Irish government bonds since 2000, and for international securities, including international Exchange Traded Funds (ETFs).

Brexit will make the current arrangements between Euroclear UK & Ireland and the Irish corporate securities market untenable. As a result, the Euroclear Group worked with the Irish market and authorities from the announcement of the result of the Brexit referendum to find an alternative solution following the UK's exit from the European Union.

In December 2018, Euronext Dublin announced that, based on the analysis it had carried out of four possible CSD options for settlement post-Brexit, it had selected Euroclear Bank to be the market solution for the long-term settlement of Irish securities. Irish corporate securities will therefore migrate from Euroclear UK & Ireland to Euroclear Bank as Issuer CSD in March 2021.

Following this migration from Euroclear UK & Ireland to Euroclear Bank, the Irish market will benefit from a trusted Eurozone multi-currency CSD with scale and connectivity across a spectrum of global market participants.

In May 2019, Euroclear published a [White Paper](#)¹ setting out the framework in terms of which Euroclear Bank would act as Issuer CSD for Irish corporate securities as from March 2021. In December 2019, the Migration of Participating Securities Act 2019 ('the Act') was passed which allows issuers, subject to the requirements set out in the Act, to seek shareholder approval by special resolution of the migration of their securities from Euroclear UK & Ireland to Euroclear Bank without the need to go through individual schemes of arrangement. In April 2020, we published a third version of the [Euroclear Bank as Issuer CSD for Irish corporate securities – Service description](#)² for Euroclear Bank Participants setting out the service that will be offered by Euroclear Bank to support Irish corporate securities. Information about the services offered by Euroclear UK & Ireland for international securities can be found in the [International Service Description](#)³ available on my.euroclear.com.

The purpose of this guide is to document the different steps of the migration of the Irish corporate securities⁴ from Euroclear UK & Ireland to Euroclear Bank as Issuer CSD, and the impact on and the action to be taken by the different market participants who will be involved in the migration process.

The migration is expected to take place in one single event, starting at the **close of business on Friday, 12 March 2021**. This migration will result in Euroclear Bank's Nominee becoming the shareholder on the register in respect of participating securities. The ISINs of the migrating securities will remain the same, whether held in Euroclear Bank or in Euroclear UK & Ireland as CREST Depository Interests (CDIs).

¹ To download the White Paper, go to [euroclear.com](#) and enter the search term **Delivering continuity of Irish securities settlement in the long term post Brexit**

² To download the service description, go to [my.euroclear.com](#) and on the **Euroclear Bank client dashboard**, enter the search term **Irish corporate securities**. The service description is available on the **Delivering continuity of Irish securities settlement in the long term post Brexit** webpage.

³ To download the International Service Description, go to [my.euroclear.com](#) and on the **Euroclear UK & Ireland client dashboard**, enter the search **international service description**

⁴ Irish corporate securities include equities and rights (related to those securities), corporate debt securities, Real Estate Investment Trusts (REITs), Warrants, Exchange Traded Funds (ETFs), Exchange Traded Commodities (ETCs) and Exchange Traded Notes (ETNs). ETFs, ETCs and ETNs could, however, migrate on different dates and following different processes than the equities and rights, corporate debt securities, REITs and warrants.

1.2. Target audience

This migration guide is relevant for the following parties:

- issuers of Irish corporate securities
- registrars
- Euroclear UK & Ireland participants/CREST members
- Euroclear Bank Participants
- stock exchanges and Multilateral Trading Facilities (MTFs) on which trades in Irish corporate securities are executed and their members
- Central Counterparties (CCPs) that feed instructions in Irish corporate securities to Euroclear Bank and/or Euroclear UK & Ireland and their members

1.3. Structure of this guide

This guide consists of the following main sections:

- pre-migration measures
- measures during migration weekend (Friday, 12 March to Monday, 15 March 2021)
- post-migration measures

1.4. Links to content on MyEuroclear

Throughout the document, you will see links (or paths) to content on MyEuroclear, our portal for operational information. To be able to access this information, you will need to log in to MyEuroclear.

- **Existing Euroclear Bank Participants/Euroclear UK & Ireland participants/CREST members** – if you do not have a MyEuroclear profile, you can create a profile as follows:
 - go to the [Registration](https://www.euroclear.com/users/en/client-user-registration.html) page (<https://www.euroclear.com/users/en/client-user-registration.html>)
 - complete all required fields, starting with the Euroclear Bank/Euroclear UK & Ireland account number of your company.
Important: if you do not enter a Euroclear Bank/Euroclear UK & Ireland account number, you will not have full access to the content on MyEuroclear. If you do not know your company's account number, check with your colleague managing the business relationship with us.
 - Select **Submit**

We will validate your registration and confirm your access via email (between 24 – 48 hours).

- **Any other party** – please contact your Relationship Manager or email us at irishcsd@euroclear.com to request temporary access to MyEuroclear.

For Euroclear Bank Participants, we have also created a [webpage](#)⁵ on MyEuroclear where you will find:

- general information on our services
- the current market description for Ireland
- a service description, documenting the services Euroclear Bank will offer for Irish corporate securities as of the migration and any future updates of the service description
- this migration guide and any future updates of the migration guide

We recommend to either bookmark the webpage or add it to your favourites for faster access on your next visit.

⁵ You can access the webpage by entering the short URL my.euroclear.com/irishcorporatesecurities into your internet browser.

1.5. Conventions

All times in this document appear in the 24-hour clock format and refer to either GMT or Brussels time (CET) where relevant.

1.6. Who to contact

Please direct any questions to irishcsd@euroclear.com.

2. Glossary of acronyms

Acronym	Full term
AGM	Annual General Meeting
CCP	Central Counterparty
CCSS	CREST Courier and Sorting Service
CDI	CREST Depository Interest
CET	Central European Time
CIN	CIN (Belgium) Limited
CRO	Companies Registration Office
CSD	Central Securities Depository
DBV	Delivery By Value
DvP	Delivery versus Payment
EGM	Extraordinary General Meeting
ETC	Exchange Traded Commodity
ETF	Exchange Traded Fund
ETN	Exchange Traded Note
FoP	Free of Payment
GMT	Greenwich Mean Time
ISAF	International Security Acceptance Form
ISIN	International Securities Identification Number
LSE	London Stock Exchange
MTF	Multilateral Trading Facility
PoA	Power of Attorney
REIT	Real Estate Investment Trust
RUR	Registration Update Request
TDO	Term Delivery By Value
SAT	CREST Stamp Duty Assessment Service file
XDL	Cross-border Delivery

3. Pre-migration actions

This section describes the main actions that the different stakeholders involved in the migration of the Irish corporate securities from Euroclear UK & Ireland to Euroclear Bank will need to take **before the migration date Friday, 12 March 2021**.

3.1. Issuers

3.1.1. Decision on the migration of securities

Issuers of Irish corporate securities currently eligible for settlement in Euroclear UK & Ireland must have passed a resolution in favour of the migration during their Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) prior to **Wednesday, 24 February 2021**. To be able to table the migration resolution as part of the AGM or EGM, the issuer must have received confirmation from Euroclear Bank that their security(ies) would be eligible in Euroclear Bank⁶. The issuer needs to send a standard letter to Euroclear Bank, upon which Euroclear Bank will revert to the issuer informing him if the security would be eligible.

The Irish Stock Exchange plc, trading as Euronext Dublin, is the designated Listing Authority under the Act. Issuers must file a copy of their statement (Form B90), confirming that the issuer has met all required conditions and is consenting to the migration, with the CRO and the Listing Authority at the latest by **17:00 (GMT) on Wednesday, 24 February 2021**. Euronext will not be able to accept any statements after this time. Please note, as required under the Act, the statement should be sent by the issuer no later than **21 days after the passing of the special shareholders resolution or Wednesday, 24 February 2021**, whichever is the earliest.

A copy of the statement should be sent to csdstatement@euronext.com.

If the migration resolution was not successfully passed, the issuer's security(ies) will not migrate to Euroclear Bank. It is our expectation that, **after Thursday, 11 March 2021**, the security(ies) will no longer be eligible in Euroclear UK & Ireland, nor will it (they) be eligible in Euroclear Bank. As a result, any CREST member holding that security will be forced to hold it outside of the CREST system. If rematerialised, the issuer will have to arrange for share certificates to be issued accordingly.

3.1.2. Disablement/expiry letter (for Irish securities not migrating to Euroclear Bank as Issuer CSD)

Issuers will need to send disablement/expiry letters to their registrar, listing all Irish corporate securities which **will not** migrate from Euroclear UK & Ireland to Euroclear Bank as Issuer CSD. The latest possible disablement for the securities will be at **18:00 (GMT) on Thursday, 11 March 2021**, but can be earlier if the issuer decides so. The issuer's registrar will then submit this letter to Euroclear UK & Ireland, along with their own letter. Euroclear UK & Ireland will need to receive these letters by no later than the **close of business on Friday, 5 March 2021**.

Euroclear UK & Ireland will cease to provide Issuer CSD services to Irish corporate securities and will suspend any remaining Irish corporate security which is not migrating to Euroclear Bank as Issuer CSD **as of the close of business on Thursday, 11 March 2021**, even if no disablement/expiry letter has been received.

⁶ Standard letter (see Annex 1) to be sent to newissues@euroclear.com

3.1.3. New security issuances close to the migration date

We strongly recommend that issuers:

- consider the migration date and resulting settlement arrangements in any new issuance over migration period **and**
- try to avoid new security issuances during the week prior to migration and the week following migration, i.e. **between Monday, 8 March 2021 and Friday, 19 March 2021 inclusive**

If new security issuances are unavoidable, issuers and/or registrars should approach Euroclear UK & Ireland and Euroclear Bank as early in the discussion as possible to assess how best to limit risks. Please send any query related to new issuances during that period to irishcsd@euroclear.com.

3.1.4. Corporate action event close to the migration date

We strongly recommend that issuers avoid any corporate action event or an event with an election and voting period spanning the migration date. In particular, we recommend that issuers **avoid** setting:

- corporate action events with a record date/instruction date **prior to migration and a payment date after migration and**
- elective corporate events with an election period straddling the migration date

In any case, should a corporate action event with a **record date and payment date** immediately prior to migration or immediately after migration be unavoidable, issuers and/or registrars should approach Euroclear UK & Ireland and Euroclear Bank to assess how best to limit the risks. Please send any query related to corporate action events around the migration date to irishcsd@euroclear.com.

3.1.5. Allotments by issuers directly to CREST members

The latest date that issuers can allot shares directly to CREST members is **Friday, 12 March 2021**. After this date, it will no longer be possible to allot shares directly to CREST members.

3.1.6. International Security Acceptance Forms

There is no need for the issuers to send International Security Acceptance Forms (ISAFs) for all Irish securities which will be accepted as CDIs in Euroclear UK & Ireland upon migration. Euroclear UK & Ireland will automatically accept all Irish corporate securities which migrate to Euroclear Bank as Issuer CSD on **Friday, 12 March 2021** as CDIs.

Any Irish corporate security being issued in Euroclear Bank after the migration weekend will require a CDI ISAF form from the registrars to be issued to Euroclear UK & Ireland as per the current Euroclear UK & Ireland process.

3.1.7. Issuer's registrars

Issuers need to ensure that their registrar meets the criteria to work with Euroclear Bank. Should their registrar not have successfully tested with Euroclear Bank prior to migration, not have signed the contract or not be able to work with Euroclear Bank according to the Service Description for Registrars⁷, then the issuer will have to find another registrar which meets the criteria in order to be able to migrate.

⁷ Available upon request

3.2. Registrars

3.2.1. Disablement/expiry letter (for securities being recertificated)

The registrars need to send Euroclear UK & Ireland a disablement/expiry letter advising Euroclear UK & Ireland which ISIN(s) will no longer be eligible in the CREST system, along with the disablement/expiry letter they will have received from the issuers. In that letter, they also need to inform Euroclear UK & Ireland of the last authorised settlement date for each security which **will not** migrate to Euroclear Bank.

The latest possible disablement for the securities will be at **18:00 (GMT) on Thursday, 11 March 2021**, but can be earlier. Euroclear UK & Ireland will need to receive these letters no later than the **close of business on Friday, 5 March 2021**. In the event that Euroclear UK & Ireland does not receive these letters from a registrar, Euroclear UK & Ireland will cease to provide Issuer CSD services and will suspend and remove any remaining Irish securities as of the **close of business on Thursday, 11 March 2021**.

As from **the business day following the last authorised settlement date**, transfers of the security will take place in the register and registered security holders will need to contact the registrar directly to agree on the procedures and processes.

3.2.2. Termination letter (for securities migrating to Euroclear Bank as Issuer CSD)

Each registrar needs to send Euroclear UK & Ireland a termination letter for all securities which are **migrating** to Euroclear Bank as Issuer CSD. This letter, which will list all the securities (ISIN and name), should be sent in advance to Euroclear UK & Ireland at the latest by the **close of business Monday, 8 March 2021**, and forward-dated with an effective date of **Friday, 12 March 2021**.

Termination letters must be sent to **UK-Corporate.Actions@euroclear.com**.

3.2.3. Reconciliation of balances

In the run up to the migration weekend, registrars will continue with the standard two weekly full reconciliations in the CREST system.

On the migration date (**Friday, 12 March 2021**), the registrar of the security concerned will perform a full reconciliation and solve any potential reconciliation issues.

3.2.4. New security issuances close to the migration date

We strongly recommend that issuers:

- consider migration date and resulting settlement arrangements in any new issuance over migration period **and**
- try to avoid new security issuances during the week prior to migration and the week following migration, i.e. **between Monday, 8 March 2021 and Friday, 19 March 2021 inclusive**

If new security issuances are unavoidable, issuers and/or registrars should approach Euroclear UK & Ireland and Euroclear Bank as early in the discussion as possible to assess how best to limit risks. Please send any query related to new issuances during that period to **irishcsd@euroclear.com**.

3.2.5. Corporate action event close to the migration date

We strongly recommend that issuers avoid any corporate action event or an event with an election and voting period spanning the migration date. In particular, we recommend that issuers **avoid** setting:

- corporate action events with a record date/instruction date **prior to migration and a payment date after migration and**
- elective corporate events with an election period straddling the migration date

In any case, should a corporate action event with a **record date and payment date** immediately prior to migration or immediately after migration be unavoidable, issuers and/or registrars should approach Euroclear UK & Ireland and Euroclear Bank to assess how best to limit the risks. Please send any query related to corporate action events around the migration date to irishcscd@euroclear.com.

In the unlikely event there would be a corporate action over the migration weekend, a delay in the credit of the proceeds is to be expected. These corporate events would be processed differently depending upon the type of corporate event and the expected outcome.

3.2.5.1. Mandatory distributions/Mandatory reorganisations

For mandatory events with a record date **prior to migration date and a payment date after migration date**:

- if the proceed is **cash**, the registrar will transfer the cash amount to the cash account of the CREST members who had a holding in the relevant security in Euroclear UK & Ireland on the record date. The registrars need to add the Receiving Agent ID to the corporate event details as this will enable the receiving agent to enter the relevant payment instructions into the CREST system
- if the proceed is **securities**, the registrar will send an MT 540 MKUP instruction and an MT 544 Settlement confirmation for the total amount to be credited in favour of Euroclear UK & Ireland's account 22111 in Euroclear Bank. Euroclear UK & Ireland will credit the relevant Receiving Agent ID who will in turn credit the proceeds to the relevant CREST members

3.2.5.2. Elective events

For these elective events, with a record date and instruction date **prior to the migration date and a payment date after the migration date**:

- if the proceed is **cash**, the registrar will transfer the cash amount to the cash account of the CREST members who had a holding in the relevant security in Euroclear UK & Ireland on the record date. The registrars need to add the Receiving Agent ID to the corporate event details as this will enable the receiving agent to enter the relevant payment instructions into the CREST system
- if the proceed is **securities**, the registrar will send an MT 540 MKUP instruction and an MT 544 Settlement confirmation for the total amount to be credited in favour of Euroclear UK & Ireland's account 22111 in Euroclear Bank. Euroclear UK & Ireland will credit the relevant Receiving Agent ID who will in turn credit the proceeds to the relevant CREST members

3.2.5.3. Voting

If there is a vote for which the voting period straddles the migration weekend, registrars will disregard any voting instruction received prior to the market deadline by the CREST member or their agent on a position held in Euroclear UK & Ireland.

Any vote will have to come from the legal shareholder in the register which is Euroclear Bank's Nominee. This means that votes cast prior to the market deadline will have to be recast as required to Euroclear Bank for the votes to be considered valid and acted upon.

3.2.6. Stock deposits made into Euroclear UK & Ireland

The process for stock deposits made into Euroclear UK & Ireland prior to the migration will be dependent on the outcome of the review of the CREST Courier and Sorting Service (CCSS), as Euroclear UK & Ireland's current arrangements with TNT (owned by FedEx) for the CCSS are due to terminate in **December 2020**. Following the review of options for the service moving forward, Euroclear UK & Ireland will share further information on when the ultimate deadline will be for a stock deposit into Euroclear UK & Ireland prior to the migration.

3.2.7. Existing securities without balance/value in Euroclear UK & Ireland

Euroclear UK & Ireland continues to work with the respective registrars to establish if Irish corporate securities currently admitted in Euroclear UK & Ireland without a balance or value should be disabled and subsequently expired. The existing process will continue to be followed for these securities.

3.2.8. Allotments by issuers directly to CREST members

The latest date that issuers can allot shares directly to CREST members is **Friday, 12 March 2021**. After this date, it will no longer be possible to allot shares directly to CREST members.

3.3. Euronext

Euronext, as Listing Authority, will maintain a list of all Irish corporate securities which will migrate from Euroclear UK & Ireland to Euroclear Bank as Issuer CSD. This list will be available on [Euronext's website](#).

The Irish Stock Exchange plc, trading as Euronext Dublin, is the designated Listing Authority under the Migration of Participating Securities Act 2019 ('the Act'). Issuers must file a copy of their statement (Form B90), confirming that the issuer has met all required conditions and is consenting to the migration, with the Companies Registration Office (CRO) and the Listing Authority at the latest by **17:00 (GMT) on Wednesday, 24 February 2021**. Euronext will not be able to accept any statements after this time. Please note, as required under the Act, the statement should be sent by the issuer **21 days after the passing of the special shareholders resolution or Wednesday, 24 February 2021**, whichever is the earliest.

A copy of the statement should be sent to csdstatement@euronext.com.

Euronext Dublin will maintain a list of the participating issuers which have sent a copy of the prescribed statement to them, and that list shall be published on Euronext's website⁸. The published list will contain the name of the issuer and the nominated CSD in relation to the relevant participating securities. This list will be updated on a weekly basis (every Friday) to reflect the issuers that have received shareholder approval to participate in the migration and have notified Euronext Dublin of this. The final list is expected to be available on Euronext Dublin's website as of **Friday, 26 February 2021**.

Euronext needs to inform Euroclear UK & Ireland once the final list is published. If any changes to this list prove necessary after publication on Euronext's website on **Friday, 26 February 2021**, Euronext must inform Euroclear UK & Ireland as soon as possible.

Euronext needs to reflect that, for those securities which are not migrating from Euroclear UK & Ireland to Euroclear Bank as Issuer CSD, the absolute last trading date is **Tuesday, 9 March 2021**, for settlement on **Thursday, 11 March 2021**.

3.4. Central Counterparties

CCPs sending cleared settlement transactions to Euroclear Bank will **no longer have to send** a CREST Stamp Duty Assessment Service (SAT) file to Euroclear UK & Ireland or Euroclear Bank for transactions with an intended settlement date **of Wednesday, 17 March 2021 or later**.

CCPs continuing to send cleared settlement transactions to Euroclear UK & Ireland from migration will need to continue sending a SAT file to Euroclear UK & Ireland as per current practice for all settlement transactions, regardless of the settlement date.

⁸ The current list of participating issuers which have sent a copy of the prescribed statement to Euronext Dublin will be maintained at <https://www.euronext.com/en/migration-csd-services-for-irish-securities-crest-euroclear-bank>

3.5. Euroclear UK & Ireland and its members

Based on Euronext's final list of Irish corporate securities migrating from Euroclear UK & Ireland to Euroclear Bank as Issuer CSD, Euroclear UK & Ireland will send an operational bulletin informing CREST members which Irish corporate securities are migrating to Euroclear Bank.

CREST members will, as per Euroclear UK & Ireland's standard practice, also be informed via an operational bulletin of those securities which will be disabled and expired in the CREST system.

For any securities which do not migrate, any pending settlement or corporate action transactions in the impacted security will be automatically removed as per standard security withdrawal process.

3.5.1. Delivery By Value

As of the close of business on Thursday, 11 March 2021, Euroclear UK & Ireland will prevent the inclusion of Irish corporate securities in a new Delivery By Value (DBV) transaction or overnight Term Delivery by Value (TDO) transaction. DBV and overnight TDO transactions including Irish equities initiated on **Thursday, 11 March 2021** will be returned on **Friday, 12 March 2021**. The DBV eligibility flag will be re-added on **Friday, 12 March 2021** after the close of settlement, as part of Euroclear UK & Ireland's migration activities.

3.5.2. Stock loans

Stock loans will remain open in Euroclear UK & Ireland unless the Euroclear UK & Ireland participant decides to close it. The Euroclear UK & Ireland participant needs to be aware, however, that the loaned security will no longer be a domestic (Issuer CSD) security, but an international one (investor CSD/CDI).

Depending on whether Euroclear UK & Ireland is still able to offer euro settlement **after Friday, 12 March 2021**, Euroclear UK & Ireland will provide guidance on the management of open euro transactions in the event of cessation of euro settlement.

3.5.3. Stock withdrawals

Stock withdrawals need to be received by Euroclear UK & Ireland by **12:00 (GMT) on Thursday, 11 March 2021 at the latest**.

3.5.4. Existing securities without balance/value in Euroclear UK & Ireland

Euroclear UK & Ireland continues to work with the respective registrars to establish if Irish corporate securities currently admitted in Euroclear UK & Ireland without a balance or value should be disabled and subsequently expired. The existing process will continue to be followed for these securities.

3.5.5. Securities/Issuers in default

Securities in default will be handled in the same way as other Irish securities which are not migrating to Euroclear Bank as Issuer CSD and will no longer be eligible in the CREST system **after Thursday, 11 March 2021**.

The latest possible disablement for the securities will be at **18:00 (GMT) on Thursday, 11 March 2021**, but can be earlier, if Euroclear UK & Ireland is advised of this in a letter from the registrar no later than the **close of business on Friday, 5 March 2021**. In the event that Euroclear UK & Ireland does not receive these letters from a registrar, Euroclear UK & Ireland will cease to provide Issuer CSD services and will suspend and remove any remaining Irish securities **as of the close of business on Thursday, 11 March 2021**.

3.5.6. Corporate action event close to the migration date

For any open corporate action events, Euroclear UK & Ireland will need to assess the details of each new corporate event to identify whether Euroclear UK & Ireland is able to offer the event in the CREST system. Registrars will be informed where Euroclear UK & Ireland is not able to offer a specific event. After this, Euroclear UK & Ireland members will be notified by way of an operational bulletin and will be required to manage the event directly with the relevant issuer registrar.

In the unlikely event there would be a corporate action event spanning the migration period, more details about how it will be treated can be found in **Section 3.2.5 Corporate action events close to the migration date**.

3.5.7. Becoming a Euroclear Bank Participant

Euroclear UK & Ireland participants that do not have access to Euroclear Bank should consider whether they want to become a Euroclear Bank Participant or appoint an agent to access Euroclear Bank's system.

To become a Euroclear Bank Participant, Euroclear UK & Ireland participants will need to go through the Euroclear Bank admission process and, once admitted, set up and test their selected communication channels.



We highly recommend that Euroclear UK & Ireland participants discuss this process with their Relationship Manager as early as possible⁹ to have their account set up in time for voluntary testing of the services which Euroclear Bank will offer for the Irish corporate securities. This testing will be possible **as of January 2021**.

3.5.8. Transfer of positions from Euroclear UK & Ireland to Euroclear Bank prior to the migration weekend

Prior to migration, Euroclear UK & Ireland participants will need to decide whether they want to:

- migrate their positions in Irish corporate securities from their participant ID in Euroclear UK & Ireland to their account or their agent's account in Euroclear Bank **or**
- continue holding their Irish corporate securities in Euroclear UK & Ireland as a CDI. CDIs are subject to different fees and a different service offering than the securities held in a Euroclear Bank account. As explained in the [Euroclear Bank as Issuer CSD for Irish corporate securities – Service description](#), a realignment between Euroclear UK & Ireland and Euroclear Bank can happen at any time after migration, subject to the correct instructions being entered.

Should they wish, for example for a dormant holding, Euroclear UK & Ireland participants can transfer their positions in Irish corporate securities from their participant ID in Euroclear UK & Ireland to an account in Euroclear Bank ahead of the migration weekend, as long as the security has already been made eligible in Euroclear Bank.

⁹ You can find more details on the Euroclear Bank admission process on our website - <https://www.euroclear.com/about/en/business/Becomingadient/BecomingadientEuroclearBank.html>

This transfer can be initiated by the CREST member **any time before and until Friday, 12 March 2021** by inputting:

- a **free of payment delivery (DEL) instruction in Euroclear UK & Ireland** per Irish domestic security, from the CREST participant ID and associated member account ID to Euroclear Bank's CREST participant ID **56XKK**, either for the full balance or for part of it. This must be received by Euroclear UK & Ireland before **18:00 (GMT) and**
- an **external free of payment receipt instruction in Euroclear Bank** per Irish domestic security, per receiving Euroclear Bank Participant account, quoting Euroclear UK & Ireland as 'place of settlement' (**CRSTGB22**), either for the full balance or for part of it. This must be received by Euroclear Bank before **17:30 (GMT)**

On the shareholder register, Euroclear Bank's Nominee would be reflected as the shareholder. These settlement instructions can be forward-dated and can therefore be entered for a future settlement date of **Friday, 12 March 2021 or earlier**.

Where possible, clients with multiple member accounts in Euroclear UK & Ireland can consolidate their holdings using own account transfers (OATs) to reduce the number of migration DELs and corresponding cross-border receipts required.

If you have a holding in a security subject to a nationality declaration, to ensure the nationality position is correctly reflected in Euroclear Bank, you need to input separate instructions for each nationality position making up your total holding. Today, nationality declarations for Irish securities are referenced in the CREST Reference Manual. Post-migration, nationality declarations for Irish securities will be referenced:

- in the CREST International Manual (for CDIs subject to a nationality declaration) **and**
- in the [Euroclear Bank as Issuer CSD for Irish corporate securities – Service description](#) (for Irish securities held directly in Euroclear Bank)

You should take into account any open transactions still due to settle in these securities prior to instructing the DEL(s) in the CREST system.

Please note that Irish corporate securities held in Euroclear Bank prior to the migration weekend will not benefit from the services as described in the [Euroclear Bank as Issuer CSD for Irish corporate securities – Service description](#), but will continue to be serviced as per the current [Online Market Guide for Ireland](#).

3.5.9. Euroclear UK & Ireland settlement transactions

Transactions in Irish corporate securities which will migrate to Euroclear Bank as Issuer CSD which are still outstanding in Euroclear UK & Ireland as of the **close of business on Friday, 12 March 2021** between two Euroclear UK & Ireland participant IDs (other than Euroclear Bank's CREST participant ID 56XKK) will not be affected by the migration. They will be assessed for settlement on **Monday, 15 March 2021** after migration and settlement will be attempted in Euroclear UK & Ireland as CDIs.

Depending on whether Euroclear UK & Ireland is still able to offer euro settlement **after Friday, 12 March 2021**, Euroclear UK & Ireland will provide guidance on the management of open euro transactions in the event of cessation of euro settlement.

3.6. Euroclear Bank and its Participants

3.6.1. Becoming a Euroclear Bank Participant

To receive Irish corporate securities in Euroclear Bank following migration from Euroclear UK & Ireland, the CREST member must be a Euroclear Bank Participant or have appointed an agent to access Euroclear Bank.

To become a Euroclear Bank Participant, Euroclear UK & Ireland participants will need to go through the Euroclear Bank admission process and, once admitted, set up and test their selected communication channels.



We highly recommend that Euroclear UK & Ireland participants discuss this process with their Relationship Manager as early as possible¹⁰ to have their account set up in time for voluntary testing of the services which Euroclear Bank will offer for the Irish corporate securities. This testing will be possible **as of January 2021**.

Existing Euroclear Bank Participants do not need to open an additional account for their Irish securities, but can do so if they wish. The account needs to be open in Euroclear Bank prior to receiving any Irish corporate securities.

3.6.2. Communicating Security Settlement Instruction details

Euroclear Bank Participants must communicate their Security Settlement Instruction (SSI) details in Euroclear Bank to EuroCCP and LCH Ltd for their trades in Irish corporate securities executed on Euronext or in the Euronext line on an MTF (if cleared by EuroCCP or LCH Ltd).

If you would like a CCP to enter both settlement instructions on your behalf, you need to complete a Power of Attorney¹¹ and an RG 415 *Declaration of nationality for Irish corporate securities related CCP-cleared transactions*, informing us of your nationality so that the settlement instructions sent by the CCPs in securities subject to a nationality declaration can be automatically enriched. If no such information is available, the settlement instructions from the CCPs will be rejected.

3.6.3. Transactions entered in Euroclear Bank ahead of the migration date

Euroclear Bank has taken steps to accept all eligible Irish corporate securities that were not already accepted ahead of the migration date. Therefore, settlement instructions in Irish corporate securities can be entered in Euroclear Bank as of the moment the security has been made eligible in Euroclear Bank. Any transaction against account **22111** (Euroclear UK & Ireland's account in Euroclear Bank) will, however, only be matched **as of Monday, 15 March 2021** at the earliest.

If an internal settlement transaction¹² is entered in Euroclear Bank prior to the migration date with a settlement date earlier than the migration date, Euroclear Bank will provide the existing investor CSD services as per the current [Online Market Guide for Ireland](#). After the migration date, Euroclear Bank will provide Issuer CSD services as per the [Euroclear Bank as Issuer CSD for Irish corporate securities – Service description](#).

Any cross-border transaction against a counterparty in Euroclear UK & Ireland which is still outstanding at the **close of business on Friday, 12 March 2021** will be cancelled by Euroclear Bank **as of 19:00 (Brussels time) on Friday, 12 March 2021**.

Euroclear Bank Participants should be aware that stamp duty will be calculated and paid by Euroclear Bank **as of Monday, 15 March 2021**. Euroclear Bank will only take into account transactions meeting the following conditions:

- matched **as of Monday, 15 March 2021** (whether input before or after migration date); **and**
- with an intended settlement date (ISD) **as from Monday, 15 March 2021**

Please note that any stamp duty transaction fields on internal non-cleared settlement instructions input **prior to the migration date** will not be considered by the stamp duty calculation process. As a result, the settlement instruction will be treated as if no stamp status indicator has been provided.

¹⁰ You can find more details on the Euroclear Bank admission process on our website - <https://www.euroclear.com/about/en/business/Becomingaclient/BecomingaclientEuroclearBank.html>

¹¹ You need to complete the form RG 10 - SWIFT access - specific purpose/agent(s) to grant the CCP Power of Attorney to enter settlement instructions on your behalf.

¹² A settlement transaction between two Euroclear Bank Participants

If an instruction input after migration date matches **on or after Monday, 15 March 2021**, stamp duty will be calculated taking into account the stamp duty transaction fields in the buyer and seller instruction.

If stamp duty is payable on trades executed over the migration period, we recommend that you input these internal settlement transactions in Euroclear Bank **as of the start of business on Monday, 15 March 2021 only**.

Cleared transactions with **a trade date prior to migration date** will continue to be:

- sent by the CCPs to Euroclear UK & Ireland for settlement **and**
- subject to the existing Euroclear UK & Ireland settlement and stamp rules

CCPs will only start sending settlement flows for cleared transactions to either Euroclear UK & Ireland or Euroclear Bank as of the settlement date **Wednesday, 17 March 2021** (for transactions with a trade date of **Monday, 15 March 2021 or later**).

3.6.4. Static data

Once Euronext has published the final list of migrating securities on their website, Euroclear Bank will provide a list of Irish corporate securities migrating to Euroclear Bank as Issuer CSD, indicating whether stamp duty is applicable. This list will be published on Euroclear Bank's [Irish CSD project webpage](#). After the migration, Euroclear Bank Participants can check if a security is subject to stamp duty and nationality by accessing the [Euroclear Bank securities search app](#) on my.euroclear.com.

3.6.5. Positions in securities which do not migrate to Euroclear Bank as Issuer CSD

Any Euroclear Bank Participant with a holding in an Irish corporate security which does not migrate from Euroclear UK & Ireland to Euroclear Bank as Issuer CSD will have to enter a stock withdrawal instruction to move the securities into a physical holding in their or their custodian's name on the register. The absolute latest the Euroclear Bank Participant could enter these instructions would be **before 10:00 (Brussels time) on Wednesday, 10 March 2021**.

4. Migration weekend

4.1. Legal aspects of the migration

From a legal point of view, Euronext will confirm the effective date and time of migration in an Order. From that time onwards, Euroclear Bank's Nominee becomes a legal shareholder in the register of the security which is migrating from Euroclear UK & Ireland to Euroclear Bank. Should, in exceptional circumstances, it not be possible to start the migration of the Irish corporate securities on **Friday, 12 March 2021**, Euroclear and Euronext will inform the market accordingly prior to **22:00 (GMT) on Friday, 12 March 2021**. Euronext will then issue notice amending the effective date of the migration.

4.2. Registrars

4.2.1. Conclude a full and successful reconciliation

Registrars will closely monitor Register Update Requests (RURs) **prior to the close of business on Friday, 12 March 2021**. All RURs need to be fully processed prior to starting reconciliation. Each registrar will perform a full reconciliation at the close of the normal settlement day in Euroclear UK & Ireland. Any reconciliation breaks need to be resolved as soon as possible, but at the very latest by **19:00 (GMT)**. If a reconciliation break cannot be resolved, the migration will go ahead but settlement of the relevant security will be disabled until the break has been resolved (at the earliest on the next settlement day).

The only holdings in Irish corporate securities left in Euroclear UK & Ireland will be those securities for which Euroclear Bank will become the Issuer CSD.

4.2.2. Operational migration

Following successful reconciliation within the pre-agreed timeframe starting on the evening of **Friday, 12 March 2021** and receipt of the termination letter by Euroclear UK & Ireland, each registrar needs to debit, per ISIN, all CREST member accounts on the legal register only and credit the equivalent sum of holdings for that ISIN to the Euroclear Bank's Nominee account in the register. The credited positions are, in effect, the entire holding of all Euroclear UK & Ireland participants in Euroclear UK & Ireland as former Issuer CSD for that security. Upon receipt of the credit confirmation from the registrars, Euroclear Bank will reflect the holdings in the account of Euroclear UK & Ireland within Euroclear Bank.

By **12:00 (noon) on Saturday, 13 March 2021**, registrars will send an MT 540 and an MT 544 for every ISIN being migrated which will confirm the total position for that ISIN being migrated to Euroclear Bank as Issuer CSD, in favour of the **CIN (Belgium) Limited** (account **22111**).

4.3. Euroclear UK & Ireland and its members

4.3.1. Settlement day (Friday, 12 March 2021)

Euroclear UK & Ireland will offer a normal settlement day on the Friday of the migration weekend (i.e. **Friday, 12 March 2021**), with Delivery Versus Payment (DvP) settlement until **14:55 (GMT)** and Free of Payment (FoP) settlement until **18:00 (GMT)**. After the close of settlement, any pending settlement instruction between two Euroclear UK & Ireland participants other than **56XXX** (Euroclear Bank's account in Euroclear UK & Ireland) will be assessed for settlement on the Monday after the migration weekend (i.e. **Monday, 15 March 2021**) and settlement will happen in Euroclear UK & Ireland as a CDI.

4.3.2. Static data

After the close of business on Friday, 12 March 2021 and once the termination letters have been received from the registrars, Euroclear UK & Ireland will amend the static details of all Irish corporate securities which are migrating to Euroclear Bank to reflect them as international securities in Euroclear UK & Ireland.

The DBV eligibility flag will be re-added on **Friday, 12 March 2021** after the close of settlement, as part of Euroclear UK & Ireland's migration activities.

4.3.3. Reconciliation of migrated positions

Upon receipt of settlement confirmation of the Irish corporate securities in the account of Euroclear UK & Ireland's nominee in Euroclear Bank, Euroclear UK & Ireland will reconcile the amount of credited ISINs with the different CDI holdings they expect in Euroclear UK & Ireland.

After successful reconciliation, the securities will be re-enabled in Euroclear UK & Ireland in CDI format as soon as practical on **Monday, 15 March 2021**, and the securities will be able to be:

- transferred via a domestic delivery or any eligible transaction type between two CREST members **or**
- moved to a Euroclear Bank account via a cross-border delivery (XDL) at that point, should the Euroclear UK & Ireland member wish to do so. This option requires a matching internal receipt instruction to be input on a Euroclear Bank Participant account

Any CREST member who had a holding in an Irish corporate security which migrated to Euroclear Bank during the weekend will continue to have this holding immediately after migration. The Irish corporate security will no longer be a domestic security but an international security.

4.4. Stock exchanges and trading platforms

Cleared transactions with a trade date prior to the migration date will continue to be:

- sent by the CCPs to Euroclear UK & Ireland for settlement **and**
- subject to the existing Euroclear UK & Ireland stamp rules

CCPs will start sending settlement flows for cleared transactions to either Euroclear UK & Ireland or Euroclear Bank as of the settlement date **Wednesday, 17 March 2021** (for transactions with a trade date of **Monday, 15 March 2021 or later**).

All Irish securities traded on the London Stock Exchange (LSE) or in the LSE line on an MTF with a trade date of **Monday, 15 March 2021 or later** and cleared by EuroCCP, LCH or SIX x-clear will settle as Investor CSD securities in the form of a CDI in Euroclear UK & Ireland **as of Wednesday, 17 March 2021**.

All Irish securities traded on Euronext with a trade date of **Monday, 15 March 2021 or later** and cleared by EuroCCP will settle as domestic Irish securities in Euroclear Bank as of **Wednesday, 17 March 2021**.

All Irish securities traded in the Euronext line on an MTF and cleared by EuroCCP, LCH or SIX x-clear, with a trade date of **Monday 15 March 2021 or later** and cleared by EuroCCP will settle as domestic Irish securities in Euroclear Bank as of **Wednesday, 17 March 2021**.

4.5. Euroclear Bank and its Participants

4.5.1. Settlement day (Friday, 12 March 2021)

Friday, 12 March 2021 will be a normal settlement day. **On the evening of Friday, 12 March 2021**, all non-settled external receipt/delivery settlement instructions against a counterparty in Euroclear UK & Ireland will be cancelled at **19:00 (Brussels time)**.

4.5.2. Static data

At the start of the migration weekend, Euroclear Bank will update the static data of the Irish corporate securities to reflect Euroclear Bank as Issuer CSD.

As of **Monday, 15 March 2021**, the static data for the Irish securities will reflect the stamp duty flag and the nationality declaration requirement, and clients can consult it through the [Euroclear Bank securities search app](#) on my.euroclear.com.

4.5.3. Operational migration

Upon receipt of the MT 540 MKUP and the MT 544 from the registrars, Euroclear Bank will credit Euroclear UK & Ireland's account in Euroclear Bank - **CIN (Belgium) Limited** (account **22111**).

Euroclear Bank Participants who transferred custody of their Irish corporate securities already to Euroclear Bank ahead of **Friday, 12 March 2021** will continue to see these securities in their holdings in Euroclear Bank.

CREST members who continue to hold their Irish corporate securities in Euroclear UK & Ireland **up to Friday, 12 March 2021** will, **on the morning of Monday, 15 March 2021**, still see these securities as part of their holdings in Euroclear UK & Ireland. However, they will be considered as international securities going forward.

5. After Migration (Monday, 15 March 2021)

5.1. Euroclear UK & Ireland and its members

5.1.1. Transfer from Euroclear UK & Ireland to Euroclear Bank

If, after migration, a CREST member wishes to move part or all of its CDI holding to a Euroclear Bank Participant account, they can enter a **cross-border delivery (XDL) instruction**¹³ to deliver the securities free of payment in favour of a five-digit account in Euroclear Bank **as of the start of business on Monday, 15 March 2021**, after Euroclear UK & Ireland has completed a successful reconciliation.

A **matching free of payment internal receipt instruction**¹⁴ must be entered from the receiving Euroclear Bank account against account **22111** as counterparty.

5.1.2. Transfer from Euroclear Bank to Euroclear UK & Ireland

If a Euroclear Bank Participant wishes to realign all or part of its position to Euroclear UK & Ireland, they will have to enter an **internal free of payment delivery instruction**¹⁴ from their Euroclear Bank account to Euroclear UK and Ireland's account in Euroclear Bank - **CIN (Belgium) Limited** (account **22111**). The Euroclear UK & Ireland participant should instruct XDLs as per the [International Service Description](#) for deliveries and receipts.

5.1.3. Pending instruction in Euroclear UK & Ireland

Any CREST member with a pending instruction against Euroclear Bank's account in Euroclear UK & Ireland (account **56XKK**) will have to cancel this pending instruction **on the morning of Monday, 15 March 2021**, either bilaterally if matched or unilaterally if unmatched.

Any settlement instruction between two other CREST members still pending at the **close of business on Friday, 12 March 2021** will be attempted for settlement as a CDI **as of Monday, 15 March 2021**.

5.1.4. Stock deposits

Stock deposits into a CREST member account at Euroclear UK & Ireland will no longer be possible after the migration.

5.1.5. Stock withdrawals

Stock withdrawals out of a CREST member account at Euroclear UK & Ireland will no longer be possible after the migration.

¹³ For the correct format, please refer to the Euroclear UK & Ireland [International Service Description](#).

¹⁴ For the correct format, please refer to the [Instruction formats for transactions in Irish corporate securities guide](#).

5.2. Euroclear Bank and its Participants

If a Euroclear Bank Participant wishes to receive Irish corporate securities from a counterparty in Euroclear UK & Ireland after the migration weekend, the following instruction types must be entered:

- an **internal free of payment receipt instruction**, quoting Euroclear Bank as place of settlement (**MGTCEBE**), for each position to be moved to Euroclear Bank, specifying the receiving Euroclear Bank Participant's account number and Euroclear UK & Ireland's account in Euroclear Bank (22111), as counterparty **and**
- a **matching cross-border delivery (XDL) instruction** from the delivering Euroclear UK & Ireland account, quoting the Euroclear Bank account number of the deliver or receiver, in Euroclear Bank

5.3. Central Counterparties

Any cleared instruction which is pending in Euroclear UK & Ireland at the **close of business on Friday, 12 March 2021** will be attempted for settlement as a CDI **as of Monday, 15 March 2021**.

5.4. Registrars

At the close of business on Monday, 15 March 2021, registrars will need to send the reconciliation messages (MT 535 and MT 536) to Euroclear Bank as described in the Service Description for Registrars.

5.5. Place of settlement as of trade date Monday, 15 March 2021 – overview

Settlement type	Trading venue	Place of settlement pre-migration	Place of settlement post-migration
CCP-cleared stock exchange and MTF settlement	Euronext	Euroclear UK & Ireland	Euroclear Bank
	LSE	Euroclear UK & Ireland	Euroclear UK & Ireland
	MTFs – Euronext line	Euroclear UK & Ireland	Euroclear Bank
	MTFs – LSE line	Euroclear UK & Ireland	Euroclear UK & Ireland
Non-CCP cleared settlement	MTFs – Euronext line	Euroclear UK & Ireland and Euroclear Bank	Euroclear UK & Ireland and Euroclear Bank
	MTFs – LSE line	Euroclear UK & Ireland and Euroclear Bank	Euroclear UK & Ireland and Euroclear Bank
	OTC	Euroclear UK & Ireland and Euroclear Bank	Euroclear UK & Ireland and Euroclear Bank

5.6. Impact on CCP-cleared stock exchange and MTFs settlement in Euroclear UK & Ireland

When	What will happen
Start of business on Monday, 15 March 2021	All trades in Irish corporate securities with trade date as of Monday, 15 March 2021 on LSE or an MTF in the LSE line and cleared by EuroCCP, LCH Ltd or SIX x-clear will be attempted for settlement in Euroclear UK & Ireland as CDIs.
	All trades in Irish corporate securities with a trade date as of Monday, 15 March 2021 on Euronext Dublin and cleared by EuroCCP will be attempted for settlement in Euroclear Bank.
	All trades in Irish corporate securities with a trade date as of Monday, 15 March 2021 on an MTF in the Euronext line and cleared by EuroCCP, LCH Ltd or SIX x-clear will be attempted for settlement in Euroclear Bank.
	All trades in Irish corporate securities with trade date prior to Monday, 15 March 2021 , will continue to be attempted for settlement in Euroclear UK & Ireland in the form of a CDI.
	Any pending instruction (with an ISD prior to Monday, 15 March 2021) against EuroCCP in an Irish corporate security resulting from a trade in Euronext or on an MTF in the Euronext line will continue to recycle in Euroclear UK & Ireland as a CDI.

5.7. Impact on non-CCP cleared OTC settlement in Euroclear UK & Ireland

When	What will happen
As of the start of business on Monday, 15 March 2021	All migrated Irish corporate securities will have been enabled as international securities in Euroclear UK & Ireland.
	All Over-the-Counter (OTC) instructions entered in Euroclear UK & Ireland with an ISD on or after Monday, 15 March 2021 will settle as CDIs.
	Any pending settlement instruction between two Euroclear UK & Ireland participants (other than Euroclear Bank) with an ISD of Friday, 12 March 2021 or before will be recycled as a CDI.
	Free of payment realignment instructions between a Euroclear UK & Ireland participant and a Euroclear Bank Participant with an ISD on or after Monday, 15 March 2021 can be input via an XDL in favour of a five-digit Euroclear Bank account.

5.8. Impact on stock exchange and MTFs cleared settlement instructions in Euroclear Bank

When	What will happen
As of the start of business on Monday, 15 March 2021	EuroCCP starts sending the trades in Irish corporate securities executed on Euronext to Euroclear Bank with an ISD on or after Wednesday, 17 March 2021 . EuroCCP, LCH Ltd and SIX x-clear EuroCCP start sending the trades in Irish corporate securities executed in the Euronext line on an MTF to Euroclear Bank with an ISD on or after Wednesday, 17 March 2021 .

5.8.1. Actions to take

If a Euroclear Bank Participant does not have a PoA in favour of EuroCCP or LCH Ltd in place, they will have to enter the required settlement instructions with an ISD **on or after Wednesday, 17 March 2021** in Euroclear Bank to match the EuroCCP or LCH Ltd instructions.

Please refer to the [Euroclear Bank as Issuer CSD for Irish corporate securities – Service description](#) for the applicable stamp duty exemption field to input in the instruction against EuroCCP or LCH Ltd in Euroclear Bank.

5.9. Impact on non-cleared OTC settlement in Euroclear Bank

Any pending internal settlement instruction entered in Euroclear Bank prior to **Monday, 15 March 2021**, with an intended settlement date prior to **Monday, 15 March 2021**, **will not** be considered for nationality declaration reporting or for stamp duty calculation. The instructions will be serviced as per the [Online Market Guide for Ireland](#). If the security be subject to nationality declaration or if stamp duty is applicable, we recommend you only enter the instruction as of **Monday, 15 March 2021** or instruct an own account transfer with the correct details.

When	What will happen
19:00 (Brussels time) on Friday, 12 March 2021	All pending external receipt instructions against Euroclear UK & Ireland's Nominee account in Euroclear Bank will be automatically cancelled.

5.10. Impact on mark-up and mark-down settlement in Euroclear Bank

When	What will happen
Before Monday, 15 March 2021	It will not be possible to input mark-up or mark-down instruction in Irish corporate securities in Euroclear Bank.
Start of business on Monday, 15 March 2021	The settlement of mark-up and mark-down instructions in Irish corporate securities will start in Euroclear Bank.

Annex 1 – Letter template

[On the letterhead of [] plc]

[] March 2020

Euroclear Bank SA/NV
Boulevard Roi Albert II 1,
1210 Bruxelles,
Belgium

For the attention of: [New Issues Acceptance Department]
By email: newissues@euroclear.com¹

Re Notifications and Statements required by Section 5 Migration of Participating Securities Act 2019 (Act)

Dear Sirs,

We hereby notify you for the purpose of Section 5(a) of the Act of the proposal that the relevant participating securities in [] plc (the **Company**), with ISIN code [•], are to be the subject of Migration in accordance with the Act to Euroclear Bank, which has been authorised as a central securities depository by the National Bank of Belgium².

We hereby request:

- (a) the statement specified in Section 5(6)(a) of the Act following consideration by Euroclear Bank of Article 23 of the CSD Regulation as it relates to the proposed provision of the services of the settlement system concerned to the Company; and
- (b) the statement specified in Section 5(6)(b) of the Act to the effect that, following (i) such inquiries as have been made of the Company by Euroclear Bank, and (ii) the provision of such information by or on behalf of the Company, in writing, to Euroclear Bank as the latter specifies, Euroclear Bank is satisfied that the relevant participating securities in the Company meet the criteria stipulated by Euroclear Bank for what is commonly referred to as the entry of the participating securities into the settlement system operated by Euroclear Bank.

As part of the information to be provided to Euroclear as mentioned in (b) above, we confirm that the following matters will be done in time for the Migration and that this will be confirmed before then in writing to Euroclear:

- 1) the Company confirms that it has an issuer agent which meets or will by the time of Migration meet Euroclear Bank's requirements for being an issuer agent in respect of the Irish Issuer CSD service;

¹ Subject line of email should be structured as follows: "Ireland – Migration of securities of [Company] to Euroclear Bank"

² In accordance with Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving securities settlement in the European Union and on central securities depositories and amending Directives 98/26/EC and 2014/65/EU and Regulation (EU) No 236/2012 (the "CSD Regulation").

- 2) nothing in the Company's articles of association will prevent a shareholder from voting in the manner permitted by section 190 of Companies Act 2014;
- 3) nothing in the Company's articles of association would prevent voting at meetings from being conducted on the basis of a poll only; and
- 4) electronic proxy voting with respect to meetings of the Company may occur through the use of SWIFT-formatted electronic messages, being the form as near to the form attached to section 184 of the 2014 Act as circumstances permit.

Unless otherwise defined all terms and expressions used in this letter shall have the same meaning as in the Act.

Yours faithfully,

[]

Company Secretary

For and on behalf of

[] plc



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