

Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (Text with EEA relevance)

CHAPTER 2

**INSIDE INFORMATION, INSIDER DEALING, UNLAWFUL DISCLOSURE  
OF INSIDE INFORMATION AND MARKET MANIPULATION**

*Article 7*

**Inside information**

1 For the purposes of this Regulation, inside information shall comprise the following types of information:

- a information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments;
- b in relation to commodity derivatives, information of a precise nature, which has not been made public, relating, directly or indirectly to one or more such derivatives or relating directly to the related spot commodity contract, and which, if it were made public, would be likely to have a significant effect on the prices of such derivatives or related spot commodity contracts, and where this is information which is reasonably expected to be disclosed or is required to be disclosed in accordance with legal or regulatory provisions [<sup>F1</sup>applicable in the United Kingdom, Gibraltar, the European Union or a Member State], market rules, contract, practice or custom, on the relevant commodity derivatives markets or spot markets;
- c in relation to emission allowances or auctioned products based thereon, information of a precise nature, which has not been made public, relating, directly or indirectly, to one or more such instruments, and which, if it were made public, would be likely to have a significant effect on the prices of such instruments or on the prices of related derivative financial instruments;
- d for persons charged with the execution of orders concerning financial instruments, it also means information conveyed by a client and relating to the client's pending orders in financial instruments, which is of a precise nature, relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments, the price of related spot commodity contracts, or on the price of related derivative financial instruments.

2 For the purposes of paragraph 1, information shall be deemed to be of a precise nature if it indicates a set of circumstances which exists or which may reasonably be expected to come into existence, or an event which has occurred or which may reasonably be expected to occur, where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument, the related spot commodity contracts, or the auctioned products based on the emission allowances. In this respect in the case of a protracted process that is intended

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to bring about, or that results in, particular circumstances or a particular event, those future circumstances or that future event, and also the intermediate steps of that process which are connected with bringing about or resulting in those future circumstances or that future event, may be deemed to be precise information.

3 An intermediate step in a protracted process shall be deemed to be inside information if, by itself, it satisfies the criteria of inside information as referred to in this Article.

4 For the purposes of paragraph 1, information which, if it were made public, would be likely to have a significant effect on the prices of financial instruments, derivative financial instruments, related spot commodity contracts, or auctioned products based on emission allowances shall mean information a reasonable investor would be likely to use as part of the basis of his or her investment decisions.

In the case of participants in the [F2market for UK emission allowances] with aggregate emissions or rated thermal input at or below the threshold set in accordance with the [F3second or fourth subparagraphs] of Article 17(2), information about their physical operations [F4relating to UK installations or UK aviation activities] shall be deemed not to have a significant effect on the price of emission allowances, of auctioned products based thereon, or of derivative financial instruments.

[F5In the case of participants in the market for EU emission allowances with aggregate emissions or rated thermal input at or below the threshold set in accordance with the second subparagraph of Article 17(2) of Regulation (EU) 596/2014 as that Regulation applies in the European Union, information about their physical operations relating to an EU installation or EU aviation activities shall be deemed not to have a significant effect on the price of emission allowances, or auctioned products based thereon, or of derivative financial instruments.]

[F6A For the purposes of this Article—

- a an installation is a “UK installation” if activities at that installation resulting in the emission of carbon dioxide, perfluorocarbons or nitrous oxide (“greenhouse gases”) are regulated under the Greenhouse Gas Emissions Trading Scheme Order 2020;
- b an installation is an “EU installation” if activities at that installation resulting in emissions of greenhouse gases are regulated under the national law of an EEA State which implements Directive 2003/87/EC;
- c aviation activities are “UK aviation activities” if emissions of greenhouse gases resulting from those activities must be monitored under the Greenhouse Gas Emissions Trading Scheme Order 2020;
- d aviation activities are “EU aviation activities” if the emissions of greenhouse gases resulting from those activities must be monitored under the national law of an EEA State implementing Directive 2003/87/EC.]

F75 .....

Textual Amendments	
<b>F1</b>	Words in Art. 7(1)(b) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), 11(1)(a) (as amended by S.I. 2019/680, regs. 1(3), 8(7)(a)); 2020 c. 1, Sch. 5 para. 1(1)
<b>F2</b>	Words in Art. 7(4) substituted (22.4.2021) by The Recognised Auction Platforms (Amendment and Miscellaneous Provisions) Regulations 2021 (S.I. 2021/494), regs. 1(2), 9(5)(a)(i)
<b>F3</b>	Words in Art. 7(4) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), 11(1)(b); 2020 c. 1, Sch. 5 para. 1(1)

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| <b>F4</b> | Words in Art. 7(4) inserted (22.4.2021) by The Recognised Auction Platforms (Amendment and Miscellaneous Provisions) Regulations 2021 (S.I. 2021/494), regs. 1(2), <b>9(5)(a)(ii)</b> |
| <b>F5</b> | Words in Art. 7(4) inserted (22.4.2021) by The Recognised Auction Platforms (Amendment and Miscellaneous Provisions) Regulations 2021 (S.I. 2021/494), regs. 1(2), <b>9(5)(b)</b>     |
| <b>F6</b> | Art. 7(4A) inserted (22.4.2021) by The Recognised Auction Platforms (Amendment and Miscellaneous Provisions) Regulations 2021 (S.I. 2021/494), regs. 1(2), <b>9(5)(c)</b>             |
| <b>F7</b> | Art. 7(5) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), <b>11(1)(c)</b> ; 2020 c. 1, Sch. 5 para. 1(1)       |

## Article 8

### Insider dealing

1 For the purposes of this Regulation, insider dealing arises where a person possesses inside information and uses that information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, financial instruments to which that information relates. The use of inside information by cancelling or amending an order concerning a financial instrument to which the information relates where the order was placed before the person concerned possessed the inside information, shall also be considered to be insider dealing. In relation to auctions of emission allowances or other auctioned products based thereon that are held pursuant to [F8the Greenhouse Gas Emissions Trading Scheme Auctioning Regulations 2021], the use of inside information shall also comprise submitting, modifying or withdrawing a bid by a person for its own account or for the account of a third party.

2 For the purposes of this Regulation, recommending that another person engage in insider dealing, or inducing another person to engage in insider dealing, arises where the person possesses inside information and:

- a recommends, on the basis of that information, that another person acquire or dispose of financial instruments to which that information relates, or induces that person to make such an acquisition or disposal, or
- b recommends, on the basis of that information, that another person cancel or amend an order concerning a financial instrument to which that information relates, or induces that person to make such a cancellation or amendment.

3 The use of the recommendations or inducements referred to in paragraph 2 amounts to insider dealing within the meaning of this Article where the person using the recommendation or inducement knows or ought to know that it is based upon inside information.

4 This Article applies to any person who possesses inside information as a result of:

- a being a member of the administrative, management or supervisory bodies of the issuer or emission allowance market participant;
- b having a holding in the capital of the issuer or emission allowance market participant;
- c having access to the information through the exercise of an employment, profession or duties; or
- d being involved in criminal activities.

This Article also applies to any person who possesses inside information under circumstances other than those referred to in the first subparagraph where that person knows or ought to know that it is inside information.

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5 Where the person is a legal person, this Article shall also apply <sup>F9</sup>... to the natural persons who participate in the decision to carry out the acquisition, disposal, cancellation or amendment of an order for the account of the legal person concerned.

#### Textual Amendments

- F8** Words in Art. 8(1) substituted (22.4.2021) by [The Recognised Auction Platforms \(Amendment and Miscellaneous Provisions\) Regulations 2021 \(S.I. 2021/494\)](#), regs. 1(2), **9(6)**
- F9** Words in Art. 8(5) omitted (31.12.2020) by virtue of [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(2)(b)**; 2020 c. 1, Sch. 5 para. 1(1)

### Article 9

#### Legitimate behaviour

1 For the purposes of Articles 8 and 14, it shall not be deemed from the mere fact that a legal person is or has been in possession of inside information that that person has used that information and has thus engaged in insider dealing on the basis of an acquisition or disposal, where that legal person:

- a has established, implemented and maintained adequate and effective internal arrangements and procedures that effectively ensure that neither the natural person who made the decision on its behalf to acquire or dispose of financial instruments to which the information relates, nor another natural person who may have had an influence on that decision, was in possession of the inside information; and
- b has not encouraged, made a recommendation to, induced or otherwise influenced the natural person who, on behalf of the legal person, acquired or disposed of financial instruments to which the information relates.

2 For the purposes of Articles 8 and 14, it shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing on the basis of an acquisition or disposal where that person:

- a for the financial instrument to which that information relates, is a market maker or a person authorised to act as a counterparty, and the acquisition or disposal of financial instruments to which that information relates is made legitimately in the normal course of the exercise of its function as a market maker or as a counterparty for that financial instrument; or
- b is authorised to execute orders on behalf of third parties, and the acquisition or disposal of financial instruments to which the order relates, is made to carry out such an order legitimately in the normal course of the exercise of that person's employment, profession or duties.

3 For the purposes of Articles 8 and 14, it shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing on the basis of an acquisition or disposal where that person conducts a transaction to acquire or dispose of financial instruments and that transaction is carried out in the discharge of an obligation that has become due in good faith and not to circumvent the prohibition against insider dealing and:

- a that obligation results from an order placed or an agreement concluded before the person concerned possessed inside information; or
- b that transaction is carried out to satisfy a legal or regulatory obligation that arose, before the person concerned possessed inside information.

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4 For the purposes of Article 8 and 14, it shall not be deemed from the mere fact that a person is in possession of inside information that that person has used that information and has thus engaged in insider dealing, where such person has obtained that inside information in the conduct of a public takeover or merger with a company and uses that inside information solely for the purpose of proceeding with that merger or public takeover, provided that at the point of approval of the merger or acceptance of the offer by the shareholders of that company, any inside information has been made public or has otherwise ceased to constitute inside information.

This paragraph shall not apply to stake-building.

5 For the purposes of Articles 8 and 14, the mere fact that a person uses its own knowledge that it has decided to acquire or dispose of financial instruments in the acquisition or disposal of those financial instruments shall not of itself constitute use of inside information.

6 Notwithstanding paragraphs 1 to 5 of this Article, an infringement of the prohibition of insider dealing set out in Article 14 may still be deemed to have occurred if the <sup>F10</sup>FCA establishes that there was an illegitimate reason for the orders to trade, transactions or behaviours concerned.

#### Textual Amendments

**F10** Word in [Art. 9\(6\)](#) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(3)**; 2020 c. 1, Sch. 5 para. 1(1)

### Article 10

#### Unlawful disclosure of inside information

1 For the purposes of this Regulation, unlawful disclosure of inside information arises where a person possesses inside information and discloses that information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession or duties.

This paragraph applies to any natural or legal person in the situations or circumstances referred to in Article 8(4).

2 For the purposes of this Regulation the onward disclosure of recommendations or inducements referred to in Article 8(2) amounts to unlawful disclosure of inside information under this Article where the person disclosing the recommendation or inducement knows or ought to know that it was based on inside information.

### Article 11

#### Market soundings

1 A market sounding comprises the communication of information, prior to the announcement of a transaction, in order to gauge the interest of potential investors in a possible transaction and the conditions relating to it such as its potential size or pricing, to one or more potential investors by:

- a an issuer;

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- b a secondary offeror of a financial instrument, in such quantity or value that the transaction is distinct from ordinary trading and involves a selling method based on the prior assessment of potential interest from potential investors;
- c an emission allowance market participant; or
- d a third party acting on behalf or on the account of a person referred to in point (a), (b) or (c).

2 Without prejudice to Article 23(3), disclosure of inside information by a person intending to make a takeover bid for the securities of a company or a merger with a company to parties entitled to the securities, shall also constitute a market sounding, provided that:

- a the information is necessary to enable the parties entitled to the securities to form an opinion on their willingness to offer their securities: and
- b the willingness of parties entitled to the securities to offer their securities is reasonably required for the decision to make the takeover bid or merger.

3 A disclosing market participant shall, prior to conducting a market sounding, specifically consider whether the market sounding will involve the disclosure of inside information. The disclosing market participant shall make a written record of its conclusion and the reasons therefor. It shall provide such written records to the [F11FCA] upon request. This obligation shall apply to each disclosure of information throughout the course of the market sounding. The disclosing market participant shall update the written records referred to in this paragraph accordingly.

4 For the purposes of Article 10(1), disclosure of inside information made in the course of a market sounding shall be deemed to be made in the normal exercise of a person's employment, profession or duties where the disclosing market participant complies with paragraphs 3 and 5 of this Article.

5 For the purposes of paragraph 4, the disclosing market participant shall, before making the disclosure:

- a obtain the consent of the person receiving the market sounding to receive inside information;
- b inform the person receiving the market sounding that he is prohibited from using that information, or attempting to use that information, by acquiring or disposing of, for his own account or for the account of a third party, directly or indirectly, financial instruments relating to that information;
- c inform the person receiving the market sounding that he is prohibited from using that information, or attempting to use that information, by cancelling or amending an order which has already been placed concerning a financial instrument to which the information relates; and
- d inform the person receiving the market sounding that by agreeing to receive the information he is obliged to keep the information confidential.

The disclosing market participant shall make and maintain a record of all information given to the person receiving the market sounding, including the information given in accordance with points (a) to (d) of the first subparagraph, and the identity of the potential investors to whom the information has been disclosed, including but not limited to the legal and natural persons acting on behalf of the potential investor, and the date and time of each disclosure. The disclosing market participant shall provide that record to the [F11FCA] upon request.

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6 Where information that has been disclosed in the course of a market sounding ceases to be inside information according to the assessment of the disclosing market participant, the disclosing market participant shall inform the recipient accordingly, as soon as possible.

The disclosing market participant shall maintain a record of the information given in accordance with this paragraph and shall provide it to the [F11FCA] upon request.

7 Notwithstanding the provisions of this Article, the person receiving the market sounding shall assess for itself whether it is in possession of inside information or when it ceases to be in possession of inside information.

8 The disclosing market participant shall keep the records referred to in this Article for a period of at least five years.

[F129 The FCA may make technical standards to determine appropriate arrangements, procedures and record keeping requirements for persons to comply with the requirements laid down in paragraphs 4, 5, 6 and 8.

10 The FCA may make technical standards to specify the systems and notification templates to be used by persons to comply with the requirements established by paragraphs 4, 5, 6 and 8, particularly the precise format of the records referred to in paragraphs 4 to 8 and the technical means for appropriate communication of the information referred to in paragraph 6 to the person receiving the market sounding.]

F1311 .....

#### Textual Amendments

- F11** Word in [Art. 11](#) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), [11\(4\)\(a\)](#); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F12** [Art. 11\(9\)\(10\)](#) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), [11\(4\)\(b\)](#); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)
- F13** [Art. 11\(11\)](#) omitted (31.12.2020) by virtue of [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), [11\(4\)\(c\)](#); 2020 c. 1, [Sch. 5 para. 1\(1\)](#)

## Article 12

### Market manipulation

1 For the purposes of this Regulation, market manipulation shall comprise the following activities:

- a entering into a transaction, placing an order to trade or any other behaviour which:
  - (i) gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances; or
  - (ii) secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level;

unless the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transaction, order or behaviour have been carried

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- out for legitimate reasons, and conform with an accepted market practice as established in accordance with Article 13;
- b entering into a transaction, placing an order to trade or any other activity or behaviour which affects or is likely to affect the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances, which employs a fictitious device or any other form of deception or contrivance;
  - c disseminating information through the media, including the internet, or by any other means, which gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, a related spot commodity contract or an auctioned product based on emission allowances or secures, or is likely to secure, the price of one or several financial instruments, a related spot commodity contract or an auctioned product based on emission allowances at an abnormal or artificial level, including the dissemination of rumours, where the person who made the dissemination knew, or ought to have known, that the information was false or misleading;
  - d transmitting false or misleading information or providing false or misleading inputs in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark.
- 2 The following behaviour shall, inter alia, be considered as market manipulation:
- a the conduct by a person, or persons acting in collaboration, to secure a dominant position over the supply of or demand for a financial instrument, related spot commodity contracts or auctioned products based on emission allowances which has, or is likely to have, the effect of fixing, directly or indirectly, purchase or sale prices or creates, or is likely to create, other unfair trading conditions;
  - b the buying or selling of financial instruments, at the opening or closing of the market, which has or is likely to have the effect of misleading investors acting on the basis of the prices displayed, including the opening or closing prices;
  - c the placing of orders to a [<sup>F14</sup>UK trading venue, Gibraltar trading venue or an EU trading venue], including any cancellation or modification thereof, by any available means of trading, including by electronic means, such as algorithmic and high-frequency trading strategies, and which has one of the effects referred to in paragraph 1(a) or (b), by:
    - (i) disrupting or delaying the functioning of the trading system of the [<sup>F15</sup>UK trading venue, Gibraltar trading venue or the EU trading venue (as applicable)] or being likely to do so;
    - (ii) making it more difficult for other persons to identify genuine orders on the trading system of the [<sup>F15</sup>UK trading venue, Gibraltar trading venue or the EU trading venue (as applicable)] or being likely to do so, including by entering orders which result in the overloading or destabilisation of the order book; or
    - (iii) creating or being likely to create a false or misleading signal about the supply of, or demand for, or price of, a financial instrument, in particular by entering orders to initiate or exacerbate a trend;
  - d the taking advantage of occasional or regular access to the traditional or electronic media by voicing an opinion about a financial instrument, related spot commodity contract or an auctioned product based on emission allowances (or indirectly about its issuer) while having previously taken positions on that financial instrument, a related spot commodity contract or an auctioned product based on emission allowances and profiting subsequently from the impact of the opinions voiced on the price of that instrument, related spot commodity contract or an auctioned product based on emission



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allowances, without having simultaneously disclosed that conflict of interest to the public in a proper and effective way;

- e the buying or selling on the secondary market of emission allowances or related derivatives prior to the auction [<sup>F16</sup>of such emission allowances or related derivatives] with the effect of fixing the auction clearing price for the auctioned products at an abnormal or artificial level or misleading bidders bidding in the auctions.

3 For the purposes of applying paragraph 1(a) and (b), and without prejudice to the forms of behaviour set out in paragraph 2, Annex I defines non-exhaustive indicators relating to the employment of a fictitious device or any other form of deception or contrivance, and non-exhaustive indicators related to false or misleading signals and to price securing.

4 Where the person referred to in this Article is a legal person, this Article shall also apply <sup>F17</sup>... to the natural persons who participate in the decision to carry out activities for the account of the legal person concerned.

5 The [<sup>F18</sup>Treasury may by regulations specify] the indicators laid down in Annex I, in order to clarify their elements and to take into account technical developments on financial markets.

#### Textual Amendments

- F14** Words in Art. 12(2)(c) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(5)(a)(i)(aa)** (as amended by S.I. 2019/680, regs. 1(3), **8(7)(b)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F15** Words in Art. 12(2)(c)(i)(ii) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(5)(a)(i)(bb)** (as amended by S.I. 2019/680, regs. 1(3), **8(7)(b)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F16** Words in Art. 12(2)(e) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(5)(a)(ii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F17** Words in Art. 12(4) omitted (31.12.2020) by virtue of [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(5)(b)**; 2020 c. 1, Sch. 5 para. 1(1)
- F18** Words in Art. 12(5) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(5)(c)**; 2020 c. 1, Sch. 5 para. 1(1)

### Article 13

#### Accepted market practices

1 The prohibition in Article 15 shall not apply to the activities referred to in Article 12(1) (a), provided that the person entering into a transaction, placing an order to trade or engaging in any other behaviour establishes that such transaction, order or behaviour have been carried out for legitimate reasons, and conform with an accepted market practice as established [<sup>F19</sup>—

- a in relation to a UK market in accordance with this Article;
- b in relation to a market in an EEA state, in accordance with Article 13 of the EU Market Abuse Regulation; or
- c in relation to a market in Gibraltar, in accordance with Article 13 of Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse as it applies in Gibraltar after IP completion day.]

2 [<sup>F20</sup>The FCA] may establish an accepted market practice, taking into account the following criteria:

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- a whether the market practice provides for a substantial level of transparency [<sup>F21</sup>to the UK market];
- b whether the market practice ensures a high degree of safeguards to the operation of market forces [<sup>F22</sup>operating in UK markets] and the proper interplay of the forces of supply and demand;
- c whether the market practice has a positive impact on [<sup>F23</sup>UK] market liquidity and efficiency;
- d whether the market practice takes into account the trading mechanism of the [<sup>F24</sup>relevant UK market] and enables market participants to react properly and in a timely manner to the new market situation created by that practice;
- e whether the market practice does not create risks for the integrity of, directly or indirectly, related markets, whether regulated or not, in the relevant financial instrument within the [<sup>F25</sup>United Kingdom];
- f the outcome of any investigation of the relevant market practice by [<sup>F26</sup>the FCA], in particular whether the relevant market practice infringed rules or regulations designed to prevent market abuse, or codes of conduct, irrespective of whether it [<sup>F27</sup>concerns the relevant UK market] or directly or indirectly related markets within the [<sup>F28</sup>United Kingdom]; and
- g the structural characteristics of the [<sup>F29</sup>relevant UK market], inter alia, whether it is regulated or not, the types of financial instruments traded and the type of market participants, including the extent of retail-investor participation in the [<sup>F29</sup>relevant UK market].

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[<sup>F327</sup> The FCA may make technical standards specifying the criteria, the procedure and the requirements for establishing an accepted market practice under paragraph 2 and the requirements for maintaining it, terminating it, or modifying the conditions for its acceptance.]

8 [<sup>F33</sup>The FCA] shall review regularly, and at least every two years, the accepted market practices that [<sup>F34</sup>it has] established, in particular by taking into account significant changes to the [<sup>F35</sup>relevant UK market] environment, such as changes to trading rules or to market infrastructures, with a view to deciding whether to maintain it, to terminate it, or to modify the conditions for its acceptance.

9 [<sup>F36</sup>The FCA] shall publish on its website a list of accepted market practices <sup>F37</sup>....

F3810 .....

F3911 .....

**Textual Amendments**

**F19** Words in Art. 13(1) substituted (31.12.2020) by [The Market Abuse \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/310\)](#), regs. 1(3), **11(6)(a)** (as amended by S.I. 2019/680, regs. 1(3), **8(7)(c)**); 2020 c. 1, **Sch. 5 para. 1(1)**

**Changes to legislation:** Regulation (EU) No 596/2014 of the European Parliament and of the Council, CHAPTER 2 is up to date with all changes known to be in force on or before 01 March 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- F20** Words in Art. 13(2) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(i)**; 2020 c. 1, Sch. 5 para. 1(1)
- F21** Words in Art. 13(2)(a) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(ii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F22** Words in Art. 13(2)(b) inserted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(iii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F23** Word in Art. 13(2)(c) inserted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(iv)**; 2020 c. 1, Sch. 5 para. 1(1)
- F24** Words in Art. 13(2)(d) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(v)**; 2020 c. 1, Sch. 5 para. 1(1)
- F25** Words in Art. 13(2)(e) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(vi)**; 2020 c. 1, Sch. 5 para. 1(1)
- F26** Words in Art. 13(2)(f) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(vii)(aa)**; 2020 c. 1, Sch. 5 para. 1(1)
- F27** Words in Art. 13(2)(f) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(vii)(bb)**; 2020 c. 1, Sch. 5 para. 1(1)
- F28** Words in Art. 13(2)(f) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(vii)(cc)**; 2020 c. 1, Sch. 5 para. 1(1)
- F29** Words in Art. 13(2)(g) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(viii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F30** Words in Art. 13(2)(g) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(b)(ix)**; 2020 c. 1, Sch. 5 para. 1(1)
- F31** Art. 13(3)-(6) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(c)**; 2020 c. 1, Sch. 5 para. 1(1)
- F32** Art. 13(7) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(d)**; 2020 c. 1, Sch. 5 para. 1(1)
- F33** Words in Art. 13(8) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(e)(i)**; 2020 c. 1, Sch. 5 para. 1(1)
- F34** Words in Art. 13(8) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(e)(ii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F35** Words in Art. 13(8) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(e)(iii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F36** Words in Art. 13(9) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(f)(i)**; 2020 c. 1, Sch. 5 para. 1(1)
- F37** Words in Art. 13(9) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(f)(ii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F38** Art. 13(10) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(g)**; 2020 c. 1, Sch. 5 para. 1(1)
- F39** Art. 13(11) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(6)(g)**; 2020 c. 1, Sch. 5 para. 1(1)

## Article 14

### Prohibition of insider dealing and of unlawful disclosure of inside information

A person shall not:

- (a) engage or attempt to engage in insider dealing;
- (b) recommend that another person engage in insider dealing or induce another person to engage in insider dealing; or
- (c) unlawfully disclose inside information.

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*Changes to legislation:* Regulation (EU) No 596/2014 of the European Parliament and of the Council, CHAPTER 2 is up to date with all changes known to be in force on or before 01 March 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

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### Article 15

#### Prohibition of market manipulation

A person shall not engage in or attempt to engage in market manipulation.

### Article 16

#### Prevention and detection of market abuse

1 Market operators and investment firms that operate a [<sup>F40</sup>UK] trading venue shall establish and maintain effective arrangements, systems and procedures aimed at preventing and detecting insider dealing, market manipulation and attempted insider dealing and market manipulation, in accordance with [<sup>F41</sup>the law of the United Kingdom or any part of the United Kingdom which was relied on immediately before IP completion day to implement Articles 31 and 54 of Directive 2014/65/EU and those Articles' implementing measures—

- a as they have effect on IP completion day, in the case of rules made by the Financial Conduct Authority or by the Prudential Regulation Authority under the Financial Services and Markets Act 2000, and
- b as amended from time to time, in all other cases.]

A person referred to in the first subparagraph shall report orders and transactions, including any cancellation or modification thereof, that could constitute insider dealing, market manipulation or attempted insider dealing or market manipulation to the [<sup>F42</sup>FCA] without delay.

2 Any person professionally arranging or executing transactions shall establish and maintain effective arrangements, systems and procedures to detect and report suspicious orders and transactions. Where such a person has a reasonable suspicion that an order or transaction in any financial instrument, whether placed or executed on or outside a [<sup>F43</sup>UK] trading venue, could constitute insider dealing, market manipulation or attempted insider dealing or market manipulation, the person shall notify the [<sup>F44</sup>FCA] without delay.

3 [<sup>F45</sup>... Persons professionally arranging or executing transactions shall be subject to the rules of notification [<sup>F46</sup>of the United Kingdom where they are registered or have their head office in the United Kingdom or, in the case of a branch, where the branch is situated in the United Kingdom. The notification shall be addressed to the FCA.]

<sup>F47</sup>4 .....

[<sup>F48</sup>5 The FCA may make technical standards to determine:

- a appropriate arrangements, systems and procedures for persons to comply with the requirements established in paragraphs 1 and 2;
- b the notification templates to be used by persons to comply with the requirements established in paragraphs 1 and 2.]

#### Textual Amendments

**F40** Word in Art. 16(1) inserted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), 11(7)(a)(i); 2020 c. 1, Sch. 5 para. 1(1)

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**Changes to legislation:** Regulation (EU) No 596/2014 of the European Parliament and of the Council, CHAPTER 2 is up to date with all changes known to be in force on or before 01 March 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

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- F41** Words in Art. 16(1) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(a)(ii)** (as amended by S.I. 2020/1301, regs. 1, 3, **Sch. para. 17(e)**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F42** Word in Art. 16(1) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(a)(iii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F43** Word in Art. 16(2) inserted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(b)(i)**; 2020 c. 1, Sch. 5 para. 1(1)
- F44** Word in Art. 16(2) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(b)(ii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F45** Words in Art. 16(3) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(c)(i)**; 2020 c. 1, Sch. 5 para. 1(1)
- F46** Words in Art. 16(3) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(c)(ii)**; 2020 c. 1, Sch. 5 para. 1(1)
- F47** Art. 16(4) omitted (31.12.2020) by virtue of The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(d)**; 2020 c. 1, Sch. 5 para. 1(1)
- F48** Art. 16(5) substituted (31.12.2020) by The Market Abuse (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/310), regs. 1(3), **11(7)(e)**; 2020 c. 1, Sch. 5 para. 1(1)

**Changes to legislation:**

Regulation (EU) No 596/2014 of the European Parliament and of the Council, CHAPTER 2 is up to date with all changes known to be in force on or before 01 March 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.

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**Changes and effects yet to be applied to :**

- Regulation revoked by [2023 c. 29 Sch. 1 Pt. 1](#)

**Changes and effects yet to be applied to the whole legislation item and associated provisions**

- Art. 2(1)(c) words omitted by [S.I. 2019/310 reg. 9\(2\)\(a\)\(ii\)\(aa\)](#) (This amendment not applied to legislation.gov.uk. Reg. 9(2)(a)(ii) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(3))
- Art. 2(1)(c) words omitted by [S.I. 2019/310 reg. 9\(2\)\(a\)\(ii\)\(bb\)](#) (This amendment not applied to legislation.gov.uk. Reg. 9(2)(a)(ii) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(3))
- Art. 3.1(25) word substituted by [S.I. 2019/310 reg. 10\(2\)\(m\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 10(2)(m) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(4))
- Art. 3.1(25) words omitted by [S.I. 2019/310 reg. 10\(2\)\(m\)\(ii\)](#) (This amendment not applied to legislation.gov.uk. Reg. 10(2)(m) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(4))
- Art. 18(8)(b) omitted by [S.I. 2019/310 reg. 12\(2\)\(d\)\(ii\)](#) (This amendment not applied to legislation.gov.uk. Reg. 12(2)(d)(ii) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(6)(a))
- Art. 25(8)(b) words inserted by [S.I. 2019/310 reg. 13\(5\)\(b\)\(ii\)\(bb\)](#) (This amendment not applied to legislation.gov.uk. Reg. 13(5)(b)(ii)(bb) omitted immediately before IP completion day by virtue of S.I. 2020/1385, regs. 1(4), 51(7)(b))
- Art. 38(a) omitted by [S.I. 2019/310 reg. 16\(1\)\(a\)\(ii\)](#) (This amendment not applied to legislation.gov.uk. Reg. 16(1) substituted immediately before IP completion day by S.I. 2020/1385, regs. 1(4), 51(8))
- Art. 38(b) words substituted by [S.I. 2019/310 reg. 16\(1\)\(a\)\(iii\)](#) (This amendment not applied to legislation.gov.uk. Reg. 16(1) substituted immediately before IP completion day by S.I. 2020/1385, regs. 1(4), 51(8))
- Art. 38(d) omitted by [S.I. 2019/310 reg. 16\(1\)\(a\)\(iv\)](#) (This amendment not applied to legislation.gov.uk. Reg. 16(1) substituted immediately before IP completion day by S.I. 2020/1385, regs. 1(4), 51(8))