

Terms of Reference for the Eurex Clearing Committees Securities Clearing and Settlement Committee

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§ 1 Scope of Application and Definitions

- (1) The following terms of reference (the “**Terms of Reference**“) shall apply to the operation of the Securities Clearing and Settlement Committee.
- (2) The Securities Clearing and Settlement Committee shall be established for the purpose of supporting and advising, to the extent reasonably practicable, on all functional and operational aspects arising in connection with the execution and clearing of transactions in products cleared by Eurex Clearing AG and to make recommendations to the Executive Board of Eurex Clearing AG (“**the Board**“) with respect to the “**Relevant Matters**” (as defined in § 2 below).
- (3) Notwithstanding anything to the contrary in these Terms of Reference, Eurex Clearing AG shall not be obliged to accept any recommendations made by the members of the Securities Clearing and Settlement Committee, or to take any action proposed by such members.
- (4) Terms used in these Terms of Reference and not otherwise defined shall have the meaning ascribed to them in the Clearing Conditions of Eurex Clearing AG (the “**Clearing Conditions**“).

§ 2 Relevant Matters

The “**Relevant Matters**“ with respect to the Securities Clearing and Settlement Committee shall include, but are not necessarily limited to, the following:

- (1) Material amendments in the area of equity and bond products, including but not limited to existing products cleared and the introduction of new products.
- (2) Material amendments in the area of equity and bond products, including but not limited to the functional architecture and processes of Eurex Clearing AG, in particular the assessment and prioritization of process and functional enhancements and release planning with respect to equities and bonds.
- (3) Material amendments in the area of delivery management for equity and bond products including but not limited to the settlement locations; the settlement account infrastructure and processes required; and any material services relating to delivery management for equity and bond products.

§ 3 Eligible Committee Members and Committee Representatives

- (1) The Securities Clearing and Settlement Committee will consist of one representative for each Committee Member (each a “**Committee Representative**“).
- (2) “**Eligible Committee Member**” for the Securities Clearing and Settlement Committee means one of the Clearing Members and/or their registered Settlement Institutions selected by Eurex Clearing AG taking into account the following criteria:

- a) Clearing volume per Clearing Member based on total cleared amount (in EUR) of unnetted securities transactions concluded at:
- i. Frankfurter Wertpapierbörse
 - ii. Eurex Exchange
 - iii. Eurex Repo Market (including both GC Pooling Market and Special Repo Market)

The volume of a Clearing Member with multiple Clearing Member IDs will be aggregated.

- b) Clearing volume per Settlement Institution based on total cleared amount (in EUR), see a).

The resulting market share is weighted per market at the discretion of Eurex Clearing AG.

- (3) Eurex Clearing AG reserves the right to nominate a Clearing Member that would not qualify as an Eligible Committee Member under the regular criteria, but which, in Eurex Clearing AG's discretion has been identified as making an important contribution to the Clearing Committee matters or to the extent that no Eligible Committee Member has nominated a Committee Representative. If such Eligible Committee Member refuses to nominate a Committee Representative or fails to do so within a reasonable period of time (not to exceed three months after nomination), the Clearing Member ranked next in accordance with the respective criteria during the relevant period shall be an Eligible Committee Member instead.
- (4) Each Eligible Committee Member shall be appointed to serve for a period of two years (the "**Term**"). Nothing shall prevent an Eligible Committee Member from serving consecutive terms if it has been duly appointed as an Eligible Committee Member pursuant to this § 3 (2). Following the expiration of each term, Eurex Clearing AG shall determine the Eligible Committee Members for the following Term. Each Eligible Committee Member shall notify Eurex Clearing AG of the identity of its Committee Representative. Such notification shall include the primary representative as well as an alternative representative, a deputy, who may act as Committee Representative in the absence of the primary representative. The Eligible Committee Member shall notify Eurex Clearing AG without undue delay of any change in the identity of its Committee Representative. Eurex Clearing AG may rely on the identity of a Committee Representative previously notified to it by an Eligible Committee Member until Eurex Clearing AG receives notice of any changes.
- (5) Eurex Clearing AG shall maintain a list of all Committee Representatives including the relevant contact details (name, title, company address, company phone number, company email address) of each primary representative and deputy.
- (6) Eurex Clearing AG shall publish the name of the institution of the Eligible Committee Member on the Eurex Clearing AG website.
- (7) At the first meeting of each new Term the Securities Clearing and Settlement Committee shall appoint a Committee Representative by majority vote by the Participating Committee Representatives (as defined in § 7 (6)) to serve as chairperson of the Securities Clearing

and Settlement Committee (the "**Chairperson**"). If the Chairperson ceases to be a Committee Representative or resigns, a deputy chairperson shall succeed as Chairperson.

- (8) The Securities Clearing and Settlement Committee shall also appoint in the first meeting of each new Term a respective Committee Representative by majority vote by the Participating Committee Representatives to serve as deputy chairperson of the Securities Clearing and Settlement Committee (the "**Deputy Chairperson**"). If the Deputy Chairperson succeeds to the chair, or if the Deputy Chairperson ceases to be a Committee Representative or resigns, the Committee shall appoint a new Deputy Chairperson by majority vote of the Participating Committee Members.
- (9) These Terms of Reference apply to all Eligible Committee Members.

§ 4 Responsibilities of Committee Representatives

Committee Representatives are responsible for:

- (1) representing their Eligible Committee Member by gathering and consolidating views on agenda items (as defined in Section 7 below) prior to each meeting of the Securities Clearing and Settlement Committee ("**Committee Meeting**");
- (2) attending Committee Meetings on a regular basis and actively discussing and advising on issues raised at Committee Meetings; and
- (3) communicating internally as the Eligible Committee Member the information reported at Committee Meetings.

§ 5 Responsibilities of the Chairperson and Deputy Chairperson

- (1) The Chairperson shall be responsible for:
 - a) supporting Eurex Clearing AG upon request in the preparation of the agenda of each Committee Meeting (as defined in § 7 (3)) and shall represent the Committee Representatives in addressing questions to Eurex Clearing AG;
 - b) welcoming the Committee Representatives, opening the Committee Meeting and requesting feedback to the minutes of the previous Committee Meeting. In addition, s/he shall summarize relevant points of discussion before moving on to the next agenda item during the Committee Meeting; this responsibility may be delegated to a representative of Eurex Clearing AG;
 - c) requesting Eurex Clearing AG to convene additional meetings of the Securities Clearing and Settlement Committee, if necessary;
 - d) serving as the point of interaction between Committee Meetings for Committee Representatives and Eurex Clearing AG; and

- e) reviewing the minutes of the Committee Meetings within ten business days of receipt from Eurex Clearing AG. Where this timeline cannot be kept, Eurex Clearing AG will proceed with the finalization of the minutes.
- (2) The Deputy Chairperson shall perform the duties of the Chairperson at any Committee Meeting at which the Chairperson is not present (in person, by telephone or video conference) or in any other capacity when the Chairperson is unavailable. The Deputy Chairperson may delegate his or her duties from time to time to any Committee Representative.

§ 6 Responsibilities of Eurex Clearing AG

Eurex Clearing AG shall perform the following administrative duties:

- (1) maintain a list of the Eligible Committee Members as well as an excerpt of the Terms of Reference on the website of Eurex Clearing AG;
- (2) maintain and distribute the Terms of Reference of the Securities Clearing and Settlement Committee to the Eligible Committee Members;
- (3) send invitations for Committee Meetings to Committee Representatives at least eight weeks in advance of regular Committee Meetings and as soon as possible for ad-hoc Committee Meetings;
- (4) determine agenda items with input from Committee Representatives, particularly the Chairperson and distribute the Committee Meeting agenda (as defined in § 7 (3)) three days prior to the Committee Meeting;
- (5) disseminate the presentation material no later than three business days prior to the Committee Meeting. Eurex Clearing AG reserves the right not to distribute hand-outs or electronic copies for sensitive agenda items;
- (6) organize the logistics for the Committee Meetings, including the schedule of the Committee Meetings for the current year;
- (7) coordinate at its own discretion additional Committee Meetings where required;
- (8) take minutes for all agenda topics and issues discussed and distribute the minutes within six weeks of the Committee Meeting. Additionally, Eurex Clearing AG shall maintain an action list for tracking purposes;
- (9) invite Eligible Committee Members to nominate Committee Representatives. Convene the Securities Clearing and Settlement Committee at the beginning of each Term and moderate each Committee Meeting; and
- (10) organize the election of the Chairperson and Deputy Chairperson.

§ 7 Convening the Committee

- (1) Eurex Clearing AG shall convene a Committee Meeting of the Securities Clearing and Settlement Committee (a "**Committee Meeting**"):
 - a) at least two times each calendar year;
 - b) at the request of the Chairperson, the Deputy Chairperson or any Committee Representative, represented by the majority of the Eligible Committee Members (provided such request is accompanied by a draft agenda (as defined below) for such Committee Meeting); and
 - c) at its own discretion, e.g. such as webinars for specific topics

by delivering notice ("**Notice**") in accordance with this § 7. Eurex Clearing AG shall organize the physical location of the Committee Meetings in case of an on-site meeting or share the dial-in data in case of remote meeting via telephone and/or video conference.
- (2) A Notice of a Committee Meeting shall:
 - a) be emailed to each Committee Representative no later than eight weeks prior to a regular Committee Meeting and as soon as possible prior to the date of an ad-hoc Committee Meeting;
 - b) specify the date and time of the Committee Meeting;
 - c) set out the arrangements for Committee Representatives to attend on-site, or by telephone and/or video conference to attend remotely; and
- (3) No later than three days prior to a regular Committee Meeting, Eurex Clearing AG will send out an agenda specifying in reasonable detail the matters to be discussed at such Committee Meeting (the "**Agenda**").
- (4) Notwithstanding § 7 (2) and (3) above, Eurex Clearing AG may convene a Committee Meeting or add urgent matters to a previously circulated agenda upon such notice and in such manner as it determines, in order to consider any Relevant Matter which, it determines requires the urgent attention of the Securities Clearing and Settlement Committee. Eurex Clearing AG shall consult with the Chairperson and/or the Deputy Chairperson (as it determines) prior to convening a Committee Meeting in such circumstances, provided that no such consultation will be required if Eurex Clearing AG is not reasonably able to contact the Chairperson or the Deputy Chairperson.
- (5) The election of the Chairperson and of the Deputy Chairperson should be set out in the relevant Agenda.
- (6) The Committee Representatives attending a respective Committee Meeting (either in person or by telephone or video conference as set out herein) shall be hereinafter referred to

as the "**Participating Committee Representatives**" and each a "**Participating Committee Representative**".

§ 8 Committee Procedure; Voting; Quorum

The Securities Clearing and Settlement Committee shall appoint one Committee Representative to serve as Chairperson of the Committee and one to serve as his or her Deputy by voting by the Participating Committee Representatives (as defined in §3 (7) and §3 (8)).

- (1) The decisions on above votings made by the Securities Clearing and Settlement Committee shall be made at a Committee Meeting by majority vote of Committee Representatives.
- (2) For purposes of all voting procedures hereunder each Participating Committee Representative shall have one single vote. In the event of an equality of votes, the Chairperson shall have the casting vote.
- (3) Quorum will require Committee Representatives of at least 2/3 of the Eligible Committee Members of the Securities Clearing and Settlement Committee to vote.

In addition, Eurex Clearing AG may, at its discretion, request a vote on advisory matters such as functional design issues, whereby each Participating Committee Representative shall have one single vote. The results of such voting shall be considered by Eurex Clearing AG but shall not be binding upon Eurex Clearing AG.

§ 9 Participation of Employees in the Committee; Outside Counsel

- (1) A Committee Representative may invite an employee of the Eligible Committee Member he or she is representing (or of an affiliate) to attend a meeting of the Committee with respect to any Relevant Matter in which such employee has expertise. The Committee Representative may, by notice to the Chairperson, delegate to any such employee the authority to vote on its behalf with respect to a particular matter.
- (2) The Securities Clearing and Settlement Committee may consult with outside counsel or other outside experts to the extent and for as long as Eurex Clearing AG deems such consultation appropriate based on a majority vote of the Participating Committee Representatives. The costs for such advice shall be born on a pro rata basis by all Committee Representatives who voted for seeking such advice.

§ 10 Minutes of Committee Meetings

- (1) Minutes shall be taken of all Committee Meetings of the Securities Clearing and Settlement Committee by Eurex Clearing AG. The minutes shall set forth place and date of the Committee Meeting, the Participating Committee Representatives, the matters on the agenda,

the substance of the deliberations, remaining open points out of the discussions, and follow-up actions defined during the Committee Meeting, whenever applicable.

- (2) The minutes of the Committee Meeting should be distributed within six weeks. Prior to distribution, the minutes shall be reviewed by the Chairperson or the Deputy Chairperson. If the minutes cannot be reviewed by the Chairperson or the Deputy Chairperson within ten business days of receipt by Eurex Clearing AG, Eurex Clearing AG will finalize the minutes.
- (3) Any objections regarding the content of the minutes should be raised by Eligible Committee Members, Participating Committee Representatives, and any other Committee participants without undue delay.

§ 11 Fees; Compensation

Each Participating Committee Representative shall be responsible for its own expenses in connection with its participation in the Securities Clearing and Settlement Committee and shall not be entitled to demand or receive any fee or compensation from Eurex Clearing AG for such participation.

§ 12 Confidentiality

Except as expressly contemplated in these Terms of Reference or as may be required by applicable law or court order or by a regulatory, self-regulatory or supervisory authority having appropriate jurisdiction, each Eligible Committee Member agrees

- (1) To maintain the confidentiality of all aspects of these proceedings, including all discussions, deliberations, proceedings or results of any votes, or any determinations made as a result of these proceedings including all personal data involved (the “**Confidential Information**”);
- (2) Not to disclose to any third party the contents, any personal data of the Securities Clearing and Settlement Committee, any material received (including personal data), or any recommendation made by the Securities Clearing and Settlement Committee, except for the purpose of internal consultation within the Eligible Committee Member and always and exclusively on a need-to-know basis;
- (3) Not to use any Confidential Information for its own benefit or for the benefit of the Eligible Committee Member or of its affiliates; and
- (4) To disclose the Securities Clearing and Settlement Committee material only to third parties only if the information is already publicly available or if Eurex Clearing AG has expressly consented to such disclosure.

§ 13 Competition Law Compliance

To comply with the competition laws, in particular Article 101 of the Treaty on the Functioning of the European Union, Eligible Committee Members, Participating Committee Representatives,

and any other Committee participants must refrain from sharing any commercially sensitive information, i.e. information which could potentially reduce strategic uncertainty in the market. Commercially sensitive information includes, but is not limited to:

- a) prices and price components, price changes and any elements which might affect prices;
- b) profit margins;
- c) costs and cost strategies;
- d) fees charged from customers and discounts/rebates granted to customers;
- e) clients or groups of clients with whom the participants have, or do not have, business relations;
- f) plans in relation to geographic or product markets;
- g) plans concerning the design, production, distribution or marketing of particular products; and
- h) corporate strategy and investment plans.

Eligible Committee Members, Participating Committee Representatives, and any other Committee participants shall:

- a) adhere closely to the agenda and avoid discussions about other topics which may result in an exchange of commercially sensitive information between competitors; and
- b) refrain from discussing topics which might be critical from a competition law perspective. In particular, participants must not reach any sort of unlawful (horizontal or vertical) agreement or understanding, such as price fixing or the division or allocation of markets.

Eurex Clearing AG will prepare minutes for each Committee meeting (as defined in § 10) and circulate these to the participants. Any objections regarding the content of the minutes should be raised by Eligible Committee Members, Participating Committee Representatives, and any other Committee participants without undue delay.

Failure to comply with these principles may have serious consequences for the legal entities and natural persons involved, including invalidity of contracts, fines, payment of damages to third parties who suffered harm as a result of anti-competitive behaviour, and reputational risk and damage.