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**CVM Instruction N. 543, of December 20<sup>th</sup>, 2013  
(with changes introduced by CVM Instruction N° 582/16)**

Establish provisions for registrar services and issuance of securities certificates.

The **PRESIDENT OF THE SECURITIES COMMISSION – CVM** makes public that the Collegiate, in session held on December 4<sup>h</sup>, 2013, based on Articles 1 (item VI), 8 (item I) and 24 of Law n. 6,385, of December 7<sup>th</sup>, 1976; on Articles 27, 34 - § 2, 101 and 293 of Law n. 6,404, of December 15, 1976; and on Article 24 - § 2 of Law n. 12,810, of May 15, 2013, **APPROVED** the following Instruction:

**CHAPTER I – DEFINITIONS AND SCOPE**

Article 1 – The registrar services must be provided by legal persons authorized by the Securities Commission (CVM) in the terms established in this Instruction.

§ 1 – The registrar services comprise the following activities:

I – the opening and maintenance of the books in computerized systems, as established in the regulation in force;

II – the registration of information related to the entitlement of securities, as well as the real rights of fruition or of guarantee and other encumbrances affecting the securities;

III – the processing of instructions received from the security owner or from persons duly authorized by contract or mandate;

IV – the execution of the necessary procedures and registries for the application of the centralized deposit regime to the securities, as may be the case; and

V – the processing of the events impacting the securities.

Article 2 – The registrar services can be provided with or without the issuance of securities certificates. The certificates can only be issued by institutions specifically authorized by the CVM in the terms established in Article 22.

Sole paragraph – The issuance of securities certificates comprises:

I – the issuance, alteration, substitution and cancelation of certificates representing securities deposited; and

II – the control and confirmation of the origin and legitimacy of the securities certificates.

Article 3 – This Instruction:

I – do not apply to the positions held in the derivatives markets; and

II – apply:

a) in case of public offerings, to the instruments that are under CVM's jurisdiction; and

b) in the case of centralized deposit, to the securities issued exclusively in book entry format through the registration in systems authorized for this purpose.

## CHAPTER II – AUTHORIZATION FOR PROVIDING REGISTRAR SERVICES

### Section I – Requirements for Registration

Article 4 – All financial institutions may require authorization to provide registrar services.

Article 5 – The institution interested in obtaining the authorization referred in Article 4 must maintain processes and computerized systems that are safe and adequate to the performance of its activities in order to allow the fulfillment of the related obligations.

§ 1 – The processes and systems must be compatible with the size, the characteristics and the volume of registrations under the applicant’s responsibility, as well as with the nature and the type of securities.

§ 2 – The applicant must present proof of economic and financial capacity compatible with the activities to be performed and have conditions for the fulfillment of the following requirements and obligations:

I – have sufficient and technically capable human resources to execute the processes and operate the systems involved in the registrar services;

II – maintain an updated list of the professionals accessing their systems, monitor and register the actual accesses;

III – permanently ensure the quality of their processes and computerized systems, measuring and keeping track of errors, incidents and disruptions in their operations;

IV – maintain updated the operational manuals, the general description of the systems used for providing the services, the routine flows, the computer programs documentation, the quality control tools, and the physical and logical security rules;

V – maintain updated contingency plan to ensure business continuity and the provisions of the services; and

VI – constitute and maintain adequate channels for the provision of satisfactory services to the registered securities' holders regarding any information related to the responsibilities involved in the provision of the services.

## **Section II - Authorization**

Article 6 – The request for authorization for providing registrar services must be submitted together with the documents described in Annex 6 of this Instruction.

Sole paragraph – The CVM can require the applicant to provide complementary elements and information.

Article 7 – The authorization request for providing registrar services can contemplate the registration of one type of security only.

Sole paragraph – In the case of the **caput**, the CVM must grant the specific authorization, in the terms of the submitted request.

Article 8 – The authorization is automatically granted if the request is not denied by the CVM within a 90 (ninety) days period counted from the day the request has been registered upon receipt protocol.

§ 1 - The period referred in the **caput** can be interrupted only once in the case the CVM requires the applicant to provide additional documents and information related to the request. A new period of 90 (ninety) days is initiated as of the fulfillment of the requirements.

§ 2 - A maximum period of 60 (sixty) days is granted for the fulfillment of the requirements referred in § 1.

### **Section III - Denial of the Authorization Request**

Article 9 – The authorization request for providing registrar services must be denied whenever:

I – it has not been submitted with the documents needed for its evaluation or if the additional documents and information demanded by the CVM are not submitted by the deadline established in § 2 of Article 8;

II – false or inaccurate information is identified and the latter, due to its extension and content, proves to be relevant for the evaluation of the request for authorization;

III – the applicant do not present evidence of having the financial capacity or technical and operational conditions to provide the services; or

IV – the applicant do not comply with any other requirement or condition established in this Instruction.

Sole paragraph – The denial decision referred in this Article can be appealed according to the form and deadlines established in the regulation in force.

#### **Section IV – Cancellation of Authorization**

Article 10 – The authorization granted can be cancelled:

I – by request of the registrar;

II – by decision of the CVM, after administrative process where the right of contradiction and full defense are assured, in the following situations:

a) once it is detected that the authorization for providing services was obtained by means of false statements or other illicit methods; or

b) once it is evidenced that the registrar do not comply with the requirements established in this Instruction; and

III – in the case of declaration of bankruptcy, judicial and extra judicial liquidation and dissolution of the services provider.

§ 1 - In the situation aforementioned in item I of the **caput**, the registrar must communicate, in writing, the fact to the CVM and to the central depositories, indicating the deadline for transferring to the contracting party, or to the person appointed by the latter, the data and documents related to the services provided.

§ 2 – In the situations aforementioned in items II and III of the caput, the registrar must immediately transfer to the contracting party, or to the person appointed by the latter, the data and

documents related to the services provided until the moment of the cancelation, communicating the fact to the central depositories and to the CVM, when applicable.

## CHAPTER III – PROVISION OF SECURITIES REGISTRAR SERVICES

### Section I – Registrar Agreement

Article 11 – The provision of registrar services must be subject to specific agreement celebrated between the issuer of the security and the registrar. The agreement must comprise at least:

I – the requirement that only the registrar execute the acts laid down in the agreement;

II – the rules applicable to the services provided to the beneficial owners of the securities;

III – the description of the operational procedures that provide for the obligations, duties and responsibilities of the registrar and the contracting party; and

IV – the information confidentiality policy.

Article 12 – Beyond other issuers' obligations, the registrar must communicate to the CVM, until the 5<sup>th</sup> (fifth) business day of the subsequent month, the celebration and the extinction of the registrar agreement, and to the central depositories, as established in the respective regulations, the beginning and the end of the registrar agreement for securities accepted for centralized deposit in the central depository.

§ 1 – In case of interruption of the registrar services, the issuer must substitute the registrar in up to 15 (fifteen) business days.

§ 2 – The registrar must immediately transfer to the contracting party, or to the person appointed by the latter, the data and documents related to the services provided until the moment the services were interrupted.

§ 3 – In case the registrar is not substituted by the deadline indicated in § 1, the issuer must automatically take over the reconciliation responsibilities before the central depository, in the terms of the specific regulation.

§ 4 – 90 (ninety) days after the issuer has taken the reconciliation responsibilities in the terms of § 3, or in case the issuer does not comply with such responsibilities, the central depository may extinguish the centralized deposit, as established in its regulation.

§ 5 – In case of extinction of the centralized deposit referred in § 4, with respect to the securities mentioned in Article 3, II, the extinction must take place upon the migration of the controls related to the aforementioned securities to the bookkeeping systems in which the issuance was originally registered.

## **Section II – Securities Accounts**

### **Subsection I – General Rules**

Article 13 – During the period of validity of the registrar agreement, the insertion of information related to the entitlement of the securities must be made in the securities accounts, opened in the name of the beneficial owners of the securities.

§ 1 – The registrar must undertake all suitable measures in order to verify:

I – the adoption of the formalities intrinsic to the bookkeeping of securities; and



II – the consistency of the events impacting the securities with the provisions of the issuer’s by-laws and the decisions of shareholder’s assemblies related to those securities.

§ 2 – The registry of the securities accounts must be made in safe and adequate computerized systems that allow for the registration in the books and for processing and control of information related to the ownership rights over the securities registered.

Article 14 – The registration in the books must be made:

I – on the date of the fact or corporate event to be registered; or

II – in the case of orders and instructions referred in items I, II and IV of Article 16, on the date of the reception of the valid order or instruction, considering the necessary safety procedures.

### **Subsection II – Content of the Securities Accounts**

Article 15 – The securities accounts maintained by the registrar must comprise the following information:

I – the identification, qualification, legal nature, domicile and tax regime of the security’s beneficial owner, or, as the case may be, the identification of the central depository that holds the security centrally deposited;

II – the nature, type and class of the security;

III – the registration of the movements as well as the events impacting the securities;

IV – the quantity of securities entitled to the investors or to the central depositories;

V – the registration of payments and receipts of financial resources originated from the events impacting the securities;

VI – the constitution and extinction of encumbrances and liens over the securities;

VII – the obligations resulting from agreements between the beneficial owner of the securities and a third party; and

VIII – other references that are required by the nature and characteristics of the security, according to the registrar's judgement or by force of contract.

§ 1 – The information referred in items III to VIII of the **caput** must contain the date of the corresponding event.

§ 2 – In case of securities deposited in central depositories, the registrar must maintain controls in order to identify the respective investors based on the information provided by the central depository.

### **Subsection III – Registries in the Securities Accounts**

Article 16 – The registries in the securities accounts are effected through the posting made by the registrar as a result of:

I – order from the securities beneficial owner or from persons duly authorized by contract or mandate;

II – judicial order;

III – act or corporate event with effects equivalent to those promoted by the issuer or the legally responsible person; or

IV – instructions given by the central depository.

§ 1 – All the events mentioned in this Article must be backed by proper documents, containing the indication of sufficient and adequate specific powers to the suitable registration. These documents must be kept by the registrar.

§ 2 – The encumbrances, liens and blockages over the securities, duly specified, must be carried with the indication of their direct causes and their period of application.

Article 17 – The registrar may refuse, upon justification, to effect the registration referred in the **caput** of Article 16 and the corresponding payment in the following situations:

I – inability to identify the beneficial owner of the security or the insufficiency of elements that enables its completion;

II – existence of encumbrances or liens over the security;

III – insufficiency of submitted documents or evidence of irregularities in them; and

IV – evidence of irregularities in the transfers' request.

#### **Subsection IV - Reconciliation**

Article 18 – The registrar must adopt procedures to ensure the daily reconciliation of the positions held in the securities accounts and of the events impacting those positions, as the case may be, with the registries kept and informed by the central depositories.

#### **Section III – Effects of the Registration in the Book-entry System**

Article 19 – The registration made in the securities account defines the entitlement of the securities and, beyond compliance with other legal and regulatory requirements, must reflect the existence of real rights of fruition, guarantee or other encumbrances or liens.

#### **Subsection I – Proof of Registration in the Book-entry System**

Article 20 – The following are considered proof of registration in the book-entry system:

I – the statement issued by the registrar, which must indicate the date of issuance;

II – the settlement certificates issued by the registrar, in the cases established by the law, which must indicate the date of issuance and the period of validity; and

III – the list of investors made available by the registrar to the contracting party, which must indicate the date of issuance, reflecting the total securities position in that date and including the analytical breakdown of the positions maintained in central depositories.

### **CHAPTER – RULES OF CONDUCT**

Article 21 – The registrar must:

I – conduct its activities with good faith, diligence and loyalty with respect to the interests of the issuers and the beneficial owners of the securities, been forbidden to privilege its own interests or the interests of any related person;

II – maintain individualized securities accounts in the name of the beneficial owners of the securities;

III – ensure that the registries related to the constitution and transfer of rights, fruition or guarantees, as well as other encumbrances over the carried securities, are made in the shortest possible time and are supported by legally valid documents;

IV – execute the transfers, entries and registrations in the securities accounts in the shortest possible time and without compromising safety requirements;

V – undertake all suitable measures for paying the proceeds deliberated and paid by the issuer when the beneficial owners of the securities do not have their registration information updated;

VI – be accountable for the legitimacy and the veracity of the registries of the movements and of the securities' entitlement;

VII – register in the securities accounts the securities' changes after the reception of instruction given by the contracting party that communicates the events impacting the securities;

VIII – execute the acts under its responsibility in order to effect the payments to the investors and to the central depositories, resulting from the events impacting the securities;

IX – pass to the contracting party the values previously received from the investors, related to the exercise of subscription and conversion rights, among others

X – register the rights of fruition or of guarantee, as well as other encumbrances over the securities, when requested by the respective beneficial owners, directly or through their representatives, in the terms of the applicable regulation or by court order, as the case may be;

XI – keep available to the CVM the registries que compose the bookkeeping of the securities accounts as well as the related documents;

XII – adopt rules, procedures and internal controls that assure the inspection of the positions held in the securities accounts;

XIII – ensure the safety, efficiency and operational reliance of the securities accounts' bookkeeping;

XIV – prevent, control and correct irregularities in the securities registries;

XV – adopt the necessary procedures to the fulfillment of the custodians' requests for the deposit of book-entry securities in the central depository, considering the procedures previously and expressly established by the registrar and the central depository; and

XVI – create mechanisms for ensuring the complete segregation of the activity and the secrecy about the positions held.

## CHAPTER V – THE CERTIFICATE ISSUER AGENT

Article 22 – The activity of the certificate issuer agent is exclusive to the institutions authorized to act as registrars.

Article 23 – The registrar that provides services of issuance of securities certificates must require to the CVM specific authorization, previously to each issuance, in the terms established in the regulation in force.

Article 24 – The registrar acting as certificate issuer agent has the following obligations:

I – cancel and alter the certificates representatives of securities received in deposit, considering the pertinent legal provisions;

II – control the underlying securities of the issued certificates, taking the responsibility of restituting them to their beneficial owners whenever requested; and

III – endeavor efforts in order the acts of certificate substitution are executed in the shortest time possible, not exceeding 30 (thirty) days counted from the date of the reception of the pertinent documents.

## CHAPTER VI – INFORMATION DISCLOSURE

Article 25 – The registrar must make available to the contracting party, in the periodicity established in the agreement:

I – the list of investors reflecting the total securities positions, including the breakdown of the individual investors' positions maintained under the fiduciary entitlement of the central depository, as the case may be;

II – report comprising the transfers of entitlement within the securities accounts;

III – relation of the ones exercising rights related to the events impacting the securities;

IV – relation of the real fruition rights or of guarantees, as well other encumbrances over the securities; and

V – report of the calculations and the payments of proceeds.

Article 26 – The registrar must make available to the investors, in the cases whereas the securities are not subject to centralized deposit:

I – securities accounts' statements:

a) until the 10<sup>th</sup> (tenth) business day of the month following the month-end when the movement occurred; and

b) whenever requested, within 2 (two) business days after the request has been received, provided it is referenced to the current year;

II – the information on the existing balances at the end of the year, until the end of February of the subsequent year:

III – the information related to the events impacting the securities, whenever requested; and

IV – the information related to the necessary measures for paying the proceeds deliberated and paid by the issuer, when the beneficial owners of the securities do not have their registration information updated.

§ 1 – The statement referred in item II of the **caput** must be sent to the investor's address, either by mail or by electronic e-mail. The investor can expressly waive the reception of the statement.



§ 2 –The processing and sending of statements and extracts referred in this Article can be charges to the applicant as well as the retrieval of copies of the documents that supported the corresponding registries.

§ 3 – The duty of information referred in the **caput** can comprise, when requested, the copy of documents that supported the registries.

## CHAPTER VII – RULES, PROCEDURES AND INTERNAL CONTROLS

### Section I – General Rules

Article 27 – The registrar, including when acting as certificate issuer agent, must adopt and implement:

I – adequate and effective rules for the fulfillment of this Instruction’s provisions; and

II – procedures and internal with the purpose of verifying the implementation, the application and the effectiveness mentioned in item I.

§ 1 – The rules, procedures and internal controls referred in this Article must:

I – be written;

II – be verifiable; and

III – be available for consultation by the CVM and the central depositories with which the registrar have a relationship.

§ 2 – The inexistence or insufficiency of rules, procedures and internal controls as well as their non-implementation or inadequate implementation are considered situations of non-compliance to items I and II of the **caput**.

§ 3 – Inadequate implementation of rules, procedures and internal controls are evidenced by:

I – the reiterate occurrence of failures; and

II – the absence of the registration of the methodology application, in a consistent and verifiable way.

## **Section II – Responsible Directors**

Article 28 – The registrar must appoint:

I – one statutory director responsible for meeting the requirements established by this Instruction; and

II – one statutory director responsible for supervising the procedures and internal controls.

§ 1 – The nomination or the substitution of the statutory directors referred in items I and II must be informed to the CVM within 7 (seven) business days.

§ 2 – The functions referred in items I and II of the **caput** cannot be performed by the same statutory director and cannot be executed together with other functions that can somehow be considered conflicting.

§ 3 – The directors referred in items I and II must conduct their activities with probity, good faith and professional ethics acting with care and diligence expected from a professional in his/her position.

Article 29 – The director referred in item II of Article 28 must, until the last day of April:

I – submit to the registrar’s administrative body or to the certificate issuer agent a report of the previous year containing:

a) the conclusions of the internal auditing reports and the detailed report prepared by an independent auditing company, referred in § 1 of Article 30;

b) his/her recommendations with respect to eventual deficiencies, including, when appropriate, a remediation timetable; and

c) his/her opinion with respect to the deficiencies identified in previous verifications and the measures planned, according to a specific timetable, or effectively undertaken in order to remediate them.

II – submit to the registrar’s administrative body the report about the description, the project and the operational effectiveness of the controls (type 2) of the previous year, issued by an independent auditor registered with the CVM. The report must be elaborated in the terms of the NBC TO 3402 approved by the Federal Accounting Council.

Sole paragraph – The report mentioned in items I and II must be available for the CVM and to the central depository with which the registrar maintains a relationship, as the case may be, in the registrar’s headquarters.

### **Section III – Auditing**

Article 30 – The registrar must maintain a structure of internal auditing.

§ 1 – The reports produced by the internal auditing department must be kept updated and available to the CVM.

§ 2 – The CVM can determine the execution of extraordinary specific auditing if there are any signs that the processes and systems are not meeting or can fail to meet their purpose.

### **CHAPTER VIII – INFRACTIONS AND PENALTIES**

Article 31 – It is considered a serious offense, for the purpose of the § 3 of Article 11 of Law n. 6,385, of December 7, 1976, the performance of the activities regulated by this Instruction by unauthorized institution or institution authorized based on false statements or documents, as well as the violation of the provisions established in Articles 1, 2, 11 to 16, 18, 21 to 28 and 22 of this Instruction.

### **CHAPTER IX – FINAL PROVISIONS**

Article 32 – In case of administrative proceedings, the registrar must keep, for at least 5 (five) years or for more time as per CVM's express command, all the documents and information required in this Instruction, as well as all mails, internal and external, and all reports and opinions related to its activities.

Sole paragraph – The documents and information referred in the **caput**, as well as those supporting the registries of movements, annotations, registrations, obligations, encumbrances and liens in the securities accounts can be stored in physical and electronic formats. Documents can be substituted by their digital images.

Article 33 – The institutions already authorized to provide registrar and securities certificate issuance services must adapt to the provisions of this Instruction in up to 1 (one) year and 6 (six) months after this Instruction has come into effect.

Sole paragraph – In case of adaptations that are dependable of processes and systems to be developed by the central depositories, the institutions referred in the **caput** have up to 60 (sixty) days, counted from the date of the disclosure of the corresponding processes and systems by the central depositories, to implement them. The time the central depositories have to adapt to the provisions of the Instruction for providing central depository services is to be taken into account.

Article 34 – This Instruction comes into effect on July 1<sup>st</sup>, 2014.

*Original signed by*

**LEONARDO P. GOMES PEREIRA**

**Chairman**

## ANNEX 6

### *Request for Authorization for Registrar Services*

Article 1 – The request for authorization for providing registrar services must be submitted together with the following documents and information:

I – company name, registration in the National Legal Person Registration (Cadastro Nacional de Pessoa Jurídica – CNPJ), headquarters complete address, telephone and fax numbers, e-mail address, worldwide web address and signing card with the signature of the legal representatives;

II – acts of incorporation and posterior changes, duly updated and legalized;

III – set of documents with the purpose of proving the applicant has adequate organizational, technical, operational and financial capabilities to provide registrar services, fulfilling at least the following requirements:

a) description of the main characteristics of the processes and computerized systems used for providing the services with the specification of operational routines intrinsic and extrinsic to the systems, as well as the pertinent procedures and internal controls;

b) description of the securities account structure;

c) summary description of the safety rules for the facilities, equipment and data;

d) description of the human resources allocated to the activity, specifying the functions and titles necessary to its performance;

e) policy for the activities' segregation;

f) contingency plan, files and database recovery systems; and

g) in case the systems used were not developed by the applicant, copies of the contracts of systems' assignment or development celebrated between the applicant and the company owner of the system or responsible for its development.

IV – organizational chart of the registrar department responsible for the securities bookkeeping, specifying the functions and responsibilities of the persons that integer the department and the functions' segregation policy;

V – name and qualification of the applicant's legal representatives;

VI – copy of the minutes of the Board of Directors or of the Management meeting that appointed the directors responsible for the compliance with the rules established in this Instruction and for the supervision of the procedures and internal controls of the registrar services;

VII – model of the agreement for providing registrar services;

VIII – designation of the independent auditing company registered in the CVM that executed the operational auditing of the registrar services, as well as the declaration of its independency in relation to the auditing; and

IX – report about the description, the project and the operational effectiveness of the controls (type 1), issued by an independent auditor registered with the CVM. The report must be elaborated in the terms of the NBC TO 3402 approved by the Federal Accounting Council.