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Central Bank of Ireland

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Settlement Agreement between the Central Bank of Ireland and C&C Group Plc

The Central Bank of Ireland (the “**Central Bank**”) has entered into a Settlement Agreement with effect from 1 February 2013 with C&C Group Plc (“**C&C**”) in relation to breaches, between 2 January 2008 and 29 January 2009, of the insider list requirements of the Market Abuse (Directive 2003/6/EC) Regulations 2005 (as amended) (the “**Market Abuse Regulations**”) and the Market Abuse Rules issued by the Central Bank in February 2006 and September 2008, (the “**Market Abuse Rules**”).

Reprimand and Fine

The Central Bank reprimanded C&C and required it to pay a monetary penalty of €90,000.

Breaches of the Market Abuse Regulations and Market Abuse Rules

From 2 January 2008 to 29 January 2009, C&C committed breaches of Regulation 11 of the Market Abuse Regulations and Rule 6.1 of the Market Abuse Rules in relation to the insider list (“**Insider List**”) maintained by C&C, in that during this period of time, C&C failed to:

- a) regularly and promptly update its Insider List, with the identity of those persons working for C&C who had access to inside information, or no longer had access to inside information, relating to C&C;
- b) state on its Insider List, the date of each and every occasion on which it was updated; and
- c) maintain on its Insider List a complete list of principal contacts at any other entity acting on behalf of C&C or acting for the account of C&C, who had access to inside information regarding either C&C or the financial instruments of C&C.

Background

C&C, as a public company with its securities admitted to trading on the Irish Stock Exchange, is obliged to comply with the insider list requirements of the Market Abuse Regulations and Market Abuse Rules aimed at protecting the financial markets from market abuse.

C&C's failure to comply with its obligations in relation to the proper maintenance and updating of Insider Lists was identified by the Central Bank.

Sanctions Decision Factors

The penalty imposed reflects the importance of the requirement to properly maintain and update insider lists. It also reflects the Central Bank's view as to the seriousness of the breaches outlined above.

In deciding the appropriate penalty to impose, the Central Bank also took C&C's co-operation into account and the early stage in the market abuse administrative sanctions procedure at which the settlement was reached.

C&C has confirmed to the Central Bank that it has rectified the breaches in question and that since 2009 it has implemented a number of other changes to its practice and procedures regarding the maintenance and updating of insider lists.

The Central Bank confirms that the matter is now closed.

- End -

The Central Bank of Ireland entered into a Settlement Agreement on 30 January 2013 with C&C Group Plc in relation to breaches of the Market Abuse (Directive 2003/6/EC) Regulations 2005 (as amended).

The Central Bank of Ireland also issued a general comment from Head of Enforcement 1, Derville Rowland:

“The Central Bank regards the proper maintenance and updating of insider lists as essential given their key importance as a tool in the prevention and/or detection of market abuse through the illegal use of inside information.

Insider lists provide an essential record of both the extent of knowledge within an issuer and the identities of those in possession of that knowledge at specific points in time where inside information is involved. The Central Bank’s capacity to uncover and effectively investigate suspected cases of market abuse and thereby to enable appropriate enforcement action when necessary relies, to an important extent, on issuers fulfilling their obligations under Regulation 11 of the Market Abuse Regulations and fully complying with the Market Abuse Rules.

The Market Abuse Regulations require that issuers keep insider lists for at least 5 years after being drawn up or updated”.