REGULATIONS Nº ..... OF ..... GOVERNING OPERATORS OF CAPITAL MARKET INTERMEDIARY SERVICE PLATFORMS

Contents

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The Chief Executive Officer of the Capital Market Authority of Rwanda;

Pursuant to Law n° 057/2021 bis of 18/09/2021 establishing the Capital Market Authority of Rwanda, especially in Article 8 and 9;

Pursuant to Law n°01/2011 of 10/02/2011 regulating capital market in Rwanda as amended;

Pursuant to the Guidelines n° 002/CMA_G/2023 of 27/04/2023 governing the fintech regulatory sandbox for capital markets in Rwanda;

After consideration and approval by the Board of Directors of the Capital Market Authority of Rwanda, in its meeting of ……;

ISSUES THE FOLLOWING REGULATIONS:

CHAPTER ONE: GENERAL PROVISIONS

Article One: Purpose of these Regulations

These Regulations set out the licensing, conduct, governance, security and supervisory requirements for intermediary service platform operators operating in, or into, Rwanda, while promoting innovation and market deepening through financial technologies, in balance with investor protection and market integrity.

Article 2: Scope of application

(1) These Regulations apply to any entity that operates a digital platform facilitating the marketing, access, distribution, purchase, sale, saving, investment, or routing of transactions in capital market products offered by, or made available through, licensed institutions in or into Rwanda. They further apply to entities that have participated in the fintech regulatory sandbox, which upon successful completion of sandbox testing and approval by the Authority, are authorized to transition to full commercial deployment as operators, and are thereafter subject to the requirements set out in these Regulations.

(2) These Regulations do not apply to licensees offering capital market products through their own digital platforms. However, an existing licensee seeking to operate an intermediary service platform for any other purpose other than improving efficiency of existing processes, is required

to seek approval from the Authority, and the Authority may require compliance with certain requirements under these Regulations prior to granting approval.

Article 3: Interpretation

In these Regulations:

(a) **"algorithmic decisioning"** means automated or semi-automated systems, including robo-advice, scoring, ranking or trade-execution algorithms, that exercise or materially influence investment recommendations, order routing, client suitability assessments or pricing decisions;

(b) **"AML/CFT"** means anti-money laundering and counter-terrorist financing;

(c) **"behavioural nudge"** means design techniques rooted in behavioural economics to influence decisions, including reminders, default settings or prompts.

(d) **"Authority"** refers to the Capital Markets Authority;

(e) **"business day"** means any day other than a Saturday, Sunday, or a public holiday in Rwanda;

(f) **"Central Bank"** refers to the National Bank of Rwanda;

(g) **"CIS"** refers to a collective investment scheme;

(h) **"fit-and-proper criteria"** means the standards applied by the Authority to assess whether a person is suitable to perform a function within an operator, having regard to that person's integrity and honesty, competence and capability, and financial soundness, as well as any other factor the Authority considers relevant to investor protection, sound governance, or market integrity;

(i) **"Intermediary service platform" or "platform"** means a digital platform that facilitates the marketing and distribution of capital market products by aggregating investment products from one or more licensed institutions, and enables investors to access, purchase, sell, save and invest in such capital market products through a single digital interface;

(j) **"Intermediary service platform operator "or "Operator"** means a person that holds a license issued by the authority under these regulations to operate an intermediary service platform, or any person operating an intermediary service platform who is required to be licensed under these regulations;

(k) **"independent testing"** means testing, verification, or validation of automated tools, models, algorithms, or systems conducted by persons or entities that –

(i) did not develop or design the tool, model, algorithm, or system being tested;
(ii) do not have operational responsibility for the tool, model, algorithm, or system;
(iii) have the necessary technical expertise and competence to conduct the testing;
(iv) are free from conflicts of interest that could compromise the objectivity or thoroughness of the testing; and
(v) report testing findings directly to senior management, the board of directors, or the Authority as appropriate. Independent testing may be conducted by internal personnel provided they meet these independence criteria, or by qualified external third parties;

(l) **"licensed institution"** means securities brokers, dealers, fund managers, custodians, CIS operators, investment advisers, stock exchanges, commodity exchanges, central securities depository operators, investment banks, fund administrators and any other category as approved by the Authority;

(m) **"liquid capital"** means readily available funds maintained by an operator in cash or cash equivalents, held in accounts at banks licensed to operate in Rwanda, that can be immediately accessed to meet operational expenses, regulatory obligations, or client-related liabilities without material loss of value or delay. For purposes of these Regulations, cash equivalents include demand deposits, savings accounts, and money market funds with same-day or next-day liquidity, but exclude fixed-term deposits, restricted accounts, illiquid investments, or assets subject to encumbrances or third-party claims;

(n) **"lifestyle-linked saving and investment triggers"** means automated actions tied to user behaviour or life events including rounding up spending, saving and investing when receiving any amount of money;

(o) **"professional client"** means a client meeting the criteria for professional or equivalent investor status as determined or prescribed by the Authority, which criteria may differ according to the type of capital market product, service or activity concerned, and which may include other categories of non-retail clients, such as sophisticated or eligible investors, as specified by the Authority from time to time. Where different professional client criteria apply to different capital market products, services or activities, operators must apply the relevant product-specific or service-specific criteria accordingly;

(p) **"prompt"** means a contextual message, notification or non-binding reminder delivered through digital interface to draw a user's attention to a financial action or decision point, provided that it is not repeatedly pressure users to take financial risks or misleading urgency;

(q) **"retail client"** means any client who is not a professional client;

(r) **"REIT"** means a collective investment vehicle established as a real estate investment trust in accordance with applicable capital market laws and regulations, representing an interest in a pool of real estate-related assets or income. For purposes of these Regulations, "REIT" includes only those REITs that offer regular subscription or redemption opportunities or are traded on a recognized securities exchange, and excludes illiquid REITs falling under exempted fund regulations that do not provide such opportunities. For the purposes of platform categorization under these Regulations: REITs accessed through primary subscription, redemption, or direct purchase from or through the REIT manager or issuer fall under Category I requirements. REITs traded on a recognized securities exchange fall under Category II requirements. Where a REIT offers various mechanisms, platforms must be licensed for the applicable category corresponding to each type of access provided.

Article 4: Proportionality

The Authority applies a proportionate, risk-based approach and may waive, tailor or modify requirements, particularly for smaller or lower-risk operators, where obligations remain commensurate with the risks posed and investor protection, cybersecurity and market integrity are not compromised, subject to any conditions or safeguards the Authority considers necessary.

CHAPTER II: ACTIVITIES OF INTERMEDIARY SERVICE PLATFORM OPERATORS

Article 5: Categories of Intermediary service platforms

(1) The platforms are classified into the following categories, according to the nature of activities undertaken:

   (a) Category I: Digital platforms facilitating access to capital market products through primary subscription, redemption, or direct distribution arrangements with fund managers and issuers;
   (b) Category II: Digital platforms enabling access to securities listed on a securities exchange;
   (c) Category III: Digital investment advisory or robo-advisory platforms.

(2) The operator of a platform is licensed only for the category or categories of activities approved by the Authority.

Article 6: Common activities undertaken by intermediary service platform operators of Category I or Category II

The operator of a platform classified as Category I or Category II may undertake the following activities:

(a) facilitate digital onboarding of investors, including account opening with licensed institutions and verification of client information in accordance with AML/CFT and customer due diligence requirements;
(b) provide digital channels for accessing capital market products offered by licensed institutions;
(c) facilitate the marketing and distribution of capital market products;
(d) facilitate the subscription, purchase and sale of capital market products;
(e) provide relevant, accurate and up-to-date information on capital market products made available through the platform;
(f) provide dashboards enabling investors to view and monitor holdings, transactions, trades and portfolio information;
(g) provide investor support channels;
(h) maintain transaction record-keeping systems and audit trails.

Article 7: Activities undertaken by Intermediary service platform operators of Category I

In addition to the activities set out in Article 6, the operator of a platform classified as Category I may:

(a) facilitate the collection of investors' funds solely as a transmission channel, without accessing or holding such funds, ensuring that funds are transmitted directly to licensed fund managers;
(b) facilitate saving, investment and redemption of interests in CISs managed by licensed fund managers;
(c) facilitate individual or group-based saving and investment arrangements;
(d) provide digital tools supporting co-administration of investments in collaboration with licensed fund managers and fund administrators.

Article 8: Activities undertaken by Intermediary Service platform operators of Category II

In addition to the activities set out in Article 6, the operator of a platform classified as Category II may:

(a) facilitate the aggregation of orders from multiple investors;
(b) facilitate the digital routing of orders and trading instructions to licensed brokers and securities exchanges;
(c) facilitate the subscription and distribution of securities offerings, including initial public offerings;

(d) provide investor engagement tools, including notifications and alerts relating to trades;
(e) provide tools for market-data aggregation in collaboration with securities exchanges;
(f) facilitate the use of financial behaviour and digital engagement practices in accordance with these Regulations.

Article 9: Activities undertaken by Intermediary service platform operators of Category III

The operator of a platform classified as Category III may undertake the following activities:

(a) facilitate client onboarding and data collection;
(b) perform client risk profiling and suitability assessments;
(c) provide algorithm-based investment advice on capital-market products approved by the Authority;
(d) provide automated portfolio monitoring;
(e) provide automated portfolio rebalancing advisory services;
(f) provide client communications and disclosures in accordance with these Regulations.

Article 10: Activity limitations and prohibitions

(1) The operator of a platform may not –

(a) add any new activity or capital-market product, or materially modify an approved activity or product, without prior approval of the Authority;
(b) offer non-capital-market products or services on its platform without obtaining the required authorization from the relevant authority and prior notification to the Authority;
(c) structure any non-capital-market activity in a manner that creates or could create a conflict of interest with regulated capital-market activities on the platform.

(2) The operator of a platform only enables investment in, provides access to, facilitates transactions in, or provides advice on capital market products that are –

(d) licensed, authorized or approved by the Authority; or
(e) licensed, approved or authorized by a foreign regulator recognized by the Authority for purposes of this provision.

(3) The operator of a platform classified as Category I may not –

(a) perform fund management activities;
(b) hold, safeguard or exercise custody over clients' funds;
(c) provide individualized or discretionary investment advice beyond general information relating to CISs.

(4) The operator of a platform classified as Category II may not –

(a) match orders or execute trades;
(b) perform clearing or settlement functions;
(c) hold, safeguard or exercise custody over clients' assets or funds;
(d) provide individualized or discretionary investment advice beyond general information relating to securities traded on a securities exchange.

(5) The operator of a platform classified as Category III may not:

(a) provide access to, or facilitate the purchase, sale or subscription of, capital-market products;
(b) receive, transmit or arrange investment orders;
(c) hold, safeguard or exercise custody over clients' assets or funds.

CHAPTER III: LICENSING OF INTERMEDIARY SERVICE PLATFORM OPERATORS

Section One: Licensing procedures

Article 11: Application for a license

(1) A person seeking to be licensed as operator of a platform applies for a license to the Authority;
(2) The applicant submits a duly completed licence application form as set out in Annex I, together with all information and documents necessary to demonstrate compliance with these Regulations.

(3) Such information includes, at a minimum -
(a) proof of incorporation or establishment;
(b) business plan and the proposed business model;
(c) detailed information of the digital platform to be used including -

(i) functionality of the platform and evidence demonstrating such functionality;
(ii) capacity of the proposed platform and scalability;
(iii) procedures related to integration with other relevant systems
(iv) User terms and conditions

(d) operational procedures and risk management policies including cybersecurity and operational risks
(e) governance and organizational arrangements;
(f) internal controls, AML/CFT measures and customer due diligence checks;
(g) written agreements with licensed institutions for all capital market products on the platform;
(h) internal dispute resolution mechanisms for solving customer complaints and disputes;
(i) a non-objection from home regulator required only if the operator of a platform is a subsidiary of a foreign company;

(j) payment of the prescribed non-refundable application fee.
(k) documents, information and clarifications specified in these Regulations.

(4) For the avoidance of doubt, the information and documents submitted under Paragraph (3) of this Article must demonstrate that the applicant meets or will meet the substantive operational and conduct standards prescribed throughout these Regulations, including but not limited to the eligibility criteria, the governance and organizational requirements, the platform functionality and system design standards, the conduct and general duties standards, the disclosure and transparency standards, the technology and cybersecurity standards, the client engagement and protection standards, the governance, reporting and record-keeping standards, the outsourcing and third-party risk management standards and any other standards or requirements prescribed by the Authority pursuant to these Regulations.

Article 12: Capital requirements and eligibility criteria

(1) An applicant for the license provided for by these Regulations is eligible if the applicant –

(a) is either –

(i) a company incorporated or authorized to conduct business in Rwanda and limited by shares; or
(ii) a foreign company that is licensed or authorized by a regulatory authority in its home jurisdiction and meets the requirements set out in these Regulations;

(b) has a Chief Executive Officer and other key personnel who meet the relevant requirements set out in these Regulations;
(c) has directors who are fit and proper in accordance with these Regulations;
(d) has necessary resources and controls including staff, office space, information technology systems, business continuity and disaster recovery plans, risk management policies and operational procedures, to effectively discharge its activities;
(e) has in banks licensed to operate in Rwanda, a minimum paid-up capital of FRW 10,000,000;
(f) provides evidence certified by an independent auditor of the availability of the minimum paid-up capital as provided for in Subparagraph (e), and the minimum liquid capital of FRW 5,000,000; and
(g) provides an undertaking letter that he or she will maintain the minimum paid-up capital and liquid capital requirements provided for under Subparagraphs (e) and (f) at all times.

(2) Notwithstanding Paragraph (1), the Authority may require an operator to maintain capital above the applicable baseline requirement where the Authority determines, based on

supervisory assessment, that the operator presents materially elevated risk to financial stability, consumer protection, or the integrity of the financial system.

(3) Any enhanced capital requirement imposed under this Article:

(a) is communicated to the operator in writing with clear explanation of the basis for the requirement, the specific risk factors identified, and the resulting risk classification;
(b) specifies the amount or percentage of the increase and the timeframe for compliance; and
(c) remains in effect until the Authority determines that the circumstances giving rise to the enhanced requirement have been adequately addressed.

(4) Before imposing an enhanced capital requirement, the Authority –

(a) provides the operator with written notice specifying the proposed amount and grounds;
(b) affords the operator a reasonable opportunity to make written submissions within fourteen (14) business days of receipt of the notice; and
(c) considers those submissions and any mitigating factors before issuing a final written determination with reasons and a reasonable compliance timeline.

(5) An operator subject to an enhanced capital requirement under this Article may submit representations to the Authority requesting review of the requirement at any time, and the Authority considers such representations and responds within 30 days of receipt.

(6) The Authority monitors capital adequacy and conducts inspections or requires independent audits and imposes restrictions or remedial measures where capital falls below required levels or poses risks.

(7) The Authority conducts periodic reassessments at least annually for operators subject to enhanced capital requirements, and may conduct ad hoc reassessments at any time based on –

(a) supervisory concerns;
(b) significant changes in the operator's circumstances;
(c) completion of remedial actions;
(d) sustained improvement or deterioration in performance; or
(e) changes in market conditions or regulatory standards.

(8) The Authority may revise capital requirements from time to time, considering market developments, technological changes, supervisory experience, international standards, and investor protection needs. Revised requirements are published by directive with appropriate transition periods to allow operators to achieve compliance.

Article 13: Furnishing of additional information and clarifications

The Authority, when considering an application may -

require the applicant to furnish additional information or clarifications

request the applicant or its key personnel to appear before the Authority to make personal presentations;

carry out on -site assessment

Article 14: Review of the application and issuance of license

(1) Upon receipt of an application, the Authority reviews it for completeness within 15 business days of receipt, and within that same period and notifies the applicant whether the application is complete or requires additional information.
(2) If the applicant fails to submit the required additional information within 7 business days after notification may be rejected without further assessment.
(3) The Authority, within 30 business days after receipt of a complete application, either approves or rejects the application.
(4) The Authority, if satisfied that the applicant meets the eligibility criteria and requirements set out in these regulations, informs the applicant in writing that -

    (a) it has been granted a license; and
    (b) it is required to pay the license fees prescribed in Annex II to these Regulations.

(5) Where the eligibility criteria and requirements set out in these regulations are not met, the Authority may not refuse to grant a license without giving the applicant an opportunity to be heard.
(6) The Authority schedules the hearing within 10 business days of notifying the applicant of the deficiencies, and the applicant has at least 5 business days' notice of the hearing date.
(7) If, after hearing the applicant, the Authority finds that the license should not be granted, the Authority notifies the applicant within 15 business days and explains the reasons for the refusal.
(8) If the applicant is dissatisfied with the decision taken by the Authority, it may appeal the decision to the Capital Market Independent Review Panel within 30 business days of notification of the decision.
(9) A license granted under these Regulations remains valid indefinitely unless revoked, suspended, or voluntarily surrendered in accordance with these Regulations.

Section 2: Company structure and governance requirements

Article 15: Board composition and qualifications

An applicant and licensed operator maintain a board of directors with collective skills, experience, and expertise for effective oversight, comprising -

a minimum of three directors, including at least one independent non-executive director;

individuals with qualifications and experience in capital markets, finance, technology, or risk management;

at least one director with expertise in information technology, cybersecurity, or digital platform operations; and

for operators providing investment advisory services, at least one director with knowledge of investment management or financial planning.

Directors devote sufficient time to their duties and not hold excessive directorships that would impair their obligations to the operator. The Authority may prescribe additional requirements by directive.

Article 16: Key personnel requirements

(1) Every operator appoints and maintains qualified key personnel, including:

(a) Chief Executive Officer responsible for overall management and strategic direction;
(b) Chief Technology Officer or equivalent responsible for technology infrastructure, platform operations and cybersecurity;
(c) Chief Compliance Officer or equivalent responsible for regulatory compliance and risk management;
(d) Chief Financial Officer or equivalent responsible for financial management and reporting; and
(e) other senior management positions as the Authority may prescribe.

(2) Each key personnel must –

(a) possess relevant qualifications and minimum five years' professional experience in capital markets, financial services, banking, payment systems, financial technology, or related fields;
(b) satisfy fit and proper requirements in accordance with these Regulations;
(c) devote sufficient time to their responsibilities; and
(d) not be subject to any disqualification, suspension or prohibition order.

(3) Operators notify the Authority within five business days of any appointment, resignation, or removal of key personnel. The Authority may require removal or replacement of key personnel who fail to meet requirements or pose risks to investor protection or market integrity.

Article 17: Fit-and-proper requirements

(1) Directors, key personnel, and significant shareholders must satisfy fit-and-proper criteria under relevant Laws and regulations. The Authority assesses honesty, integrity, and reputation, competence, capability, qualifications, and experience, financial soundness, criminal convictions for dishonesty, fraud, or financial misconduct, adverse regulatory findings or sanctions, involvement in insolvent or license-revoked entities and any other relevant matters.

(2) Applicants and operators provide personal declarations in prescribed form, curriculum vitae with education and qualifications, character references, police clearance certificates from all jurisdictions of residence in the past ten years, financial statements or declarations; and any other information required by the Authority.

(3) Where a person ceases to satisfy fit and proper requirements, the operator notifies the Authority immediately and take appropriate action, including removal or replacement. The Authority may reassess fitness and propriety at any time and require removal or replacement.

Section 3: Post-licensing compliance

Article 18: Material changes notification

A licensed operator notifies the Authority, within the period and in the form prescribed, of any material change affecting its licensed operations.

Material changes requiring notification under Paragraph (1) include any changes relating to matters assessed during the licensing process under these Regulations, including but not limited to digital platform specifications, including the functionality of the platform and evidence demonstrating such functionality and capacity of the proposed platform, the regulatory approvals or non-objection letters from home regulators where the operator is a subsidiary of a foreign company; and ownership structure, shareholding, control, key personnel including directors, senior management, or compliance officers.

Notification under this Article must be provided before implementation where prior approval is required by these Regulations or by directive, and within the prescribed period in all other cases.

Article 19: Post-licensing obligations and notifications

(1) A licensed operator complies at all times with all ongoing regulatory, reporting, governance and supervisory obligations prescribed by the Authority under these Regulations and any applicable directives or guidelines.

(2) A licensed operator prominently displays its valid licence on its digital platforms, mobile applications and, where applicable, physical premises, in the manner prescribed by the Authority.

(3) Notification under this Article must be provided –

(a) within 10 business days after the change occurs, where prior approval is not required; or
(b) within such other timeframe as prescribed by the Authority.

(4) The Authority may require additional information, evidence, or clarifications regarding any notified change.

(5) The Authority may –

(a) acknowledge receipt and confirm continued compliance;
(b) require modifications to the proposed change;
(c) impose conditions on implementation;
(d) require remedial measures; or
(e) vary, suspend, or revoke the licence where the change results in non-compliance with licensing requirements.

(6) An operator must not implement a material change requiring prior approval until the Authority has granted such approval in writing.

Article 20: Authority review and compliance verification

(1) The Authority reviews all information and notifications submitted under these Regulations to verify continued compliance with the licensing requirements under these Regulations.

(2) The Authority informs the operator of its assessment within 30 business days of receipt of complete information.

(3) Following its review, the Authority may –

(a) request additional information or clarifications from the operator;
(b) require the operator to make specified changes to its operations, systems, policies or procedures;
(c) impose conditions or restrictions on the licence; or
(d) suspend or revoke the licence in accordance with these Regulations.

(4) The Authority conducts periodic compliance assessments of licensed operators to ensure continued compliance with the licensing requirements under these Regulations, which may include on-site inspections, system audits, review of operational procedures, and verification of risk management controls.

(5) The Authority notifies a licensed operator of its intention to conduct a periodic compliance assessment at least 15 business days in advance, unless circumstances require an immediate assessment.

(6) Following a periodic compliance assessment, the Authority provides a written assessment report to the operator within 30 business days of completing the assessment, setting out any findings, deficiencies identified, negative impacts on investors or market integrity, and specifying the remedial actions that the operator must implement to address such issues.

(7) Where an assessment report identifies deficiencies, negative impacts, or non-compliance, the operator must submit a detailed remediation plan to the Authority within 15 business days of receiving the assessment report, unless a different timeframe is specified by the Authority. The remediation plan must demonstrate how the operator will address each identified issue and implement necessary changes to its operations, systems, policies, or procedures.

(8) Where an operator fails to comply with the Authority's requirements following a periodic compliance assessment or submits an inadequate remediation plan, the Authority may exercise its powers under Paragraph (3) of this Article.

(9) Upon approval of the remediation plan by the Authority, the operator must implement all required changes and corrective measures within the timeframes specified in the approved plan. The operator submits progress reports to the Authority as required, and the Authority may conduct follow-up assessments to verify that the remediation measures have been effectively implemented and that any negative impacts have been addressed.

Article 21: Special licensing circumstances

(1) An operator must obtain the Authority's prior written approval before –

(a) distributing CISs on behalf of multiple fund managers;
(b) providing intermediary services into Rwanda from abroad;
(c) materially expanding the scope of licensed activities; or
(d) transitioning from a regulatory sandbox to full commercial deployment.

(2) An operator that is licensed or recognised in another jurisdiction may apply to the Authority under Article 12(a)(ii) for a license under these Regulations, provided that –

(a) the operator is licensed or authorised by a regulatory authority in its home jurisdiction whose supervisory and regulatory requirements are equivalent to or exceed those prescribed under these Regulations;

(b) the Authority has entered into a memorandum of understanding or other supervisory cooperation arrangement with the home jurisdiction regulatory authority;
(c) the operator maintains an approved local presence or designated representative in Rwanda; and
(d) the operator complies with such additional requirements as the Authority may prescribe, including ongoing reporting obligations and adherence to investor protection standards applicable in Rwanda.

(3) Notwithstanding Paragraph (2) of this Article, an operator that is licensed or authorised by a regulatory authority in a jurisdiction that has entered into a mutual recognition or passporting arrangement with the Authority may be granted expedited recognition or licensing upon notification to the Authority, provided that –

(a) the operator's home jurisdiction has regulatory and supervisory standards that are substantially equivalent to those prescribed under these Regulations, as determined by the Authority;
(b) the Authority has entered into a memorandum of understanding, mutual recognition agreement, or other supervisory cooperation arrangement with the home jurisdiction regulatory authority that provides for information sharing, coordinated supervision, and mutual assistance in enforcement matters;
(c) the operator is in good standing with its home jurisdiction regulatory authority and has no outstanding regulatory actions, sanctions, or material compliance concerns;
(d) the operator maintains an approved local presence or designated representative in Rwanda;
(e) the operator submits to the Authority a notification containing such information and documentation as the Authority may prescribe, including evidence of valid licensing or authorisation in its home jurisdiction, confirmation of good standing, and a description of the activities to be conducted in or into Rwanda; and
(f) the operator agrees to comply with such additional requirements as the Authority may prescribe, including ongoing reporting obligations, adherence to investor protection standards applicable in Rwanda, submission to the Authority's jurisdiction for supervisory and enforcement purposes, and maintenance of adequate records accessible to the Authority.

(4) The Authority may, by notice published in the Official Gazette and on its website, designate jurisdictions with which mutual recognition or passporting arrangements have been established under this Article, and may specify any conditions or limitations applicable to operators passporting from such jurisdictions.

(5) In evaluating whether to establish a mutual recognition or passporting arrangement with a foreign jurisdiction under this Article, the Authority considers, among other factors, whether the foreign jurisdiction's regulatory framework provides for licensing or authorisation standards, ongoing supervision, conduct of business rules, investor protection measures, and enforcement mechanisms that are substantially equivalent to those prescribed under these Regulations and the capital markets laws of Rwanda.

(6) The Authority may revoke or suspend recognition granted under this Article if the operator fails to comply with the conditions of recognition, if there are material changes to the operator's status in its home jurisdiction, if the mutual recognition or passporting arrangement with the home jurisdiction is terminated or suspended, or if the Authority determines that such action is necessary to protect investors or maintain the integrity of the capital markets in Rwanda.

Article 22: Suspension and revocation of license

(1) The Authority may suspend a license where –

(a) the operator fails to comply with any condition of the licence, the licensing requirements and standards set out in these Regulations or any provision of these Regulations;
(b) the operator fails to pay the annual supervision fee;
(c) the operator's financial resources fall below minimum requirements;
(d) there are reasonable grounds to believe that the operator poses a risk to investor protection or market integrity;
(e) the operator provides false, misleading or incomplete information to the Authority;
(f) the operator fails to cooperate with an inspection or investigation; or
(g) the operator fails to comply with the ongoing reporting requirements;
(h) any director or senior management member ceases to satisfy fit-and-proper criteria.

(2) Before suspending a licence, the Authority must notify the operator of the grounds for suspension and provide an opportunity to make representations, unless immediate suspension is necessary to protect investors or market integrity.

(3) A suspension may be imposed for a specified period or until the operator remedies the circumstances giving rise to it.

(4) During suspension, the operator must not carry on licensable activities but must continue to honour obligations to existing clients.

(5) The Authority may revoke a licence where –

(a) the licence was obtained through fraud, misrepresentation or concealment of material facts;

(b) the operator has been suspended and failed to remedy the reasons for the suspension
(c) the operator has materially breached these Regulations or licence conditions and has failed to remedy the breach within a reasonable period;
(d) the operator is insolvent or unable to meet its financial obligations;
(e) the operator has ceased to carry on business as an operator;
(f) revocation is necessary to protect investors or maintain market integrity; or
(g) the operator voluntarily surrenders its licence.

(6) A licence is automatically revoked without further action if –

(a) the operator is dissolved, wound up or otherwise ceases to exist;
(b) a court orders its liquidation or winding up;
(c) the operator fails to commence operations within 12 months of licence issuance without reasonable cause; or

(6) The Authority must publish notice of automatic revocation in a manner it considers appropriate.

(7) Prior to revocation, the Authority must notify the operator of the grounds and provide an opportunity to be heard, except where immediate revocation is required to protect investors or market integrity.

(8) The Authority may publish a notice of the revocation or suspension decision as it considers appropriate.
(9) Upon suspension or revocation, the operator is obliged to –

(a) cease regulated activities immediately;
(b) comply with any conditions or wind-down directions imposed by the Authority within the timeframe specified by the Authority, or where no timeframe is specified, within 60 business days of the suspension or revocation taking effect;
(c) remove references to being licensed and cease representing itself as licensed; and
(d) preserve records for the period prescribed by the Authority.

(10) In the event of insolvency, client money and securities do not form part of the operator's estate and must be handled in accordance with procedures prescribed by the Authority, without prejudice to applicable insolvency law.

(11) Suspension, revocation, or winding down does not prevent the Authority from exercising supervisory, enforcement or disciplinary powers in respect of acts, omissions or breaches preceding the suspension or revocation.

Article 23: Partial cessation of operations

An operator that ceases operations in one category while continuing in another notifies the Authority and affected clients in accordance with procedures prescribed by the Authority.

CHAPTER IV: OPERATIONAL REQUIREMENTS

Section One: General Requirements applicable to all Intermediary service platform operators

Article 24: Technology systems, operational resilience and system reliability

(1) The operator of a platform, regardless of category, establishes and maintains technological systems that are appropriate to the nature, scale and complexity of its operations, enabling the delivery of authorized services in accordance with these Regulations as applicable.

(2) Systems must be stable and scalable, and platform operations must comply with the technology, cybersecurity, testing, incident-reporting and resilience requirements set out in these Regulations.

(3) An operator must monitor operational performance and remediate defects promptly and must report material incidents in accordance with these Regulations.

Article 25: Product disclosure and governance

(1) The operator of a platform provides investors with clear, accurate, and timely information on all financial products and investment opportunities made available through the platform, in accordance with these Regulations and applicable product-specific regulations.

(2) Risk warnings must be provided consistently with these Regulations, proportionate to product risk.

(3) Before making a financial product or investment opportunity available on the platform, the operator assesses the product's suitability for the anticipated investor base, including consideration of risk classification, expected liquidity profile, structural complexity, and any category-specific requirements. The operator performs ongoing monitoring to ensure product performance and risk characteristics remain consistent with disclosed terms.

(4) Where significant deterioration in product risk, valuation methodology, liquidity or governance is identified, the platform takes appropriate action, including enhanced disclosure, trading suspension or delisting.

(5) A platform maintains policies to identify and manage conflicts of interest and ensures that decisions on product admission, disclosure and ongoing suitability are subject to independent oversight.

Article 26: Suitability assessments

Prior to providing access to an investment product, the platform must collect sufficient information about each client's financial situation, investment objectives, risk tolerance, investment time horizon, and investment knowledge to provide suitable investment advice.

Article 27: Annual supervision fee

(1) The operator of a platform pays an annual supervision fee as set out in Annex 2 of these Regulations.

(2) The annual supervision fee is payable within three months after the end of each financial year.

(3) Failure to pay the annual supervision fee within the prescribed period may result in suspension of the license.

(4) The Authority may waive or reduce the annual supervision fee for operators with limited scale of operations, subject to proportionality principles.

Section 2: Specific requirements for Intermediary service Platform operator of category II

Article 28: Platform functions

A digital platform facilitating access to securities listed on a recognized stock exchange in Rwanda or an approved foreign exchange facilitates marketing, access, order routing, execution or settlement, without holding client assets, and provides connectivity, order-routing, market data and execution services.

Article 29: System reliability and capacity

(1) The platform must maintain reliable systems with adequate capacity to support expected peak volumes, consistent with technology, capacity planning and operational resilience requirements under Article 23.

(2) An operator must ensure contingency arrangements that include, at minimum –

(a) backup systems capable of resuming critical platform functions within four hours of a service disruption;
(b) documented business continuity procedures tested at least semi-annually; and

(c) data recovery capabilities with recovery point objectives not exceeding 24 hours, and must comply with testing, backup and business-continuity obligations under these Regulations.

Article 30: Order handling, execution and surveillance

(1) The operator implements pre-trade controls in accordance with technical standards prescribed by the Authority, including error-prevention mechanisms and kill switches accessible to the operator, the Authority, and the stock exchange.

(2) The operator complies with all order handling, execution, best execution, and trade reporting requirements applicable to brokers under the broker conduct rules prescribed by the Authority and the rules of the stock exchange on which securities are traded. Without limiting the generality of the foregoing, the operator ensures that all orders routed through its platform are subject to the same standards of fair and orderly trading, priority rules, transparency obligations, and market abuse prevention measures as would apply to a licensed broker dealing directly with clients.

(3) In addition to any surveillance obligations imposed on brokers or by the stock exchange, the operator must maintain platform-level surveillance mechanisms capable of detecting suspicious activity originating from or facilitated by the platform, including wash trades, layering, spoofing, momentum ignition, unusual price movement and anomalous order patterns. The operator's surveillance systems are coordinated with and complementary to the exchange's market surveillance systems to avoid duplication and ensure comprehensive monitoring.

(4) The operator maintains comprehensive audit trails in accordance with the record-keeping requirements applicable to brokers under the broker conduct rules and exchange rules. Suspicious activity detected by the operator must be reported promptly to the Authority and the stock exchange in the manner and timeframe prescribed by applicable regulations and exchange rules, without duplicating reports already made by the executing broker where such broker has primary reporting responsibility.

(5) Technology, testing and surveillance tools must comply with the relevant provisions of these Regulations.

Section 3: Specific requirements for intermediary service platform operators of category III

Article 31: Authorization and scope

(1) A digital investment advisory platform or robo-advisory platform provides investment advice through automated or algorithm-based tools with minimal human intervention.

(2) An operator of a digital investment advisory platform must obtain authorization from the Authority and comply with the following requirements:

(a) algorithm transparency and documentation: the operator must maintain comprehensive documentation of all algorithms, including their design, logic, data sources, risk parameters, and the methodology used to generate investment recommendations;
(b) client profiling and suitability assessment: the platform must collect sufficient information about each client's financial situation, investment objectives, risk tolerance, investment time horizon, and investment knowledge to provide suitable investment advice;
(c) disclosure requirements: the operator must provide clear disclosure to clients regarding the nature and limitations of the automated advice, fees and charges, potential conflicts of interest, and the fact that advice is algorithm-generated with limited or no human oversight;
(d) testing and validation: the operator must conduct regular testing of algorithms to ensure they function as intended, produce suitable recommendations, and comply with regulatory requirements;
(e) oversight and governance: the operator must establish appropriate governance frameworks including board oversight, senior management responsibility, and human oversight mechanisms to monitor algorithm performance and intervene where necessary;
(f) data security and privacy: the operator must implement robust cybersecurity measures and data protection protocols to safeguard client information and ensure compliance with applicable data protection laws;
(g) ongoing monitoring and portfolio rebalancing: the platform must regularly review client portfolios and adjust recommendations based on changes in market conditions, client circumstances, or investment objectives;
(h) complaint handling and dispute resolution: the operator must establish procedures for handling client complaints and resolving disputes arising from automated advice;
(i) record-keeping: the operator must maintain detailed records of all client interactions, advice provided, portfolio changes, and algorithm modifications for a period of at least seven years; and
(j) business continuity and contingency planning: the operator must have robust business continuity plans to ensure continuity of service in the event of system failures, cyberattacks, or other operational disruptions.

Article 32: Suitability, algorithms and disclosure

(1) A robo-adviser must assess whether recommendations are suitable for each client, having regard to the client's risk tolerance, investment objectives, financial situation and level of knowledge and experience.

(2) A robo-adviser provides advice only on capital-market products approved by the Authority or other capital market products approved or licensed by regulators in other jurisdictions as approved by the Authority.

(3) The robo-adviser must ensure that automated tools, models and algorithms are robust, thoroughly tested through independent testing before and during deployment, and sufficiently documented in line with applicable governance standards. Testing includes unit, integration and stress testing under realistic market conditions, and all models are subject to independent testing prior to live deployment.

(4) The operator must maintain effective and documented governance arrangements including qualified personnel oversight, risk-management systems, performance monitoring and human override protocols. Governance arrangements include board-level or senior-management oversight, clear segregation of duties and periodic independent audits of the automated advisory process.

(5) The robo-adviser must provide written, plain-language, and readily accessible disclosures to clients covering the nature of automated advisory services, associated risks, fees and limitations. Disclosures set out the basis on which automated recommendations are generated, any conflicts of interest and the material limitations of the automated advisory process.

(6) The operator must ensure clients have access to adequate and responsive support channels for queries or assistance, including designated human personnel available during business hours to address client concerns and complaints.

CHAPTER V: FINANCIAL BEHAVIOR AND DIGITAL ENGAGEMENT PRACTICES

Article 33: General principle

(1) This Chapter governs the use of behaviorally-informed digital tools by operators of platforms in relation to capital market products.

(2) The financial behavior and digital engagement tools aim to promote informed participation and responsive investment while safeguarding protection and market integrity.

(3) The operators of platforms ensure that any behavior design, digital engagement features or interactive tools –

(a) supports informed and deliberate investor decision – making;
(b) encourage saving and investment culture;
(c) does not induce risk-taking, speculation or misleading impressions;

(4) Operators of platforms –

(a) maintain controls to assess the impact of behavior and gamification features on investor outcomes, and implement necessary changes where negative impacts are identified;
(b) ensure that platform related features remain consistent with suitability, disclosures and best interest obligations, and must not override or dilute required risks warnings.

(5) The Authority may require modification, suspension or removal of any feature that undermines investor protection or the intended objectives;

Article 34: Permitted behavior engagement tools

Additional behavioral engagement tools beyond those specified in Paragraph (2) of this Article may be approved by the Authority with appropriate safeguards, provided that the operator demonstrates that such tools ensure investor protection, transparency, and alignment with the objectives of these Regulations.

The operator of a platform may deploy behavior engagement tools that –;

a) provide education prompts, reminders and unbiased nudges;
b) facilitate goal-based saving and investment planning;
c) enable progress tracking linked to long term financial objectives.

Article 35: Goal-based saving and investment features

(1) The operator of a platform may offer goal-based features on the platform that allow investors to -
    (a) define saving and investment objectives;
    (b) allocate investment in alignment with such objectives;
(2) Goal-based saving and investment features must -
    (a) clearly disclose risk and products characteristics;
    (b) avoid any representative of guaranteed outcomes or returns.

Article 36: Spending-based saving and investment triggers

Operators of platforms may provide on their platform the saving and investment triggers based on spending analysis only where –

explicit investor consent has been obtained;

the methodologies for the use and impact of such triggers are clearly disclosed;

Saving and investment triggers based on spending may not –

automatically increase risk exposure without investor approval;

override suitability or appropriateness assessments.

Article 37: Gamification practices

(1) The operator of a platform may use gamification tools on the platform solely -
   (a) to encourage regular saving and investment participation;
   (b) to improve investor understanding of capital market products, risks and investment objectives;
   (c) to provide progress tracking, education content and non-monetary recognition of prudent saving and investment behavior.

(2) The operator of a platform must not use gamification practices –

   (a) to encourage short term speculation or frequent switching between investment products;
   (b) to promote capital market products in a manner inconsistent with an investor's risk profile;
   (c) to include gambling-like mechanics, competitive pressure, or time pressured incentives that impair informed decisions-making.

Article 38: Additional requirements in relation to financial behavior and digital engagement practices

(1) The operator of a platform deploying financial behavior and digital engagement tools adhere to the client choice and to explicit client instructions and suitability outcomes.

(2) Financial behavior and digital engagement tools must be accompanied by -
   (a) clear disclosures explaining how they operate and any associated limitations risks or costs;

(b) information clarifying that clients are able to modify, disable or opt out at any time without penalty;
(c) safeguards to ensure financial behavior and digital financial engagement tools are not misleading, coercive or designed to push clients toward inappropriate levels of financial risks;

(3) The operator of a platform ensures that financial behavior and digital engagement tools are based on information lawfully obtained and used with the client's consent.

Article 39: Behavioural nudges in investor decision-making

An operator may deploy behavioural nudges, including reminders, defaults, prompts, sequencing tools or interface design elements intended to support saving and investment behaviour, provided that such nudges preserve client choice and do not override explicit client instructions.

Article 40: Lifestyle-linked saving and investment triggers

An operator may deploy lifestyle-linked saving and investment triggers, including automated suggestions, reminders or contributions connected to predictable personal or financial events, provided that such triggers are transparent, fully optional and do not override client instructions or suitability outcomes.

CHAPTER VI: DIGITAL INVESTMENT ADVISORY/ROBO-ADVISORY

Article 41: Procedures for providing digital investment advisory

A digital investment advisory process allows –;

a client to answer a series of questions on his risk disclosures and investment objectives;

the analysis of clients' inputs using algorithm; and

the provision of recommendation.

Article 42: Suitability of investment advice

(1) A robo-advisor provides advice on capital market products approved by the Authority.

(2) A robo-advisor must have a documented and objectively verifiable basis, including consideration of product characteristics, risks, costs, target market suitability, and the client's investment profile, for recommending any investment product to a person who may reasonably be expected to rely on the recommendation.

(3) To ensure that a recommendation takes into account a client's investment objectives, financial situation and particular needs, the robo-advisor collects and documents the following underlying information:

(a) the financial objectives of the client;
(b) the risk tolerance of the client;
(c) the financial situation of the client;
(d) client's knowledge and experience;
(e) any other relevant information.

(4) The operator must assess whether a product or service is suitable for each client based on the client's profile and may only permit transactions determined to be unsuitable where additional risk warnings are given and the client provides explicit consent. (5) The operator must periodically reassess suitability, including following any material change in a client's circumstances or where new products or features are introduced, with frequency proportionate to the operator's tier and risk profile.

Article 43: Design and development of the client - facing tool

(1) In designing and development of client facing tools, the robo-advisor –

(a) performs sufficient documentation of the user and functional requirements and ensures that the methodology of the algorithms behind the client facing tool is sufficiently robust;
(b) incorporates proper mechanisms to identify and resolve contradictory or inconsistent responses from clients;
(c) has controls in place to identify and eliminate clients who are unsuitable for the investment;
(d) performs sufficient testing prior to the launch of the tools and when changes are made to the tool, to detect any error or bias in the algorithms and to consistently and reliably achieve the relevant outcome.

(2) To safeguard the client-facing tool, a robo-adviser –

(a) establishes and maintains a comprehensive artificial intelligence and algorithmic bias testing and monitoring framework, which must include –

(i) pre-deployment bias testing conducted prior to the initial launch of any algorithmic decisioning system and before deployment of any material updates or modifications to such systems, including testing for bias and discrimination based on protected characteristics such as gender, age, ethnicity, nationality, religion, disability status, socio-economic background, geographic location, and any other characteristic protected under applicable law;

(ii) ongoing monitoring and periodic re-testing of algorithmic systems at intervals prescribed by the Authority but no less frequently than annually, with more frequent testing required where material changes are made to the algorithm, underlying data sources, or operating environment, or where emerging patterns or client complaints suggest potential bias;

(iii) comprehensive data quality validation protocols applied to all training data, testing data, and operational data used by algorithmic systems, ensuring that such data is representative of the diverse client populations served by the operator, free from historical biases that could perpetuate discrimination, and subject to regular quality audits;

(iv) disaggregated analysis of algorithmic outcomes across different demographic groups and client segments to identify disparate impacts or discriminatory patterns, with analysis examining key decision points including but not limited to client suitability assessments, product recommendations, pricing, access to investment opportunities, and order routing;

(v) documentation requirements for all bias testing procedures, methodologies, findings, and remedial actions taken, with such documentation maintained in sufficient detail to enable independent validation by the Authority and preserved for the period prescribed by the Authority;

(vi) establishment of clear governance structures with designated personnel responsible for overseeing algorithmic bias testing and monitoring, including allocation of adequate resources, expertise, and authority to identify, escalate, and remediate bias issues;

(vii) remediation procedures specifying how identified biases or discriminatory patterns will be addressed, including timeframes for correction, interim risk mitigation measures during remediation, validation of effectiveness of remedial actions, and escalation procedures for biases that cannot be immediately remediated;

(viii) reporting requirements to the board of directors, senior management, and the Authority, with reports detailing bias testing activities, findings, remedial actions, and the effectiveness of the bias testing and monitoring framework, at frequencies and in formats prescribed by the Authority; and

(ix) engagement of independent third-party expertise where necessary to validate bias testing methodologies, audit algorithmic systems, or assess data quality, particularly for high-risk algorithmic decisioning systems or where the operator lacks sufficient in-house expertise;

(b) must have adequate staff who have the competency and expertise to develop and review the methodology of the algorithms

(c) puts in place systems and processes to ensure a sound risk management for development and usage of the client facing tools

Article 44: Disclosures

(1) A robo-adviser provides sufficient information to their clients to enable them make informed investment decisions, and the disclosures must be presented in clear and simple terms. At the minimum, the following information should be disclosed:

(a) assumptions, limitations and risks of the algorithms;
(b) circumstances under which the algorithms can be overridden or when the robo-advisory services can be temporarily halted;
(c) risk warning statements;
(d) any other material adjustment to the algorithms

(2) The robo-advisor ensures that clients have access to adequate support channels in accordance with Article 6A for queries.

(3) All fees must be disclosed clearly in accordance with Article 26 (Language of disclosure and documentation) with at least 30 business days' advance notice of material changes. (4) The operator must provide transparent risk warnings and inform clients of the nature, scope and limitations of services provided.

CHAPTER VII: PARTNERSHIP ARRANGEMENTS

Article 45: Partnership requirements

(1) An operator establishes formal partnership arrangements with such licensed or authorized entities as are necessary for the lawful, secure and efficient provision of its services.

(2) Partnerships may be formed with one or more of the following:

(a) licensed fund managers;
(b) licensed brokers or dealers;
(c) licensed custodians;
(d) securities exchanges or other trading venues approved by the Authority;
(e) the Central Securities Depository;
(f) mobile network operators;
(g) the National Identification Agency or any other legally designated identity authority;
(h) licensed commercial banks, solely for the purposes of collection and transmission of client funds where permitted by law; and
(i) foreign entities approved by the Authority or by an authority or regulator approved by the Authority to authorize such entities; and
(j) any other category authorised by the Authority.

(3) Each partner referred to in this Article must hold all licenses, approvals or authorizations required under applicable law to perform its functions.

(4) Partnership arrangements must not be structured in a manner that enables the operator to perform regulated activities for which it is not licensed.

Article 46: Form and allocation of responsibilities

All partnership arrangements must be governed by written agreements clearly defining the roles, rights, expectations, responsibilities and obligations of each party.

Partnership agreements must allocate responsibilities and liabilities between the operator and its partners, and each party remains liable for acts or omissions within its assigned functions.

Any limitation of liability must be reasonable, transparent and consistent with investor protection, and must not exclude fraud, gross negligence or willful misconduct.

Article 47: Intermediary Service Platform Operator accountability and due diligence

(1) The operator remains fully responsible for compliance with these Regulations and investor protection outcomes, and no partnership, outsourcing or technical integration relieves the operator of its regulatory obligations.

(2) In the event of any failure, loss, or breach arising from the operator's services or the services provided by its partners, the operator must compensate affected investors directly and may not require investors to pursue claims against the operator's partners or service providers. The operator may subsequently seek recourse from any partner or service provider whose fault or negligence caused or contributed to the failure, loss, or breach.

(3) Before entering into any partnership or outsourcing arrangement, the operator must conduct appropriate due diligence on prospective partners or service providers.

(4) The operator must take remedial measures where an arrangement poses risks to investors or market integrity as required by the Authority.

Article 48: Other content of partnership agreement

Every agreement between the operator of a platform and licensed institutions contain the following information:

(a) services to be provided by the operator of a platform;
(b) obligation for confidentiality of clients' information;

(c) arrangement regarding the information or data the operators of platforms collect from the clients, financial institutions or other relevant sources in relation to the services or activities provided;
(d) a framework for amending the terms of the agreements, stipulations for defaults and terminations of the agreements, in particular, circumstances under which any of the party to the agreement can terminate the agreement;
(e) a transition clause on the rights and obligations of the parties to the agreement upon the termination of the agreement;
(f) parties may provide for other terms as they may mutually consider necessary for the better carrying out of the services by the operator of a platform.

CHAPTER VIII: OPERATIONAL AND CONDUCT STANDARDS

Section One: Conduct and general duties

Article 49: General conduct and platform design

(1) The operator ensures the platform is properly designed and operated in compliance with applicable laws and regulations, acts with due skill, care and diligence when offering products and information, bases recommendations on proper analysis, and identifies, minimises and manages conflicts of interest.

(2) The platform must not be structured so that commission rebates or other benefits drive product solicitation or recommendations.

Article 50: Order processing and execution

(1) The operator must establish procedures for proper handling of investment requests and order execution, ensuring –

(a) prompt processing of client orders in accordance with the sequence received, subject to any client-specified conditions;
(b) fair allocation where multiple client orders compete for limited availability;
(c) best execution where the operator has discretion over execution venue or method, taking into account price, costs, speed, likelihood of execution and settlement, size, nature and any other relevant considerations;
(d) transparent order status updates and confirmations to clients;
(e) proper record-keeping of all orders, executions and allocations; and
(f) compliance with any order handling standards prescribed by the Authority.

(2) Where the operator routes orders to licensed institutions for execution, the operator must –

(a) establish clear service level agreements with execution partners;
(b) monitor execution quality and timeliness;
(c) address any execution failures or delays promptly; and
(d) maintain records demonstrating compliance with best execution obligations for a period of at least seven years.

(3) The operator must establish procedures to prevent and detect –

(a) front-running or other improper trading ahead of client orders;
(b) unfair allocation practices that advantage certain clients;
(c) conflicts of interest in order routing or execution; and
(d) any other practices that could disadvantage clients.

(4) For operators of a platform classified as Category II facilitating access to listed securities, the requirements of this Article are read in conjunction with and subject to the specific broker conduct rules and exchange rules referenced in the relevant provisions of these Regulations to ensure consistency and avoid duplication of regulatory obligations.

Section 2: Disclosure and transparency

Article 51: Disclosure and transparency obligations

(1) Before an investor completes a transaction, the operator must provide clear, fair and adequate disclosure of all material information required for informed decision-making, including –
(a) description of the services and investment products accessed through its platform;
(b) identity of the licensed institution providing capital market products;
(c) the nature of partnership with licensed institution(s);
(d) the role and scope of the service of the operator of a platform;
(e) all fees, commissions, brokerage charges and any issuer-paid compensation;
(f) monetary and non-monetary benefits receivable by the operator, investor or through other arrangements;
(g) material conflicts of interest;
(h) product-appropriate risk warnings;
(i) data protection and privacy policies;
(j) account opening procedures;
(k) procedures for funds deposit and withdrawal where applicable;
(l) processing transaction, suspension and cancellation of transaction;
(m) information to clients on scope, limitations of the services and capital market products that are accessed through the platform;
(n) restrictions or eligibility conditions; and

(o) information on how to initiate a complaint, in accordance with procedures set out in the relevant provisions of these Regulations.

(2) Where behaviorally informed digital tools are deployed, the operator must disclose their purpose, obtain consent where require and maintain design and usage records for a period of at least seven (7) years.

(3) The operator must disclose information to its users on –

(a) features, functionality, characteristics and any other relevant material information of the platform;
(b) platform rules, operational requirements, and execution arrangements;
(c) all products tradable through the platform;
(d) governance and ownership structures;
(e) criteria for client categorisation and product selection;
(f) all service and commission fees and any changes; and
(g) annual reporting on platform operations and performance.

(4) The operator must ensure clients have continuous access to accurate, current information necessary to monitor investments, including –

(a) the description of services offered;
(b) up-to-date fee and commission schedules and charges;
(c) offering documents and disclosures for listed products;
(d) prompt communication of material events affecting client holdings;
(e) portfolio holdings, pending transactions and transaction history; and
(f) methodologies behind client categorisation, suitability assessments, rankings or curated product lists.

(5) Where the platform features or ranks products, the operator discloses the objective criteria used.

(6) The operator provides any additional disclosures required to protect investors and support market integrity.

Article 52: Language of disclosure and documentation

(1) All disclosure materials, documentation, communications, and information provided to clients pursuant to these Regulations must be made available in Kinyarwanda, English, and French.

(2) Each client may select their preferred language from among Kinyarwanda, English, or French for receiving all platform materials, disclosures, communications, and documentation.

(3) Once a client has selected a preferred language, the operator must ensure that all subsequent materials, disclosures, communications, and documentation provided to that client are consistently delivered in the selected language, unless the client requests a change of language preference.

(4) The operator must establish and maintain procedures allowing clients to change their language preference at any time, with such changes taking effect within five (5) business days of the client's request.

(5) All translations must be accurate, professionally prepared, and convey the same substantive meaning, legal effect, and level of detail as the original language version. Where discrepancies exist between language versions, the operator must maintain a designated authoritative version and clearly disclose which version prevails.

(6) The Authority may, upon application by an operator and where justified by the nature of the client base or specialized product characteristics, grant waivers from or permit alternative arrangements to the multilingual requirements set out in this Article, subject to such conditions as the Authority deems appropriate to ensure adequate investor protection and comprehension.

(7) Where other provisions of these Regulations require specific disclosures, communications, or documentation to be provided in Kinyarwanda, English, and French, or reference language requirements, such provisions are read in conjunction with and subject to this Article.

Section 3: Technology and cybersecurity

Article 53: Technology, cybersecurity and operational resilience

(1) An operator implements robust technology controls in accordance with standards issued by the Authority to ensure system integrity, reliability, data accuracy and protection of client information.

(2) Systems and modifications must be tested before deployment and reviewed regularly to minimise operational and security risks.

(3) Every operator must establish and maintain a cybersecurity framework proportionate to its risk profile, covering at least –

(a) data protection and encryption;
(b) access controls and authentication;
(c) segregation of critical systems;
(d) monitoring, logging and threat detection;

(e) vulnerability management and security testing;
(f) independent assurance; and
(g) any additional requirements prescribed by the Authority.

(4) The operator maintains records of assessments, tests, remediation and audit reports for a period of at least seven (7) years, participates in Authority-mandated testing and provides full access to systems and personnel.

(5) The operator maintains incident response, disaster-recovery and business-continuity plans and notifies the Authority of material cyber or system incidents within regulatory timelines.

(6) Systems must support expected and peak transaction volumes; the Authority may require enhanced capacity where warranted.

(7) The operator must maintain a formal change-management process for material system changes, including changes to algorithmic tools, and notify the Authority where required.

(8) System integrations with third-party infrastructure are permitted only where subject to prior risk assessment, secure access and data controls, monitoring and logging, without compromising operational resilience. Material integrations must be notified as prescribed.

(9) Technology, cybersecurity and operational resilience obligations under this Article must be applied together with governance and reporting requirements and outsourcing and third-party controls under the relevant provisions of these Regulations.

Section 4: Client engagement and protection

Article 54: Complaints-handling procedures

(1) An operator establishes, maintains and operates effective, transparent and accessible complaints-handling procedures to ensure the fair and timely resolution of complaints received from clients or other affected persons, whether initiated by the investor, a third party acting on behalf of the investor, the Authority, or identified through the operator's own internal monitoring and control systems, including written acknowledgment of receipt thereof within 2 business days and final decision within 10 business days, unless additional investigation is reasonably required.

(2) Complaints-handling procedures must at minimum –

(a) provide clear and accessible submission channels through which complaints may be lodged, including but not limited to: (i) a dedicated complaints portal or form accessible through the platform; (ii) email to a designated complaints address; (iii) written correspondence sent to the operator's registered office; (iv) telephone hotline with adequate operating hours; and (v) any other channel prescribed by

the Authority, with all channels prominently displayed on the platform and in client communications;

(b) acknowledge receipt within 3 business days;

(c) ensure fair, thorough and independent investigation;

(d) resolve complaints within 30 business days from the date of receipt, or such longer period as may be reasonably necessary in complex cases, provided that the operator notifies the complainant in writing of any extension and the reasons therefor, and in no event can such extension exceed a further 30 business days; and

(e) provide clients with clear escalation mechanisms including the Authority contacts.

(3) Complaints may be initiated by –

(a) the investor or client directly;

(b) a representative, agent, legal guardian, or other person authorized to act on behalf of the investor or client;

(c) a beneficiary or other person with a legitimate interest in the matter;

(d) the Authority, whether on its own initiative or following a referral; or

(e) the operator itself, where issues are identified through internal monitoring, quality assurance reviews, client feedback analysis, compliance audits, or other internal control mechanisms.

(4) Where a complaint is identified through the operator's own systems, the operator must promptly notify the affected client, investigate the matter in accordance with these procedures, and take appropriate remedial action.

(5) The operator visibly posts complaints-handling information on the platform and maintains complete records of all complaints and remedial steps for a period of at least seven years, making them available to the Authority on request.

Article 55: Investor support channel adequacy standards

(1) The investor support channels provided under Article 6(h) must meet the following adequacy standards:

(a) response time standards: operators must respond to routine client inquiries within 24 hours during business days, urgent matters requiring immediate attention within four hours, and critical issues affecting client access to funds or accounts immediately;

(b) availability requirements: support channels must be available during business hours as a minimum to provide extended support hours including at least one weekend day per week;

(c) communication channels: operators of an intermediary service classified as Category I must provide at minimum telephone and email support while operators of platforms classified as Category II or Category III must additionally provide in-app messaging and real-time chat functionality;

(d) language support: all support channels must be available in Kinyarwanda, English and French, with personnel capable of communicating effectively in all three languages;
(e) staffing requirements: operators must maintain sufficient qualified personnel with knowledge of capital market products, platform functionality, regulatory requirements and complaint resolution procedures, ensuring personnel receive ongoing training and supervision;
(f) escalation procedures: clear escalation pathways for complex issues or unresolved complaints, including access to senior management and compliance personnel when appropriate.

(2) Operators must maintain records of all client inquiries, complaints and support interactions, including timestamps, response times, nature of inquiry, resolution provided and client satisfaction indicators, for a period of at least seven years.

(3) The Authority may prescribe additional performance metrics, monitoring requirements and reporting obligations for investor support channels through directives, taking into account operator size, client base characteristics and the complexity of products offered.

Article 56: Client onboarding and assessment requirements

(1) The operator must not allow a retail client to open an account or make a first transaction until the client completes a plain-language onboarding training, correctly answers required comprehension questions, and provides sufficient information for the operator to assess identity, financial circumstances, investment objectives and risk tolerance in accordance with standards prescribed by the Authority.

(2) The onboarding process must collect and verify: (a) client identity in accordance with AML/CFT requirements; (b) financial circumstances including income, assets, liabilities and liquidity needs; (c) investment objectives including time horizon, return expectations and purpose; (d) risk tolerance and capacity to bear losses; (e) investment knowledge and experience; and (f) any other information necessary to assess suitability.

(3) The operator must ensure that client categorisation as retail or professional is accurately reflected in the platform's systems and that retail clients are prevented from accessing products designated as suitable only for professional clients in accordance with Article 48(2). Client accounts must be configured to restrict access based on client categorisation, and the operator must implement technical controls to enforce product segregation between retail-suitable products and professional-only products.

(4) Onboarding training and comprehension assessments must be provided in plain language appropriate to the target client base, in accordance with Article 26 (Language of disclosure

and documentation), designed to ensure clients understand the nature of capital market products, associated risks, fees and their rights and obligations; and subject to periodic review and update to reflect new products, features or regulatory requirements.

Section 5: Governance, reporting and record-keeping

Article 57: Governance, reporting and record-keeping

(1) Every operator establishes and maintains governance arrangements appropriate to its activities, scale and risk profile, including written internal policies, defined reporting lines and effective oversight of regulated functions.

(2) The operator submits quarterly reports to the Authority within 30 business days after quarter end, and annual reports within 90 business days after year end, or such other timeframes as prescribed by the Authority.

(3) Quarterly reports must include –
   (a) unaudited financial statements showing financial position, income, cash flows, and changes in equity;
   (b) statistics on trading and transaction activity including transaction volumes, values, and client participation rates;
   (c) client data including number of active clients, new client acquisitions, and client categorization by type;
   (d) operational performance metrics including platform uptime, system availability, incident reports, and complaint statistics;
   (e) compliance metrics including AML/CFT activities, breaches, and remedial actions; and (f) any material changes to business operations, systems, key personnel, or regulatory status.

(4) Annual reports must include all quarterly report components plus –

   (a) audited annual financial statements prepared in accordance with applicable accounting standards and audited by an independent auditor approved by the Authority;
   (b) detailed governance report including board composition, meeting attendance, key decisions, and effectiveness assessments;
   (c) comprehensive risk management report covering operational, financial, technological, compliance, and market risks;
   (d) technology and cybersecurity report including system changes, security incidents, testing results, and infrastructure upgrades;
   (e) client outcomes analysis including investment performance, complaint resolution, and client satisfaction metrics;
   (f) detailed AML/CFT compliance report;
   (g) capital adequacy assessment demonstrating compliance with minimum capital and liquid capital requirements; and
   (h) any other information required by the Authority through directive or specific request.

(5) The operator establishes a board of directors responsible for strategic oversight, ensuring compliance with these regulations, resource allocation, risk management, technology governance, cybersecurity, investor protection and operational resilience, and for maintaining proper governance records.

(6) Members of the board of directors and senior management must at all times satisfy fit-and-proper criteria prescribed by the Authority and collectively possess sufficient expertise in capital markets, technology, risk management, platform operations and regulatory compliance. The operator must notify the Authority of appointments, resignations or changes affecting such persons within prescribed timeframes.

(7) The operator maintains a management team accountable for day-to-day operations, compliance controls and accurate reporting to the board and the Authority, and ensures designated senior managers oversee key control areas including compliance, risk management, information security, onboarding, product governance, AML/CFT and client-asset safeguards.

(8) The operator maintains complete and accurate records of governance decisions, reports submitted, complaints, operational incidents and any material matters affecting its regulatory obligations for a period of ten years and makes such records available to the Authority upon request.

(9) The Authority may require the operator to remove, restrict or replace a board member or senior manager who fails to meet fit-and-proper, competence or integrity standards, and the operator must promptly remediate any deficiencies identified internally or by the Authority.

Article 58: Ongoing reporting and disclosure requirements

(1) A licensed operator submits to the Authority periodic reports in the form, manner and timeframes prescribed by the Authority, including –

(a) quarterly reports, submitted within 30 business days after the end of each quarter, on operational activities, transaction volumes, user metrics, platform performance, compliance status, and any material incidents or irregularities;
(b) annual reports, submitted within 90 business days after the end of each financial year, on financial performance, governance review, risk management assessment, audit findings, and compliance with ongoing regulatory obligations;
(c) ad-hoc reports on material changes, incidents, or circumstances that may affect the operator's ability to comply with these Regulations or that may pose a risk to investors or market integrity; and
(d) such other reports and information as the Authority may require from time to time for supervisory purposes.

(2) All reports submitted under this Article must be accurate, complete, and submitted within the timeframes prescribed by the Authority.

(3) The Authority may, by notice in writing, require an operator to provide additional information or clarification on any matter contained in a report submitted under this Article.

(4) Quarterly reports submitted under Paragraph (1)(a) include at a minimum –

(a) total number and value of transactions executed during the quarter;
(b) number of active users and new user registrations;
(c) details of any system outages, cybersecurity incidents, or operational disruptions;
(d) summary of customer complaints received and resolved;
(e) status of compliance with capital and liquidity requirements;
(f) any material changes to operations, systems, key personnel, or business model; and
(g) such other information as the Authority may specify in directives or guidelines.

(5) Annual reports submitted under Paragraph (1)(b) include at a minimum –

(a) audited financial statements prepared in accordance with applicable accounting standards;
(b) board of directors' report on governance, internal controls, and risk management;
(c) external audit report and management letter, including any findings or recommendations;
(d) compliance officer's report on adherence to regulatory obligations, including AML/CFT requirements;
(e) report on cybersecurity measures, incidents, and testing results;
(f) details of any changes in key personnel, board composition, or ownership structure; and
(g) forward-looking statement on business strategy and risk outlook for the coming year;

(6) All reports submitted under this Article must be accurate, complete, certified by an authorized officer of the operator, and submitted in the format prescribed by the Authority.

Section 6: Outsourcing and third-party risk

Article 59: Outsourcing governance

(1) An operator may outsource certain functions to third-party service providers in accordance with outsourcing standards issued by the Authority, provided that –

(a) the outsourcing arrangement does not diminish the operator's regulatory responsibilities or the Authority's supervisory ability;
(b)) the operator retains ultimate compliance accountability under these Regulations; and
(c) critical functions are identified and subject to enhanced controls.

(2) Outsourcing arrangements require prior notification to or approval from the Authority as prescribed by directive.

Article 60: Third-party risk management

The operator conducts comprehensive due diligence and ongoing monitoring of third-party service providers, including assessment of the service provider's financial stability, operational capacity, security controls, business continuity arrangements, and regulatory compliance history, in accordance with risk management standards and directives issued by the Authority (which may include due diligence criteria, monitoring requirements, service provider categorisation frameworks, and risk assessment methodologies), maintains appropriate contractual protections, and ensures the Authority's audit rights.

Article 61: Cloud and cross-border outsourcing

(1) Outsourcing arrangements involving cloud services or cross-border providers comply with applicable data protection, privacy, and cybersecurity laws of Rwanda and with cloud and cross-border outsourcing standards prescribed by the Authority through directives, and are subject to additional requirements including critical data, transaction records, and client information must be stored within Rwanda or in jurisdictions approved by the Authority with equivalent data protection standards;

(2) The Authority and the operator must maintain real-time access to data regardless of storage location;

(3) Data sovereignty and jurisdictional requirements under Rwanda law must be preserved and cross-border data transfers require prior notification to the Authority;

(4) Contingency arrangements must ensure data can be repatriated to Rwanda within prescribed timeframes.

(5) The Authority may prescribe additional cloud and cross-border outsourcing standards addressing matters including but not limited to service provider qualification criteria, data residency and localisation requirements, encryption and security standards, contractual terms and service level agreements, exit strategies and transition planning, concentration risk

limits, and regulatory approval processes for specific types of cloud or cross-border arrangements.

(6) For the avoidance of doubt, all operator data, systems, and records must comply with Rwanda's data residency and localization requirements as follows:

(a) primary data storage and processing systems must be located within Rwanda unless the operator has obtained prior written approval from the Authority to host data or systems outside Rwanda;
(b) where the Authority approves hosting of data or systems outside Rwanda, such approval is conditional upon the foreign jurisdiction having data protection standards substantially equivalent to those of Rwanda, the operator maintaining duplicate data copies in Rwanda with real-time synchronization, the Authority retaining unrestricted audit and inspection rights, and the operator ensuring that Rwanda law governs all data protection obligations;
(c) client personal information, transaction records, account data, and other critical data as defined by the Authority must at all times have a complete synchronized copy stored within Rwanda regardless of where primary systems are hosted;
(d) operators using cloud services or cross-border hosting arrangements remain fully responsible for compliance with Rwanda data protection laws and must ensure that service agreements include provisions for immediate data repatriation to Rwanda upon Authority request or in the event of service termination; and
(e) the Authority may revoke approval for foreign hosting and require immediate data repatriation if it determines that data protection, regulatory access, or investor protection is compromised.

CHAPTER IX: CLIENT PROTECTION AND PRODUCT GOVERNANCE

Article 62: Product listing and information requirements

(1) Before listing or offering any product on the platform, the operator must provide a summary setting out: (a) key features and terms of the offering; (b) management structure and parties responsible for product administration; (c) regulatory status and applicable investor protections; (d) principal risks including market, credit, liquidity, operational and any product-specific risks; (e) all fees, charges and costs including management fees, performance fees, transaction costs and any other expenses; (f) financial information including historical performance where available, with appropriate disclaimers; (g) liquidity terms including redemption procedures, lock-up periods and settlement timeframes; (h) complaints procedures and contact information for

investor queries; and (i) sources where further information may be found including prospectuses, offering documents or regulatory filings.

(2) Product summaries must be: (a) written in plain language accessible to retail investors; (b) provided in accordance with Article 26 (Language of disclosure and documentation); (c) prominently displayed before any transaction can be initiated; (d) updated promptly to reflect material changes; and (e) archived to maintain a record of information provided to clients at the time of investment.

Article 63: Product governance framework

(1) The operator must maintain product-governance arrangements including: (a) identifying the target market for each product based on client characteristics, investment objectives, risk tolerance and financial circumstances; (b) identifying any negative target market - categories of clients for whom the product is not suitable; (c) assessing product performance under normal market conditions and under stressed or adverse scenarios; (d) reviewing client outcomes to identify whether products are performing as expected and meeting client needs; (e) ensuring that marketing materials, product descriptions and recommendations align with the identified target market; and (f) establishing procedures for regular review and update of product governance arrangements.

(2) The operator must establish and maintain explicit product suitability classifications distinguishing between products suitable for retail clients and products suitable only for professional clients. The operator –

(a) classifies each product offered on the platform as either “retail-suitable” or “professional clients only” based on product complexity, risk profile, minimum investment amounts, liquidity characteristics, and potential for investor loss;
(b) ensures that products classified as “professional clients only” are not marketed to, offered to, or made accessible to retail clients through the platform;
(c) implements technical controls and user interface restrictions that prevent retail clients from viewing, accessing, or transacting in products designated as suitable only for professional clients;
(d) maintains clear documentation of the criteria and methodology used for product suitability classification;
(e) reviews product suitability classifications at least annually or when material changes occur to product features, risk profile, or regulatory requirements; and
(f) obtains prior written approval from the Authority before listing any product classified as suitable only for professional clients.

(3) Prior non-objection from the Authority is required before listing –

(a) any new product not previously offered through the platform;
(b) any materially modified product where changes affect risk profile, fees, liquidity terms or investor rights;
(c) any product designated as suitable only for professional clients under Paragraph (2) of this Article; or
(d) any product category designated by the Authority as requiring prior approval.

(4) Applications for prior non-objection must include –

(a) comprehensive product documentation;
(b) target market analysis and negative target market identification;
(c) risk assessment including stress testing results;
(d) explicit product suitability classification indicating whether the product is suitable for retail clients or suitable only for professional clients, together with detailed justification for such classification based on the criteria set out in Paragraph (2) of this Article;
(e) proposed disclosure materials in accordance with the provisions relating to the language of disclosure and documentation;
(f) details of the product provider and any material service providers; and
(g) any other information prescribed by the Authority.

(5) All product disclosures and marketing materials must be –

(a) provided in plain language;
(b) available in accessible formats including digital formats compatible with assistive technologies where appropriate; and
(c) fair, clear and not misleading.

Article 64: Client onboarding, suitability and product governance

(1) Prior non-objection is required for new or materially modified products.

(2) All disclosures must be provided in plain language and accessible formats.

(3) The use of behaviourally informed digital tools, including prompts, reminders, goal-tracking features and automated contributions, is governed by the relevant provisions of these Regulations.

(4) The Authority may issue further onboarding, suitability, disclosure, product-governance or client-handling requirements proportionate to an operator's category and risk profile.

CHAPTER X: SUPERVISION AND ENFORCEMENT

Section One: Supervisory powers

Article 65: Inspection and information gathering

(1) The Authority may conduct inspections, request information, access systems and records, and interview personnel in accordance with supervisory procedures established by the Authority to assess compliance with these Regulations.

(2) The Authority may share supervisory information with the Central Bank where necessary to fulfill its regulatory mandate, subject to confidentiality protections and applicable law.

(3) An operator and its personnel cooperate fully with the Authority during inspections and provide timely and accurate responses to information requests.

Article 66: Information-sharing and regulatory cooperation

(1) The Authority may share supervisory information with the Central Bank, domestic regulatory authorities, foreign financial regulators, tax authorities, law enforcement agencies, and other competent authorities where necessary to fulfill its regulatory mandate under these Regulations or applicable law.

(2) Information-sharing under this Article may be conducted pursuant to joint regulatory mandates as provided for in Article 67 of these Regulations.

Article 67: Joint regulatory mandate

(1) Where a joint mandate between regulators is created by law, regulations, written understanding, guidance notes, or any other binding or cooperative arrangement, all regulatory functions under these Regulations, including application assessment, licensing decisions, post-licensing obligations, notifications, license renewals, supervisory powers, and enforcement measures, are exercised in conformity with the terms of such joint mandate.

(2) However, nothing in these Regulations creates binding coordination obligations between regulators, joint decision-making authority, or shared supervisory responsibility except where expressly established by law or formal written agreement between the regulators.

Article 68: Powers of the authority

The Authority is entitled to free, full, unfettered, and timely access to the internal systems, documents, reports, records, and staff of the operator of a platform, and may exercise such access as it deems necessary.

Article 69: Remedial measures

(3) Where deficiencies are identified, the Authority may require corrective action plans, impose operational restrictions, or take such other supervisory measures as prescribed by directive, with timelines appropriate to the severity of the deficiency.

(4) An operator implements remedial measures within the timelines specified by the Authority and provide regular progress reports as required.

(5) Failure to implement remedial measures may result in further supervisory or enforcement action under these Regulations.

Section 2: Enforcement measures

Article 70: Administrative sanctions

(1) Where an operator breaches these Regulations, the Authority may impose administrative sanctions in accordance with the enforcement framework established by the Authority, including –

(a) written warnings;
(b) administrative pecuniary sanctions;
(c) restrictions on activities or client onboarding;
(d) suspension of licence or specific authorizations;
(e) public censure; or
(f) such other measures as prescribed by the Authority.

(2) Pecuniary sanctions are determined based on the severity of the breach, harm caused, benefit obtained, and the operator's compliance history, in accordance with the sanctions framework prescribed by the Authority.

(3) An operator must pay pecuniary sanctions within the timeframe prescribed by the Authority. Payment arrangements and late payment penalties are established by directive.

(4) An operator or affected person may appeal sanctions in accordance with procedures prescribed by the Authority and applicable law.

(5) Before imposing sanctions, the Authority affords the operator or affected person an opportunity to be heard in accordance with principles of natural justice and procedures prescribed by the Authority.

(6) Administrative sanctions do not preclude civil or criminal liability under applicable laws.

CHAPTER XI: TRANSITIONAL, MISCELLANEOUS AND FINAL PROVISIONS

Article 71: Transitional arrangements

(1) Any person providing intermediary services before commencement of these Regulations must apply for a licence within twelve (12) months from the date of entry into force of these Regulations.

(2) During the transitional period, existing operators are subject to interim restrictions and obligations in accordance with transitional directives issued by the Authority.

(3) The Authority may validate existing operators under an appropriate category.

(4) Operators licensed under Paragraph (1) of this Article must achieve full compliance with all requirements of these Regulations according to the following implementation timeline:

(a) within six months from the date of licensing: compliance with relevant governance requirements, including board composition, key personnel qualifications, and organizational structure;
(b) within nine months from the date of licensing: compliance with capital requirements, operational procedures, and disclosure requirements in accordance with the relevant provisions of these Regulations;
(c) within 12 months from the date of licensing: full compliance with technology and cybersecurity requirements in accordance with the relevant provisions of these Regulations, including system resilience, cybersecurity measures, and operational continuity arrangements; and
(d) within 18 months from the date of licensing: full compliance with all other requirements of these Regulations, including platform functionality standards, conduct standards, client protection measures, and outsourcing governance.

(5) An operator licensed during the transitional period must submit to the Authority a detailed implementation plan, approved by the operator's board of directors, within 30 days of receiving the licence, demonstrating how it will achieve compliance with the timelines set out in Paragraph (4) of this Article.

(6) The Authority may, upon application by an operator and where exceptional circumstances exist, grant an extension of up to six (6) months for compliance with specific requirements, provided that the operator demonstrates reasonable progress and a clear path to full compliance. No extension is granted beyond 24 months from the date of licensing.

Article 72: Prohibition on unauthorised activity

(1) No person may operate, market, promote or provide intermediary services relating to capital-market products in or into Rwanda without a valid licence or authorisation issued by the Authority.

(2) Where a person conducts unlicensed activities, the Authority may issue cease-and-desist directives, public warnings and referrals for investigation or prosecution in accordance with applicable laws.

(3) Where necessary to protect investors or the public, the Authority may request blocking, restriction or disabling of access to online platforms or websites, suspension of payment services or payment integrations or freezing of bank accounts, from the competent authority responsible for telecommunication networks, cybersecurity or digital-platform regulation, payment systems or financial services as applicable, in accordance with applicable ICT and cyber-security, payment systems and banking laws.

(4) Nothing in these Regulations authorises the Authority to implement or enforce network-level blocking measures independently of the competent authorities.

Article 73: Repealing provision

All prior regulatory provisions inconsistent with these Regulations are repealed.

Article 74: Language provision

These Regulations were drafted in English.

Article 75: Entry into force

These Regulation come into force on the date of their publication in the Official Gazette of the Republic of Rwanda.

Kigali.,

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Chief Executive Officer of the Capital Market Authority of Rwanda
Seen and sealed with the Seal of the Republic:
Dr UGIRASHEBUJA Emmanuel
Minister of Justice and Attorney General