



**CODE OF CONDUCT No. 001/CMA/2026 OF 16/OCTOBER/2026 FOR
DESIGNATED MARKET MAKERS FOR GOVERNMENT
SECURITIES IN RWANDA**

Table of Contents

PREAMBLE.....	Error! Bookmark not defined.
CHAPTER I: GENERAL PROVISIONS	3
Article 1: Purpose	5
Article 2: Definitions	5
Article 3: Scope and Application	6
Article 4: Professional Conduct	6
Article 5: Integrity, Fairness and Due Care.....	6
Article 6: Compliance with Laws and Regulatory Requirements	6
Article 7: Fit and Proper Conduct	7
CHAPTER II: MARKET MAKING OBLIGATIONS.....	7
Article 8: Two-sided quotes.....	7
Article 9: Firmness and Validity of Quotes	7
Article 10: Spreads and marketable amounts	7
Article 11: Trading hours and availability	8
Article 12: Conclusion and Reporting of Transactions	8
Article 13: Prohibited quoting practices	8
CHAPTER III: DEALING WITH INTEGRITY	8
Article 14: Fair Treatment of Clients and Counterparties.....	8
Article 15: Client Money and Securities	9
Article 16: Know Your Customer	9
Article 17: Confidentiality and Protection of Information.....	9
Article 18: Conflicts of Interest and Personal Account Dealing	9
Article 19: Market Abuse and Manipulative Practices	9
Article 20: Insider Dealing and Misuse of Information.....	10
Article 21: False, Misleading or Deceptive conduct.....	10
Article 22: Collusion and Anti-Competitive Practices.....	10
Article 23: Duty to Report Suspicious Conduct	10

CHAPTER IV: GOVERNANCE, RISK MANAGEMENT AND INTERNAL CONTROLS	11
Article 24: Governance and Compliance	11
Article 25: Risk Management and Exposure Limits	11
Article 26: Segregation of Duties	11
Article 27: Records and Internal Controls	11
Article 28: Business Continuity and Operational Resilience	12
CHAPTER V: REPORTING, SUPERVISION AND ETHICS	12
Article 29: Transaction Reporting.....	12
Article 30: Periodic Reporting	12
Article 31: Regulatory Cooperation and Inspection	12
Article 32: Gifts, Hospitality and Improper Benefits	12
Article 33: Fraud, Misrepresentation and Unethical Conduct	13
CHAPTER VI: ENFORCEMENT AND DISCIPLINARY MEASURES	13
Article 34: Compliance Monitoring.....	13
Article 35: Breach of the Code.....	13
Article 36: Disciplinary Measures	13
Article 37: Due Process	14
CHAPTER VII: SUSPENSION, TERMINATION AND MISCELLANEOUS PROVISIONS	14
Article 38: Suspension or restriction of Market Making Activities	14
Article 39: Termination of Market mMaker Status	15
Article 40: Amendment.....	15
Article 41: Entry into force	15

**CODE OF CONDUCT No. 001/CMA/2026 OF 16/OCTOBER/2026 FOR
DESIGNATED MARKET MAKERS FOR GOVERNMENT SECURITIES IN
RWANDA**

PREAMBLE

This Capital Market Code of Conduct is issued by the Capital Markets Authority to establish the ethical and professional standards applicable to designated market makers in Government securities.

It complements the capital market guidelines for designated market makers in Government securities, the market making agreement, and any directives or circulars issued by the Capital Markets Authority.

The Code promotes integrity, fairness, transparency, professionalism, and sound governance in the conduct of market-making activities, with the objective of strengthening investor confidence and supporting a liquid, efficient, and orderly secondary market for Government securities.

CHAPTER I: GENERAL PROVISIONS

Article 1: Purpose

This Code establishes standards of professional conduct and market practices to be observed by DMMGS in the secondary market for Government Securities. It is intended to promote market integrity, transparency, fair dealing, investor protection and effective liquidity.

Article 2: Definitions

In this Code, unless the context otherwise requires, the following terms have the meanings assigned to them:

- (a) **“Authority”** means the Capital Markets Authority (CMA) of Rwanda;
- (b) **“Relevant authority”** means CMA, the National Bank of Rwanda or the Rwanda Stock Exchange, as the case may be, acting within its mandate under the Guidelines;
- (c) **“Code”** means this Capital Market Code of Conduct for DMMGS in Rwanda;
- (a) **“Designated Market Maker for Government Securities (DMMGS)”** means a licensed dealer that has been given the status of market makers by Rwanda Stock Exchange on its exchange and has been designated by the National Bank of Rwanda, to undertake market-making activities for eligible Government Securities;
- (b) **Government Securities** means treasury bonds, or any other debt securities issued by or on behalf of the Government of Rwanda in accordance with the applicable laws and listed on Rwanda Stock Exchange;
- (c) **Guidelines** means the Capital Market Guidelines for Designated Market Makers for Government Securities in Rwanda issued by CMA; terms used in this Code that are defined in the Guidelines, including Eligible Government Securities and Framework, have the meaning given in the Guidelines;
- (d) **Market Making** means the activity of providing continuous two-sided quotations to buy and sell designated Government Securities in the secondary market and standing ready to transact at the quoted prices and amounts, subject to applicable requirements.
- (d) **Market Making Agreement** means the written agreement entered into between the National Bank of Rwanda and a market maker setting out the rights, obligations, performance standards, reporting requirements, and operational arrangements applicable under the Framework;
- (e) **Secondary Market** means the market in which Government Securities are traded after their initial issuance, through the Rwanda Stock Exchange;

- (e) **Counterparty** means a person or entity that enters into a transaction in Government Securities with a DMMGS;
- (f) **“Material Non-Public Information”** means information that is not publicly available and that, if made public, could reasonably be expected to have a significant effect on the price or value of Government Securities;
- (g) **“Market Abuse”** means conduct prohibited under applicable capital markets laws and regulations, including market manipulation, insider dealing and other conduct that undermines the integrity, fairness or orderly functioning of the market.

Article 3: Scope and Application

This Code applies to only all DMMGS operating in the secondary market for Government Securities in Rwanda, to their directors, officers, employees and other persons acting on their behalf in connection with market-making activities.

The Code shall be read together with applicable laws and regulations, trading and settlement rules, and the market making agreement. Where there is any inconsistency, the applicable law or regulation shall prevail.

Article 4: Professional Conduct

A DMMGS shall conduct its market-making activities honestly, fairly and professionally, with due skill, care and diligence. It shall act in a manner that promotes confidence in the secondary market for Government securities and protects market integrity.

A DMMGS shall ensure that its directors, officers and employees comply with this Code and with all applicable laws, regulations and market making rules.

Article 5: Integrity, Fairness and Due Care

A DMMGS shall deal fairly with clients and counterparties and shall not take unfair advantage of any person through misleading conduct, misuse of information or other improper practices.

A DMMGS shall maintain adequate systems, controls and procedures to ensure that its market-making activities are conducted in an orderly, transparent and responsible manner.

Article 6: Compliance with Laws and Regulatory Requirements

A DMMGS shall comply with all applicable laws, regulations, rules, directives and standards governing Government securities and market-making activities.

A DMMGS shall cooperate fully with the relevant authorities and shall promptly comply with lawful requests for information, records or explanations relating to its market-making activities.

The relevant authority shall monitor compliance with this Code and may take appropriate regulatory or disciplinary action for breaches in accordance with applicable laws and regulations.

Article 7: Fit and Proper Conduct

A DMMGS shall ensure that persons involved in its market-making activities are fit, proper, suitably qualified and competent to perform their duties.

The DMMGS shall provide appropriate training to its relevant personnel on market conduct, regulatory requirements, risk management, ethics and the obligations applicable to market-making activities.

CHAPTER II: MARKET MAKING OBLIGATIONS

Article 8: Two-sided Quotes

A DMMGS shall provide continuous and firm two-sided quotations to buy and sell Government Securities for which it has been designated, during the prescribed trading hours and in accordance with the applicable market-making rules and the Market making Agreement.

The quotations shall be provided in good faith and in marketable amounts and shall reflect prevailing market conditions.

Article 9: Firmness and Validity of Quotes

A quotation provided by a DMMGS shall be firm and binding for the specified amount and period, subject to the applicable trading rules and permitted exceptions.

A DMMGS shall not withdraw, change or cancel a quotation for the purpose of misleading market participants or avoiding a transaction after receiving a valid acceptance.

Article 10: Spreads and Marketable Amounts

A DMMGS shall maintain bid and offer spreads within the maximum limits specified in the Market Making Agreement and shall quote the minimum marketable amounts applicable to each designated Government security.

The relevant authority may review and adjust the applicable spreads and marketable amounts having regard to market conditions, liquidity and the development of the secondary market for Government securities.

Article 11: Trading Hours and Availability

A DMMGS shall remain available to provide market-making services throughout the prescribed trading hours, except where temporary suspension or withdrawal of quotations is permitted under applicable rules.

A DMMGS shall promptly notify the relevant authority of any material operational difficulty that may prevent it from meeting its market-making obligations.

Article 12: Conclusion and Reporting of Transactions

A DMMGS shall be bound by a transaction once the price and material terms have been agreed or matched in accordance with the applicable trading rules.

All concluded transactions shall be recorded and reported within the period and through the channels prescribed by the relevant authority. A DMMGS shall ensure that its transaction records are accurate and complete.

Article 13: Prohibited Quoting Practices

A DMMGS shall not place, maintain or withdraw quotations that are intended to mislead market participants, create a false appearance of liquidity or trading activity, or otherwise interfere with the fair and orderly functioning of the secondary market for Government securities.

A DMMGS shall not provide quotations that it does not intend or is not able to honour, except where withdrawal or amendment is permitted under applicable market rules.

CHAPTER III: DEALING WITH INTEGRITY

Article 14: Fair Treatment of Clients and Counterparties

A DMMGS shall deal with clients and counterparties fairly, honestly and professionally and shall not engage in any conduct that is misleading, deceptive or unfair.

A DMMGS shall provide clients and counterparties with information that is accurate, clear and sufficient to enable them to make informed decisions regarding transactions in Government securities.

Article 15: Client Money and Securities

A DMMGS shall safeguard client money and securities entrusted to it and shall handle them in accordance with applicable laws, regulations and market rules.

Client assets shall be properly identified and, where required by law, segregated from the assets of the DMMGS. A DMMGS shall not use client money or securities for its own benefit or for the benefit of another person without proper authorisation.

Article 16: Know Your Customer

A DMMGS shall establish and maintain appropriate procedures for customer identification, due diligence and ongoing monitoring in accordance with applicable laws and regulations.

A DMMGS shall take reasonable measures to prevent its market-making activities from being used for money laundering, terrorist financing or other unlawful activities and shall report suspicious transactions as required by law.

Article 17: Confidentiality and Protection of Information

A DMMGS shall keep confidential all non-public information relating to its clients, counterparties and transactions and shall use such information only for legitimate business and regulatory purposes.

Confidential information shall not be disclosed to any person except with the consent of the relevant client or counterparty, where required by law, or where disclosure is made to a competent authority in accordance with applicable requirements.

Article 18: Conflicts of Interest and Personal Account Dealing

A DMMGS shall establish and maintain effective arrangements to identify, prevent, manage and disclose conflicts of interest arising from its market-making activities.

Employees and other persons acting on behalf of a DMMGS shall not use confidential or material non-public information for personal benefit. Personal account dealing shall be subject to appropriate internal controls and shall comply with applicable laws and the DMMGS' approved policies.

Article 19: Market Abuse and Manipulative Practices

A DMMGS shall not engage in, facilitate or attempt to engage in any conduct that constitutes market abuse or that may undermine the integrity, fairness, transparency or orderly functioning of the secondary market for Government securities.

A DMMGS shall not engage in practices intended to create a false or misleading appearance of trading activity, demand, supply or price, including wash trades, matched orders, spoofing, layering, marking the close or any other manipulative practice prohibited by applicable law.

Article 20: Insider Dealing and Misuse of Information

A DMMGS, its directors, officers and employees shall not trade in Government securities while in possession of material non-public information where such conduct is prohibited by applicable law.

No person shall disclose or use material non-public information for personal benefit or for the benefit of another person, except where such disclosure or use is authorised by law.

Article 21: False, Misleading or Deceptive conduct

A DMMGS shall not make, publish or circulate any statement, information or report that is false, misleading or deceptive in relation to Government Securities or its market-making activities.

All information submitted to the relevant authority, clients, counterparties or the market shall be accurate, complete and provided within the prescribed time.

Article 22: Collusion and Anti-Competitive Practices

A DMMGS shall not collude with another DMMGS, client, counterparty or any other person to manipulate prices, coordinate bids or offers, restrict competition or otherwise distort trading in Government Securities.

A DMMGS shall not engage in any conduct intended to undermine fair competition or prevent the proper functioning and development of the secondary market for Government securities.

Article 23: Duty to Report Suspicious Conduct

A DMMGS that becomes aware of conduct that may constitute market abuse, manipulation, insider dealing, fraud or another serious breach of applicable requirements shall promptly report the matter to the relevant authority in accordance with applicable law and regulatory requirements. A person making a report in good faith shall be protected from retaliation and, where provided by applicable law or regulation, may benefit from incentives, including financial rewards or reduced liability for voluntary self-disclosure.

A DMMGS shall maintain appropriate internal procedures for identifying, recording and escalating suspected misconduct.

CHAPTER IV: GOVERNANCE, RISK MANAGEMENT AND INTERNAL CONTROLS

Article 24: Governance and Compliance

A DMMGS shall maintain an effective governance structure with clearly defined responsibilities for its Board of Directors, senior management and control functions.

The DMMGS shall maintain an independent compliance function responsible for monitoring compliance with applicable laws, regulations, this Code, Market making agreement and internal policies.

Article 25: Risk Management and Exposure Limits

A DMMGS shall establish and maintain an effective risk management framework appropriate to the nature, scale and complexity of its market-making activities.

The framework shall include appropriate trading, position, concentration and counterparty exposure limits, together with procedures for monitoring and managing risks and escalating any material breach of such limits.

Article 26: Segregation of Duties

A DMMGS shall maintain adequate segregation between trading, risk management, settlement, accounting and reconciliation functions to reduce the risk of error, fraud and conflicts of interest.

Where appropriate, responsibilities for dealing, confirmation, settlement and accounting shall be assigned to different persons or functions.

Article 27: Records and Internal Controls

A DMMGS shall maintain accurate and complete books, records and supporting documents relating to its market-making activities in accordance with applicable laws and regulatory requirements.

All transactions shall be recorded promptly and supported by appropriate confirmations, deal records and other required documentation. Internal controls shall be reviewed periodically to ensure their effectiveness.

Article 28: Business Continuity and Operational Resilience

A DMMGS shall maintain adequate systems, procedures and business continuity arrangements to ensure that its market-making activities can continue during operational disruptions.

The DMMGS shall take reasonable measures to protect its records, systems and confidential information against unauthorised access, loss or disruption.

CHAPTER V: REPORTING, SUPERVISION AND ETHICS

Article 29: Transaction Reporting

A DMMGS shall report all transactions in Government securities within the time, manner and format prescribed by the relevant authority and applicable market rules.

Transaction reports shall be accurate, complete and timely and shall contain all information required for effective monitoring and supervision of market making activities.

Article 30: Periodic Reporting

A DMMGS shall submit periodic reports on its market-making activities, performance and compliance as may be prescribed by the relevant authority, including on leverage ratios for their operations, which should take into account all outside borrowings as a multiplier of their net owned funds.

The reports shall include such information as may be required to assess compliance with market-making obligations, trading activity, liquidity provision and risk management.

Article 31: Regulatory Cooperation and Inspection

A DMMGS shall cooperate with the relevant authority in the supervision of its market-making activities and shall provide information, records and explanations reasonably required for regulatory purposes.

The relevant authority may inspect the records, systems and operations of a DMMGS in accordance with applicable laws, regulations and market making agreement. The DMMGS shall promptly address any deficiencies identified through supervision or inspection.

Article 32: Gifts, Hospitality and Improper Benefits

A DMMGS shall maintain a clear policy governing the giving and receiving of gifts, hospitality, entertainment and other benefits. Such benefits shall not influence, or appear to influence, professional judgment or business decisions.

A DMMGS shall not offer or accept any gift, payment, hospitality or other benefit intended to obtain an improper business advantage or that is prohibited under applicable anti-bribery, anti-corruption or securities laws.

Article 33: Fraud, Misrepresentation and Unethical Conduct

A DMMGS shall not engage in fraud, dishonesty, misrepresentation or any other unethical conduct in connection with its market-making activities.

A DMMGS shall maintain appropriate controls to prevent, detect and address fraudulent or unethical conduct by its directors, officers, or employees and shall take appropriate action where such conduct is identified.

CHAPTER VI: ENFORCEMENT AND DISCIPLINARY MEASURES

Article 34: Compliance Monitoring

A DMMGS shall maintain adequate procedures to monitor compliance with this Code, applicable laws, regulations, market rules and market making agreement. The compliance function shall promptly identify, record and report material breaches and ensure that appropriate corrective measures are taken.

Article 35: Breach of the Code

A DMMGS that breaches this Code, applicable market rules or its market-making obligations may be subject to appropriate regulatory or disciplinary measures in accordance with applicable laws and regulations.

The seriousness and circumstances of the breach, including its impact on the integrity and orderly functioning of the secondary market for Government securities, shall be taken into account when determining the appropriate measure.

Article 36: Disciplinary Measures

Where a breach is established, the relevant authority may impose one or more appropriate measures, including:

- (a) a warning or written reprimand;
- (b) a requirement to take corrective measures;

- (c) an administrative fine in accordance with the applicable capital markets law and CMA regulations on administrative sanctions, for breaches of market conduct rules;
- (d) a temporary restriction or suspension of market-making activities;
- (e) withdrawal or termination of the DMMGS status; or
- (f) any other measure permitted under applicable laws and regulations.

The imposition of a measure under this Code shall not prevent the relevant authority or another competent authority from taking any further action permitted by law.

Article 37: Due Process

Before imposing a disciplinary measure, the relevant authority shall notify the DMMG of the alleged breach and allow not less than fourteen (14) days to respond. When not satisfied by the answer, the DMMGS may appeal within fourteen (14) days to the Capital Market Independent Review Panel.

The decision of the relevant authority shall be in writing and shall state the facts established, the evidence relied upon and the reasons for the measure. The Capital Market Independent Review Panel shall decide on the appeal within [thirty (30)] days, and lodging an appeal shall not suspend the measure unless the Panel decides otherwise.

Any disciplinary measure shall be proportionate to the nature and seriousness of the breach and shall be imposed in accordance with applicable laws and regulatory procedures.

CHAPTER VII: SUSPENSION, TERMINATION AND MISCELLANEOUS PROVISIONS

Article 38: Suspension or Restriction of Market Making Activities

The relevant authority may suspend or restrict a DMMGS' market-making activities where the DMMGS materially breaches this Code, applicable laws, regulations, market rules or its market-making obligations.

The relevant authority may also impose a temporary suspension or restriction where necessary to protect the integrity, fairness or orderly functioning of the secondary market for Government securities.

Article 39: Termination of Designation

The National Bank of Rwanda may withdraw the designation, and the Rwanda Stock Exchange may revoke the market maker status, of a DMMGS in accordance with Articles 22 and 42 of the Guidelines, where the DMMGS:

- (a) seriously or repeatedly breaches this Code or applicable laws;
- (b) fails to meet the prescribed market-making obligations;
- (c) becomes insolvent, is wound up or ceases to conduct the relevant business;
- (d) no longer meets the applicable eligibility or regulatory requirements; or
- (e) engages in conduct that materially undermines the integrity or orderly functioning of the secondary market for Government securities.

The termination of market maker status shall be without prejudice to any other action that may be taken under applicable law.

Article 40: Amendment

The Authority may amend this Code where necessary in consultation with the National Bank of Rwanda and Rwanda Stock Exchange to reflect changes in legislation, market conditions or developments in the secondary market for Government securities.

Any amendment shall be communicated to DMMGS in accordance with applicable laws.

Article 41: Entry into force

This Code of Conduct shall enter into force on the date of approval by the Capital Markets Authority Board of Directors.

Done in Kigali, on 28 October 2026



Romeo NGARAMBE
Chief Executive Officer