

PAYCORE ÖDEME HİZMETLERİ TAKAS VE MUTABAKAT SİSTEMLERİ A.Ş.

System Rules prepared in compliance with Article 7 of the Regulation on the Operations of Payment and
System Rules

Version 4.2.



CONTENTS

Part 1 – Corporate Information: (Regulation 7/2/a).....	3
Part 2 – Procedures for System Participance, Exclusion from the System and Leaving the System (Regulation 7/2/b)	3
2.1. System Participance (Regulation 7/2/c).....	3
2.1.1. Minimum Technical Criteria Required for Participants.....	3
2.1.2. Minimum Financial Criteria Required for Participants.....	4
2.1.3 Minimum Administrative Criteria Required for Participants	4
2.2 Exclusion from the System	4
2.3 Leaving the System.....	5
Part 3 – System Participance Options (Regulation 7/2/l).....	5
3.1. Rules and Procedures Governing the Card Issuing System Participants	5
3.2. Rules and Procedures Governing Card Acquiring System Participants	5
3.3. Rules and Procedures Governing the System Participants with Special Status.....	6
Part 4 – Implementation Rules for Clearing, Settlement and Reconciliation Transactions in the System (Regulation 7/2/ç).....	6
4.1. General Principles for Clearing, Settlement and Reconciliation Transactions	6
4.2. Accounts to be Used in Clearing, Settlement and Reconciliation Transactions and Working Hours and Procedures (Regulation 7/2/d – 7/2/e).....	6
Part 5 – Transactions that may be Carried out on the System (Regulation 7/2/ğ).....	7
5.1. Transaction Types that may be Carried out on the System and Asset Types for the Transactions	7
5.2. Currencies with which transactions can be completed in the system (Regulation 7/2/h)	8
Part 6 – Transfer Orders (Regulation 7/2/f)	8
6.1. Entry of Transfer Order to the System.....	8
6.2. Transfer Order's Becoming Irrevocable in the System.....	8
6.3. Content, format and delivery methods of the messages concerning the transfer orders (Regulation 7/2/g).....	9
6.4. Refusal of the Transfer Orders by the Receiving Participant (Regulation 7/2/m)	9
Part 7 – Pricing Principles (Regulation 7/2/j).....	9
Part 8 – Security of the Information in the System (Regulation 7/2/ı)	9
Part 9 – Business Continuity Plan and Contingency Rules (Regulation 7/2/i).....	10
Part 10 – Failure to Comply with System Rules and Disciplinary Penalties (Regulation 7/2/k).....	11
Part 11 – Collateral, Credit and Guarantee Mechanisms (Regulation 7/2/n)	11
11.1. Collateral.....	11
11.2. Credit.....	11
11.3. Securities and Assets to be Accepted (Regulation 7/2/o)	11
11.4. System Participant's Contribution.....	11
Part 12 – Connection with Other Systems (Regulation 7/2/ö)	12
Part 13 – System Reconfiguration Plans (Regulation 7/2/r)	12
Part 14 – Chargebacks, Correction and Revocation of Incorrect Transactions (Regulation 7/2/s).....	12
Part 15 – Out-of-Court Methods to Resolve Conflicts (Regulation 7/2/p)	12

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Part 1 – Corporate Information: (Regulation 7/2/a)

Details of the System Operator;

Trade Name	: PAYCORE ÖDEME HİZMETLERİ TAKAS ve MUTABAKAT SİSTEMLERİ A.Ş.
Head Office Address	: Ayazağa Mahallesi, Mezarlık Sokak, No. 3, Sarıyer / İSTANBUL
Trade Registration Number	: 455719-0 / İstanbul Ticaret Sicil Müdürlüğü

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Part 2 – Procedures for System Participation, Exclusion from the System and Leaving the System (Regulation 7/2/b)**2.1. System Participation (Regulation 7/2/c)**

System participation will occur with the acceptance of the System Operator in line with the System Participation Policy. The System Participant shall be liable for signing the System Agreement which will be provided by the System Operator during the system participation process and for providing all documents requested in order to confirm that the system participant meets the technical, financial and administrative requirements. These System Rules shall constitute an integral part of the System Agreement signed by the System Participants.

The System Operator reserves the right to demand the System Participant provide a guarantee that the System Operator may deem fit after running its risk management processes after the evaluation of the application, in accordance with the provisions of Article 23 of the Regulation on Operations of Payment and Securities Settlement Systems. In line with this request, the System Participant shall be responsible for providing said guarantee prior to the beginning of their system participation.

The System Participant shall sign the System Agreement within 30 days after they agree to the System Rules and the System Operator confirms that the System Participant meets all the required criteria. Otherwise, the approval process shall be initiated again from the very beginning. Once all requirements have been fulfilled, the participation of the System Participant in the System shall be approved by a resolution of the Board of Directors and the System Participant shall be included in the system.

2.1.1. Minimum Technical Criteria Required for Participants

The System Participants desiring to participate in the System shall provide the infrastructure, equipment and software required for the services which they will receive from the System Operator or shall request from the System Operator to install and operate such infrastructure, hardware and software services by paying their costs as an integrated part of the services provided by the System Operator.

The System Participants are expected to meet the criteria specified in Part 4 of System Rules at minimum prior to the participation in the System, and comply with the principles prescribed under File Structure Documentation for Clearing and Settlement System Among Participants given in Annex-1 ("**KTH File Structure Documentation**") and Electronic File Transfer Implementation Rules ("**Electronic File Transfer Implementation Rules**") given in Annex-2.

The infrastructure, hardware and software required which are to be received as part of the services from the System Operator shall be aligned with the updated specifications as stated by the System Operator. Such specifications may be customized based on the services offered to the SystemParticipant and their wishes. During the period throughout which services are provided, the System Operator shall be entitled to inspect the System Participant with regard to infrastructure, hardware and software specifications; where it has been established that such infrastructure, hardware and software systems are not conforming to specification, the System Operator may, without the need to serve any notice and without liability for indemnification, unilaterally terminate the Agreement of the System Participant.

2.1.2. Minimum Financial Criteria Required for Participants

As part of the assessment for financial risk, the System Participant shall be inspected in terms of their capital adequacy, quality of assets, form of management, profitability, liquidity position, funding structure and financiers, and System Participant's conformity for participation in the system shall be established within the framework of the System Operator's risk management processes.

2.1.3 Minimum Administrative Criteria Required for Participants

The System Participant shall be liable for disclosing and providing the latest versions of the following documents during the system participation process:

- Annual Activity Report / Financial Statements/ Independent Audit Report
- Certificate of incorporation and/or certificate of activity obtained from the affiliated TradeRegistry Office
- A certificate obtained from the relevant regulatory authority evidencing the trade activity under the permission of a permit/license
- Procedures regarding the Prevention of Fraud and Laundering of Criminal Revenues
- Business Plan

If deemed necessary by the System Operator, other documents may also be requested from the System Participant and its shareholders as a requirement of the completion of the work.

In addition, if deemed necessary, up-to-date financial information is requested from the participant every 3 months

2.2 Exclusion from the System

When and if the System Participant:

- Fails or is unable to fulfil their obligations regarding settlement transactions and processes,
- No longer meets the technical, financial and administrative qualifications which they met during

- acceptance to the system, and where related documents are inaccurate,
- Fails to fulfil its undertaking for providing the infrastructure, hardware and software required during acceptance to the system within such a period of time as is granted by the System Operator,
 - Fails to provide the requested amount of guarantee as may be requested by the System Operator during or after acceptance to the system,
 - Fails to duly inform the System Operator when and where changes occurred to the information or other documents provided during acceptance to the System,
 - Receives disciplinary punishment three times consecutively within the same year for failure to comply with the system rules, and
 - If the permit/license granted by the relevant regulatory authority has been cancelled or revoked in any other manner.

then, the System Operator shall be entitled to terminate the Agreement immediately without paying any indemnification. The decision to exclude the System Participant from the System shall become effective after all pending transactions of the System Participant have been completed and it shall be implemented so that no further transaction shall be conducted after exclusion from the system.

2.3 Leaving the System

A System Participant desiring to leave the system shall submit a written application to the System Operator. The Parties shall mutually agree on a period for leaving the system, having a duration of no less than 6 months. The System Participant agrees to pay at least half of the system participation fee for the remaining period of the agreement to the System Operator as a "termination cost".

Part 3 – System Participation Options (Regulation 7/2/I)

There are two options for participating in the system as follows:

- (i) Card issuing organization
- (ii) Card acquiring organization

All System Participants are, in addition to the System Rules, subject to the System Agreement and its policies, procedures, implementation, circulars and other regulator provisions as may be issued and announced to the Participants by the System Operator from time to time.

3.1. Rules and Procedures Governing the Card Issuing System Participants

Card Issuing System Participants shall be subject to the following rules and procedures.

- (i) Card Issuing System Participants must conduct the settlement transactions as per the principles set out in Article 4 of the System Rules and must transfer the relevant payments to the System Operator's account. In the case of any delay, the System Operator shall charge interest to the System Participant by Overnight Borrowing Rate of the Central Bank of the Republic of Turkey for the delayed amount of settlement.
- (ii) The System Operator may publish circular with regard to the processes which System Participants must comply with on the basis of the services offered to System Participants and the System Participant must comply with such circulars and updated versions of such circulars (as of the effective date).

3.2. Rules and Procedures Governing Card Acquiring System Participants

Card Acquiring System Participants shall be subject to the following rules and procedures.

- (i) System Participant must, with regard to merchant acceptance, implement rules prescribed by national and international card system organizations. It is mandatory to use PCI approved software, hardware and systems for the channels used by the System Participants if they are card acquiring organizations (POS, ATM, Virtual POS).
- (ii) In order to conduct clearing transactions as referred to Under Article 4 of the System Rules, Card Acquiring System Participants must send the cash transactions **within a maximum period of 6 days** and the shopping transactions **within a maximum period of 30 days**. Whether the transactions not sent for clearing within such period will be accepted by the System or not shall be decided by the System Operator.
- (iii) The System Operator may publish circulars regarding the processes which System Participants must comply with to receive the services offered to System Participants, and the System Participant must comply with such circulars and updated versions of such circulars (as of the effective date).
- (iv) With regard to the transactions sent to the System for clearing, the rights of the System Operator shall be reserved if there are any potential objections from the cardholders who initiated the transaction.

3.3. Rules and Procedures Governing the System Participants with Special Status

For the System Participants with whom relations are established as per the Public Procurement Law no. 4734 and Public Procurement Contracts Law no. 4735 and other secondary public procurement legislation ("**Public Procurement Legislation**") and are included in the System under this scope, these System Rules shall be implemented to the extent that they are not in conflict with the Public Procurement Legislation.

Part 4 – Implementation Rules for Clearing, Settlement and Reconciliation Transactions in the System (Regulation 7/2/ç)

The methods to be adopted as per the rules for the implementation of rules for the clearing, reconciliation and settlement of transactions in the system as well as transactions conducted among System Participants as well as the role of the System Operator within the context of clearing, settlement and reconciliation of these transactions are given in this section.

For clarifying the periods of time given in this section;

- **t** : Refers to the transaction day
- **t + 1** : Refers to the clearing day
- **t + 2** : Refers to the reconciliation day

4.1. General Principles for Clearing, Settlement and Reconciliation Transactions

The methods to be applied for the clearing and settlement of the transactions in the System and the principles regarding the implementation of such methods are given below:

4.2. Accounts to be Used in Clearing, Settlement and Reconciliation Transactions and Working Hours and Procedures (Regulation 7/2/d – 7/2/e)

The Accounts to be Used in Clearing, Settlement and Reconciliation Transactions:

DENİZBANK	ELMADAĞ TİCARİ	TL	1224207-351	TR37 0013 4000 0012 2420 7000 19
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General Working Hours of the System:

The System is capable of working 24 hours/7 days a week.

Sending and Receiving Clearing Records to/from the System Operator:

The System Participants shall ensure that the details of all transactions conducted via merchant POS and ATM devices on **t day** until 23:59 are sent to (S)FTP environment until 13:00 on **t+1 day** in accordance with the KTH File Structure File in Annex 1 and as per the rules described in ElectronicFile Transfer Implementation Rules document.

Conducting Clearing and Netting Transactions and Sharing with System Participants:

The clearing transactions transferred to the system and the data clarifying such transactions shall be received by the System until 13:00 on **t+1 day**. In line with the details and information submitted to (S)FTP by each System Participant, the System Operator shall create individual reconciliation reports. The relevant reports shall be transferred to (S)FTP addresses of System Participants until 16:00 on **t+1 day**. The list of relevant reports is described in KTH File Structure Document.

A copy of the reports sent by the System Operator to the System Participants as per the KTH File Structure Document shall be retained by the System Operator for a period of 10 (ten) business days and if requested, may be re-sent to System Participants. Payments and collections shall be conducted through Takas bank accounts of the System Operator specific to the relevant System Participant.

Conducting Reconciliation and Payments:

Reconciliation transaction shall be conducted on the first business day (**t+2**) following the clearing day (**t+1**). Based on the reconciliation reports created specifically for System Participants, on the settlement date (**t+2**) payments or collections shall be made according to net debt or receivables of the System Participants. If System Participants have net debts, they shall pay the relevant amounts to the bank account notified by the System Operator via EFT until 13:00 on the reconciliation date (**t+2**). If System Participants have net receivables, they shall pay the relevant amounts to the bank account notified by the System Operator via EFT until 15:00 on the reconciliation date (**t+2**).

Pursuant to KTH, only the transactions with an amount of TL 1,000,000 (Turkish Lira) and below shall be conducted on the System. The transactions over TL 1,000,000 (Turkish Lira) are required to be sent to clearing by dividing the transaction. Transactions in excess of said amount shall be rejected by the System pursuant to KTH with an alert stating, "the amount of transaction may not be higher than the set limit".

The Participants shall make the payments until 10:00 at the latest on half-business days. The reconciliation of the transactions for which the reconciliation day (**t+2**) corresponds to a public holiday and weekend shall be completed in the first following business day.

Part 5 – Transactions that may be Carried out on the System (Regulation 7/2/ğ)

5.1. Transaction Types that may be Carried out on the System and Asset Types for the Transactions

The asset types for the transactions are limited to the bank money, no transaction can be made in any other security.

Transaction Explanation	Financial Impact of the Transaction According to the Source Member
Sales	RECEIVABLE
Receivable	DEBT
Cash Advance	RECEIVABLE
Money Transfer	DEBT
Sales Charge Back	RECEIVABLE
Receivable Charge Back	DEBT
Cash Advance Charge Back	RECEIVABLE
Money Transfer Charge Back	DEBT
Sales Cancellation	DEBT
Receivable Cancellation	RECEIVABLE
Cash Advance Cancellation	DEBT
Money Transfer Cancellation	RECEIVABLE
Sales Charge Back Cancellation	DEBT
Receivable Charge Back Cancellation	RECEIVABLE
Cash Advance Charge Back Cancellation	DEBT
Money Transfer Charge Back	RECEIVABLE
Fee Charged	RECEIVABLE
Fee Paid	DEBT
Price for the Service Received	RECEIVABLE
Price for the Service Provided	DEBT

5.2. Currencies with which transactions can be completed in the system (Regulation 7/2/h)

Only settlement currencies of the relevant national and/or international card system organizations shall be used. Turkish Lira (TRY) is used for local transactions, and United States Dollar (USD) is used for international transactions. With mutual Agreement between System Participants and the System Operator, it will be possible to ensure clearing of new currencies and/or acceptance of any new payment instruments; however, in most cases the transaction shall be conducted in TRY unless the transaction is at an international level.

Part 6 – Transfer Orders (Regulation 7/2/f)

6.1. Entry of Transfer Order to the System

As given in Article 4.2 of the System Rules, the transfer order will have been entered into the system once the Card Acquiring System Participant sends the clearing records to the System Operator.

6.2. Transfer Order's Becoming Irrevocable in the System

The moment the transfer order becomes irrevocable is considered with the same regard as to the moment the order is entered into the system.

6.3. Content, format and delivery methods of the messages concerning the transfer orders(Regulation 7/2/g)

The message content and format of the transfer order shall be in alignment with the **KTH File Structure Document** given in Annex-1, and the delivery method is specified under **Electronic File Transfer Implementation Rules** given in Annex-2.

6.4. Refusal of the Transfer Orders by the Receiving Participant (Regulation 7/2/m)

The transfer orders received by the System may not be refused by the receiving System Participant.

Part 7 – Pricing Principles (Regulation 7/2/j)

The services received by the System Participant shall be determined under the scope of the following criteria.

The pricing policy which will be applied by the System Operator for the System Participant shall be decided according to one or more of the following criteria after the completion of required assessments by running the risk management processes of the System Operator:

- (i)** Feasibility of the Work (Cost, Income and Financial Ratios)
- (ii)** Strategic Importance of the Participant
- (iii)** Current Product Size of the Participant
- (iv)** Business Plan Regarding Current Products of the Participant
- (v)** New Work Potential of the Participant
- (vi)** Strategic Importance of the Work

The price level and structure to be determined at the end of this process shall be approved by the Board of Directors of the System Operator.

Part 8 – Security of the Information in the System (Regulation 7/2/i)

The System Participant shall create roles and responsibilities regarding information security and establish an information security policy and information security event management process. Risks to information security shall be evaluated on a continuous basis, and any actions taken against risks to information security shall be monitored by the System Participant's management. PIN details entered by the Customers and sensitive information regarding the transactions to be conducted shall be delivered in an encrypted form through the network inside and outside of the device. The System Participant shall establish written procedures regarding the generation of passwords that need to be used as part of cryptographic key management, delivery of the said passwords to the relevant persons and any transactions made regarding the use of passwords. Measures against fires, flood etc. shall be adopted by the System Participant. Each password/varying password received as pre-defined on all servers, databases, operating system and services of the System Participants shall be changed by the System Participant so that it may not be easily guessed. The System Participant shall be responsible for installing any required updates and patches to its system components either automatically or at regular periods in order to eliminate security vulnerabilities. System Participant's security practices must ensure that users and system processes may be defined individually. Access configuration and identity authorization must be used for logical access controls for users who have access to the systems on site and from a distance.

There is an authorization process created for physical access to critical IT locations. A process is developed for the logging (audit trail log) and monitoring of accesses to critical IT locations. Devices are to be established which are able to record any physical access to critical IT locations. (For example: Magnetic cards, numeric keypads, closed-circuit television, biometric scanner and similar mechanisms) Monitoring mechanisms that will detect the environmental threats (humidity, fire, heat, etc.) are used at critical IT locations. The critical IT locations are supported by uninterruptable power supplies (UPS) and generators.

The System Participant will create and implement an access control procedure which manages the access control authorization process on the basis of system and application. Application and System Participant access rights are regularly reviewed. The System Participant maintains additional audit trails and regularly reviews users and system accounts with additional privileges. In addition, a security log is maintained at the system, database and application level for critical and high-risk assets on the corporation network. The security log must contain username, event type, date and time, successful / unsuccessful indicator, impacted asset name or ID details. Best password practices (such as minimum length, character structure, expiration date, re-use etc.) are defined.

System Participant must also establish and maintain mechanisms aligned with the standards of national or international card system organizations.

Part 9 – Business Continuity Plan and Contingency Rules (Regulation 7/2/i)

If the System Operator fails, for any reason, to carry out the file transfer in (S)FTP infrastructure, then it will deliver the reports given in KTH File Structure Documentation on a USB Memory stick or portable disk to the System Operator within such a period of time as prescribed under Section 4 of these System Rules. The fact that the file has not been received by the System Participant shall not change System Participant's payment obligations under the scope of reconciliation.

If the System Participant fails to ensure the transfer of the files specified in KTH File Structure Documentation within the time period stated in Section 4 of these System Rules, the information in the relevant file must be sent to the System Operator in the next day. The System Participant is obliged to ensure timely payments as specified in the reconciliation reports provided by the System Operator.

If the System Participant connections cannot be used due to an emergency occurring on the System Operator's systems, the procedures described in the Contingency Plan shall be implemented. If there are any software or hardware problems suffered by the System Operator's systems, System Operator shall submit the reconciliation reports to the participants within t+2 at the latest.

A Business Continuity plan test shall be conducted each year with the participation of System Operator and critical service providers. The points which need to be developed after the business continuity test shall be assessed by the management of the System Participant. If necessary, projects shall be initiated for the points which need to be developed. The projects intended to increase Business and IT continuity shall be monitored by the management team.

Part 10 – Failure to Comply with System Rules and Disciplinary Penalties (Regulation 7/2/k)

If and where the System Participant acts in compliance with the rules specified under the SystemRules and System Agreement but fails to meet the technical, financial and administrative requirements, the System Participant, under the permission of the System Operator, (i) may be granted a period of time to make the required corrections, (ii) may be excluded from the system, (iii) transactions may be suspended for a certain period of time, (iv) fines may be determined by the System Operator and notified to the System Participants and be subsequently implemented and/or (v) a guarantee may be requested from the Participant if no guarantee was previously requested or a new guarantee may be requested in addition to any prior guarantees. All such notifications shall be served to the System Operator in writing. The System Operator reserves the right to claim pecuniary and/or non-pecuniary compensation suffered by them for such a reason.

Part 11 – Collateral, Credit and Guarantee Mechanisms (Regulation 7/2/n)

Principles regarding collateral guarantee, credit and guarantee mechanisms shall be prescribed by the System Operator at least within the conditions given in this section.

11.1. Collateral

Collateral of such amount as determined by the System Operator may be requested from System Participants, and the amount of such collateral shall not be less than 3 times more of the daily average of the turnover of the System Participant for the last 3 months. Although the agreed amount of guarantee may be requested by the System Operator during the system participation, it may also be requested after the system participation when the System Operator evaluates the System Participant, and an amount received as guarantee in advance may also be requested to be increased by the System Operator.

11.2. Credit

The payment obligations of the System Participants at the card system organizations may be fulfilled by our party before the System Participant makes payment to us. In such case, the clearing debt of the relevant System Participant shall be credited by our party.

11.3. Securities and Assets to be Accepted (Regulation 7/2/o)

The collateral may be received in the form of letter of a guarantee or cash. If the collateral will be in the form of a letter of guarantee, it will be in the form of a final and indefinite letter of guarantee to be provided by an independent third party other than the System Participant. The ability of the independent party to provide the letter of guarantee shall be subject to prior evaluation by the System Operator.

In the case of failure to ensure timely payment of the daily net clearing debt, an interest at the rate of Overnight Borrowing Interest Rate of the Central Bank of the Republic of Turkey shall be charged.

11.4. System Participant's Contribution

All expenses relating to the letter of guarantee shall be borne by the System Participants. The contributions collected from the System Participants may be used subject to receiving permission from the Central Bank of the Republic of Turkey and accordance with the conditions of said permission.

Part 12 – Connection with Other Systems (Regulation 7/2/ö)

System Operator may establish a direct or indirect connection with other systems at home or abroad (e.g. BKM, MasterCard, Visa, JCB etc.) in relation to the system. The System Operator currently has direct communication with MasterCard, BKM and VISA, and has indirect communication with JCB through BKM and MasterCard. The connection of System Operator with other card system organizations has been created as a back-up taking into consideration the risks which may result from other systems.

Part 13 – System Reconfiguration Plans (Regulation 7/2/r)

In the case of financial problems, liquidity squeeze, problems regarding capital adequacy or structural/inherent weakness suffered by the System Participants or the System Operator although the mechanisms agreed under the scope of Article 23 of the Regulation on Operations of the Payment and Securities Settlement Systems were used, firstly sufficient financing support (capital increase, borrowing at an interest rate at market conditions etc.) shall be received from the principal shareholders, and if this is not sufficient, the loan agreements then in force shall be put into practice so that the System Operator may use credits from banks in the short term.

Part 14 – Chargebacks, Correction and Revocation of Incorrect Transactions (Regulation 7/2/s)

With regard to incorrect transactions conducted in the system, the System Operator shall inform the System Participants as soon as possible and disclose the action plans to the relevant participant for the correction of the same. All incoming and outgoing files must be sent in accordance with the formats specified in **KTH File Structure Document**, considering the methods and rules given in **Electronic File Transfer Implementation Rules**, which is an annex constituting an integral part of these System Rules. If an incorrect record is identified during the controls running of the end-of-day clearing programs, the clearing end-of-day process will be terminated, the records will be corrected, and the clearing end-of-day process will be resumed. In this case, reconciliation routines shall not be continued. After successful completion of the end-of-day process, reconciliation routines shall be ended.

The files rejected as part of the controls must be re-generated in accordance with the KTH File Structure Documentation. The System Operator shall not be liable for damages which the System Participants may suffer for reasons such as failure by the relevant System Participant to satisfy such a request or make any corrections to satisfy said request.

Chargebacks and document requests shall be submitted, evaluated and finalized in accordance with the rules set out in "**System Operator Chargeback Rules**" attached hereto as an integral part of these System Rules.

Part 15 – Out-of-Court Methods to Resolve Conflicts (Regulation 7/2/p)

Not applicable.