

Directive 2001/34/EC of the European Parliament and of the Council of 28 May 2001 on the admission of securities to official stock exchange listing and on information to be published on those securities

TABLE OF CONTENTS

RECITALS

TITLE I: DEFINITIONS AND SCOPE OF APPLICATION

Chapter I: Definitions

Article 1

Chapter II: Scope of application

Article 2

Article 3

Article 4

TITLE II: GENERAL PROVISIONS CONCERNING THE OFFICIAL LISTING OF SECURITIES

Chapter I: General conditions for admission

Article 5

Article 6

Article 7

Chapter II: More stringent or additional conditions and obligations

Article 8

Chapter III: Derogations

Article 9

Article 10

Chapter IV: Powers of the national competent authorities

Section 1: Decision of admission

Article 11

Article 12

Article 13

Article 14

Article 15

Section 2: Information requested by the competent authorities

Article 16

Section 3: Actions against an issuer failing to comply to the obligations resulting from admission

Article 17

Section 4: Suspension and discontinuance

Article 18

Section 5: Right to apply to the courts in case of refusal of admission or discontinuance

Article 19

TITLE III: PARTICULAR CONDITIONS RELATING TO OFFICIAL LISTING OF SECURITIES

Chapter I: Publication of listing particulars for admission

Section 1: General provisions

Article 20

Article 21

Article 22

Section 2: Partial or complete exemption from the obligation to publish listing particulars

Article 23

Section 3: Permitted omission from the listing particulars of certain information

Article 24

Section 4: Contents of the listing of particulars in certain specific cases

Article 25

Article 26

Article 27

Article 28

Article 29

Article 30

Article 31

Article 32

Article 33

Article 34

Section 5: Control and circulation of listing particulars

Article 35

Article 36

Section 6: Determination of the competent authority

Article 37

Section 7: Mutual recognition

Article 38

Article 39

Article 40

Section 8: Negotiations with non-member countries

Article 41

Chapter II: Particular conditions for the admission of shares

Section 1: Conditions relating to companies for the shares of which admission to official listing is sought

Article 42

Article 43

Article 44

Section 2: Conditions relating to the shares for which admission is sought

Article 45

Article 46

Article 47

Article 48

Article 49

Article 50

Article 51

Chapter III: Particular conditions relating to the admission to the official listing of debt securities issued by an undertaking

Section 1: Conditions relating to undertakings for the debt securities of which admission to official listing is sought

Article 52

Section 2: Conditions relating to the debt securities for which admission to official listing is sought

Article 53

Article 54

Article 55

Article 56

Article 57

Section 3: Other conditions

Article 58

Article 59

Chapter IV: Particular conditions relating to the admission to official listing of debt securities issued by a State, its regional or local authorities or a public international body

Article 60

Article 61

Article 62

Article 63

TITLE IV: ONGOING OBLIGATIONS RELATING TO SECURITIES ADMITTED TO OFFICIAL LISTING

Chapter I: Obligations of companies whose shares are admitted to official listing

Section 1: Listing of newly issued shares of the same class

Article 64

Section 2: Treatment of shareholders

Article 65

Section 3: Amendment of the instrument of incorporation or the statutes

Article 66

Section 4: Annual accounts and annual report

Article 67

Section 5: Additional information

Article 68

Section 6: Equivalence of information

Article 69

Section 7: Periodical information to be published

Article 70

Article 71

Section 8: Publication

and contents of the half-yearly report
 Article 72
 Article 73
 Article 74
 Article 75
 Article 76
 Article 77
 Chapter II: Obligation of issuers whose debt securities are admitted to official listing
 Section 1: Debt securities issued by an undertaking
 Article 78
 Article 79
 Article 80
 Article 81
 Article 82
 Section 2: Debt securities issued by a State or its regional or local authorities or by a public international body
 Article 83
 Article 84
 Chapter III: Obligations relating to the information to be published when a major holding in a listed company is acquired or disposed of
 Section 1: General provisions
 Article 85
 Article 86
 Article 87
 Article 88
 Section 2: Information when a major holding is acquired or disposed of
 Article 89
 Article 90
 Article 91
 Section 3: Determination of the voting rights
 Article 92
 Section 4: Exemptions
 Article 93
 Article 94
 Article 95
 Section 5: Competent authorities
 Article 96
 Section 6: Sanctions
 Article 97
 TITLE V: PUBLICATION AND COMMUNICATION OF THE INFORMATION
 Chapter I: Publication and communication of listing particulars for the admission of securities to the official stock exchange listing
 Section 1: Procedures and period of publication of listing particulars and their supplements
 Article 98
 Article 99
 Article 100
 Section 2: Prior communication to the competent authorities of the means of publication
 Article 101
 Chapter II: Publication and communication of information after listing
 Article 102
 Chapter III: Languages
 Article 103
 Article 104
 TITLE VI: COMPETENT AUTHORITIES AND COOPERATION BETWEEN MEMBER STATES
 Article 105
 Article 106
 Article 107
 TITLE VII: CONTACT COMMITTEE
 Chapter 1: Composition, working and tasks of the Committee
 Article 108
 Chapter II: Adaptation of the amount of equity market capitalisation
 Article 109
 TITLE VIII: FINAL PROVISIONS
 Article 110
 Article 111
 Article 112
 Article 113
 Annex I — Schedule of listing particulars for the admission of securities to the official stock exchange listing
 Annex II — Part A: Repealed Directives and their successive amendments
 Annex II — Part B: Deadlines for transposition into national law
 Annex III — Correlation table

TITLE I

DEFINITIONS AND SCOPE OF APPLICATION

CHAPTER I

Definitions

Article 1 For the purposes of this Directive: ‘issuers’ shall mean companies...

CHAPTER II

Scope of application

Article 2 (1) Articles 5 to 19, 42 to 69, and 78...

Article 3

Article 4

TITLE II

GENERAL PROVISIONS CONCERNING THE OFFICIAL LISTING OF SECURITIES

CHAPTER I

General conditions for admission

- Article 5 Member States shall ensure that: securities may not be admitted...
Article 6 (1) The admission of securities to official listing shall be...
Article 7 Member States may not make the admission to official listing...

CHAPTER II

More stringent or additional conditions and obligations

- Article 8 (1) Subject to the prohibitions provided for in Article 7...

CHAPTER III

Derogations

- Article 9 Any derogations from the conditions for the admission of securities...
Article 10 Member States may decide not to apply the conditions set...

CHAPTER IV

Powers of the national competent authorities

Section 1

Decision of admission

- Article 11 (1) The competent authorities referred to in Article 105 shall...
Article 12 By way of derogation from Article 8, Member States may,...
Article 13 (1) Where applications are to be made simultaneously or within...
Article 14 The competent authorities may refuse to admit to official listing...
Article 15 Where an application for admission to official listing relates to...

Section 2

Information requested by the competent authorities

- Article 16 (1) An issuer whose securities are admitted to official listing...

Section 3

Action against an issuer failing to comply with the obligations resulting from admission

Article 17 Without prejudice to any other action or penalties which they...

Section 4

Suspension and discontinuance

Article 18 (1) The competent authorities may decide to suspend the listing...

Section 5

Right to apply to the courts in case of refusal of admission or discontinuance

Article 19 (1) Member States shall ensure decisions of the competent authorities...

TITLE III

PARTICULAR CONDITIONS RELATING TO OFFICIAL LISTINGS OF SECURITIES

CHAPTER I

Publication of listing particulars for admission

Section 1

General provisions

Article 20
 Article 21
 Article 22

Section 2

Partial or complete exemption from the obligation to publish listing particulars

Article 23

Section 3

Permitted omission from listing particulars of certain information

Article 24

Section 4

Contents of listing of particulars in specific cases

Article 25

Article 26	.....
Article 27	.....
Article 28	.....
Article 29	.....
Article 30	.....
Article 31	.....
Article 32	.....
Article 33	.....
Article 34	.....

Section 5

Control and circulation of listing particulars

Article 35	.....
Article 36	.....

Section 6

Determination of the competent authority

Article 37
------------	-------

Section 7

Mutual recognition

Article 38	.....
Article 39	.....
Article 40	.....

Section 8

Agreements with non-member countries

Article 41
------------	-------

CHAPTER II

Specific conditions for the admission of shares

Section 1

Conditions relating to companies for the shares of which admission to official listing is sought

Article 42	The legal position of the company must be in conformity...
Article 43	(1) The foreseeable market capitalisation of the shares for which...
Article 44	A company must have published or filed its annual accounts...

Section 2

Conditions relating to the shares for which admission is sought

- Article 45 The legal position of the shares must be in conformity...
Article 46 (1) The shares must be freely negotiable.
Article 47 Where public issue precedes admission to official listing, the first...
Article 48 (1) A sufficient number of shares must be distributed to...
Article 49 (1) The application for admission to official listing must cover...
Article 50 (1) For the admission to official listing of shares issued...
Article 51 If the shares issued by a company which is a...

CHAPTER III

Particular conditions relating to the admission to official listing of debt securities issued by an undertaking

Section 1

Conditions relating to undertakings for the debt securities of which admission to official listing is sought

- Article 52 The legal position of the undertaking must be in conformity...

Section 2

Conditions relating to the debt securities for which admission to official listing is sought

- Article 53 The legal position of the debt securities must be in...
Article 54 (1) The debt securities must be freely negotiable.
Article 55 Where public issue precedes admission to official listing, the first...
Article 56 The application for admission to official listing must cover all...
Article 57 (1) For the admission to official listing of debt securities...

Section 3

Other conditions

- Article 58 (1) The amount of the loan may not be less...
Article 59 (1) Convertible or exchangeable debentures and debentures with warrants may...

CHAPTER IV

Particular conditions relating to the admission to official listing of Debt securities issued by a State, its regional or local authorities or a public international body

- Article 60 The debt securities must be freely negotiable.
Article 61 Where public issue precedes admission to official listing, the first...
Article 62 The application for admission to official listing must cover all...

Article 63 (1) For the admission to official listing of debt securities...

TITLE IV

OBLIGATIONS RELATING TO SECURITIES ADMITTED TO OFFICIAL LISTING

CHAPTER I

Obligations of companies whose shares are admitted to official listing

Section 1

Listing of newly issued shares of the same class

Article 64 Without prejudice to Article 49(2), in the case of a...

Section 2

Treatment of shareholders

Article 65

Section 3

Amendment of the instrument of incorporation or the statutes

Article 66

Section 4

Annual accounts and annual report

Article 67

Section 5

Additional information

Article 68

Section 6

Equivalence of information

Article 69

Section 7

Periodical information to be published

Article 70

Article 71

Section 8

Publication and contents of the half-yearly report

Article 72	.....
Article 73	.....
Article 74	.....
Article 75	.....
Article 76	.....
Article 77	.....

CHAPTER II

Obligation of issuers whose debt securities are admitted to official listing

Section 1

Debt securities issued by an undertaking

Article 78	.....
Article 79	.....
Article 80	.....
Article 81	.....
Article 82	.....

Section 2

Debt securities issued by a State or its regional or local authorities or by a public international body

Article 83	.....
Article 84	.....

CHAPTER III

Obligations relating to the information to be published when a major holding in a listed company is acquired or disposed of

Section 1

General provisions

Article 85	.....
Article 86	.....
Article 87	.....
Article 88	.....

Section 2

Information when a major holding is acquired or disposed of

Article 89	.....
Article 90	.....

Article 91

Section 3

Determination of the voting rights

Article 92

Section 4

Exemptions

Article 93

Article 94

Article 95

Section 5

Competent authorities

Article 96

Section 6

Sanctions

Article 97

TITLE V

PUBLICATION AND COMMUNICATION OF THE INFORMATION

CHAPTER I

Publication and communication of listing particulars for the admission of securities to the official stock exchange listing

Section 1

Procedures and period of publication of listing particulars and their supplements

Article 98

Article 99

Article 100

Section 2

Prior communication to the competent authorities of the means of publication

Article 101

CHAPTER II

Publication and communication of information after listing

Article 102

CHAPTER III

Languages

Article 103

Article 104

TITLE VI

COMPETENT AUTHORITIES AND COOPERATION BETWEEN MEMBER STATES

Article 105 (1) Member States shall ensure that this Directive is applied...

Article 106 The competent authorities shall cooperate whenever necessary for the purpose...

Article 107 (1) Member States shall provide that all persons employed or...

TITLE VII

CONTACT COMMITTEE

CHAPTER I

Composition, working and tasks of the Committee

Article 108

CHAPTER II

Adaptation of the amount of equity market capitalisation

Article 109 (1) For the purpose of adjusting, in the light of...

TITLE VIII

FINAL PROVISIONS

Article 110 The Member States shall communicate to the Commission the texts...

Article 111 (1) Directives 79/279/EEC, 80/390/EEC, 82/121/EEC and 88/627/EEC, as amended by...

Article 112 This Directive shall enter into force the twentieth day following...

Article 113 This Directive is addressed to the Member States.

ANNEX I

SCHEDULE OF LISTING PARTICULARS FOR THE ADMISSION OF SECURITIES TO THE OFFICIAL STOCK EXCHANGE LISTING

SCHEDULE A for listing particulars for the admission of shares to...

Chapter 1

Information concerning those responsible for listing particulars and the auditing...

Chapter 2

Information concerning admission to official listing and the shares for...

Chapter 3

General information about the issuer and its capital

Chapter 4

Information concerning the issuer's activities

Chapter 5

Information concerning the issuer's assets and liabilities, financial position and...

Chapter 6

Information concerning administration, management and supervision

Chapter 7

Information concerning the recent development and prospects of the issuer...

SCHEDULE B for listing particulars for the admission of debt securities...

Chapter 1

Information concerning those responsible for listing particulars and the auditing...

Chapter 2

Information concerning loans and the admission of debt securities to...

Chapter 3

General information about the issuer and its capital

Chapter 4

Information concerning the issuer's activities

Chapter 5

Information concerning the issuer's assets and liabilities, financial position and...

Chapter 6

Information concerning administration, management and supervision

Chapter 7

Information concerning the recent development and prospects of the issuer...

SCHEDULE C for listing particulars for the admission of certificates representing...

Chapter 1

General information about the issuer

Chapter 2

Information on the certificates themselves

ANNEX II

PART A

ANNEX II

PART B

ANNEX III

CORRELATION TABLE

Status: EU Directives are being published on this site to aid cross referencing from UK legislation. After IP completion day (31 December 2020 11pm) no further amendments will be applied to this version.

- (1) [OJ C 116, 20.4.2001, p. 69.](#)
- (2) Opinion of the European Parliament of 14 March 2001 (not yet published in the Official Journal) and Council Decision of 7 May 2001.
- (3) [OJ L 66, 16.3.1979, p. 21.](#) Directive as last amended by Directive 88/627/EEC ([OJ L 348, 17.12.1988, p. 62.](#))
- (4) [OJ L 100, 17.4.1980, p. 1.](#) Directive as last amended by European Parliament and Council Directive 94/18/EC ([OJ L 135, 31.5.1994, p. 1.](#))
- (5) [OJ L 48, 20.2.1982, p. 26.](#)
- (6) [OJ L 348, 17.12.1988, p. 62.](#)
- (7) [OJ L 124, 5.5.1989, p. 8.](#)
- (8) [OJ L 222, 14.8.1978, p. 11.](#) Directive as last amended by Directive 1999/60/EC ([OJ L 162, 26.6.1999, p. 65.](#))