

---

 STATUTORY INSTRUMENTS
 

---

1984 No. 716

## SECURITIES

**The Stock Exchange (Listing) Regulations 1984***Laid before Parliament in draft**Made - - - - 22nd May 1984**Coming into Operation**in relation to  
securities referred  
to, and to the  
extent therein  
mentioned, in  
regulation 1(2)(a)**1st June 1984**in all other respects**1st January 1985*

Whereas a draft of these regulations has been approved by each House of Parliament in pursuance of paragraph 2(2) of Schedule 2 to the European Communities Act 1972(a).

Now, therefore, the Secretary of State, being a minister designated for the purposes of section 2(2) of that Act in relation to matters relating to listing of securities on a stock exchange and to information concerning listed securities(b), in exercise of the powers conferred by that section, and of all other powers enabling him, hereby makes the following regulations—

*Citation, commencement and extent*

1.—(1) These regulations may be cited as The Stock Exchange (Listing) Regulations 1984.

(2) (a) To the extent that these regulations relate to the conditions of admission of securities to official listing they shall come into operation, in relation only to securities offered by or on behalf of a Minister of the Crown or a body corporate controlled by a Minister of the Crown or a subsidiary of such a body corporate within the meaning of section 154 of the Companies Act 1948(c), on the tenth day after the day on which they are made;

(b) in all other respects they shall come into operation on 1 January 1985.

(3) These regulations extend to Northern Ireland.

---

(a) 1972 c.68.

(b) S.I. 1981/206.

(c) 1948 c.38.

(4) For the purpose of paragraph (2) of this regulation, a body is controlled by a Minister of the Crown if a Minister of the Crown is entitled to exercise or control the exercise of more than one half of the voting rights attributable to its ordinary share capital which are exercisable in all circumstances at general meetings.

#### *Interpretation*

2.—(1) In these regulations, unless the context otherwise requires, the following expressions have the following meanings—

“the Admission directive” means Council Directive No. 79/279/EEC co-ordinating the conditions for the admission of securities to official stock exchange listing(a);

“admission to official listing” means admission of securities to the Official List of The Stock Exchange and “official listing” shall be construed accordingly;

“the Companies Acts” means the Companies Act 1948(b) and the Companies Act (Northern Ireland) 1960(c);

“the Council” means the Council of The Stock Exchange;

“the directives” means the Admission directive, the Interim Reports directive and the Listing Particulars directive;

“the Interim Reports directive” means Council Directive No. 82/121/EEC on information to be published on a regular basis by companies the shares of which have been admitted to official stock exchange listing(d);

“the Listing Particulars directive” means Council Directive No. 80/390/EEC co-ordinating the requirements for the drawing-up, scrutiny and distribution of the listing particulars to be published for the admission of securities to official stock exchange listing(e);

and references to an article or other provision of any of the directives shall be taken as a reference to that article or other provision as set out in Schedule 1 to these regulations.

(2) Expressions used in the directives shall, unless the context otherwise requires, have the same meaning in these regulations as in the directives.

#### *Conditions of admission to official listing and obligations of companies and other issuers*

3.—(1) Subject to regulation 6 below, the requirements of the directives as regards—

(a) the conditions of admission of securities to official listing;

(b) the obligations of issuers of securities admitted to official listing;

---

(a) OJ No L 66, 16. 3. 1979, p. 21.

(b) 1948 c.38.

(c) 1960 c.22 (N.I.).

(d) OJ No L 48, 20. 2. 1982, p. 26.

(e) OJ No L 100, 17. 4. 1980, p. 1.

(c) in relation to interim reports, the obligations of companies the shares of which are admitted to official listing, shall have effect and be applied accordingly.

(2) Companies and other issuers shall accordingly be subject to the obligations referred to in paragraph (1) of this regulation whether admission preceded or follows the date these regulations come into force.

(3) Nothing in these regulations shall affect any power of the Council, whether under the Deed of Settlement of The Stock Exchange or otherwise, whether a power to impose more stringent or additional conditions or obligations or any other power, so long as any such power is not exercised in a manner inconsistent with the directives.

#### *Competent authority*

4.—(1) The Council shall be the competent authority for all purposes under the directives and shall have all the powers required to be conferred on or which member states are permitted to confer on such competent authority by the directives.

(2) The Council may arrange for the discharge of its functions as competent authority by any committee, sub-committee, officer or employee of the Council.

(3) The restrictions referred to in Article 19 of the Admission directive and Article 25 of the Listing Particulars directive shall apply to persons employed by or formerly employed by the Council in the exercise of its functions as competent authority.

#### *Listing particulars*

5.—(1) The obligation referred to in paragraph 1 of Article 4 of the Listing Particulars directive shall be incumbent upon the persons referred to in paragraph 2 of that Article.

(2) In the event of non-compliance with or contravention of the obligation referred to in paragraph 1 of Article 4 of the Listing Particulars directive a person referred to in paragraph 2 of that Article shall not incur any liability by reason of the non-compliance or contravention if—

- (a) as regards any matter not disclosed he proves that he was not cognisant thereof; or
- (b) he proves that the non-compliance or contravention arose from an honest mistake of fact on his part; or
- (c) the non-compliance or contravention was in respect of matters which in the opinion of the court dealing with the case were immaterial or was otherwise such as ought, in the opinion of that court, having regard to all the circumstances of the case, reasonably to be excused.

(3) Nothing in this regulation shall limit or diminish any liability which any person may incur under the general law apart from these regulations.

#### *Member State options*

6. Schedule 2 to these regulations shall have effect for the purpose of determining the extent to which and the manner in which provisions of the directives shall apply for the purposes of these regulations.

*Interaction with other law relating to issues and offers*

7.—(1) Where application has been made to the Council for admission of any securities to official listing, and the Council has approved the applicable listing particulars, then—

- (a) a form of application for any of those securities, if issued with a document which sets out the approved listing particulars or indicates where they can be obtained or inspected, need not have with it the prospectus otherwise required by the Companies Acts;
- (b) in relation to an offer of any of those securities for subscription or purchase, made by means of such a document as above-mentioned, provisions of the Companies Acts otherwise applicable with respect to prospectuses and their contents, or with respect to the consequences attending the issue of a prospectus, or the inclusion of any statement in, or the omission of anything from, a prospectus shall not apply;
- (c) if the approved listing particulars have been published in accordance with the directives, and an offer of any of the securities for subscription or purchase is made by means of a document which does not set out the published listing particulars but indicates where they can be obtained or inspected, the validity of the offer, or of any transaction entered into by reference to it, shall not be impugned on the grounds of absence of notice, or insufficient notice, of any matter comprised in the particulars;
- (d) for the purposes of any provision (other than in the Companies Acts) which depends for its operation on a prospectus complying with any requirement of those Acts, a prospectus setting out the approved listing particulars shall be deemed to comply with that requirement and, if delivered to the registrar of companies in England and Wales for registration, to have been so delivered in pursuance of section 41 of the Companies Act 1948(a).

(2) Where application has been made to the Council for admission of any securities to official listing, then in relation to any offer of those securities for subscription or sale—

- (a) section 423(2) of the Companies Act 1948 (offer of shares or debentures of overseas company deemed not an offer to the public if made to professional investor) shall apply for the purposes of Part II of that Act as well as for those of Part X; and
- (b) section 371(2) of the Companies Act (Northern Ireland) 1960(b) (provision corresponding to section 423(2)) shall apply for the purposes of Part II of that Act as well as for those of Part XI of it.

(3) A document relating to securities which have been admitted to official listing, or in respect of which listing particulars have been approved by the Council, shall not be subject to the restrictions in relation to distribution imposed by section 14(1) of the Prevention of Fraud (Investments) Act 1958(c) or section 13(1) of the Prevention of Fraud (Investments) Act (Northern Ireland) 1940(d) (circulars relating to investments), if—

- (a) it contains nothing but matter which the directives require (in whatever terms) to be made generally available; or

---

(a) 1948 c.38.

(b) 1960 c.22 (N.I.).

(c) 1958 c.45.

(d) 1940 c.9 (N.I.).



- (b) it is subject to any requirement of the directives (however expressed) that it be submitted to the Council for clearance and has been so submitted and cleared.
- (4) Section 39 of the Companies Act 1948 and section 39 of the Companies Act (Northern Ireland) 1960 (both of which sections provide for a stock exchange certificate relaxing prospectus requirements where application is made for official listing) are hereby repealed, and also—
- (a) in the Companies Act 1948—
- (i) in section 38(1) and (3), the words “Subject to the next following section” (twice),
  - (ii) in section 41(1)(b)(i), the words from “or, if in the case of a prospectus” to “memorandum of that contract”, and
  - (iii) in section 50, subsection (7);
- (b) in the Prevention of Fraud (Investments) Act 1958—
- (i) in section 2(2)(b), (c) and (d), the words “or by section thirty-nine of that Act” (three times), and
  - (ii) in section 14(2)(a) and (b), the same words (twice);
- (c) in the Companies Act (Northern Ireland) 1960—
- (i) in section 38(1), the words “Subject to section thirty-nine”,
  - (ii) in section 38(3), “and section thirty-nine”,
  - (iii) in section 41(1)(b)(i), the words from “or, if in the case of a prospectus” to “memorandum of that contract”, and
  - (iv) in section 50, subsection (7);
- (d) in the Prevention of Fraud (Investments) Act (Northern Ireland) 1940—
- (i) in section 2(2)(b), (c) and (d), the words “or by section thirty-nine of that Act” (three times), and
  - (ii) in section 13(2)(a) and (b), the same words (twice).
- (5) On or before the date of publication of listing particulars in accordance with the directives, a copy of the listing particulars shall be delivered to the registrar of companies in England and Wales or in Scotland, as the case may be, or, in the case of a company incorporated in Northern Ireland, to the registrar of companies in Northern Ireland.
- (6) Any document which is published as, or containing, listing particulars shall, on the face of it, state that a copy of those listing particulars have been delivered for registration as required by this regulation.
- (7) If any such document is published without a copy of the relevant listing particulars having been delivered under this regulation to the registrar, the issuer and every person who is knowingly a party to the publication of the particulars shall be liable on summary conviction to a fine not exceeding one-fifth of the statutory maximum, or £2000, whichever is the lesser, or on conviction after continued contravention, a default fine not exceeding one-fiftieth of the statutory maximum, or £100, whichever is the lesser.

(8) In this regulation, “statutory maximum”—

- (a) in relation to England and Wales and Scotland has the meaning given by section 74 of the Criminal Justice Act 1982(a),
- (b) in relation to Northern Ireland, has the same meaning as in the Companies (Northern Ireland) Order 1981(b), as for the time being in force;

and this regulation shall be an enactment to which section 80(2) of the Companies Act 1980(c) and Article 81(2) of the Companies (Northern Ireland) Order 1981 (meaning of “default fine”) apply.

(9) For the avoidance of doubt, it is hereby declared that, save as provided in this regulation, nothing in these regulations shall affect any obligation on issuers of securities admitted to official listing imposed or to be imposed by or under any other enactment.

#### *Liability*

**8.—(1)** Neither the Council nor any other person shall be liable in damages by reason only of non-compliance with or contravention of any obligation (other than that referred to in paragraph 1 of Article 4 of the Listing Particulars directive) imposed by or by virtue of these regulations, nor shall the Council be so liable in respect of anything done or omitted to be done by it in connection with its functions as competent authority unless the act or omission complained of was done or omitted to be done in bad faith.

(2) No transaction shall be void or voidable by reason only of the fact that it was entered into in contravention of, or not in conformity with, these regulations.

22nd May 1984.

*Alexander Fletcher,*  
Parliamentary Under-Secretary of State,  
Department of Trade and Industry.

---

(a) 1982 c.48.  
(b) S.I. 1981/83 (N.I.19).  
(c) 1980 c.22.

## SCHEDULES

## SCHEDULE 1—THE DIRECTIVES

Regulation 2

*The Admission directive***COUNCIL DIRECTIVE****of 5 March 1979****coordinating the conditions for the admission of securities to official stock exchange listing**

(79/279/EEC)

THE COUNCIL OF THE EUROPEAN COMMUNITIES.

Having regard to the Treaty establishing the European Economic Community, and in particular Articles 54 (3) (g) and 100 thereof,

Having regard to the proposal from the Commission <sup>(1)</sup>,

Having regard to the opinion of the European Parliament <sup>(2)</sup>,

Having regard to the opinion of the Economic and Social Committee <sup>(3)</sup>,

Whereas the coordination of the conditions for the admission of securities to official listing on stock exchanges situated or operating in the Member States is likely to provide equivalent protection for investors at Community level, because of the more uniform guarantees offered to investors in the various Member States; whereas it will facilitate both the admission to official stock exchange listing, in each such State, of securities from other Member States and the listing of any given security on a number of stock exchanges in the Community; whereas it will accordingly make for greater interpenetration of national securities markets and therefore contribute to the prospect of establishing a European capital market;

Whereas such coordination must therefore

apply to securities, independently of the legal status of their issuers, and must therefore also apply to securities issued by non-member States or their regional or local authorities or international public bodies; whereas this Directive therefore covers entities not covered by the second paragraph of Article 58 of the Treaty and goes beyond the scope of Article 54 (3) (g) while directly affecting the establishment and functioning of the common market within the meaning of Article 100;

Whereas there should be the possibility of a right to apply to the courts against decisions by the competent national authorities in respect of the application of this Directive, although such right to apply must not be allowed to restrict the discretion of these authorities;

Whereas, initially, this coordination should be sufficiently flexible to enable account to be taken of present differences in the structures of securities markets in the Member States and to enable the Member States to take account of any specific situations with which they may be confronted;

Whereas, for this reason, coordination should first be limited to the establishment of minimum conditions for the admission of securities to official listing on stock exchanges situated or operating in the Member States, without however giving issuers any right to listing;

<sup>(1)</sup> OJ No C 56, 10. 3. 1976, p. 3.

<sup>(2)</sup> OJ No C 238, 11. 10. 1976, p. 38.

<sup>(3)</sup> OJ No C 204, 30. 8. 1976, p. 5.

Whereas, this partial coordination of the conditions for admission to official listing constitutes a first step towards subsequent closer alignment of the rules of Member States in this field,

HAS ADOPTED THIS DIRECTIVE:

## SECTION I General provisions

### *Article 1*

1. This Directive concerns securities which are admitted to official listing or are the subject of an application for admission to official listing on a stock exchange situated or operating within a Member State.

2. Member States may decide not to apply this Directive to:

- units issued by collective investment undertakings other than the closed-end type,
- securities issued by a Member State or its regional or local authorities.

### *Article 2*

For the purposes of applying this Directive:

- (a) collective investment undertakings other than the closed-end type shall mean unit trusts and investment companies:
- the object of which is the collective investment of capital provided by the public, and which operate on the principle of risk spreading, and
  - the units of which are, at the request of holders, repurchased or redeemed, directly or indirectly, out of the assets of these undertakings. Action taken by such undertakings to ensure that the stock exchange value of its units does not significantly vary from their net asset value shall be regarded as equivalent to such repurchase or redemption;
- (b) units shall mean securities issued by collective investment undertakings as representing the rights of participants in the assets of such undertakings;

- (c) European unit of account shall mean the unit of account as defined in Article 10 of the Financial Regulation of 21 December 1977 applicable to the general budget of the European Communities <sup>(1)</sup>.

### *Article 3*

Member States shall ensure that:

- securities may not be admitted to official listing on any stock exchange situated or operating within their territory unless the conditions laid down by this Directive are satisfied, and that
- issuers of securities admitted to such official listing, whether admission takes place before or after the date on which this Directive is implemented, are subject to the obligations provided for by this Directive.

### *Article 4*

1. The admission of securities to official listing shall be subject to the conditions set out in Schedules A and B to this Directive, relating to shares and debt securities respectively.

2. The issuers of securities admitted to official listing must fulfil the obligations set out in Schedules C and D to this Directive, relating to shares and debt securities respectively.

3. Certificates representing shares may be admitted to official listing only if the issuer of the shares represented fulfils the conditions set out in I (1) to I (3) of Schedule A and the obligations set out in Schedule C and if the certificates fulfil the conditions set out in II (1) to II (6) of Schedule A.

### *Article 5*

1. Subject to the prohibitions provided for in Article 6 and in Schedules A and B, the Member States may make the admission of securities to official listing subject to more stringent conditions than those set out in Schedules A and B or to additional conditions, provided that these more

<sup>(1)</sup> OJ No L 356, 31. 12. 1977, p. 1.

stringent and additional conditions apply generally for all issuers or for individual classes of issuer and that they have been published before application for admission of such securities is made.

2. Member States may make the issuers of securities admitted to official listing subject to more stringent obligations than those set out in Schedules C and D or to additional obligations, provided that these more stringent and additional obligations apply generally for all issuers or for individual classes of issuer.

3. Member States may, under the same conditions as those laid down in Article 7, authorize derogations from the additional or more stringent conditions and obligations referred to in paragraphs 1 and 2 hereof.

4. Member States may, in accordance with the applicable national rules require issuers of securities admitted to official listing to inform the public on a regular basis of their financial position and the general course of their business.

#### *Article 6*

Member States may not make the admission to official listing of securities issued by companies or other legal persons which are nationals of another Member State subject to the condition that the securities must already have been admitted to official listing on a stock exchange situated or operating in one of the Member States.

#### *Article 7*

Any derogations from the conditions for the admission of securities to official listing which may be authorized in accordance with Schedules A and B must apply generally for all issuers where the circumstances justifying them are similar.

#### *Article 8*

Member States may decide not to apply the conditions set out in Schedule B and the obligations set out in A (4) (a) and (c) of Schedule D in respect of applications for admission to official listing of debt securities issued by companies and other legal persons which are nationals of a

Member State and which are set up by, governed by or managed pursuant to a special law where repayments and interest payments in respect of those securities are guaranteed by a Member State or one of its federal states.

## SECTION II

### **Authorities competent to admit securities to official listing**

#### *Article 9*

1. Member States shall designate the national authority or authorities competent to decide on the admission of securities to official listing on a stock exchange situated or operating within their territories and shall ensure that this Directive is applied. They shall inform the Commission accordingly, indicating, if appropriate, how duties have been allocated.

2. Member States shall ensure that the competent authorities have such powers as may be necessary for the exercise of their duties.

3. Without prejudice to the other powers conferred upon them, the competent authorities may reject an application for the admission of a security to official listing if, in their opinion, the issuer's situation is such that admission would be detrimental to investors' interests.

#### *Article 10*

By way of derogation from Article 5, Member States may, solely in the interests of protecting the investors, give the competent authorities power to make the admission of a security to official listing subject to any special condition which the competent authorities consider appropriate and of which they have explicitly informed the applicant.

#### *Article 11*

The competent authorities may refuse to admit to official listing a security already officially listed in another Member State where the issuer fails to comply with the obligations resulting from admission in that Member State.

*Article 12*

Without prejudice to any other action or penalties which they may contemplate in the event of failure on the part of the issuer to comply with the obligations resulting from admission to official listing, the competent authorities may make public the fact that an issuer is failing to comply with those obligations.

*Article 13*

1. An issuer whose securities are admitted to official listing shall provide the competent authorities with all the information which the latter consider appropriate in order to protect investors or ensure the smooth operation of the market.

2. Where protection of investors or the smooth operation of the market so requires, an issuer may be required by the competent authorities to publish such information in such a form and within such time limits as they consider appropriate. Should the issuer fail to comply with such requirement, the competent authorities may themselves publish such information after having heard the issuer.

*Article 14*

1. The competent authorities may decide to suspend the listing of a security where the smooth operation of the market is, or may be, temporarily jeopardized or where protection of investors so requires.

2. The competent authorities may decide that the listing of the security be discontinued where they are satisfied that, owing to special circumstances, normal regular dealings in a security are no longer possible.

*Article 15*

1. Member States shall ensure decisions of the competent authorities refusing the admission of a security to official listing or discontinuing such a listing shall be subject to the right to apply to the courts.

2. An applicant shall be notified of a decision regarding his application for admission to official listing within six months of receipt of the application or,

should the competent authority require any further information within that period, within six months of the applicant's supplying such information.

3. Failure to give a decision within the time limit specified in paragraph 2 shall be deemed a rejection of the application. Such rejection shall give rise to the right to apply to the courts provided for in paragraph 1.

*Article 16*

Where an application for admission to official listing relates to certificates representing shares, the application shall be considered only if the competent authorities are of the opinion that the issuer of the certificates is offering adequate safeguards for the protection of investors.

## SECTION III

**Publication of the information to be made available to the public***Article 17*

1. The information which issuers of a security admitted to official listing in a Member State are required to make available to the public in accordance with the requirements of Schedules C and D shall be published in one or more newspapers distributed throughout the Member State or distributed widely therein or shall be made available to the public either in writing in places indicated by announcements to be published in one or more newspapers distributed throughout the Member State or widely distributed therein or by other equivalent means approved by the competent authorities. The issuers must simultaneously send such information to the competent authorities.

2. The information referred to in paragraph 1 shall be published in the official language or languages, or in one of the official languages or in another language provided that in the Member State in question the official language or languages or such other language is or are customary in the sphere of finance and accepted by the competent authorities.

## SECTION IV

## Cooperation between Member States

*Article 18*

1. The competent authorities shall cooperate wherever necessary for the purpose of carrying out their duties and shall exchange any information required for that purpose.

2. Where applications are to be made simultaneously or within short intervals of one another for admission of the same securities to official listing on stock exchanges situated or operating in more than one Member State, or where an application for admission is made in respect of a security already listed on a stock exchange in another Member State, the competent authorities shall communicate with each other and make such arrangements as may be necessary to expedite the procedure and simplify as far as possible the formalities and any additional conditions required for admission of the security concerned.

3. In order to facilitate the work of the competent authorities, any application for the admission of a security to official listing on a stock exchange situated or operating in a Member State must state whether a similar application is being or has been made in another Member State, or will be made in the near future.

*Article 19*

1. Member States shall provide that all persons employed or formerly employed by the competent authorities shall be bound by professional secrecy. This means that any confidential information received in the course of their duties may not be divulged to any person or authority except by virtue of provisions laid down by law.

2. Paragraph 1 shall not, however, preclude the competent authorities of the various Member States from exchanging information as provided for in this Directive. Information thus exchanged shall be covered by the obligation of professional secrecy to which the persons employed or formerly employed by the competent authorities receiving the information are subject.

## SECTION V

## Contact Committee

*Article 20*

1. A Contact Committee (hereinafter called 'the Committee') shall be set up alongside the Commission. Its function shall be:

- (a) without prejudice to Articles 169 and 170 of the EEC Treaty to facilitate the harmonized implementation of this Directive through regular consultations on any practical problems arising from its application and on which exchanges of view are deemed useful;
- (b) to facilitate the establishment of a concerted attitude between the Member States on the more stringent or additional conditions and obligations which, pursuant to Article 5 of this Directive, they may lay down at national level;
- (c) to advise the Commission, if necessary, on any supplements or amendments to be made to this Directive or on any adjustments to be made in accordance with Article 21.

2. It shall not be the function of the Committee to appraise the merits of decisions taken by the competent authorities in individual cases.

3. The Committee shall be composed of persons appointed by the Member States and of representatives of the Commission. The chairman shall be a representative of the Commission. Secretarial services shall be provided by the Commission.

4. Meetings of the Committee shall be convened by its chairman, either on his own initiative or at the request of one Member State delegation. The Committee shall draw up its rules of procedure.

*Article 21*

1. For the purpose of adjusting, in the light of the requirements of the economic situation, the minimum amount of the foreseeable market capitalization laid down in the first paragraph of I (2) of Schedule A, the Commission shall submit

to the Committee a draft of the measures to be taken. The Committee shall deliver its opinion within the period laid down by its chairman. Its decisions shall require 41 votes in favour, the votes of the Member States being weighted as provided for in Article 148 (2) of the Treaty.

2. When the Committee has delivered an opinion in favour of the draft of the measures envisaged by the Commission the latter shall adopt them.

Where the opinion of the Committee is not in accordance with the draft of the measures envisaged by the Commission or where the Committee has not delivered an opinion within the required period, the Commission shall without delay lay before the Council, which shall act by qualified majority, a proposal concerning the measures to be taken.

Where the Council fails to act on the proposal within three months of its receipt, the measures proposed shall be adopted by the Commission.

## SECTION VI

### Final provisions

#### *Article 22*

1. [*Date of implementation substituted by directive 82/143/EEC (a)*]

2. As from the notification of this Directive, the Member States shall communicate to the Commission the texts of the main laws, regulations and administrative provisions which they adopt in the field covered by this Directive.

#### *Article 23*

This Directive is addressed to the Member States.

Done at Brussels, 5 March 1979.

*For the Council*

*The President*

J. FRANÇOIS-PONCET

---

(a) OJ No L 62, 5. 3. 82, p. 22.



## SCHEDULE A

CONDITIONS FOR THE ADMISSION OF SHARES TO OFFICIAL LISTING  
ON A STOCK EXCHANGE**I. Conditions relating to companies for the shares of which admission to official listing is sought***1. Legal position of the company*

The legal position of the company must be in conformity with the laws and regulations to which it is subject, as regards both its formation and its operation under its statutes.

*2. Minimum size of the company*

The foreseeable market capitalization of the shares for which admission to official listing is sought or, if this cannot be assessed, the company's capital and reserves, including profit or loss, from the last financial year, must be at least one million European units of account.

However, Member States may provide for admission to official listing, even when this condition is not fulfilled, provided that the competent authorities are satisfied that there will be an adequate market for the shares concerned.

A higher foreseeable market capitalization or higher capital and reserves may be required by a Member State for admission to official listing only if another regulated, regularly operating, recognized open market exists in that State and the requirements for it are equal to or less than those referred to in the first paragraph.

The condition set out in the first paragraph shall not be applicable for the admission to official listing of a further block of shares of the same class as those already admitted.

The equivalent in national currency of one million European units of account shall initially be that applicable on the date on which the Directive is adopted.

If, as a result of adjustment of the equivalent of the European unit of account in national currency, the market capitalization expressed in national currency remains for a period of one year at least 10% more or less than the value of one million European units of account the Member State must, within the 12 months following the expiry of that period, adjust its laws, regulations or administrative provisions to comply with the first paragraph.

*3. A company's period of existence*

A company must have published or filed its annual accounts in accordance with national law for the three financial years preceding the application for official listing. By way of exception, the competent authorities may derogate from this condition where such derogation is desirable in the interests of the company or of investors and where the competent authorities are satisfied that investors have the necessary information available to be able to arrive at an informed judgment on the company and the shares for which admission to official listing is sought.

**II. Conditions relating to the shares for which admission to official listing is sought***1. Legal position of the shares*

The legal position of the shares must be in conformity with the laws and regulations to which they are subject.

## *2. Negotiability of the shares*

The shares must be freely negotiable.

The competent authorities may treat shares which are not fully paid up as freely negotiable, if arrangements have been made to ensure that the negotiability of such shares is not restricted and that dealing is made open and proper by providing the public with all appropriate information.

The competent authorities may, in the case of the admission to official listing of shares which may be acquired only subject to approval, derogate from the first paragraph only if the use of the approval clause does not disturb the market.

## *3. Public issue preceding admission to official listing*

Where public issue precedes admission to official listing, the first listing may be made only after the end of the period during which subscription applications may be submitted.

## *4. Distribution of shares*

A sufficient number of shares must be distributed to the public in one or more Member States not later than the time of admission.

This condition shall not apply where shares are to be distributed to the public through the stock exchange. In that event, admission to official listing may be granted only if the competent authorities are satisfied that a sufficient number of shares will be distributed through the stock exchange within a short period.

Where admission to official listing is sought for a further block of shares of the same class, the competent authorities may assess whether a sufficient number of shares has been distributed to the public in relation to all the shares issued and not only in relation to this further block.

However, by way of derogation from the first paragraph, if the shares are admitted to official listing in one or more non-Member States, the competent authorities may provide for their admission to official listing if a sufficient number of shares is distributed to the public in the non-Member State or States where they are listed.

A sufficient number of shares shall be deemed to have been distributed either when the shares in respect of which application for admission has been made are in the hands of the public to the extent of at least 25% of the subscribed capital represented by the class of shares concerned or when, in view of the large number of shares of the same class and the extent of their distribution to the public, the market will operate properly with a lower percentage.

## *5. Listing of shares of the same class*

The application for admission to official listing must cover all the shares of the same class already issued.

However, Member States may provide that this condition shall not apply to applications for admission not covering all the shares of the same class already issued where the shares of that class for which admission is not sought belong to blocks serving to maintain control of the company or are not negotiable for a certain time under agreements, provided that the public is informed of such situations and that there is no danger of such situations prejudicing the interests of the holders of the shares for which admission to official listing is sought.

## *6. Physical form of shares*

For the admission to official listing of shares issued by companies which are nationals of another Member State and which shares have a physical form it is

necessary and sufficient that their physical form comply with the standards laid down in that other Member State. Where the physical form does not conform to the standards in force in the Member State in which admission to official listing is applied for, the competent authorities of that State shall make that fact known to the public.

The physical form of shares issued by companies which are nationals of a non-member State must afford sufficient safeguard for the protection of the investors.

*7. Shares issued by companies from a non-member State*

If the shares issued by a company which is a national of a non-member State are not listed in either the country of origin or in the country in which the major proportion of the shares is held, they may not be admitted to official listing unless the competent authorities are satisfied that the absence of a listing in the country of origin or in the country in which the major proportion is held is not due to the need to protect investors.

## SCHEDULE B

### CONDITIONS FOR THE ADMISSION OF DEBT SECURITIES TO OFFICIAL LISTING ON A STOCK EXCHANGE

#### A. ADMISSION TO OFFICIAL LISTING OF DEBT SECURITIES ISSUED BY AN UNDERTAKING

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

*Legal position of the undertaking*

The legal position of the undertaking must be in conformity with the laws and regulations to which it is subject, as regards both its formation and its operation under its statutes.

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

1. *Legal position of the debt securities*

The legal position of the debt securities must be in conformity with the laws and regulations to which they are subject.

2. *Negotiability of the debt securities*

The debt securities must be freely negotiable.

The competent authorities may treat debt securities which are not fully paid up as freely negotiable if arrangements have been made to ensure that the negotiability of these debt securities is not restricted and that dealing is made open and proper by providing the public with all appropriate information.

3. *Public issue preceding admission to official listing*

Where public issue precedes admission to official listing, the first listing may be made only after the end of the period during which subscription applications may be submitted. This provision shall not apply in the case of tap issues of debt securities when the closing date for subscription is not fixed.

4. *Listing of debt securities ranking pari passu*

The application for admission to official listing must cover all debt securities ranking *pari passu*.

### 5. *Physical form of debt securities*

For the admission to official listing of debt securities issued by undertakings which are nationals of another Member State and which debt securities have a physical form, it is necessary and sufficient that their physical form comply with the standards laid down in that other Member State. Where the physical form does not conform to the standards in force in the Member State in which admission to official listing is applied for, the competent authorities of that State shall make that fact known to the public.

However, the physical form of debt securities issued in a single Member State must conform to the standards in force in that State.

The physical form of debt securities issued by undertakings which are nationals of a non-member State must afford sufficient safeguard for the protection of the investors.

## III. Other conditions

### 1. *Minimum amount of the loan*

The amount of the loan may not be less than 200,000 European units of account. This provision shall not be applicable in the case of tap issues where the amount of the loan is not fixed.

Member States may, however, provide for admission to official listing even when this condition is not fulfilled, where the competent authorities are satisfied that there will be a sufficient market for the debt securities concerned.

The equivalent in national currency of 200,000 European units of account shall initially be that applicable on the date on which this Directive is adopted.

If as a result of adjustment of the equivalent of the European unit of account in national currency the minimum amount of the loan expressed in national currency remains, for a period of one year, at least 10% less than the value of 200,000 European units of account the Member State must, within the 12 months following the expiry of that period, amend its laws, regulations and administrative provisions to comply with the first paragraph.

### 2. *Convertible or exchangeable debentures, and debentures with warrants*

Convertible or exchangeable debentures and debentures with warrants may be admitted to official listing only if the related shares are already listed on the same stock exchange or on another regulated, regularly operating, recognized open market or are so admitted simultaneously.

However, Member States may, by way of derogation from the first paragraph, provide for the admission to official listing of convertible or exchangeable debentures or debentures with warrants, if the competent authorities are satisfied that holders have at their disposal all the information necessary to form an opinion concerning the value of the shares to which these debt securities relate.

## B. ADMISSION TO OFFICIAL LISTING OF DEBT SECURITIES ISSUED BY A STATE, ITS REGIONAL OR LOCAL AUTHORITIES OR A PUBLIC INTERNATIONAL BODY

### 1. *Negotiability of the debt securities*

The debt securities must be freely negotiable.

2. *Public issue preceding admission to official listing*

Where public issue precedes admission to official listing, the first listing may be made only after the end of the period during which subscription applications may be submitted. This provision shall not apply where the closing date for subscription is not fixed.

3. *Listing of debt securities ranking pari passu*

The application for admission to official listing must cover all the securities ranking *pari passu*.

4. *Physical form of debt securities*

For the admission to official listing of debt securities which are issued by a Member State or its regional or local authorities in a physical form, it is necessary and sufficient that such physical form comply with the standards in force in that Member State. Where the physical form does not comply with the standards in force in the Member State where admission to official listing is applied for, the competent authorities of that State shall bring this situation to the attention of the public.

The physical form of debt securities issued by non-member States or their regional or local authorities or by public international bodies must afford sufficient safeguard for the protection of the investors.

### SCHEDULE C

#### OBLIGATIONS OF COMPANIES WHOSE SHARES ARE ADMITTED TO OFFICIAL LISTING ON A STOCK EXCHANGE

1. *Listing of newly issued shares of the same class*

Without prejudice to the second paragraph of II(5) of Schedule A, in the case of a new public issue of shares of the same class as those already officially listed, the company shall be required, where the new shares are not automatically admitted, to apply for their admission to the same listing, either not more than a year after their issue or when they become freely negotiable.

2. *Treatment of shareholders*

- (a) The company shall ensure equal treatment for all shareholders who are in the same position.
- (b) The company must ensure, at least in each Member State in which its shares are listed, that all the necessary facilities and information are available to enable shareholders to exercise their rights. In particular, it must:
  - inform shareholders of the holding of meetings and enable them to exercise their right to vote,
  - publish notices or distribute circulars concerning the allocation and payment of dividends, the issue of new shares including allotment, subscription, renunciation and conversion arrangements,
  - designate as its agent a financial institution through which shareholders may exercise their financial rights, unless the company itself provides financial services.

3. *Amendment of the instrument of incorporation or the statutes*

- (a) A company planning an amendment to its instrument of incorporation or its statutes must communicate a draft thereof to the competent authorities of the Member States in which its shares are listed.

- (b) That draft must be communicated to the competent authorities no later than the calling of the general meeting which is to decide on the proposed amendment.

4. *Annual accounts and annual report*

- (a) The company must make available to the public, as soon as possible, its most recent annual accounts and its last annual report.
- (b) If the company prepares both annual own and annual consolidated accounts, it must make them available to the public. In that event the competent authorities may authorize the company only to make available to the public either the own or the consolidated accounts, provided that the accounts which are not made available to the public do not contain any significant additional information.
- (c) If the annual accounts and reports do not comply with the provision of Council Directives concerning companies' accounts and if they do not give a true and fair view of the company's assets and liabilities, financial position and profit or loss, more detailed and/or additional information must be provided.

5. *Additional information*

- (a) The company must inform the public as soon as possible of any major new developments in its sphere of activity which are not public knowledge and which may, by virtue of their effect on its assets and liabilities or financial position or on the general course of its business, lead to substantial movements in the prices of its shares.

The competent authorities may, however, exempt the company from this requirement, if the disclosure of particular information is such as to prejudice the legitimate interests of the company.

- (b) The company must inform the public without delay of any changes in the rights attaching to the various classes of shares.
- (c) The company must inform the public of any changes in the structure (shareholders and breakdown of holdings) of the major holdings in its capital as compared with information previously published on that subject as soon as such changes come to its notice.

6. *Equivalence of information*

- (a) A company whose shares are officially listed on stock exchanges situated or operating in different Member States must ensure that equivalent information is made available to the market at each of these exchanges.
- (b) A company whose shares are officially listed on stock exchanges situated or operating in one or more Member States and in one or more non-member States must make available to the markets of the Member State or States in which its shares are listed information which is at least equivalent to that which it makes available to the markets of the non-member State or States in question, if such information may be of importance for the evaluation of the shares.

## SCHEDULE D

### OBLIGATIONS OF ISSUERS WHOSE DEBT SECURITIES ARE ADMITTED TO OFFICIAL LISTING ON A STOCK EXCHANGE

#### A. DEBT SECURITIES ISSUED BY AN UNDERTAKING

##### 1. *Treatment of holders of debt securities*

- (a) The undertaking must ensure that all holders of debt securities ranking *pari passu* are given equal treatment in respect of all the rights attaching to those debt securities.

Provided they are made in accordance with national law, this condition shall not prevent offers of early repayment of certain debt securities being made to holders by an undertaking in derogation from the conditions of issue and in particular in accordance with social priorities.

- (b) The undertaking must ensure that at least in each Member State where its debt securities are officially listed all the facilities and information necessary to enable holders to exercise their rights are available. In particular, it must:
- publish notices or distribute circulars concerning the holding of meetings of holders of debt securities, the payment of interest, the exercise of any conversion, exchange, subscription or renunciation rights, and repayment,
  - designate as its agent a financial institution through which holders of debt securities may exercise their financial rights, unless the undertaking itself provides financial services.

#### *2. Amendment of the instrument of incorporation or the statutes*

- (a) An undertaking planning an amendment to its instrument of incorporation or its statutes affecting the rights of holders of debt securities must forward a draft thereof to the competent authorities of the Member States in which its debt securities are listed.
- (b) That draft must be communicated to the competent authorities no later than the calling of the meeting of the body which is to decide on the proposed amendment.

#### *3. Annual accounts and annual report*

- (a) The undertaking must make available to the public as soon as possible its most recent annual accounts and its last annual report the publication of which is required by national law.
- (b) If the undertaking prepares both annual own and annual consolidated accounts, it must make them available to the public. In that event, however, the competent authority may authorize the undertaking only to make available to the public either the own accounts or the consolidated accounts, provided that the accounts which are not made available do not contain any significant additional information.
- (c) If the accounts and reports do not comply with the provisions of Council Directives concerning undertakings' accounts and if they do not give a true and fair view of the undertaking's assets and liabilities, financial position and results, more detailed and/or additional information must be provided.

#### *4. Additional information*

- (a) The undertaking must inform the public as soon as possible of any major new developments in its sphere of activity which are not public knowledge and which may significantly affect its ability to meet its commitments.

The competent authorities may, however, exempt the undertaking from this obligation at its request if the disclosure of particular information would be such as to prejudice the legitimate interests of the undertaking.

- (b) The undertaking must inform the public without delay of any change in the rights of holders of debt securities resulting in particular from a change in loan terms or in interest rates.
- (c) The undertaking must inform the public without delay of new loan issues and in particular of any guarantee or security in respect thereof.
- (d) Where the debt securities officially listed are convertible or exchangeable debentures, or debentures with warrants, the undertaking must inform the public without delay of any changes in the rights attaching to the various classes of shares to which they relate.

5. *Equivalence of information*

- (a) An undertaking the debt securities of which are officially listed on stock exchanges situated or operating in different Member states must ensure that equivalent information is made available to the market at each of these exchanges.
- (b) An undertaking the debt securities of which are officially listed on stock exchanges situated or operating in one or more Member States and in one or more non-member States must make available to the markets of the Member State or Member States in which its debt securities are listed information which is at least equivalent to that which it makes available to the markets of the non-member State or States in question, if such information may be of importance for the evaluation of the debt securities.

B. DEBT SECURITIES ISSUED BY A STATE OR ITS REGIONAL OR LOCAL AUTHORITIES OR BY A PUBLIC INTERNATIONAL BODY

1. *Treatment of holders of debt securities*

- (a) States, their regional or local authorities and public international bodies must ensure that all holders of debt securities ranking *pari passu* are given equal treatment in respect of all the rights attaching to those debt securities.

Provided they are made in accordance with national law, this condition shall not prevent offers of early repayment of certain debt securities being made to holders by an issuer in derogation from the conditions of issue and in particular in accordance with social priorities.

- (b) States, their regional or local authorities and public international bodies must ensure that at least in each Member State in which their debt securities are officially listed all the facilities and information necessary to enable holders of debt securities to exercise their rights are available. In particular, they must:
  - publish notices or distribute circulars concerning the holding of meetings of holders of debt securities, the payment of interest and redemption,
  - designate as their agents financial institutions through which holders of debt securities may exercise their financial rights.

2. *Equivalence of information*

- (a) States, their regional or local authorities and public international bodies the debt securities of which are officially listed on stock exchanges situated or operating in different Member States must ensure that equivalent information is made available to the market at each of these exchanges.
  - (b) States, their regional or local authorities and public international bodies the debt securities of which are officially listed on stock exchanges situated or operating in one or more Member States and in one or more non-member States must make available to the markets of the Member State or Member States in which their debt securities are listed information which is at least equivalent to that which they make available to the markets of the non-member State or States in question, if such information may be of importance for the evaluation of the debt securities.
-



*The Listing Particulars directive***COUNCIL DIRECTIVE****of 17 March 1980****coordinating the requirements for the drawing up, scrutiny and distribution of the listing particulars to be published for the admission of securities to official stock exchange listing**

(80/390/EEC)

THE COUNCIL OF THE EUROPEAN COMMUNITIES,

Having regard to the Treaty establishing the European Economic Community, and in particular Articles 54(3)(g) and 100 thereof,

Having regard to the proposal from the Commission<sup>(1)</sup>,

Having regard to the opinion of the European Parliament<sup>(2)</sup>,

Having regard to the opinion of the Economic and Social Committee<sup>(3)</sup>,

Whereas the market in which undertakings operate has been enlarged to embrace the whole Community and this enlargement involves a corresponding increase in their financial requirements and extension of the capital markets on which they must call to satisfy them; whereas admission to official listing on stock exchanges of Member States of securities issued by undertakings constitutes an important means of access to these capital markets; whereas furthermore exchange restrictions on the purchase of securities traded on the stock exchanges of another Member State have been eliminated as part of the liberalization of capital movements;

Whereas safeguards for the protection of the interests of actual and potential investors are required in most Member States of undertakings offering their securities to the public, either at the time of their offer or of their admission to official stock exchange listing; whereas such safeguards

require the provision of information which is sufficient and as objective as possible concerning the financial circumstances of the issuer and particulars of the securities for which admission to official listing is requested; whereas the form under which this information is required usually consists of the publication of listing particulars;

Whereas the safeguards required differ from Member State to Member State, both as regards the contents and the layout of the listing particulars and the efficacy, methods and timing of the check on the information given therein; whereas the effect of these differences is not only to make it more difficult for undertakings to obtain admission of securities to official listing on stock exchanges of several Member States but also to hinder the acquisition by investors residing in one Member State of securities listed on stock exchanges of other Member States and thus to inhibit the financing of the undertakings and investment throughout the Community;

Whereas these differences should be eliminated by coordinating the rules and regulations without necessarily making them completely uniform, in order to achieve an adequate degree of equivalence in the safeguards required in each Member State to ensure the provision of information which is sufficient and as objective as possible for actual or potential security holders; whereas at the same time, taking into account the present degree of liberalization of capital movements in the Community and the fact that

<sup>(1)</sup> OJ No C 131, 13. 12. 1972, p. 61.

<sup>(2)</sup> OJ No C 11, 7. 2. 1974, p. 24.

<sup>(3)</sup> OJ No C 125, 16. 10. 1974, p. 1.

a mechanism for checking at the time the securities are offered does not yet exist in all Member States, it would appear sufficient at present to limit the coordination to the admission of securities to official stock exchange listing;

Whereas such coordination must apply to securities independently of the legal status of the issuing undertaking, and accordingly, in so far as this Directive applies to entities to which no reference is made in the second paragraph of Article 58 of the Treaty and goes beyond the scope of Article 54 (3) (g), it must be based also on Article 100,

HAS ADOPTED THIS DIRECTIVE:

## SECTION I

### General provisions

#### *Article 1*

1. This Directive shall apply to securities which are the subject of an application for admission to official listing on a stock exchange situated or operating within a Member State.

2. This Directive shall not apply to:

- units issued by collective investment undertakings other than the closed-end type,
- securities issued by a State or by its regional or local authorities.

#### *Article 2*

For purposes of applying this Directive:

- (a) 'collective investment undertakings other than the closed-end type' shall mean unit trusts and investment companies:
- the object of which is the collective investment of capital provided by the public, and which operate on the principle of risk spreading, and
  - the units of which are, at the holders' request, repurchased or redeemed, directly or indirectly, out of the assets of these undertakings. Action taken by such undertakings to ensure that the stock exchange value of its units does

not significantly vary from their net asset value shall be regarded as equivalent to such repurchase or redemption;

- (b) 'units of a collective investment undertaking' shall mean securities issued by a collective investment undertaking as representing the rights of participants in the assets of such an undertaking;
- (c) 'issuers' shall mean companies and other legal persons and any undertaking whose securities are the subject of an application for admission to official listing on a stock exchange;
- (d) 'net turnover' shall comprise the amounts derived from the sale of products and the provision of services falling within the undertaking's ordinary activities, after deduction of sales rebates and of value added tax and other taxes directly linked to the turnover;
- (e) 'credit institution' shall mean an undertaking whose business is to receive deposits or other repayable funds from the public and to grant credits for its own account;
- (f) 'participating interest' shall mean rights in the capital of other undertakings, whether or not represented by certificates, which, by creating a durable link with those undertakings, are intended to contribute to the activities of the undertaking which holds these rights;
- (g) 'annual accounts' shall comprise the balance sheet, the profit and loss account and the notes on the accounts. These documents shall constitute a composite whole.

#### *Article 3*

Member States shall ensure that the admission of securities to official listing on a stock exchange situated or operating within their territories is conditional upon the publication of an information sheet, hereinafter referred to as listing particulars.

#### *Article 4*

1. The listing particulars shall contain the information which, according to the parti-

cular nature of the issuer and of the securities for the admission of which application is being made, is necessary to enable investors and their investment advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the issuer and of the rights attaching to such securities.

2. Member States shall ensure that the obligation referred to in paragraph 1 is incumbent upon the persons responsible for the listing particulars as provided for in heading 1.1 of Schedules A and B annexed hereto.

#### *Article 5*

1. Without prejudice to the obligation referred to in Article 4, Member States shall ensure that, subject to the possibilities for exemptions provided for in Articles 6 and 7, listing particulars contain, in as easily analysable and comprehensible a form as possible, at least the items of information provided for in Schedules A, B or C, depending on whether shares, debt securities or certificates representing shares are involved.

2. In the specific cases covered by Articles 8 to 17 the listing particulars are to be drawn up in accordance with the specification given in those Articles, subject to the possibilities for exemptions provided for in Articles 6 and 7.

3. Where certain headings in Schedules A, B and C appear inappropriate to the issuer's sphere of activity or legal form, listing particulars giving equivalent information shall be drawn up by adapting these headings.

#### *Article 6*

Member States may allow the authorities responsible for checking the listing particulars within the meaning of this Directive (hereinafter referred to as 'the competent authorities') to provide for partial or complete exemption from the obligation to publish listing particulars in the following cases:

1. where the securities for which admission to official listing is applied for are:

- (a) securities which have been the subject of a public issue;
- (b) securities issued in connection with a takeover offer;
- (c) securities issued in connection with a merger involving the acquisition of another company or the formation of a new company, the division of a company, the transfer of all or part of an undertaking's assets and liabilities or as consideration for the transfer of assets other than cash;

and where, not more than 12 months before the admission of the securities to official listing, a document, regarded by the competent authorities as containing information equivalent to that of the listing particulars provided for by this Directive, has been published in the same Member State. Particulars shall also be published of any material changes which have occurred since such document was prepared. The document must be made available to the public at the registered office of the issuer and at the offices of the financial organizations retained to act as the latter's paying agents, and any particulars of material changes shall be published in accordance with Articles 20(1) and 21(1).

2. where the securities for which admission to official listing is applied for are:

- (a) shares allotted free of charge to holders of shares already listed on the same stock exchange; or
- (b) shares resulting from the conversion of convertible debt securities or shares created after an exchange for exchangeable debt securities, if shares of the company whose shares are offered by way of conversion or exchange are already listed on the same stock exchange; or
- (c) shares resulting from the exercise of the rights conferred by warrants, if shares of the company whose shares are offered to holders of the warrants are already listed on the same stock exchange; or
- (d) shares issued in substitution for shares already listed on the same stock exchange if the issuing of such new shares does not involve any increase in the company's issued share capital;

and, where appropriate, the information provided for in Chapter 2 of Schedule A is published in accordance with Articles 20(1) and 21(1).

3. where the securities for which admission to official listing is applied for are:

- (a) shares of which either the number or the estimated market value or the nominal value or, in the absence of a nominal value, the accounting par value, amounts to less than 10% of the number or of the corresponding value of shares of the same class already listed on the same stock exchange; or
- (b) debt securities issued by companies and other legal persons which are nationals of a Member State and which:
  - in carrying on their business, benefit from State monopolies, and
  - are set up or governed by a special law or pursuant to such a law or whose borrowings are unconditionally and irrevocably guaranteed by a Member State or one of a Member State's federated States; or
- (c) debt securities issued by legal persons, other than companies, which are nationals of a Member State, and
  - were set up by special law, and
  - whose activities are governed by that law and consist solely in:
    - (i) raising funds under state control through the issue of debt securities, and
    - (ii) financing production by means of the resources which they have raised and resources provided by a Member State, and
  - the debt securities of which are, for the purposes of admission to official listing, considered by national law as debt securities issued or guaranteed by the State; or
- (d) shares allotted to employees, if shares of the same class have al-

ready been admitted to official listing on the same stock exchange; shares which differ from each other solely as to the date of first entitlement or dividends shall not be considered as being of different classes; or

- (e) securities already admitted to official listing on another stock exchange in the same Member State; or
- (f) shares issued in consideration for the partial or total renunciation by the management of a limited partnership with a share capital of its statutory rights over the profits, if shares of the same class have already been admitted to official listing on the same stock exchange; shares which differ from each other solely as to the date of first entitlement to dividends shall not be considered as being of different classes; or
- (g) supplementary certificates representing shares issued in exchange for the original securities, where the issuing of such new certificates has not brought about any increase in the company's issued capital, and provided that certificates representing such shares are already listed on the same stock exchange, and where:
  - in the case of (a), the issuer has complied with the stock exchange publicity requirements imposed by the national authorities and has produced annual accounts and annual and interim reports which these authorities have considered adequate,
  - in the case of (e), listing particulars complying with this Directive have already been published, and
  - in all the cases referred to in points (a) to (g), information concerning the number and type of securities to be admitted to official listing and the circumstances in which such securities have been issued has been published in accordance with Articles 20(1) and 21(1).

*Article 7*

The competent authorities may authorize omission from the listing particulars of certain information provided for by this Directive if they consider that:

- (a) such information is of minor importance only and is not such as will influence assessment of the assets and liabilities, financial position, profits and losses and prospects of the issuer; or
- (b) disclosure of such information would be contrary to the public interest or seriously detrimental to the issuer, provided that, in the latter case, such omission would not be likely to mislead the public with regard to facts and circumstances, knowledge of which is essential for the assessment of the securities in question.

## SECTION II

**Contents of the listing particulars in certain specific cases***Article 8*

1. Where the application for admission to official listing relates to shares offered to shareholders of the issuer on a pre-emptive basis and shares of the latter are already listed on the same stock exchange, the competent authorities may provide that the listing particulars shall contain only the information provided for by Schedule A:

- in chapter 1,
- in chapter 2,
- in chapter 3, headings 3.1.0, 3.1.5., 3.2.0, 3.2.1, 3.2.6, 3.2.7, 3.2.8, and 3.2.9,
- in chapter 4, headings 4.2, 4.4, 4.5, 4.7.1, and 4.7.2,
- in chapter 5, headings 5.1.4, 5.1.5, and 5.5,
- in chapter 6, headings 6.1, 6.2.0, 6.2.1, 6.2.2, 6.2.3, and
- in chapter 7.

Where the shares referred to in the first subparagraph are represented by certificates, the listing particulars shall contain, at least, subject to Article 16 (2) and (3), in addition to the information mentioned in

that subparagraph, that provided for in Schedule C:

- in chapter 1, headings 1.1, 1.3, 1.4, 1.6 and 1.8, and
- in chapter 2.

2. Where the application for admission to official listing relates to convertible debt securities, exchangeable debt securities or debt securities with warrants which are offered on a pre-emptive basis to the shareholders of the issuer and where the latter's shares are already listed on the same stock exchange, the competent authorities may provide that the listing particulars shall contain only:

- information concerning the nature of the shares offered by way of conversion, exchange or subscription and the rights attaching thereto,
- the information provided for in Schedule A and mentioned above in the first subparagraph of paragraph 1, except for that provided for in Chapter 2 of that Schedule,
- the information provided for in Chapter 2 of Schedule B, and
- the conditions of and procedures for conversion, exchange and subscription and the situations in which they may be amended.

3. When published in accordance with Article 20, listing particulars as referred to in paragraphs 1 and 2 shall be accompanied by the annual accounts for the latest financial year.

4. Where the issuer prepares both own and consolidated annual accounts, both sets of accounts shall accompany the listing particulars. However, the competent authorities may allow the issuer to attach to the listing particulars either the own or the consolidated accounts alone, provided that the accounts not attached to the listing particulars furnish no material additional information.

*Article 9*

1. Where the application for admission to official listing relates to debt securities which are neither convertible, exchangeable, nor accompanied by warrants and are issued by an undertaking which has securities already listed on the same stock

exchange, the competent authorities may provide that the listing particulars shall contain only the information provided for by Schedule B:

- in chapter 1,
- in chapter 2,
- in chapter 3, headings 3.1.0, 3.1.5, 3.2.0 and 3.2.2,
- in chapter 4, heading 4.3,
- in chapter 5, headings 5.1.2, 5.1.3, 5.1.4 and 5.4,
- in chapter 6, and
- in chapter 7.

2. When published in accordance with Article 20, listing particulars as referred to in paragraph 1 shall be accompanied by the annual accounts for the latest financial year.

3. Where the issuer prepares both own and consolidated annual accounts, both sets of accounts must accompany the listing particulars. However, the competent authorities may allow the issuer to attach to the listing particulars either the own or the consolidated accounts alone, provided that the accounts not attached to the listing particulars furnish no material additional information.

#### *Article 10*

Where the application for admission to official listing relates to debt securities nearly all of which, because of their nature, are normally bought and traded in by a limited number of investors who are particularly knowledgeable in investment matters, the competent authorities may allow the omission from the listing particulars of certain information provided for by Schedule B or allow its inclusion in summary form, on condition that such information is not material from the point of view of the investors concerned.

#### *Article 11*

1. For the admission of securities, issued by financial institutions, to official listing, the listing particulars must contain:

- at least the information specified in Chapters 1, 2, 3, 5 and 6 of Schedules A or B, according to whether the issue is of shares or debt securities, and

- information adapted, in accordance with the rules laid down for that purpose by national law or by the competent authorities, to the particular nature of the issuer of the securities in question and at least equivalent to that specified in Chapters 4 and 7 of Schedules A or B.

2. Member States shall determine the financial institutions to be covered by this Article.

3. The arrangements laid down by this Article may be extended to:

- collective investment undertakings whose units are not excluded from the scope of this Directive by the first indent of Article 1(2).
- finance companies engaging in no activity other than raising capital to make it available to their parent company or to undertakings affiliated to that company, and
- companies holding portfolios of securities, licences or patents and engaging in no activity other than the management of such portfolios.

#### *Article 12*

Where the application for admission to official listing concerns debt securities issued in a continuous or repeated manner by credit institutions which regularly publish their annual accounts and which, within the Community, are set up or governed by a special law, or pursuant to such a law, or are subject to public supervision designed to protect savings, the Member States may provide that the listing particulars shall contain only:

- the information provided for in heading 1.1 and Chapter 2 of Schedule B, and
- information concerning any events of importance for the assessment of the securities in question which have occurred since the end of the financial year in respect of which the last annual accounts were published. Such accounts must be made available to the public at the issuer's offices or at those of the financial organizations retained to act as the latter's paying agents.

*Article 13*

1. For the admission to official listing of debt securities guaranteed by a legal person, listing particulars must include:

- with respect to the issuer, the information provided for in Schedule B, and
- with respect to the guarantor, the information provided for in heading 1.3 and Chapters 3 to 7 of that Schedule.

Where the issuer or guarantor is a financial institution, the part of the listing particulars relating to that financial institution shall be drawn up in accordance with Article 11, without prejudice to the first subparagraph of this paragraph.

2. When the issuer of the guaranteed debt securities is a finance company within the meaning of Article 11 (3), the listing particulars must include:

- with respect to the issuer, the information provided for in Chapters 1, 2 and 3 and in headings 5.1.0 and 5.1.5 and 6.1 of Schedule B, and
- with respect to the guarantor, that provided for in heading 1.3 and Chapters 3 to 7 of that Schedule.

3. Where there is more than one guarantor, the information specified shall be required of each one; however, the competent authorities may allow abridgement of this information with a view to achieving greater comprehensibility of the listing particulars.

4. The guarantee contract must, in the cases referred to in paragraphs 1, 2 and 3, be made available for inspection by the public at the offices of the issuer and at those of the financial organizations retained to act as the latter's paying agents. Copies of the contract shall be provided to any person concerned on request.

*Article 14*

1. Where the application for admission to official listing relates to convertible debt securities, exchangeable debt securities or debt securities with warrants, the listing particulars must include:

- information concerning the nature of the shares offered by way of conversion, exchange or subscription, and the rights attaching thereto,

- the information provided for in heading 1.3 and Chapters 3 to 7 of Schedule A,
- the information provided for in Chapter 2 of Schedule B, and
- the conditions of and procedures for conversion, exchange or subscription and details of the situations in which they may be amended.

2. When the issuer of the convertible debt securities, the exchangeable debt securities or the debt securities with warrants is not the issuer of the shares, listing particulars must include:

- information concerning the nature of the shares offered by way of conversion, exchange or subscription and the rights attaching thereto, and
- in respect of the issuer of the securities, the information provided for in Schedule B,
- in respect of the issuer of the shares, that provided for in heading 1.3 and Chapters 3 to 7 of Schedule A, and
- the conditions of and procedures for conversion, exchange or subscription and details of the situations in which they may be amended.

However, where the issuer of the debt securities is a finance company within the meaning of Article 11 (3), listing particulars need contain, in relation to that company, only the information provided for in Chapters 1, 2 and 3 and headings 5.1.0 to 5.1.5 and 6.1 of Schedule B.

*Article 15*

1. Where the application for admission to official listing relates to securities issued in connection with a merger involving the acquisition of another company or the formation of a new company, the division of a company, the transfer of all or part of an undertaking's assets and liabilities, a takeover offer or as consideration for the transfer of assets other than cash, the documents describing the terms and conditions of such operations, as well as, where appropriate, any opening balance sheet, whether or not pro forma, if the issuer has not yet prepared its annual accounts, must, without prejudice to the requirement to publish the listing particulars, be made available for inspection by

the public at the offices of the issuer of the securities and at those of the financial organizations retained to act as the latter's paying agents.

2. Where the transaction referred to in paragraph 1 took place more than two years previously, the competent authorities may dispense with the requirement imposed in that paragraph.

#### Article 16

1. When the application for admission to official listing relates to certificates representing shares, the listing particulars must contain the information, as regards certificates, provided for in Schedule C and the information, as regards the shares represented, provided for in Schedule A.

2. However, the competent authorities may relieve the issuer of the certificates of the requirement to publish details of its own financial position, when the issuer is:

- a credit institution which is a national of a Member State and is set up or governed by a special law or pursuant to such law or is subject to public supervision designed to protect savings, or
- a subsidiary 95% or more of which is owned by a credit institution within the meaning of the preceding indent, the commitments of which towards the holders of certificates are unconditionally guaranteed by that credit institution and which is subject, *de jure* or *de facto*, to the same supervision, or
- an 'Administratiekantoor' in the Netherlands governed, for the safe custody of the original securities, by special regulations laid down by the competent authorities.

3. In the case of certificates issued by a securities transfer organization or by an auxiliary institution set up by such organization, the competent authorities may dispense with the publication of the information provided for in Chapter 1 of Schedule C.

#### Article 17

1. Where debt securities for which admission to official listing is applied for benefit, as regards both repayment of the loan and

the payment of interest, from the unconditional and irrevocable guarantee of a State or of one of a State's federated States, national legislation or the competent authorities may authorize the abridgement of the information provided for in Chapters 3 and 5 of Schedule B.

2. The possibility of abridgement provided for in paragraph 1 may also be applied to companies set up or governed by a special law or pursuant to such law which have the power to levy charges on their consumers.

### SECTION III

#### Arrangements for the scrutiny and publication of listing particulars

#### Article 18

1. Member States shall appoint one or more competent authorities and shall notify the Commission of the appointments of such authorities, giving details of any division of powers among them. Member States shall also ensure that this Directive is applied.

2. No listing particulars may be published until they have been approved by the competent authorities.

3. The competent authorities shall approve the publication of listing particulars only if they are of the opinion that they satisfy all the requirements set out in this Directive.

Member States shall ensure that the competent authorities have the powers necessary for them to carry out their task.

4. This Directive shall not affect the competent authorities' liability, which shall continue to be governed solely by the national law.

#### Article 19

The competent authorities shall decide whether to accept the audit report of the official auditor provided for in heading 1.3 of Schedules A and B or, if necessary, to require an additional report.

The requirement for the additional report must be the outcome of an examination of



each case on its merits. At the request of the official auditor and/or of the issuer, the competent authorities must disclose to them the reasons justifying this requirement.

#### *Article 20*

1. Listing particulars must be published either:

- by insertion in one or more newspapers circulated throughout the Member State in which the admission to official listing of securities is sought, or widely circulated therein, or
- in the form of a brochure to be made available, free of charge, to the public at the offices of the stock exchange or stock exchanges on which the securities are being admitted to official listing, at the registered office of the issuer and at the offices of the financial organizations retained to act as the latter's paying agents in the Member State in which the admission of securities to official listing is sought.

2. In addition, either the complete listing particulars or a notice stating where the listing particulars have been published and where they may be obtained by the public must be inserted in a publication designated by the Member State in which the admission of securities to official listing is sought.

#### *Article 21*

1. Listing particulars must be published within a reasonable period, to be laid down in national legislation or by the competent authorities before the date on which official listing becomes effective.

Moreover, where the admission of securities to official listing is preceded by trading of the pre-emptive subscription rights giving rise to dealings recorded in the official list, the listing particulars must be published within a reasonable period, to be laid down by the competent authorities before such trading starts.

2. In exceptional, properly justified cases, the competent authorities may allow the postponement of the publication of the listing particulars until after:

- the date on which official listing becomes effective, in the case of securities of a class already listed on the same stock exchange issued in consideration of transfers of assets other than cash,
- the date of the opening of trading in pre-emptive subscription rights.

3. If the admission of debt securities to official listing coincides with their public issue and if some of the terms of the issue are not finalized until the last moment, the competent authorities may merely require the publication, within a reasonable period, of listing particulars omitting information as to these terms but indicating how it will be given. Such information must be published before the date on which official listing starts, except where debt securities are issued on a continuous basis at varying prices.

#### *Article 22*

Where listing particulars are, or will be, published in accordance with Articles 1 and 3 for the admission of securities to official listing, the notices, bills, posters and documents announcing this operation and indicating the essential characteristics of these securities, and all other documents relating to their admission and intended for publication by the issuer or on his behalf, must first be communicated to the competent authorities. The latter shall decide whether they should be submitted to scrutiny before publication.

The abovementioned documents must state that listing particulars exist and indicate where they are being, or will be, published in accordance with Article 20.

#### *Article 23*

Every significant new factor capable of affecting assessment of the securities which arises between the time when the listing particulars are adopted and the time when stock exchange dealings begin shall be covered by a supplement to the listing particulars, scrutinized in the same way as the latter and published in accordance with procedures to be laid down by the competent authorities.

## SECTION IV

## Cooperation between the Member States

## Article 24

1. Where applications for admission of the same securities to official listing on stock exchanges situated or operating within several Member States are made simultaneously, or within short intervals of one another, the competent authorities shall exchange information and use their best endeavours to achieve maximum coordination of their requirements concerning listing particulars, to avoid a multiplicity of formalities and to agree to a single text requiring at the most translation, where appropriate, and the issue of supplements as necessary to meet the individual requirements of each Member State concerned.

2. Where an application for admission to official listing is made for securities which have been listed in another Member State less than six months previously, the competent authorities to whom application is made shall contact the competent authorities which have already admitted the securities to official listing and shall, as far as possible, exempt the issuer of those securities from the preparation of new listing particulars, subject to any need for updating, translation or the issue of supplements in accordance with the individual requirements of the Member State concerned.

## Article 25

1. Member States shall provide that all persons employed or formerly employed by the competent authorities shall be bound by professional secrecy. This means that any confidential information received in the course of their duties may not be divulged to any person or authority except by virtue of provisions laid down by law.

2. Paragraph 1 shall not, however, preclude the competent authorities of the various Member States from exchanging information as provided for in this Directive. Information thus exchanged shall be covered by the obligation of professional secrecy to which the persons employed or formerly employed by the competent authorities receiving the information are subject.

(<sup>1</sup>) OJ No L 66, 16. 3. 1979, p. 21.

(a) OJ No L 62, 5. 3. 82, p. 22.

## SECTION V

## Contact Committee

## Article 26

1. The Contact Committee set up by Article 20 of Council Directive 79/279/EEC of 5 March 1979 coordinating the conditions for the admission of securities to official stock exchange listing(<sup>1</sup>) shall also have as its function:

- (a) without prejudice to Articles 169 and 170 of the EEC Treaty to facilitate the harmonized implementation of this Directive through regular consultations on any practical problems arising from its application on which exchanges of views are deemed useful;
- (b) to facilitate consultation between the Member States on the supplements and improvements to the listing particulars which the competent authorities are entitled to require or recommend at national level;
- (c) to advise the Commission, if necessary, on any additions or amendments to be made to this Directive.

2. It shall not be the function of the Contact Committee to appraise the merits of decisions taken by the competent authorities in individual cases.

## SECTION VI

## Final provisions

## Article 27

1. [*Date of implementation substituted by directive 82/148/EEC(a)*]

2. As from the notification of this Directive, the Member States shall communicate to the Commission the texts of the main laws, regulations and administrative provisions which they adopt in the field covered by this Directive.

## Article 28

This Directive is addressed to the Member States.

Done at Brussels, 17 March 1980.

*For the Council*  
The President  
J. SANTER

*ANNEX*

## SCHEDULE A

LAYOUT FOR LISTING PARTICULARS FOR THE ADMISSION OF SHARES  
TO OFFICIAL STOCK EXCHANGE LISTING

## CHAPTER 1

**Information concerning those responsible for listing particulars and the auditing of accounts**

- 1.1. Name and function of natural persons and name and registered office of legal persons responsible for the listing particulars or, as the case may be, for certain parts of them, with, in the latter case, an indication of those parts.
- 1.2. Declaration by those responsible referred to in heading 1.1 that, to the best of their knowledge, the information given in that part of the listing particulars for which they are responsible is in accordance with the facts and contains no omissions likely to affect the import of the listing particulars.
- 1.3. Names, addresses and qualifications of the official auditors who have audited the company's annual accounts for the preceding three financial years in accordance with national law.

Statement that the annual accounts have been audited. If audit reports to the annual accounts have been refused by the official auditors or if they contain qualifications, such refusal or such qualifications shall be reproduced in full and the reasons given.

Indication of other information in the listing particulars which has been audited by the auditors.

## CHAPTER 2

**Information concerning admission to official listing and the shares for the admission of which application is being made**

- 2.1. Indication that the admission applied for is admission to official listing of shares already marketed or admission to listing with a view to stock exchange marketing.
- 2.2. Information concerning the shares in respect of which application for official listing is being made:
  - 2.2.0. Indication of the resolutions, authorizations and approvals by virtue of which the shares have been or will be created and/or issued.

Nature of the issue and amount thereof.

Number of shares which have been or will be created and/or issued, if predetermined.
  - 2.2.1. In the case of shares issued in connection with a merger, the division of a company, the transfer of all or part of an undertaking's assets and liabilities, a takeover offer, or as consideration for the transfer of assets other than cash, indication of where the documents describing the terms and conditions of such operations are available for inspection by the public.

- 
- 2.2.2. A concise description of the rights attaching to the shares, and in particular the extent of the voting rights, entitlement to share in the profits and to share in any surplus in the event of liquidation and any privileges.
- Time limit after which dividend entitlement lapses and indication of the party in whose favour this entitlement operates.
- 2.2.3. Tax on the income from the shares withheld at source in the country of origin and/or the country of listing.
- Indication as to whether the issuer assumes responsibility for the withholding of tax at source.
- 2.2.4. Arrangements for transfer of the shares and any restrictions on their free negotiability (e.g. clause establishing approval requirement).
- 2.2.5. Date on which entitlement to dividends arises.
- 2.2.6. The stock exchanges where admission to official listing is or will be sought.
- 2.2.7. The financial organizations which, at the time of admission of shares to official listing, are the paying agents of the issuer in the Member States where admission has taken place.
- 2.3. In so far as it is relevant, information concerning issue and placing, public or private, of the shares in respect of which the application for admission to official listing is made where such issue or placing has been effected within the 12 months preceding admission:
- 2.3.0. Indication of the exercise of the right of pre-emption of shareholders or of the restriction or withdrawal of such right.
- Indication, where applicable, of the reasons for restriction or withdrawal of such right; in such cases, justification of the issue price, where an issue is for cash; indication of the beneficiaries if the restriction or withdrawal of the right of pre-emption is intended to benefit specific persons.
- 2.3.1. The total amount of the public or private issue or placing and the number of shares offered, where applicable by category.
- 2.3.2. If the public or private issue or placing were or are being made simultaneously on the markets of two or more States and if a tranche has been or is being reserved for certain of these, indication of any such tranche.
- 2.3.3. The issue price or the offer or placing price, stating the nominal value or, in its absence, the accounting par value or the amount to be capitalized; the issue premium and the amount of any expenses specifically charged to the subscriber or purchaser.
- The methods of payment of the price, particularly as regards the paying-up of shares which are not fully paid.
- 2.3.4. The procedure for the exercise of any right of pre-emption; the negotiability of subscription rights; the treatment of subscription rights not exercised.
- 2.3.5. Period of the opening of the issue or offer of shares, and names of the financial organizations responsible for receiving the public's subscriptions.
- 2.3.6. Methods of and time limits for delivery of the shares, possible creation or provisional certificates.

- 2.3.7. Names, addresses and descriptions of the natural or legal persons underwriting or guaranteeing the issue for the issuer. Where not all of the issue is underwritten or guaranteed, a statement of the portion not covered.
- 2.3.8. Indication or estimate of the overall amount and/or of the amount per share of the charges relating to the issue operation, stating the total remuneration of the financial intermediaries, including the underwriting commission or margin, guarantee commission, placing commission or selling agent's commission.
- 2.3.9. Net proceeds accruing to the issuer from the issue and intended application of such proceeds, e.g., to finance the investment programme or to strengthen the issuer's financial position.
- 2.4. Information concerning admission of shares to official listing:
  - 2.4.0. Description of the shares for which admission to official listing is applied, and in particular the number of shares and nominal value per share, or, in the absence of nominal value, the accounting par value or the total nominal value, the exact designation or class, and coupons attached.
    - 2.4.1. If the shares are to be marketed on the stock exchange and no such shares have previously been sold to the public, a statement of the number of shares made available to the market and of their nominal value, or, in the absence of nominal value, of their accounting par value, or a statement of the total nominal value and, where applicable, a statement of the minimum offer price.
    - 2.4.2. If known, the dates on which the new shares will be listed and dealt in.
    - 2.4.3. If shares of the same class are already listed on one or more stock exchanges, indication of these stock exchanges.
    - 2.4.4. If shares of the same class have not yet been admitted to official listing but are dealt in on one or more other markets which are subject to regulation, are in regular operation and are recognized and open, indication of such markets.
  - 2.4.5. Indication of any of the following which have occurred during the last financial year and the current financial year:
    - public takeover offers by third parties in respect of the issuer's shares,
    - public takeover offers by the issuer in respect of other companies' shares.The price or exchange terms attaching to such offers and the outcome thereof are to be stated.
- 2.5. If, simultaneously or almost simultaneously with the creation of shares for which admission to official listing is being sought, shares of the same class are subscribed for or placed privately or if shares of other classes are created for public or private placing, details are to be given of the nature of such operations and of the number and characteristics of the shares to which they relate.

### CHAPTER 3

#### **General information about the issuer and its capital**

- 3.1. General information about the issuer:
  - 3.1.0. Name, registered office and principal administrative establishment if different from the registered office.
    - 3.1.1. Date of incorporation and the length of life of the issuer, except where indefinite.

- 3.1.2. Legislation under which the issuer operates and legal form which it has adopted under that legislation.
- 3.1.3. Indication of the issuer's objects and reference to the clause of the memorandum of association in which they are described.
- 3.1.4. Indication of the register and of the entry number therein.
- 3.1.5. Indication of where the documents concerning the issuer which are referred to in the listing particulars may be inspected.
- 3.2. General information about the capital:
  - 3.2.0. The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics; the part of the issued capital still to be paid up, and an indication of the number, or total nominal value, and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.
  - 3.2.1. Where there is authorized but unissued capital or an undertaking to increase the capital, *inter alia* in connection with convertible loans issued or subscription options granted, indication of:
    - the amount of such authorized capital or capital increase and, where appropriate, the duration of the authorization,
    - the categories of persons having preferential subscription rights for such additional portions of capital,
    - the terms and arrangements for the share issue corresponding to such portions.
  - 3.2.2. If there are shares not representing capital, the number and main characteristics of such shares are to be stated.
  - 3.2.3. The amount of any convertible debt securities, exchangeable debt securities or debt securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription.
  - 3.2.4. Conditions imposed by the memorandum and articles of association governing changes in the capital and in the respective rights of the various classes of shares, where such conditions are more stringent than is required by law.
  - 3.2.5. Summary description of the operations during the three preceding years which have changed the amount of the issued capital and/or the number and classes of shares of which it is composed.
  - 3.2.6. As far as they are known to the issuer, indication of the natural or legal persons who, directly or indirectly, severally or jointly, exercise or could exercise control over the issuer, and particulars of the proportion of the capital held giving a right to vote.

Joint control shall mean control exercised by more than one company or by more than one person having concluded an agreement which may lead to their adopting a common policy in respect of the issuer.
  - 3.2.7. In so far as they are known to the issuer, indication of the shareholders who, directly or indirectly, hold a proportion of the issuer's capital which the Member States may not fix at more than 20%.
  - 3.2.8. If the issuer belongs to a group of undertakings, a brief description of the group and of the issuer's position within it.

- 3.2.9. Number, book value and nominal value or, in the absence of a nominal value, the accounting par value of any of its own shares which the issuer or another company in which it has a direct or indirect holding of more than 50% has acquired and is holding, if such securities do not appear as a separate item on the balance sheet.

#### CHAPTER 4

##### Information concerning the issuer's activities

- 4.1. The issuer's principal activities:
- 4.1.0. Description of the issuer's principal activities, stating the main categories of products sold and/or services performed.
- Indication of any significant new products and/or activities.
- 4.1.1. Breakdown of net turnover during the past three financial years by categories of activity and into geographical markets in so far as, taking account of the manner in which the sale of products and the provision of services falling within the issuer's ordinary activities are organized, these categories and markets differ substantially from one another.
- 4.1.2. Location and size of the issuer's principal establishments and summary information about real estate owned. Any establishment which accounts for more than 10% of turnover or production shall be considered a principal establishment.
- 4.1.3. For mining, extraction of hydrocarbons, quarrying and similar activities in so far as significant, description of deposits, estimate of economically exploitable reserves and expected period of working.
- Indication of the periods and main terms of concessions and the economic conditions for working them.
- Indication of the progress of actual working.
- 4.1.4. Where the information given pursuant to headings 4.1.0 to 4.1.3 has been influenced by exceptional factors, that fact should be mentioned.
- 4.2. Summary information regarding the extent to which the issuer is dependent, if at all, on patents or licences, industrial, commercial or financial contracts or new manufacturing processes, where such factors are of fundamental importance to the issuer's business or profitability.
- 4.3. Information concerning policy on the research and development of new products and processes over the past three financial years, where significant.
- 4.4. Information on any legal or arbitration proceedings which may have or have had a significant effect on the issuer's financial position in the recent past.
- 4.5. Information on any interruptions in the issuer's business which may have or have had a significant effect on the issuer's financial position in the recent past.
- 4.6. Average numbers employed and changes therein over the past three financial years, if such changes are material, with, if possible, a breakdown of persons employed by main categories of activity.
- 4.7. Investment policy:

- 4.7.0. Description, with figures, of the main investments made, including interests such as shares, debt securities, etc., in other undertakings over the past three financial years and the months already elapsed of the current financial year.
- 4.7.1. Information concerning the principal investments being made with the exception of interests being acquired in other undertakings.
- Distribution of these investments geographically (home and abroad).
- Method of financing (internal or external).
- 4.7.2. Information concerning the issuer's principal future investments, with the exception of interests to be acquired in other undertakings on which its management bodies have already made firm commitments.

## CHAPTER 5

### **Information concerning the issuer's assets and liabilities, financial position and profits and losses**

#### 5.1. Accounts of the issuer:

- 5.1.0. The last three balance sheets and profit and loss accounts drawn up by the company set out as a comparative table. The notes on the annual accounts for the last financial year.

The draft listing particulars must be filed with the competent authorities not more than 18 months after the end of the financial year to which the last annual accounts published relate. The competent authorities may extend that period in exceptional cases.

- 5.1.1. If the issuer prepares consolidated annual accounts only, it shall include those accounts in the listing particulars in accordance with heading 5.1.0.

If the issuer prepares both own and consolidated annual accounts, it shall include both sets of accounts in the listing particulars in accordance with heading 5.1.0. However, the competent authorities may allow the issuer to include either the own or the consolidated annual accounts, on condition that the accounts which are not included do not provide any significant additional information.

- 5.1.2. The profit or loss per share of the issuing company, for the financial year, arising out of the company's ordinary activities, after tax, for the last three financial years, where the company includes its own annual accounts in the listing particulars.

Where the issuer includes only consolidated annual accounts in the listing particulars, it shall indicate the consolidated profit or loss per share, for the financial year, for the last three financial years. This information shall appear in addition to that provided in accordance with the preceding subparagraph where the issuer also includes its own annual accounts in the listing particulars.

If in the course of the abovementioned period of three financial years the number of shares in the issuing company has changed as a result, for example, of an increase or decrease in capital or the rearrangement or splitting of shares, the profit or loss per share referred to in the first and second paragraph above shall be adjusted to make them comparable; in that event the adjustment formulae used shall be disclosed.

- 5.1.3. The amount of the dividend per share for the last three financial years, adjusted, if necessary, to make it comparable in accordance with the third subparagraph of heading 5.1.2.



- 5.1.4. Where more than nine months have elapsed since the end of the financial year to which the last published own annual and/or consolidated annual accounts relate, an interim financial statement covering at least the first six months shall be included in the listing particulars or appended to them. If such an interim financial statement is unaudited, that fact must be stated.

Where the issuer prepares consolidated annual accounts, the competent authorities shall decide whether the interim financial statement to be submitted must be consolidated or not.

Any significant change which has occurred since the end of the last financial year or the preparation of the interim financial statement must be described in a note inserted in the listing particulars or appended thereto.

- 5.1.5. If the own or consolidated annual accounts do not comply with the Council Directives on undertakings' annual accounts and do not give a true and fair view of the issuer's assets and liabilities, financial position and profits and losses, more detailed and/or additional information must be given.
- 5.1.6. A table showing the sources and application of funds over the past three financial years.
- 5.2. Individual details listed below relating to the undertakings in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

The items of information listed below must be given in any event for every undertaking in which the issuer has a direct or indirect participating interest, if the book value of that participating interest represents at least 10% of the capital and reserves or accounts for at least 10% of the net profit or loss of the issuer or, in the case of a group, if the book value of that participating interest represents at least 10% of the consolidated net assets or accounts for at least 10% of the consolidated net profit or loss of the group.

The items of information listed below need not be given provided that the issuer proves that its holding is of a purely provisional nature.

Similarly, the information required under points (e) and (f) may be omitted where the undertaking in which a participating interest is held does not publish its annual accounts.

Pending subsequent coordination of provisions relating to consolidated annual accounts, the Member States may authorize the competent authorities to permit the omission of the information prescribed in points (d) to (j) if the annual accounts of the undertakings in which the participating interests are held are consolidated into the group annual accounts or if the value attributable to the interest under the equity method is disclosed in the annual accounts, provided that, in the opinion of the competent authorities, the omission of that information is not likely to mislead the public with regard to the facts and circumstances, knowledge of which is essential for the assessment of the security in question.

The information provided for under points (g) and (j) may be omitted if, in the opinion of the competent authorities, such omission does not mislead investors.

- (a) Name and registered office of the undertaking.
- (b) Field of activity.
- (c) Proportion of capital held.
- (d) Issued capital.

- (e) Reserves.
  - (f) Profit or loss arising out of ordinary activities, after tax, for the last financial year.
  - (g) Value at which the issuer obliged to publish listing particulars shows shares held in its accounts.
  - (h) Amount still to be paid up on shares held.
  - (i) Amount of dividends received in the course of the last financial year in respect of shares held.
  - (j) Amount of the debts owed to and by the issuer with regard to the undertaking.
- 5.3 Individual details relating to the undertakings not referred to in heading 5.2 in which the issuer holds at least 10% of the capital. These details may be omitted when they are of negligible importance for the purpose of the objective set in Article 4 of this Directive:
- (a) name and registered office of the undertaking;
  - (b) proportion of capital held.
- 5.4. When the listing particulars comprise consolidated annual accounts, disclosure:
- (a) of the consolidation principles applied. These shall be described explicitly where the Member State has no laws governing the consolidation of annual accounts or where such principles are not in conformity with such laws or with a generally accepted method in use in the Member State in which the stock exchange on which admission to official listing is requested is situated or operates;
  - (b) of the names and registered offices of the undertakings included in the consolidation, where that information is important for the purpose of assessing the assets and liabilities, the financial position and the profits and losses of the issuer. It is sufficient to distinguish them by a sign in the list of undertakings of which details are required in heading 5.2;
  - (c) for each of the undertakings referred to in (b):
    - the total proportion of third-party interests, if annual accounts are consolidated globally;
    - the proportion of the consolidation calculated on the basis of interests, if consolidation has been effected on a *pro rata* basis.
- 5.5. Where the issuer is a dominant undertaking forming a group with one or more dependent undertakings, the details provided for in Chapters 4 and 7 shall be given for that issuer and group,
- The competent authorities may permit the provision of that information for the issuer alone or for the group alone, provided that the details which are not provided are not material.
- 5.6. If certain information provided for under Schedule A is given in the annual accounts provided in accordance with this Chapter, it need not be repeated.

## CHAPTER 6

### Information concerning administration, management and supervision

- 6.1. Names, addresses and functions in the issuing company of the following persons and an indication of the principal activities performed by them outside that company where these are significant with respect to that company:

- (a) members of the administrative, management or supervisory bodies;
  - (b) partners with unlimited liability, in the case of a limited partnership with a share capital;
  - (c) founders, if the company has been established for fewer than five years.
- 6.2. Interests of the members of the administrative, management and supervisory bodies in the issuing company:
- 6.2.0. Remuneration paid and benefits in kind granted, during the last completed financial year under any heading whatsoever, and charged to overheads or the profit appropriation account, to members of the administrative, management and supervisory bodies, these being total amounts for each category of body.
- The total remuneration paid and benefits in kind granted to all members of the administrative, management and supervisory bodies of the issuer by all the dependent undertakings with which it forms a group must be indicated.
- 6.2.1. Total number of shares in the issuing company held by the members of its administrative, management and supervisory bodies and options granted to them on the company's shares.
- 6.2.2. Information about the nature and extent of the interests of members of the administrative, management and supervisory bodies in transactions effected by the issuer which are unusual in their nature or conditions (such as purchases outside normal activity, acquisition or disposal of fixed asset items) during the preceding financial year and the current financial year. Where such unusual transactions were concluded in the course of previous financial years and have not been definitively concluded, information on those transactions must also be given.
- 6.2.3. Total of all the outstanding loans granted by the issuer to the persons referred to in heading 6.1(a) and also of any guarantees provided by the issuer for their benefit.
- 6.3. Schemes for involving the staff in the capital of the issuer.

## CHAPTER 7

### **Information concerning the recent development and prospects of the issuer**

- 7.1. Except in the event of a derogation granted by the competent authorities, general information on the trend of the issuer's business since the end of the financial year to which the last published annual accounts relate, in particular:
- the most significant recent trends in production, sales and stocks and the state of the order book, and
  - recent trends in costs and selling prices.
- 7.2. Except in the event of a derogation granted by the competent authorities, information on the issuer's prospects for at least the current financial year.

**SCHEDULE B****LAYOUT FOR LISTING PARTICULARS FOR THE ADMISSION OF DEBT  
SECURITIES TO OFFICIAL STOCK EXCHANGE LISTING****CHAPTER 1****Information concerning those responsible for listing particulars and the auditing of  
accounts**

- 1.1. Names and addresses of the natural or legal persons responsible for the listing particulars or, as the case may be, for certain parts of them with, in the latter case, an indication of those parts.
- 1.2. Declaration by those responsible, as referred to in heading 1.1, that, to the best of their knowledge, the information given in that part of the listing particulars for which they are responsible is in accordance with the facts and contains no omissions likely to affect the import of the listing particulars.
- 1.3. Names, addresses and qualifications of the official auditors who have audited the annual accounts for the preceding three financial years in accordance with national law.

Statement that the annual accounts have been audited. If audit reports on the annual accounts have been refused by the official auditors or if they contain qualifications, such refusal or such qualifications must be reproduced in full and the reasons given.

Indication of other information in the listing particulars which has been audited by the auditors.

**CHAPTER 2****Information concerning loans and the admission of debt securities to official listing**

- 2.1. Conditions of the loan:
  - 2.1.0. The nominal amount of the loan; if this amount is not fixed, a statement to this effect be made.

The nature, number and numbering of the debt securities and the denominations.
  - 2.1.1. Except in the case of continuous issues, the issue and redemption prices and the nominal interest rate; if several interest rates are provided for, an indication of the conditions for changes in the rate.
  - 2.1.2. Procedures for the allocation of any other advantages; the method of calculating such advantages.
  - 2.1.3. Tax on the income from the debt securities withheld at source in the country of origin and/or the country of listing.

Indication as to whether the issuer assumes responsibility for the withholding of tax at source.
  - 2.1.4. Arrangements for the amortization of the loan, including the repayment procedures.

- 2.1.5. The financial organizations which, at the time of admission to official listing are the paying agents of the issuer in the Member State of admission.
- 2.1.6. Currency of the loan; if the loan is denominated in units of account, the contractual status of these; currency option.
- 2.1.7. Time limits:
  - (a) period of the loan and any interim due dates;
  - (b) the date from which interest becomes payable and the due dates for interest;
  - (c) the time limit on the validity of claims to interest and repayment of principal;
  - (d) procedures and time limits for delivery of the debt securities, possible creation of provisional certificates.
- 2.1.8. Except in the case of continuous issues, an indication of yield. The method whereby that yield is calculated shall be described in summary form.
- 2.2. Legal information:
  - 2.2.0. Indication of the resolutions, authorizations and approvals by virtue of which the debt securities have been or will be created and/or issued.

Type of operation and amount thereof.

Number of debt securities which have been or will be created and/or issued, if predetermined.
  - 2.2.1. Nature and scope of the guarantees, sureties and commitments intended to ensure that the loan will be duly serviced as regards both the repayment of the debt securities and the payment of interest.

Indication of the places where the public may have access to the texts of the contracts relating to these guarantees, sureties and commitments.
  - 2.2.2. Organization of trustees or of any other representation for the body of debt security holders.

Name and function and description and head office of the representative of the debt security holders, the main conditions of such representation and in particular the conditions under which the representative may be replaced.

Indication of where the public may have access to the contracts relating to these forms of representation.
  - 2.2.3. Mention of clauses subordinating the loan to other debts of the issuer already contracted or to be contracted.
  - 2.2.4. Indication of the legislation under which the debt securities have been created and of the courts competent in the event of litigation.
  - 2.2.5. Indication as to whether the debt securities are registered or bearer.
  - 2.2.6. Any restrictions on the free transferability of the debt securities.
- 2.3. Information concerning the admission of the debt securities to official listing.
  - 2.3.0. The stock exchanges where admission to official listing is, or will be, sought.

- 2.3.1. Names, addresses and description of the natural or legal persons underwriting or guaranteeing the issue for the issuer. Where not all of the issue is underwritten or guaranteed, a statement of the portion not covered.
- 2.3.2. If the public or private issue or placing were or are being made simultaneously on the markets of two or more States and if a tranche has been or is being reserved for certain of these, indication of any such tranche.
- 2.3.3. If debt securities of the same class are already listed on one or more stock exchanges, indication of these stock exchanges.
- 2.3.4. If debt securities of the same class have not yet been admitted to official listing but are dealt in one or more other markets which are subject to regulation, are in regular operation and are recognized and open, indication of such markets.
- 2.4. Information concerning the issue of it is concomitant with official admission or if it took place within the three months preceding such admission.
- 2.4.0. The procedure for the exercise of any right of pre-emption; the negotiability of subscription rights; the treatment of subscription rights not exercised.
  - 2.4.1. Method of payment of the issue or offer price.
  - 2.4.2. Except in the case of continuous debt security issues, period of the opening of the issue or offer and any possibilities of early closure.
  - 2.4.3. Indication of the financial organizations responsible for receiving the public's subscriptions.
  - 2.4.4. Reference, where necessary, to the fact that the subscriptions may be reduced.
  - 2.4.5. Except in the case of continuous debt security issues, indication of the net proceeds of the loan.
  - 2.4.6. Purpose of the issue and intended application of its proceeds.

### CHAPTER 3

#### **General information about the issuer and its capital**

- 3.1. General information about the issuer.
  - 3.1.0. Name, registered office and principal administrative establishment if different from the registered office.
    - 3.1.1. Date of incorporation and the length of life of the issuer, except where indefinite.
    - 3.1.2. Legislation under which the issuer operates and legal form which it has adopted under that legislation.
    - 3.1.3. Indication of the issuer's objects and reference to the clause in the memorandum of association in which they are described.
    - 3.1.4. Indication of the register and of the entry number therein.
    - 3.1.5. Indication of where the documents concerning the issuer which are referred to in the listing particulars may be inspected.
  - 3.2. General information about capital:

- 3.2.0. The amount of the issued capital and the number and classes of the securities of which it is composed with details of their principal characteristics.
- The part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of securities not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.
- 3.2.1. The amount of any convertible debt securities, exchangeable debt securities or debt securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription.
- 3.2.2. If the issuer belongs to a group of undertakings, a brief description of the group and of the issuer's position within it.
- 3.2.3. Number, book value and nominal value or, in the absence of a nominal value, the accounting par value of any of its own shares which the issuer or another company in which the issuer has a direct or indirect holding of more than 50% has acquired and is holding, if such securities do not appear as a separate item on the balance sheet, in so far as they represent a significant part of the issued capital.

## CHAPTER 4

### Information concerning the issuer's activities

- 4.1. The issuer's principal activities.
- 4.1.0. Description of the issuer's principal activities, stating the main categories of products sold and/or services performed.
- Indication of any significant new products and/or activities.
- 4.1.1. Net turnover during the past two financial years.
- 4.1.2. Location and size of the issuer's principal establishments and summary information about real estate owned. Any establishment which accounts for more than 10% of turnover or production shall be considered a principal establishment.
- 4.1.3. For mining, extraction of hydrocarbons, quarrying and similar activities in so far as significant, description of deposits, estimate of economically exploitable reserves and expected period of working.
- Indication of the periods and main terms of concessions and the economic conditions for working them.
- Indication of the progress of actual working.
- 4.1.4. Where the information given pursuant to headings 4.1.0 to 4.1.3 has been influenced by exceptional factors, that fact should be mentioned.
- 4.2. Summary information regarding the extent to which the issuer is dependent, if at all, on patents or licences, industrial, commercial or financial contracts or new manufacturing processes, where such factors are of fundamental importance to the issuer's business or profitability.
- 4.3. Information on any legal or arbitration proceedings which may have or have had a significant effect on the issuer's financial position in the recent past.

- 4.4. Investment policy:
- 4.4.0. Description, with figures, of the main investments made, including interests such as shares, debt securities, etc., in other undertakings, over the past three financial years and the months already elapsed of the current financial year.
- 4.4.1. Information concerning the principal investments being made with the exception of interests being acquired in other undertakings.
- Distribution of these investments geographically (home and abroad).
- Method of financing (internal or external).
- 4.4.2. Information concerning the issuer's principal future investments, with the exception of interests to be acquired in other undertakings, on which its management bodies have already made firm commitments.

## CHAPTER 5

### **Information concerning the issuer's assets and liabilities, financial position and profits and losses**

- 5.1. Accounts of the issuer:
- 5.1.0. The last two balance sheets and profit and loss accounts drawn up by the issuer set out as a comparative table. The notes on the annual accounts for the last financial year.
- The draft listing particulars must be filed with the competent authorities not more than 18 months after the end of the financial year to which the last annual accounts published relate. The competent authorities may extend that period in exceptional cases.
- 5.1.1. If the issuer prepares consolidated annual accounts only, it shall include those accounts in the listing particulars in accordance with heading 5.1.0.
- If the issuer prepares both own and consolidated annual accounts, it shall include both sets of accounts in the listing particulars in accordance with heading 5.1.0. However, the competent authorities may allow the issuer to include either the own or the consolidated annual accounts, on condition that the accounts which are not included do not provide any significant additional information.
- 5.1.2. Where more than nine months have elapsed since the end of the financial year to which the last published own annual and/or consolidated annual accounts relate, an interim financial statement covering at least the first six months shall be included in the listing particulars or appended to them. If the interim financial statement is unaudited, that fact must be stated.
- Where the issuer prepares consolidated annual accounts, the competent authorities shall decide whether the interim financial statement to be submitted must be consolidated or not.
- Any significant change which has occurred since the end of the last financial year or the preparation of the aforementioned interim financial statement must be described in a note inserted in or appended to the listing particulars.
- 5.1.3. If the own annual or consolidated annual accounts do not comply with the Council Directives on undertakings' annual accounts and do not give a true and fair view of the issuer's assets and liabilities, financial position and profits and losses, more detailed and/or additional information must be given.



5.1.4. Indication as at the most recent date possible (which must be stated) of the following, if material:

- the total amount of any loan capital outstanding, distinguishing between loans guaranteed (by the provision of security or otherwise, by the issuer or by third parties) and loans not guaranteed,
- the total amount of all other borrowings and indebtedness in the nature of borrowing, distinguishing between guaranteed and unguaranteed borrowings and debts,
- the total amount of any contingent liabilities.

An appropriate negative statement shall be given, where relevant, in the absence of any such loan capital, borrowings and indebtedness and contingent liabilities.

If the issuer prepares consolidated annual accounts, the principles laid down in heading 5.1.1 shall apply.

As a general rule, no account should be taken of liabilities between undertakings within the same group, a statement to that effect being made if necessary.

5.1.5. A table showing the sources and application of funds over the past three financial years.

5.2. Individual details listed below relating to the undertakings in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

The items of information listed below must be given in any event for every undertaking in which the issuer has a direct or indirect participating interest, if the book value of that participating interest represents at least 10% of the capital and reserves or accounts for at least 10% of the net profit or loss of the issuer, or in the case of a group, if the book value of that participating interest represents at least 10% of the consolidated net assets or accounts for at least 10% of the consolidated net profit or loss of the group.

The items of information listed below need not be given provided that the issuer proves that its holding is of a purely provisional nature.

Similarly, the information required under points (e) and (f) may be omitted where the undertaking in which a participating interest is held does not publish its annual accounts.

Pending coordination of provisions relating to consolidated annual accounts, the Member States may authorize the competent authorities to permit the omission of the information prescribed in points (d) to (h) if the annual accounts of the undertakings in which the participating interests are held are consolidated into the group annual accounts or if the value attributable to the interest under the equity method is disclosed in the annual accounts, provided that in the opinion of the competent authorities, the omission of that information is not likely to mislead the public with regard to the facts and circumstances knowledge of which is essential for the assessment of the security in question.

- (a) Name and registered office of the undertaking.
- (b) Field of activity.
- (c) Proportion of capital held.
- (d) Issued capital.
- (e) Reserves.

- (f) Profit or loss arising out of ordinary activities, after tax, for the last financial year.
  - (g) Amount still to be paid up on shares held.
  - (h) Amount of dividends received in the course of the last financial year in respect of shares held.
- 5.3. When the listing particulars comprise consolidated annual accounts, disclosure:
- (a) of the consolidation principles applied. These shall be described explicitly where the Member State has no laws governing the consolidation of annual accounts or where such principles are not in conformity with such laws or with a generally accepted method in use in the Member State in which the stock exchange on which admission to official listing is requested is situated or operates;
  - (b) of the names and registered offices of the undertakings included in the consolidation, where that information is important for the purpose of assessing the assets and liabilities, the financial position and the profits and losses of the issuer. It is sufficient to distinguish them by a sign in the list of companies for which details are required in heading 5.2;
  - (c) for each of the undertakings referred to in (b):
    - the total proportion of third-party interests, if annual accounts are consolidated globally,
    - the proportion of the consolidation calculated on the basis of interests, if consolidation has been effected on a *pro rata* basis.
- 5.4. Where the issuer is a dominant undertaking forming a group with one or more dependent undertakings, the details provided for in Chapters 4 and 7 shall be given for that issuer and group.
- The competent authorities may permit the provision of that information for the issuer alone or for the group alone, provided that the details which are not provided are not material.
- 5.5. If certain information provided for under Schedule B is given in the annual accounts provided in accordance with this Chapter, it need not be repeated.

## CHAPTER 6

### Information concerning administration, management and supervision

- 6.1. Names, addresses and functions in the issuing undertaking of the following persons, and an indication of the principal activities performed by them outside that undertaking where these are significant with respect to that undertaking:
- (a) members of the administrative management or supervisory bodies;
  - (b) partners with unlimited liability, in the case of a limited partnership with a share capital.

## CHAPTER 7

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

- 7.1. Except in the event of a derogation granted by the competent authorities, general information on the trend of the issuer's business since the end of the financial year to which the last published annual accounts relate, in particular:

- the most significant recent trends in production, sales and stocks and the state of the order book, and
  - recent trends in costs and selling prices.
- 7.2. Except in the event of a derogation granted by the competent authorities, information on the issuer's prospects for at least the current financial year.

#### SCHEDULE C

### LAYOUT FOR LISTING PARTICULARS FOR THE ADMISSION OF CERTIFICATES REPRESENTING SHARES TO OFFICIAL STOCK EXCHANGE LISTING

#### CHAPTER 1

##### General information about the issuer

- 1.1 Name, registered office and principal administrative establishment if different from the registered office.
- 1.2 Date of incorporation and length of life of the issuer, except where indefinite.
- 1.3 Legislation under which the issuer operates and legal form which it has adopted under that legislation.
- 1.4 The amount of the issued capital and the number and classes of the securities of which it is composed with details of their principal characteristics.

The part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of the securities not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.

- 1.5 Indication of the principal holders of the capital.
- 1.6 Names, addresses and functions in the issuing body of the following persons, and an indication of the principal activities performed by them outside that body where these are significant with respect to that body, and also the functions held:
  - (a) members of the administrative, management or supervisory bodies;
  - (b) partners with unlimited liability, in the case of a limited partnership with a share capital.
- 1.7 The company's objects. If the issue of certificates representing shares is not the sole object of the company, the nature of its other activities must be described, those of a purely trustee nature being dealt with separately.
- 1.8 A summary of the annual accounts relating to the last completed financial year.

Where more than nine months have elapsed since the end of the last financial year to which the last published own annual and/or consolidated annual accounts relate, an interim financial statement covering at least the first six months shall be included in the listing particulars or appended to them. If the interim financial statement is unaudited, that fact must be stated.

Where the issuer prepares consolidated annual accounts, the competent authorities shall decide whether the interim financial statement to be submitted must be consolidated or not.

Any significant change which has occurred since the end of the last financial year or the preparation of the interim financial statement must be described in a note inserted in the listing particulars or appended thereto.

## CHAPTER 2

### Information on the certificates themselves

- 2.1. Legal status:  
Indication of the rules governing the issue of the certificates and mention of the date and place of their publication.
    - 2.1.0. Exercise of and benefit from the rights attaching to the original securities, in particular voting rights — conditions on which the issuer of the certificates may exercise such rights, and measures envisaged to obtain the instructions of the certificate holders — and the right to share in profits and any liquidation surplus.
      - 2.1.1. Bank or other guarantees attached to the certificates and intended to underwrite the issuer's obligations.
      - 2.1.2. Possibility of obtaining the conversion of the certificates into original securities and procedure for such conversion.
  - 2.2. The amount of the commissions and costs to be borne by the holder in connection with:
    - the issue of the certificate,
    - the payment of the coupons,
    - the creation of additional certificates,
    - the exchange of the certificates for original securities.
  - 2.3. Transferability of the certificates:
    - (a) The stock exchanges where admission to official listing is, or will be, sought;
    - (b) Any restrictions on the free transferability of the certificates.
  - 2.4. Supplementary information for admission to official listing:
    - (a) If the certificates are to be placed on a stock exchange the number of certificates made available to the market and/or the total nominal value; the minimum sale price, if such a price is fixed;
    - (b) Date on which the new certificates will be listed, if known.
  - 2.5. Indication of the tax arrangements with regard to any taxes and charges to be borne by the holders and levied in the countries where the certificates are issued.
  - 2.6. Indication of the legislation under which the certificates have been created and of the courts competent in the event of litigation.
-

*The Interim Reports directive***COUNCIL DIRECTIVE****of 15 February 1982****on information to be published on a regular basis by companies the shares of which have been admitted to official stock exchange listing**

(82/121/EEC)

THE COUNCIL OF THE EUROPEAN COMMUNITIES,

Having regard to the Treaty establishing the European Economic Community, and in particular Articles 54 (3) (g) and 100 thereof,

Having regard to the proposal from the Commission <sup>(1)</sup>,

Having regard to the opinion of the European Parliament <sup>(2)</sup>,

Having regard to the opinion of the Economic and Social Committee <sup>(3)</sup>,

Whereas Council Directive 80/390/EEC of 17 March 1980 coordinating the requirements for the drawing up, scrutiny and distribution of the listing particulars to be published for the admission of securities to official stock exchange listing <sup>(4)</sup> seeks to ensure improved protection of investors and a greater degree of equivalence in the protection provided, by coordinating requirements as to the information to be published at the time of admission;

Whereas, in the case of securities admitted to official stock exchange listing, the protection of investors requires that the latter be supplied with appropriate regular information throughout the entire period during which the securities are listed; whereas coordination of requirements for this regular information has similar objectives to those envisaged for the listing particulars, namely to improve such protection and to make it more equivalent, to

facilitate the listing of these securities on more than one stock exchange in the Community, and in so doing to contribute towards the establishment of a genuine Community capital market by permitting a fuller interpenetration of securities markets;

Whereas, under Council Directive 79/279/EEC of 5 March 1979 coordinating the conditions for the admission of securities to official stock exchange listing <sup>(5)</sup>, listed companies must as soon as possible make available to investors their annual accounts and report giving information on the company for the whole of the financial year; whereas the fourth Directive 78/660/EEC <sup>(6)</sup> has coordinated the laws, regulations and administrative provisions of the Member States concerning the annual accounts of certain types of companies;

Whereas companies should also, at least once during each financial year, make available to investors reports on their activities; whereas this Directive can, consequently, be confined to coordinating the content and distribution of a single report covering the first six months of the financial year;

Whereas, however, in the case of ordinary debentures, because of the rights they confer on their holders, the protection of investors by means of the publication of a half-yearly report is not essential; whereas, by virtue of Directive 79/279/EEC, convertible or exchangeable debentures and debentures with warrants may be admitted to official listing only if

<sup>(1)</sup> OJ No C 29, 1. 2. 1979, p. 5 and OJ No C 210, 16. 8. 1980, p. 5.

<sup>(2)</sup> OJ No C 85, 8. 4. 1980, p. 69.

<sup>(3)</sup> OJ No C 53, 3. 3. 1980, p. 54.

<sup>(4)</sup> OJ No L 100, 17. 4. 1980, p. 1.

<sup>(5)</sup> OJ No L 66, 16. 3. 1979, p. 21.

<sup>(6)</sup> OJ No L 222, 14. 8. 1978, p. 11.

the related shares are already listed on the same stock exchange or on another regulated, regularly operating, recognized open market or are so admitted simultaneously; whereas the Member States may derogate from this principle only if their competent authorities are satisfied that holders have at their disposal all the information necessary to form an opinion concerning the value of the shares to which these debentures relate; whereas, consequently, regular information needs to be coordinated only for companies whose shares are admitted to official stock exchange listing;

Whereas the half-yearly report must enable investors to make an informed appraisal of the general development of the company's activities during the period covered by the report; whereas, however, this report need contain only the essential details on the financial position and general progress of the business of the company in question;

Whereas, in order to take account of difficulties resulting from the current state of laws in certain Member States, companies may be allowed a longer period to implement the provisions of this Directive than that laid down for the adaptation of national laws;

Whereas, so as to ensure the effective protection of investors and the proper operation of stock exchanges, the rules relating to regular information to be published by companies, the shares of which are admitted to official stock exchange listing within the Community, should apply not only to companies from Member States, but also to companies from non-member countries

HAS ADOPTED THIS DIRECTIVE:

## SECTION I

### General provisions and scope

#### *Article 1*

1. This Directive shall apply to companies the shares of which are admitted to official listing on a stock exchange situated or operating in a Member State, whether the admission is of the shares

themselves or of certificates representing them and whether such admission precedes or follows the date on which this Directive enters into force.

2. This Directive shall not, however, apply to investment companies other than those of the closed-end type.

For the purposes of this Directive 'investment companies other than those of the closed-end type' shall mean investment companies:

- the object of which is the collective investment of capital provided by the public, and which operate on the principle of risk spreading, and
- the shares of which are, at the holders' request, repurchased or redeemed, directly or indirectly, out of those companies' assets. Action taken by such companies to ensure that the stock exchange value of their shares does not significantly vary from their net asset value shall be regarded as equivalent to such repurchase or redemption.

3. The Member States may exclude central banks from the scope of this Directive.

#### *Article 2*

The Member States shall ensure that the companies publish half-yearly reports on their activities and profits and losses during the first six months of each financial year.

#### *Article 3*

The Member States may subject companies to obligations more stringent than those provided for by this Directive or to additional obligations, provided that they apply generally to all companies or to all companies of a given class.

## SECTION II

### Publication and contents of the half-yearly report

#### *Article 4*

1. The half-yearly report shall be published within four months of the end of the relevant six-month period.

2. In exceptional, duly substantiated cases, the competent authorities shall be permitted to extend the time limit for publication.

*Article 5*

1. The half-yearly report shall consist of figures and an explanatory statement relating to the company's activities and profits and losses during the relevant six-month period.

2. The figures, presented in table form, shall indicate at least:

- the net turnover, and
- the profit or loss before or after deduction of tax.

These terms shall have the same meanings as in the Council Directives on company accounts.

3. The Member States may allow the competent authorities to authorize companies, exceptionally and on a case-by-case basis, to supply estimated figures for profits and losses, provided that the shares of each such company are listed officially in only one Member State. The use of this procedure must be indicated by the company in its report and must not mislead investors.

4. Where the company has paid or proposes to pay an interim dividend, the figures must indicate the profit or loss after tax for the six-month period and the interim dividend paid or proposed.

5. Against each figure there must be shown the figure for the corresponding period in the preceding financial year.

6. The explanatory statement must include any significant information enabling investors to make an informed assessment of the trend of the company's activities and profits or losses together with an indication of any special factor which has influenced those activities and those profits or losses during the period in question, and enable a comparison to be made with the corresponding period of the preceding financial year.

It must also, as far as possible, refer to the company's likely future development in the current financial year.

7. Where the figures provided for in paragraph 2 are unsuited to the company's activities, the competent authorities shall ensure that appropriate adjustments are made.

*Article 6*

Where a company publishes consolidated accounts it may publish its half-yearly report in either consolidated or unconsolidated form. However, the Member States may allow the competent authorities, where the latter consider that the form not adopted would have contained additional material information, to require the company to publish such information.

*Article 7*

1. The half-yearly report must be published in the Member State or Member States where the shares are admitted to official listing by insertion in one or more newspapers distributed throughout the State or widely distributed therein or in the national gazette, or shall be made available to the public either in writing in places indicated by announcement to be published in one or more newspapers distributed throughout the State or widely distributed therein, or by other equivalent means approved by the competent authorities.

2. A half-yearly report must be drawn up in the official language or languages or in one of the official languages or in another language, provided that, in the Member State concerned, such official language or languages or such other language are customary in the sphere of finance and are accepted by the competent authorities.

3. The company shall send a copy of its half-yearly report simultaneously to the competent authorities of each Member State in which its shares are admitted to official listing. It shall do so not later than the time when the half-yearly report is published for the first time in a Member State.

*Article 8*

Where the accounting information has been audited by the official auditor of the company's accounts, that auditor's report and any qualifications he may have shall be reproduced in full.

## SECTION III

**Powers of the competent authorities***Article 9*

1. Member States shall appoint one or more competent authorities and shall notify the Commission of the appointment of such authorities, giving details of any division of powers among them. Member States shall also ensure that this Directive is applied.

2. The Member States shall ensure that the competent authorities have the necessary powers to carry out their task.

3. Where particular requirements of this Directive are unsuited to a company's activities or circumstances, the competent authorities shall ensure that suitable adaptations are made to such requirements.

4. The competent authorities may authorize the omission from the half-yearly report of certain information provided for in this Directive if they consider that disclosure of such information would be contrary to the public interest or seriously detrimental to the company, provided that, in the latter case, such omission would not be likely to mislead the public with regard to facts and circumstances knowledge of which is essential for the assessment of the shares in question.

The company or its representatives shall be responsible for the correctness and relevance of the facts on which any application for such exemption is based.

5. Paragraphs 3 and 4 shall also apply to the more stringent or additional obligations imposed pursuant to Article 3.

6. If a company governed by the law of a non-member country publishes a half-yearly report in a non-member country, the competent authorities may authorize it to publish that report instead of the half-yearly report provided for in this Directive, provided that the information given is equivalent to that which would result from the application of this Directive.

7. This Directive shall not affect the competent authorities' liability, which shall continue to be governed solely by national law.

## SECTION IV

**Cooperation between Member States***Article 10*

1. The competent authorities shall cooperate whenever necessary for the purpose of carrying out their duties and shall exchange any information required for that purpose.

2. Where a half-yearly report has to be published in more than one Member State, the competent authorities of these Member States shall, by way of derogation from Article 3, use their best endeavours to accept as a single text the text which meets the requirements of the Member State in which the company's shares were admitted to official listing for the first time or the text which most closely approximates to that text. In cases of simultaneous admission to official listing on two or more stock exchanges situated or operating in different Member States, the competent authorities of the Member States concerned shall use their best endeavours to accept as a single text the text of the report which meets the requirements of the Member State in which the company's head office is situated; if the company's head office is situated in a non-member country, the competent authorities of the Member States concerned shall use their best endeavours to accept a single version of the report.

## SECTION V

**Contact Committee***Article 11*

1. The Contact Committee set up by Article 20 of Directive 79/279/EEC shall also have as its function:

- (a) without prejudice to Articles 169 and 170 of the Treaty to facilitate the harmonized implementation of this Directive through regular consultations on any practical problems arising from its application on which exchanges of views are deemed useful;
- (b) to facilitate consultation between the Member States on the more stringent or additional obligations which they may impose pursuant to Article 3 with a view to the ultimate convergence of



obligations imposed in all Member States, in accordance with Article 54 (3) (g) of the Treaty;

(c) to advise the Commission, if necessary, on any additions or amendments to be made to this Directive; in particular, the Committee shall consider the possible modification of Articles 3 and 5 in the light of progress towards the convergence of obligations referred to in (b) above.

2. Within five years of notification of this Directive, the Commission shall, after consulting the Contact Committee, submit to the Council a report on the application of Articles 3 and 5 and on such modifications as it would be possible to make thereto.

They shall forthwith inform the Commission thereof.

2. Member States may postpone application of the measures referred to in paragraph 1 until 36 months from the date on which they bring such measures into force.

3. As from the notification of this Directive, Member States shall communicate to the Commission the main provisions of the laws, regulations and administrative provisions which they adopt in the field governed by this Directive.

#### *Article 13*

This Directive is addressed to the Member States.

### SECTION VI

#### Final provisions

Done at Brussels, 15 February 1982.

#### *Article 12*

1. Member States shall bring into force the measures necessary to comply with this Directive not later than 30 June 1983.

*For the Council*

*The President*

P. de KEERSMAEKER

---

### SCHEDULE 2—MEMBER STATE OPTIONS

#### Regulation 6

1. The Admission directive shall not apply to units issued by collective investment undertakings other than of the closed-end type or securities issued by a member state or by its regional or local authorities.

2. The conditions and obligations referred to in Article 8 of the Admission directive shall not apply to the securities issued by persons referred to in that Article.

3. Shares may be admitted to official listing where the condition referred to in the second indent of paragraph 2 in Part I of Schedule A to the Admission directive is not fulfilled provided that the requirements of that paragraph are met.

---

**4.** Debt securities may be admitted to official listing where the condition referred to in the second indent of paragraph 1 of Part III of Section A of Schedule B to the Admission directive is not fulfilled, provided that the requirements of that paragraph are met.

**5.** Convertible or exchangeable debentures and debentures with warrants may be admitted to official listing if the requirement in the second indent of paragraph 2 in Part III of Section A of Schedule B to the Admission directive is satisfied.

**6.** It is hereby determined that no financial institutions are to be covered by Article 11 of the Listing Particulars directive.

**7.** It shall not be necessary for listing particulars relating to the securities referred to in Article 12 of the Listing Particulars directive to contain any information other than the information referred to in that Article.

**8.** The publication referred to in paragraph 2 of Article 20 of the Listing Particulars directive shall be The Stock Exchange Weekly Official Intelligence.

**9.** For the purposes of paragraph 3.2.7. of Schedule A to the Listing Particulars directive the proportion of the issuer's capital shall be 5%.

**10.** Nothing in these regulations shall apply to a central bank so far as they implement the Interim Reports directive.

## EXPLANATORY NOTE

*(This Note is not part of the Regulations.)*

These Regulations implement EEC directives (the texts of which are set out in Schedule 1) concerning (i) the conditions upon which shares and other securities are admitted to official listing on a stock exchange situated or operating in a Member State, including a requirement to publish specified information (listing particulars) about those securities (ii) the obligations which must continue to be fulfilled by issuers once their securities have been admitted to listing, and (iii) the obligations of companies whose shares are listed to publish regular financial and other information about their activities. In particular the Regulations:—

1. give the directive requirements the force of domestic law (Regulation 3(1));
2. designate the Council of The Stock Exchange as the UK authority competent to apply and administer the directive requirements (Regulation 4);
3. govern the liability under UK law of the competent authority in connection with its functions as competent authority, and of other persons in relation to the obligations imposed on them by the directives (Regulations 5 and 8);
4. provide for the exercise of various Member State options conferred by the directives (Regulation 6 and Schedule 2); and
5. make provisions to avoid duplication between the directive requirements and the existing requirements of domestic prospectus law in the Companies Acts and to disapply the restrictions on the distribution of circulars contained in the Prevention of Fraud (Investments) Acts in relation to listing particulars and ancillary documents required or permitted by the directives (Regulation 7).

These Regulations do not come into operation until 1 January 1985 except as regards the conditions of admission to official listing of securities to be offered by or on behalf of a Minister of the Crown or by a body corporate controlled by a Minister (Regulation 1(2)).

SI 1984/716  
ISBN 0-11-046716-7



780110 467160