ESMA_QA_844

Submission Date
09/11/2020

Status: Published Answer Updated

Additional Information

Level 1 Regulation
Prospectus Regulation 2017/1129

Topic
Publication of prospectus

Subject Matter
Application of Article 1(5)(a) of the Prospectus Regulation (Updated 09/09/2026)

Question
How is the exemption provided for in point (a) of the first subparagraph of Article 1(5) applied in practice? (Updated 09/09/2026)

ESMA Answer

09-09-2026

Original language

Admissions under this exemption must not equal or exceed 30% of the issuer’s securities of the same class already admitted to trading on the same regulated market over a 12-month period.

To calculate whether the issuer is exceeding this percentage, it should include the securities that have benefited from this exemption during the previous 12 months in the numerator. However, it should not include securities admitted without a prospectus due to other types of exemptions, such as under Article 1(5)(ba) or 1(5)(h) as examples.

The issuer should include the number of securities of the same class already admitted to trading on the same regulated market at the time it is applying for the new admission in the denominator. (There is no need to calculate for the 12-month average of the securities admitted to trading for the denominator.)

For example:

August 2025: the total number of shares admitted to trading is 100. The issuer applies for the further admission of 10 shares (10%). No prospectus is required.

October 2025: the total number of shares admitted to trading is 110. The issuer applies for the further admission of 4 shares resulting from an offer addressed to its employees. No prospectus is required because the employees’ exemption applies (Article 1(5)(h) PR).

March 2026: the total number of shares admitted to trading is 114. The issuer applies for the further admission of 8 shares. No prospectus is required as it amounts to 16% (18/114).

October 2026: the total number of shares admitted to trading is 122. The issuer applies for the further admission of 34 shares. The August 2025 admission of 10 shares is disregarded because more than 12 months have elapsed. The October 2025 admission is also disregarded because it was subject to another exemption. However, the March 2026

admission does count and, therefore, the issuer should add 8 shares to the new application of 34 shares. Based on this calculation, a prospectus is required as it amounts to 34% (42/122).

Although the example set out above relates to shares, ESMA notes that the application of Article 1(5)(a) is the same for non-equity securities. **(Updated answer 09/09/2026)**

~~09/11/2020~~

~~**Subject Matter:** Application of Article 1(5)(a) of the Prospectus Regulation~~

~~**Question:** How is the exemption provided for in point (a) of the first subparagraph of Article 1(5) applied in practice?~~

~~**Answer:**~~

~~(Published as Prospectuses Q&A 15.1)~~

~~Admissions under this exemption must not equal or exceed 20% of the issuer's securities of the same class already admitted to trading on the same regulated market over a 12-month period.~~

~~To calculate whether the issuer is exceeding this percentage, it should include the securities that have benefited from this exemption during the previous 12 months in the numerator. However, it should not include securities admitted without a prospectus due to other types of exemptions.~~

~~The issuer should include the number of securities of the same class already admitted to trading on the same regulated market at the time it is applying for the new admission in the denominator. (There is no need to calculate for the 12-month average of the securities admitted to trading for the denominator.)~~

~~For example:~~

~~August 2019: the total number of shares admitted to trading is 100. The issuer applies for the further admission of 10 shares (10%). No prospectus is required.~~

~~October 2019: the total number of shares admitted to trading is 110. The issuer applies for the further admission of 4 shares resulting from an offer addressed to its employees. No prospectus is required because the employees' exemption applies (Article 1(5)(h) PR).~~

~~March 2020: the total number of shares admitted to trading is 114. The issuer applies for the further admission of 8 shares. No prospectus is required as it amounts to 16% (18/114).~~

~~October 2020: the total number of shares admitted to trading is 122. The issuer applies for the further admission of 24 shares. The August 2019 admission of 10 shares is disregarded because more than 12 months have elapsed. The October 2019 admission is also disregarded because it was subject to another exemption. However, the March 2020 admission does count and, therefore, the issuer should add 8 shares to the new application of 24 shares. Based on this calculation, a prospectus is required as it amounts to 26% (32/122).~~

~~Although the example set out above relates to shares, ESMA notes that the application of Article 1(5)(a) is the same for non-equity securities.~~