ESMA_QA_1718

Submission Date
01/09/2023

Status: Answer Published

Additional Information

Level 1 Regulation
Prospectus Regulation 2017/1129

Topic
Publication of prospectus

Historic Question Reference
N/A

Additional Legal Reference
Articles 1(4), 1(5) and 1(6) of the Prospectus Regulation

Subject Matter
Scope of the word "shares" in certain exemptions from the obligation to publish a prospectus in Articles 1(4), 1(5) and 1(6) of the Prospectus Regulation.

Question

What is the meaning of the term "shares" in Articles 1(4), 1(5) and 1(6) of the Prospectus Regulation? More specifically, does this term include depository receipts for shares issued with the cooperation of the issuer of the underlying shares?

ESMA Answer

12-09-2024

Original language

Answer provided by the European Commission in accordance with Article 16b(5) of the ESMA Regulation

Shares and depositary receipts are two different types of transferable securities as defined in point (44) of Article 4(1) of Directive 2014/65/EU. Articles 1(4), 1(5) and 1(6) of the Prospectus Regulation specify which specific types of securities are concerned by each specific exemption to the obligation to publish a prospectus set out in Article 3(1) of the Prospectus Regulation. Since these provisions contain exceptions to the general rule, they should be strictly interpreted. Exemptions regarding shares should not be construed as also covering depositary receipts issued with the cooperation of the issuer of the underlying shares.

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