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Additional Information

Level 1 Regulation
Transparency Directive (TD) Directive 2004/109/EC

Topic
Notifications of major shareholdings

Historic Question Reference
[ESMA31-67-127 TD Q12]

Subject Matter
Disclosure of major holdings in case of joint investors' account; TD Art. 9 and 10

Question
Shall the owners of a joint investors account (an account for two persons that are considered co-owners of the securities contained in the joint account), in order to calculate their

thresholds, aggregate the proportion of voting rights attached to their personal accounts to the proportion of voting rights attached to the shares of the joint account? How do these persons notify their participation to the joint account?

ESMA Answer

27-10-2009

Original language

[ESMA31-67-127 TD Q12]

ESMA notes that legal implications of a joint account vary among Member States, since the issue is also linked with national civil law. Therefore, there are different requirements in the Member States, such as:

a) voting rights held in a joint account have to be aggregated to voting rights held in individual accounts in full and both owners of the joint account are to disclose their holdings in full;

b) the notification requirement depends on the terms of the account or agreements relating to the use of voting rights; or

c) holdings in joint account are aggregated to voting rights held in individual account only in proportion to the ownership.

In any case, attention has to be paid to whether the owners of the joint account have adopted, by concerted exercise of voting rights, a lasting common policy towards the management of the issuer in question (Art. 10 (a) of the TD).

Whenever an obligation to notify holdings arises, the person(s) making the notification should distinguish the holdings in the notification.