

Submission Date

23/10/2015

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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 Q20]

Subject Matter

Horizontal aggregation; TD Art 13a

Question

How do the new aggregation requirements set out in Article 13a work with the existing Articles 9, 10 and 13 in practice?

ESMA Answer

23-10-2015

Original language

[ESMA31-67-127 TD Q20]

Article 13a extends to a natural person or a legal entity the notification requirements laid down in Articles 9, 10 and 13 when the number of voting rights held directly or indirectly by such person or entity under Articles 9 and 10 aggregated with the number of voting rights relating to financial instruments held directly or indirectly under Article 13 reaches, exceeds or falls below the thresholds set out in Article 9(1).

The table below illustrates the changing position in an issuer and provides examples of the notifications to be performed assuming the minimum threshold for notification is 5%:

Day	Position of direct/ indirect holdings of voting rights (Art. 9/10)[1]	Position in financial instruments (Art. 13)	Total position (Art. 13a)	Notification required? Yes/No	Threshold triggered according which basket (Art. 9/10[2], 13, 13a TD)?
1	7%	-	7%	Yes	Art. 9/10
2	7%	2%	9%	No	-
3	8%	4%	12%	Yes	Art. 13a(1)

Day	Position of direct/ indirect holdings of voting rights (Art. 9/10)[1]	Position in financial instruments (Art. 13)	Total position (Art. 13a)	Notification required? Yes/No	Threshold triggered according which basket (Art. 9/10[2], 13, 13a TD)?
4	11% (exercise of 3% f.i.)	1%	12%	Yes	Art. 9/10
5	8%	6%	14%	Yes	Art. 9/10 Art. 13
6	8%	4%	12%	Yes	Art. 13
7	9% (exercise of 1% f.i.)	3%	12%	No	-
8	9%	7%	16%	Yes	Art. 13 Art. 13a(1)
9	12%	7%	19%	Yes	Art. 9/10

[1] For purposes of convenience holdings under Article 9 and 10 are not separately represented.

[2] This case is an example of Art. 13a(2), where the holder acquires the underlying shares of the financial instrument and crosses or reaches a threshold laid down by Article 9(1) and has to make a disclosure accordingly.