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Additional Information

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

Topic
Transparency

Historic Question Reference
[ESMA31-67-127 TD Q21]

Additional Legal Reference
Prospectus Regulation (Regulation 2017/1129)

Subject Matter
Change of home Member State and impact on Prospectus Regulation; TD Art 2(1)(i) letter (iii)

Question
Is a change of home Member State by a third country issuer during the transitional period valid for the purposes of the PR?

ESMA Answer

23-10-2015

Original language

[ESMA31-67-127 TD Q21]

Yes. Article 2(1) letter (i) point (iii) of the Transparency Directive permits an issuer whose securities are no longer admitted to trading on the regulated market of its home Member State but are admitted to trading in one or more other Member States, to choose a new home Member State from amongst the Member States where its securities are admitted to trading on a regulated market and, where applicable, the Member State where the issuer has its registered office.

In the case of third country issuers of shares or debt securities the denomination per unit of which is less than EUR 1,000, the Prospectus Regulation (EU) 2017/1129 (PR)[1] and the TD are linked in order to ensure consistency. As such, if those issuers choose a new home Member State under Article 2(1)(i)(iii) of the TD, such choice also applies in the context of the PR (Article 2(m)(iii) of the PR).

The before-mentioned change of home Member State pursuant to Article 2(1)(i)(iii) of the TD by a third country issuer of shares or debt securities the denomination per unit of which is less than EUR 1,000 shall be valid for the purposes of Article 2(m)(iii) of the PR, even if such a change of home Member State has been made prior to 27 November 2015.

[1] Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC