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Additional Information

Level 1 Regulation
Market Abuse Regulation (MAR) Regulation (EU) No 596/2014 - Market Intergrity

Topic
Managers' transactions

Additional Legal Reference
Article 19 (12a) of MAR as introduced by the Listing Act

Subject Matter
Application of a new exception to PDMRs' general prohibition to trade during the close period

Question
Does Article 19(12a) of MAR require issuers to expressly allow their PDMRs to trade during a closed period in the case of transactions or trade activities that do not relate to active

investment decisions, that result exclusively from external factors or actions of third parties, or that are based on predetermined terms?

ESMA Answer

18-02-2026

Original language

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

Article 19(12a) sets out an exemption allowing PDMR to trade during the closed period where transactions or trade activities fall outside the PDMR's direct control or where they do not involve an active choice by that PDMR. Those are transactions or trade activities that do not relate to active investment decisions, result exclusively from external factors or actions of third parties, or that are based on predetermined terms. As those situations are case-specific, the issuer has to verify that the relevant conditions are met in each individual case, i.e. to assess whether transactions do not relate to active investment decisions undertaken by the PDMR, result exclusively from external factors or actions of third parties, or are based on predetermined terms. Nevertheless, while the application of the exemption implies the issuer's prior internal assessment of the compliance with the aforementioned conditions, it does not require a formal prior approval by the issuer, and, where those conditions are met, the approval is to be considered automatic.

Disclaimer:

The answers clarify provisions already contained in the applicable legislation. They do not extend in any way the rights and obligations deriving from such legislation nor do they introduce any additional requirements for the concerned operators and competent authorities. The answers are merely intended to assist natural or legal persons, including competent authorities and Union institutions and bodies in clarifying the application or implementation of the relevant legal provisions. Only the Court of Justice of the European Union is competent to

authoritatively interpret Union law. The views expressed in the internal Commission Decision cannot prejudge the position that the European Commission might take before the Union and national courts.