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04/11/2025
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Additional Information

Level 1 Regulation
Transparency Directive (TD) Directive 2004/109/EC
Level 2 Regulation
Regulation 2015/761 on major holdings
Level 3 Regulation
The Transparency Directive
Topic
Notifications of major shareholdings
Additional Legal Reference
Article 13a Transparency Directive
Subject Matter
Major holdings notification - aggregation
Question
It is not clear whether a parent undertaking is required to aggregate an Entitlement to Acquire and/or Financial Instrument with Similar Economic Effect (collectively the “Article 13 Financial Instruments”) which its subsidiary undertaking holds indirectly. For instance, where a subsidiary owns share options having voting rights (i.e. an Article 13 Financial Instrument - article 13(1)(a)) in an issuer, but holds those share options through a trustee (therefore falling under article 10(g)), would the subsidiary’s ‘indirect’ control over the voting rights pursuant to the share options (registered in the name of the trustee) need to be aggregated by the parent?

The doubt arises because article 10 of the Transparency Directive which creates a list of cases where an indirect holding is said to arise cross-refers only to article 9 (i.e. to holdings of voting rights), and not to Article 13 Financial Instruments. Accordingly, there is doubt, whether the reference to “indirect” holdings of Article 13 Financial Instruments in article 13a(1) (regarding aggregation) should be interpreted with the plain English meaning of “indirect” which refers to a parent-sub relationship, or whether it should be extended to include all the forms of indirect ownership under article 10 of the Transparency Directive.