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Additional Information

Level 1 Regulation
Prospectus Regulation 2017/1129

Topic
Public offer

Subject Matter
Prospectus exemption

Question
Is the exemption referred to in Article 1(5), point (ba), of Regulation (EU) 2017/1129 (the Prospectus Regulation) applicable in the case of a reverse acquisition within the meaning of paragraph B19 of IFRS 3, Business Combinations, adopted by Commission Regulation (EC) No 1126/2008?

ESMA Answer

15-09-2026

Original language

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

No. Recital 13 of Regulation (EU) 2024/2809 clarifies that the intention of the exemption referred to in Article 1(5), point (ba), of the Prospectus Regulation is to allow companies already listed on a regulated market – and thus subject to disclosure requirements under Regulation (EU) No 596/2014 (Market Abuse Regulation (MAR)) and Directive 2004/109/EC (Transparency Directive (TD)) – to be exempt from the obligation to publish a prospectus for the admission to trading on a regulated market of securities fungible with securities already admitted to trading. This is justified because most of the content of such prospectus would already have been publicly available, enabling investors to trade on the basis of that information. Furthermore, the issuer of fungible securities falling under the exemption set out in Article 1(5), point (ba), is required to include a statement of compliance with reporting and disclosure obligations under MAR and TD in the document to be filed with the competent authority on the basis of Annex IX of the Prospectus Regulation. Should that exemption apply to issuers in the case of a reverse acquisition, those compliance statements would be irrelevant, as, after the reverse acquisition, the listed company would be materially different in economic terms, hence investors would not be able to rely on those disclosures. It then follows that, to adhere to the legislative intent of the Prospectus Regulation and allow for informed decision making by investors, the exemption referred to in Article 1(5), point (ba) of the Prospectus Regulation should not apply in the case of a reverse acquisition within the meaning of paragraph B19 of IFRS 3, Business Combinations, as it would prevent the investor from accessing sufficient information.

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.