



The Law Society

**CESR's Consultation Paper on Possible Implementing Measures
concerning the Transparency Directive**

The Law Society of England and Wales is responsible for the representation and regulation of approximately 120,000 solicitors in England and Wales. The Law Society regularly comments on domestic UK legislation as well as EU legislative initiatives, through its Brussels Office. In doing so, the Law Society's comments are aimed at ensuring laws are clear and workable.

Q1: Do you agree that, taking into consideration the main purposes of the Directive in relation to the OAM, end users of the OAM will be investors seeking information on issuers and that the specific needs of particular investors or users should be tackled by the OAM itself and not require further and more burdensome requirements on issuers or on the OAM itself? Please provide reasons for your answer.

Yes. We think it is consistent with the Better Regulation principles not to impose burdensome requirements on issuers or on the OAM itself.

Q2: Do you agree that, taking into consideration the main purposes of the Directive in relation to the OAM, what needs to be stored and to be accessed in the OAM is just the regulated information, as produced and disseminated by the issuer or more than that? If so, please provide reasons for your answer and indicate what kind of facilities you would expect and indicate how to cover the costs of such value added facilities.

We agree that what needs to be stored and accessed in the OAM is just the regulated information, as produced and disseminated by the issuer. To require an issuer to provide more would be costly and not necessarily cost effective.

Q3: Do you agree with the views above or do you envisage a more ambitious approach to "easy access"? If so, please indicate what facilities you would like to see in place and detail the additional estimated costs of implementing them, how to cover those costs and explain the advantages of such an approach.

We agree that the Directive does not allow the OAM to require the translation of the information provided by the issuer into another language and agree that "easy access" means it should be easy to view, download and print from the OAM. It might be helpful to devise a guide to the sorts of information which can be found in all the Member State languages which could be used by all OAMs and which would help users overcome linguistic difficulties – for example by giving the relevant term for annual accounts etc in each language to aid searching.

Q4: Do you agree with the views above or do you envisage a more developed approach for the network? If so, please detail what additional functionalities you would like to see and if possible, provide your opinion on the implications, namely in terms of costs, of setting up such a network. In considering the above, please take into account the alternative funding implications.

We agree with the views expressed.

Q5: Do you see alternative technical solutions to those envisaged in this consultative document and permitting to reach the same goal, both for the designing of OAM's and for creating an EU "one stop shop"? If yes, please describe those solutions and provide estimates of costs and indications on the best way to cover them.

We have no comments on this question.

Q6: Do you agree with the above? If not, please provide reasons for your answer.

Yes we agree with the proposals on electronic filing and electronic storage.

Q7: Do you agree with the above? Please provide reasons for your answer.

We have no comments on this question.

Q8: Do you agree with the above minimum standards of security?

We have no comments on this question.

Q9: Are there any additional standards on security CESR should consider?

We have no comments on this question.

Q10: Do you agree that there is no need for special or additional security standards if an electronic network of national OAMs at EU level is created?

We have no comments on this question.

Q11: Do you agree with the above? Please provide reasons if you do not agree.

We have no comments on this question.

Q12: Do you agree with the above? Please provide reasons for your answer if you do not agree.

We have no comments on this question.

Q13: Are there any additional standards on time recording CESR should consider?

We have no comments on this question.

Q14: Do you agree with the above? Please provide reasons for your answer.

We have no comments on this question.

Q15: Would you require searching capabilities in the language of international finance to be able to have “easy access” to the information stored?

We think it should be possible to search in a language of international finance. See our answer to Question 4 as to another way in which searching might be made easier.

Q16: Do you agree with the above standards in relation to technical accessibility? Please provide reasons for your answer if you do not agree.

We have no comments on this question.

Q17: Do you agree with the above in relation to the format of information to be accessed by end users? Please provide reasons for your answer.

We have no comments on this question.

Q18: Do you agree with the above? Please provide reasons if you do not agree.

We have no comments on this question.

Q19: What are your views in relation to the issues being discussed above?

We have no comments on this question.

Q20: Do you agree with the above approach? Please provide reasons for your answer if you do not agree.

We agree that the competent authority should be involved when the OAM is appointed and by ongoing periodical supervision.

Q21: Do you agree with the above approach? Please provide reasons for your answer if you do not agree.

We do not see why a joint OAM must have its registered office in the territory of one of the joining Member States. This seems too restrictive. As long as the Member States can agree on joint supervision of the OAM, we think it could be situated anywhere in the EU.

Q22: Do you consider that a competent authority can, within the limits set out above, change the standards over time in case new technological evolutions occur?

We agree.

Q23: Do you agree with the above approach? Please provide reasons for your answer if you do not agree.

We have no comments on this question.

Q24: Do you agree with the above interpretation of the purpose of filing and the conclusions made on basis of the interpretation? Please provide reasons for your answer.

We agree that the process by which filing of regulated information is done does not need to be harmonised in a detailed manner. However, for issuers with listings in more than one Member State there would be benefits if the approach could be harmonised as far as possible.

Q25: Do you agree with the above conclusion? Please provide reasons for your answer.

We have no comments on this question.

Q26: Do you agree with the above approach? Please provide reasons for your answer.

We agree that the ultimate goal is for all competent authorities to use electronic filing and for all filers to use electronic filing, but that this could impose costs and that therefore the preferable option in the short term is enabling electronic filing either by requiring or encouraging competent authorities to do this.

Q27: Do you agree with the above?

We agree with the proposals on minimum standards in relation to security and certainty as to information source.

Q28: Is there a need for an additional level of detail? Please provide reasons for your answer.

We do not think so.

Q29: Do you agree with the above or do you envisage particular issues that need to be dealt in relation to the validation procedure and the time stamping of regulated information? Please provide reasons for your answer.

We agree.

Q30: Do you consider that CESR should require specific forms to be used to file regulated information with the competent authority? Please provide reasons for your answer.

We do not think CESR should require specific forms to be used, but we think it would be helpful if competent authorities co-operated to adopt a similar approach as far as possible as this would assist issuers with more than one listing and other filers of information.

Q31: Do you consider that CESR should require specific input standards to be used to file regulated information with competent authorities? Please provide reasons for your answer.

Again, we do not think this should be a requirement, but competent authorities should be encouraged to adopt a similar approach.

Q32: Do you agree with the above concepts of “alignment”?

We have no comments on this question.

Q33: Are there additional ways of alignment CESR should consider?

We have no comments on this question.

Q34: Do you consider that CESR needs to expand this idea to properly address the mandate?

We suggest that, if a competent authority has asked for additional or corrective information it should make this public and it should be available through the OAM.