

Report

EEA prospectus activity in 2017



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Acronyms

AT	Austria
BE	Belgium
BG	Bulgaria
CESR	Committee of European Securities Regulators
CY	Cyprus
CZ	Czech Republic
DE	Germany
DK	Denmark
EE	Estonia
EEA	European Economic Area
EL	Greece
ES	Spain
ESMA	European Securities and Markets Authority
FI	Finland
FR	France
HR	Croatia
HU	Hungary
IE	Ireland
IS	Iceland
IT	Italy
LI	Liechtenstein
LT	Lithuania
LU	Luxembourg
LV	Latvia
MT	Malta



NCA	National Competent Authority
New Prospectus Regulation	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
NL	Netherlands
NO	Norway
PL	Poland
Prospectus Directive/PD	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC
PT	Portugal
RO	Romania
SE	Sweden
SI	Slovenia
SK	Slovakia
UK	United Kingdom

1 Introduction

Background

Since 2007, ESMA¹ has published statistical data on the number of prospectuses approved and passported by the National Competent Authorities (NCAs) of the European Economic Area (EEA) within the EU prospectus regime. The purpose of making such data available is to provide information about trends within the prospectus regime in terms of general approval and passporting activity as well as the structure of approved prospectuses and the types of securities they cover.

Content and main findings

The report contains three sections. Section 2 sets out general information on prospectus approval activity in 2017 and presents the trends in approval activity since 2006. Section 3 provides more granular data on the structure and content of prospectuses approved in 2017 while Section 4 presents information on passporting activity both out of and in to EEA countries during 2017 and discusses trends since 2010.

The report shows that the amount of prospectus approvals across the EEA increased by 1.9% from 2016 to 2017. This was a break from the overall decreasing trend seen since 2009, the number of approvals in 2017 amounting to 34.3% of the 2007 peak level. Around 40% of approved prospectuses were in the form of base prospectuses and 91% were drawn up as single documents as opposed to tripartite prospectuses. Three quarters of approved prospectuses related to non-equity securities with the most frequent security type being debt securities with a denomination of at least €100.000. Both non-equity and equity approvals were highly concentrated in a small number of jurisdictions. In terms of passporting activity, a very small number of countries accounted for the majority of prospectuses passported to other EEA countries in 2017, the overall passporting of prospectuses having slightly increased from 2016.

ESMA will continue to publish annual information on prospectus activity in the EEA and, once the new Prospectus Register will be in place, will expand its reporting under Article 47 of the new Prospectus Regulation.

Underlying data

The present report is compiled on the basis of notifications made by NCAs through ESMA's current [Prospectus Register](#) where stakeholders are able to search prospectuses approved and passported within the EEA.

ESMA is not able to provide any representation or warranty that all notifications have been made in an accurate and timely fashion as this is the responsibility of each NCA. Furthermore, please note that NCAs sometimes provide ESMA with slight adjustments of previously notified data. Where this is the case, ESMA publishes the adjusted data in the first report coming after the notification of the adjustment. Accordingly, if any discrepancy is identified between the numbers in this report and numbers in previously published reports, the present report should be taken as the authoritative source.

¹ From 2007 to 2010, this task was undertaken by CESR, the predecessor of ESMA. Data reports published between 2011 and 2016 are available on [ESMA's website](#).

2 General approval activity

1. Table 1 presents the number of prospectuses approved annually in each EEA country since 2006.

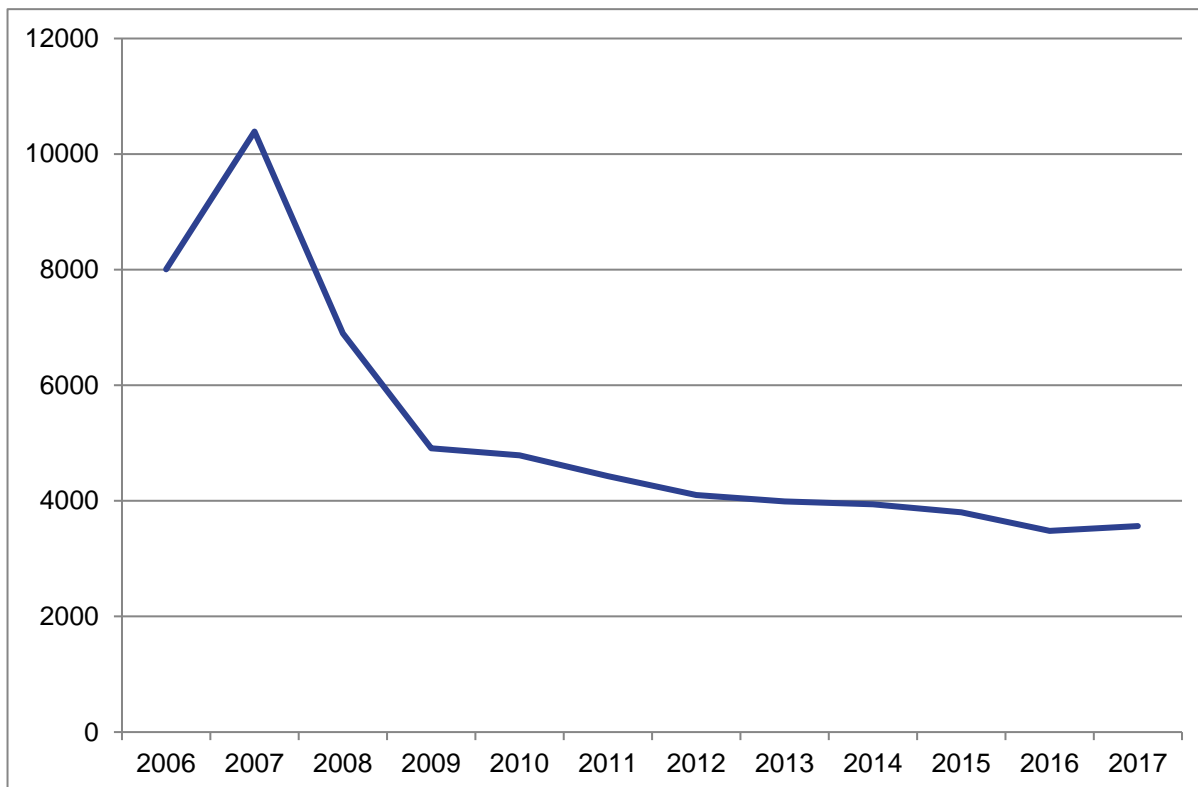
Table 1: Total number of prospectuses approved per year

	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017
AT	80	70	42	100	100	104	76	100	87	60	50	63
BE	128	145	65	42	50	42	45	60	42	49	39	28
BG	-	76	89	39	27	35	33	29	19	12	23	27
CY	12	13	14	9	11	10	8	2	2	1	5	2
CZ	23	24	15	23	18	19	29	22	21	29	39	33
DE	785	700	585	442	493	409	364	396	377	399	345	299
DK	60	88	41	38	36	35	26	30	16	25	17	21
EE	6	8	4	0	3	3	2	1	1	3	5	7
EL	15	39	19	24	21	17	11	24	12	7	9	14
ES	382	429	263	359	209	182	151	100	83	87	95	80
FI	47	54	36	49	45	49	57	66	56	61	44	54
FR	320	268	153	222	320	324	484	357	394	374	345	358
HR	-	-	-	-	-	-	-	8	7	15	7	4
HU	59	77	61	37	60	44	36	43	48	45	31	27
IE	1982	2789	1279	677	509	543	518	604	631	625	614	653
IS	66	99	113	14	10	5	11	24	21	24	24	19
IT	793	1161	798	705	584	541	362	264	241	191	117	77
LI	-	-	-	-	-	-	-	3	3	5	11	12
LT	15	21	16	13	15	11	3	3	3	2	2	1
LU	1542	1823	1393	668	640	630	606	736	722	684	649	634
LV	17	13	8	4	3	5	4	3	8	6	7	4
MT	4	8	6	10	13	4	7	6	19	23	18	28
NL	276	223	134	117	146	176	127	125	108	98	109	91
NO	216	289	186	169	187	138	159	179	150	113	111	155
PL	84	133	95	33	63	57	44	31	49	57	48	43
PT	44	25	26	20	30	20	23	25	33	23	10	10
RO	8	13	12	15	15	9	5	21	29	18	18	17
SE	261	227	185	178	184	195	200	180	232	212	279	310
SI	20	27	25	8	15	15	12	11	8	8	2	4
SK	24	33	38	42	35	42	39	61	46	36	43	33
UK	735	1515	1200	852	947	764	658	477	471	516	383	459
TOTAL	8004	10390	6901	4909	4789	4428	4100	3991	3939	3808	3499	3567

2. The development in total approval numbers in Table 1 is illustrated in the figure below which shows that prospectus approval activity declined substantially during the financial crisis from 2007 to 2009. During the ensuing general economic slowdown, the annual number of prospectus approvals within the EEA continued to drop but at a slower pace. In 2017, 3567 prospectuses were approved in the EEA, corresponding to 34.3% of the

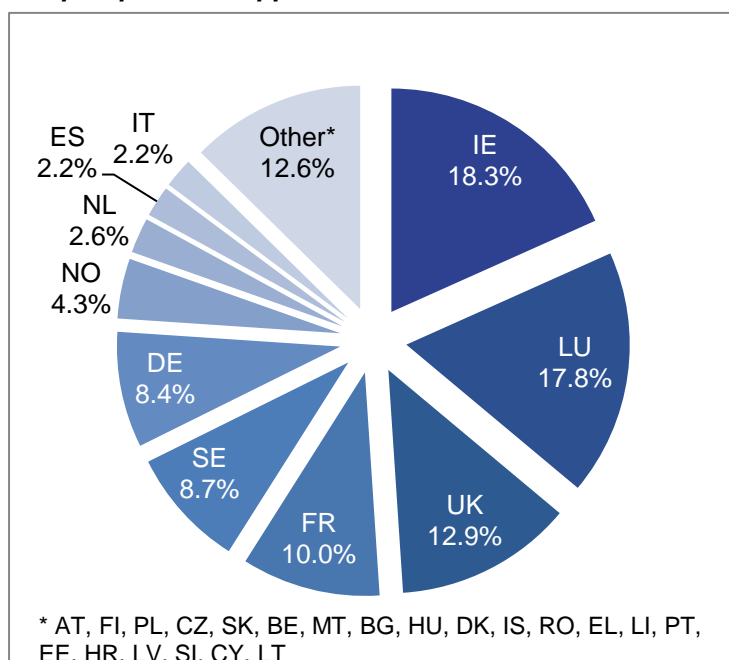
2007 peak level amount. It should be noted however that in 2017 such decade-long downward trend in the number of approved prospectuses appears to have ceased.

Figure 1: Annual number of prospectus approvals from 2006 to 2017



3. Figure 2 below illustrates where the bulk of EEA prospectus approvals took place in 2017. IE and LU accounted for the largest amounts of approvals, IE approving 653 or 18.3% of the total and LU 634, corresponding to 17.8%.

Figure 2: Prospectuses approved in 2017 as a share of all prospectuses approved within EEA in 2017



4. Jointly, the ten largest approvers accounted for 87.4% of prospectuses approved in the EEA in 2017 and were identical to the ten largest approvers in 2016. The remaining countries are listed after the asterisk in Figure 2 in descending order of amount of approvals.

3 Details of approved prospectuses

5. Section 3 offers information on the structure of prospectuses approved in 2017, both in terms of i) whether they were drawn up as standalone prospectuses or, in accordance with Article 5 (4) of the Prospectus Directive (PD), as base prospectuses with the final terms possibly as a separately filed document, and ii) whether they were drawn up as single documents, tripartite documents consisting of a registration document, a securities note and a summary or tripartite documents without a summary. Additionally, the section provides information on the security types which prospectuses concerned, illustrated by way of a distinction between equity and non-equity as well as a distinction between the specific security types.

3.1 Structure of approved prospectuses

3.1.1 Standalone vs. base prospectuses

6. Table 2 below contains the amount of prospectuses approved per EEA country in 2017 as standalone prospectuses and as base prospectuses, distinguishing between equity and non-equity to make the disclosure in relation to standalone prospectuses more informative. The table shows that around 40% of EEA prospectuses in 2017 were in the form of base prospectuses, predominantly due to a large amount of base prospectuses approved in DE, IE, LU and UK. As regards standalone prospectuses, a majority related to non-equity rather than to equity (1200 vs. 941).

Table 2: Prospectuses approved in 2017 as standalone prospectuses vs. base prospectuses

	Equity		Non-equity			
	Standalone prospectus		Base prospectus		Standalone prospectus	
	Number	%	Number	%	Number	%
AT	8	12.7%	48	76.2%	7	11.1%
BE	14	50.0%	7	25.0%	7	25.0%
BG	17	63.0%	0	0.0%	10	37.0%
CY	2	100.0%	0	0.0%	0	0.0%
CZ	2	6.1%	15	45.5%	16	48.5%
DE	51	17.1%	226	75.6%	22	7.4%
DK	9	42.9%	6	28.6%	6	28.6%
EE	6	85.7%	0	0.0%	1	14.3%
EL	10	71.4%	0	0.0%	4	28.6%
ES	25	31.3%	27	33.8%	28	35.0%
FI	23	42.6%	5	9.3%	26	48.1%
FR	198	55.3%	88	24.6%	72	20.1%
HR	3	75.0%	0	0.0%	1	25.0%
HU	18	66.7%	9	33.3%	0	0.0%
IE	10	1.5%	263	40.3%	380	58.2%
IS	0	0.0%	9	47.4%	10	52.6%
IT	27	33.8%	49	61.3%	4	5.0%
LI	0	0.0%	4	33.3%	8	66.7%

LT	0	0.0%	0	0.0%	1	0.0%
LU	9	1.4%	310	48.9%	315	49.7%
LV	0	0.0%	3	75.0%	1	25.0%
MT	3	10.7%	6	21.4%	19	67.9%
NL	33	36.3%	42	46.2%	16	17.6%
NO	64	41.3%	2	1.3%	89	57.4%
PL	33	76.7%	10	23.3%	0	0.0%
PT	2	20.0%	3	30.0%	5	50.0%
RO	13	76.5%	1	5.9%	3	17.6%
SE	166	53.5%	75	24.2%	69	22.3%
SI	2	50.0%	0	0.0%	2	50.0%
SK	2	6.1%	2	6.1%	29	87.9%
UK	191	41.6%	211	46.0%	57	12.4%
TOTAL	941	26.4%	1421	39.8%	1208	33.8%

7. Further to this information, the below charts provide additional detail to the approval distribution illustrated in Figure 2 above by showing the largest countries in the EEA in terms of approval of standalone prospectuses, whether related to equity or non-equity (Figure 3), and approval of base prospectuses (Figure 4).

Figure 3: Standalone prospectuses approved in 2017 as a share of all standalone prospectuses approved in EEA in 2017

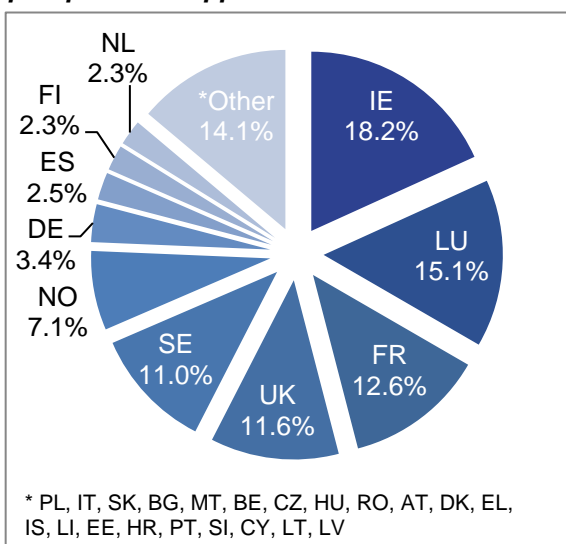
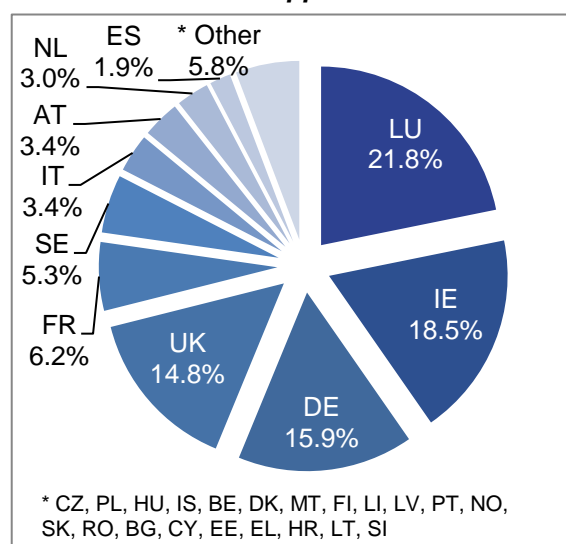


Figure 4: Base prospectuses approved in 2017 as a share of all base prospectuses approved in EEA in 2017

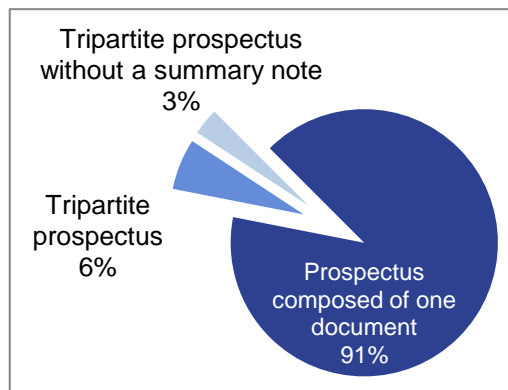


As evidenced by the figures, there is a degree of overlap between the countries which approved the largest amounts of standalone and base prospectuses. As was the case in 2015 and 2016, also in 2017 IE was the largest approver of standalone prospectuses with 390 approvals, largely due to its high amount of non-equity prospectuses. On the base prospectus side, LU accounted for 310 approvals or 21.8%, keeping its 2015 and 2016 position as the largest approver in this category. The remaining countries are listed after the asterisk in Figures 3 and 4 in descending order of amount of approvals.

3.1.2 Single document vs. tripartite prospectuses

8. As the last illustration of the structure of prospectuses approved in 2017, Figure 5 shows the relative popularity of drawing up the prospectus as a single document and as a tripartite prospectus comprised of a registration document containing the information about the issuer, a securities note containing the information about the securities offered to the public or being admitted to trading on a regulated market and, if applicable, a summary, cf. PR Article 10. The figure shows the same distribution as in 2016, i.e. that the large majority of prospectuses approved were drawn up as single documents whereas small fractions were in the tripartite format, whether with or without a summary.

Figure 5: Distribution of prospectuses approved in 2017 on different structures



3.2 Content of approved prospectuses

3.2.1 Equity vs. non-equity

9. Turning from the structure to the content of the prospectuses approved during 2017, it follows from Table 2 above that almost three quarters (73.6%) of 2017 prospectuses related to non-equity while a quarter (26.4%) related to equity. To illustrate where these prospectuses were approved, Figure 6 shows the ten largest equity prospectus approvers while Figure 7 shows the ten largest non-equity approvers. The remaining countries are listed after the asterisk in descending order of amount of approvals.

Figure 6: Equity prospectuses approved in 2017 as a share of all equity prospectuses approved within EEA in 2017

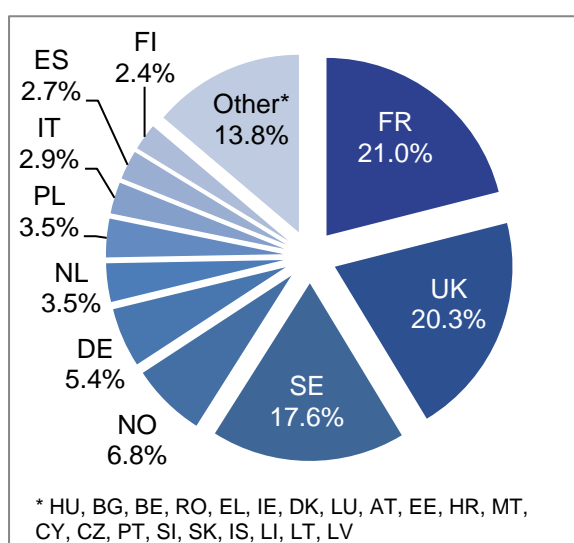
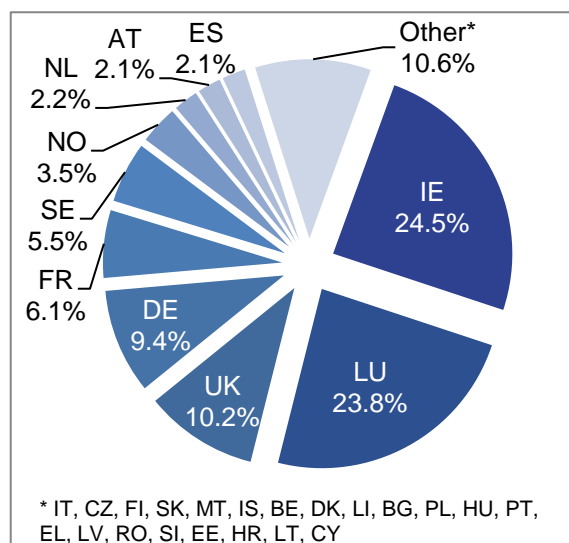


Figure 7: Non-equity prospectuses approved in 2017 as a share of all non-equity prospectuses approved within EEA in 2017

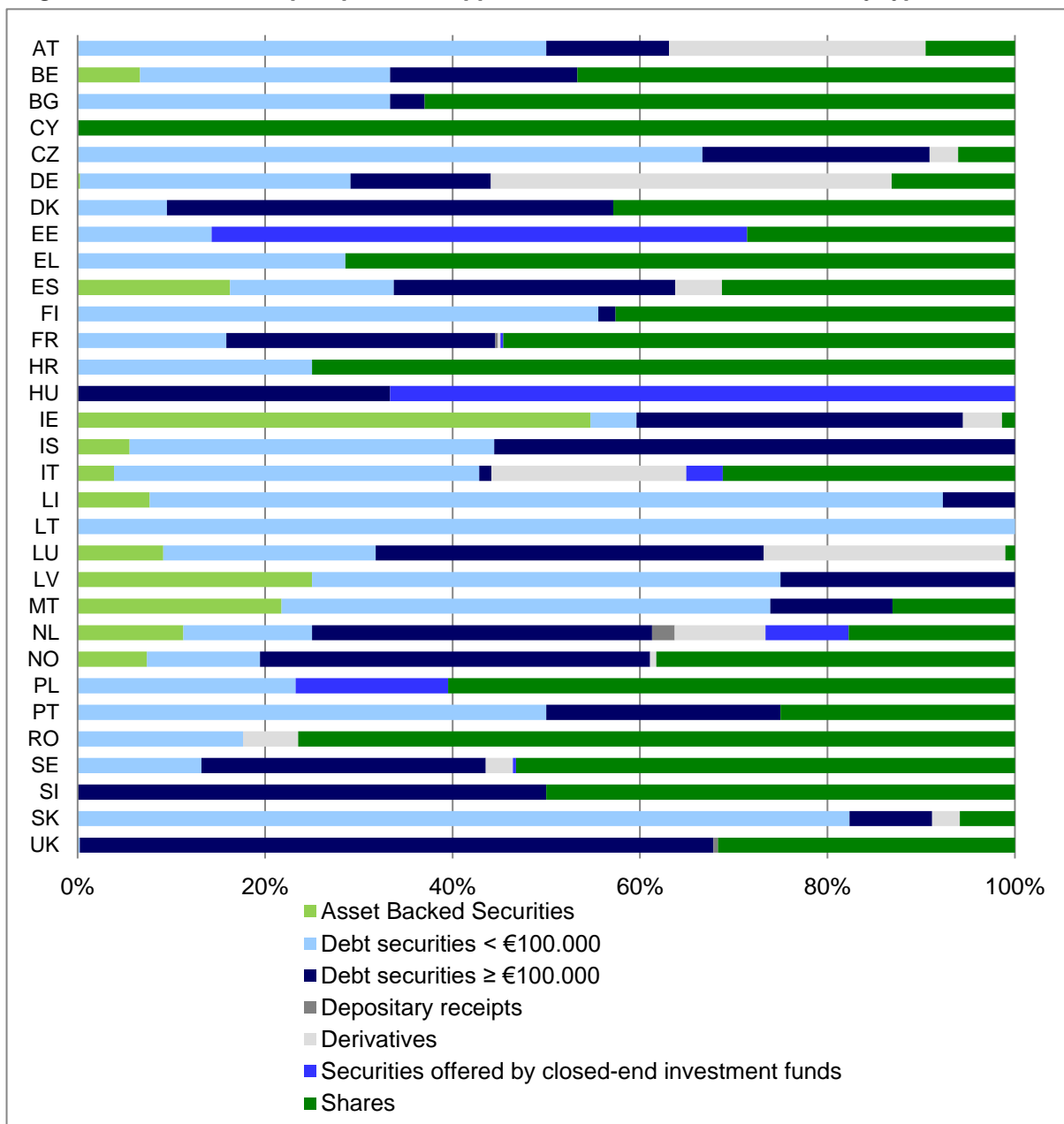


10. As regards equity approvals, FR accounted for slightly more than a fifth, as in 2016. Collectively, FR, UK, SE and NO accounted for 65.7% of equity approvals. Looking in turn at non-equity prospectuses, IE approved almost a quarter closely followed by LU with more than 23%. Together with UK and DE, these countries accounted for 68% of non-equity approvals in 2017.

3.2.2 Type of securities

11. Turning to a more granular level of information, Figure 8 illustrates the country-by-country distribution of prospectus approvals in 2017 concerning i) Asset Backed Securities, ii) debt securities with a denomination below €100.000, iii) debt securities with a denomination of at least €100.000, iv) depositary receipts, v) derivatives, vi) securities offered by closed-end investment funds and vii) shares.

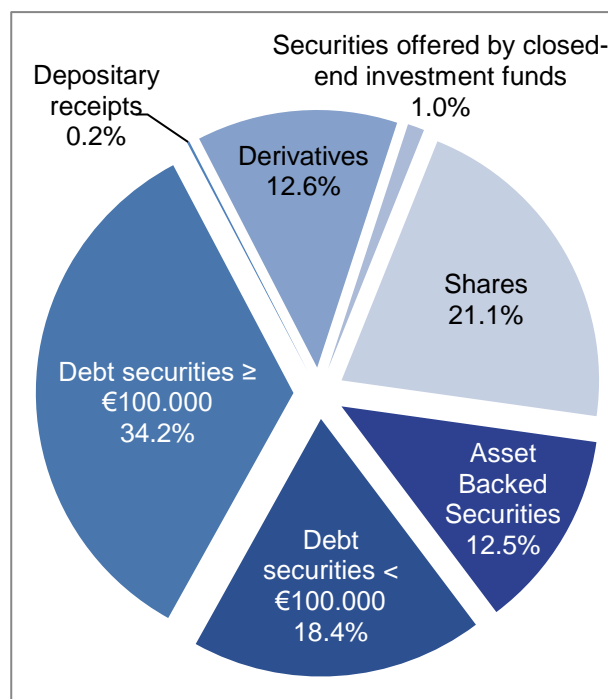
Figure 8: Distribution of prospectuses approved in 2017 on different security types



12. Providing a more high-level view of the information in Figure 8, Figure 9 shows the EEA wide distribution of approved prospectuses during 2017 on the different types of securities mentioned in paragraph 10.

Figure 9: Distribution of prospectuses approved in 2017 on different security types

13. Debt securities with a denomination of at least €100.000 accounted for the largest amount of prospectuses, and together with debt prospectuses with a denomination below €100.000 represented more than half of prospectuses approved in the EEA in 2017 (52.6%). Shares furthermore accounted for a substantial part of prospectuses approved in 2017 whereas derivatives and Asset Backed Securities accounted for smaller but nonetheless notable fractions. As regards securities offered by closed-end investment funds and depositary receipts, collectively these only accounted for 1.2% of 2017 prospectus approvals in the EEA.



4 Passporting activity

14. The following sections provide information on passporting of approved prospectuses (excluding supplements) in accordance with Article 25 of the PR.

4.1 Prospectuses passported out

15. Section 4.1 presents information about passporting *out*, i.e. information about the number of prospectuses in relation to which EEA countries provided one or more other EEA countries with a certificate of approval during 2017. Please note that even if a prospectus was passported to e.g. five host countries, the prospectus is only counted once as the focus in this section is on the activity of the home country.

16. Table 3 contains the number of approved prospectuses which each EEA country passported out in 2017. As is visible from the table, DE and LU accounted for the large bulk of passports, each sending certificates of approval to other EEA countries in relation to more than 200 prospectuses in 2017 and collectively accounting for 62.9% of passports out.

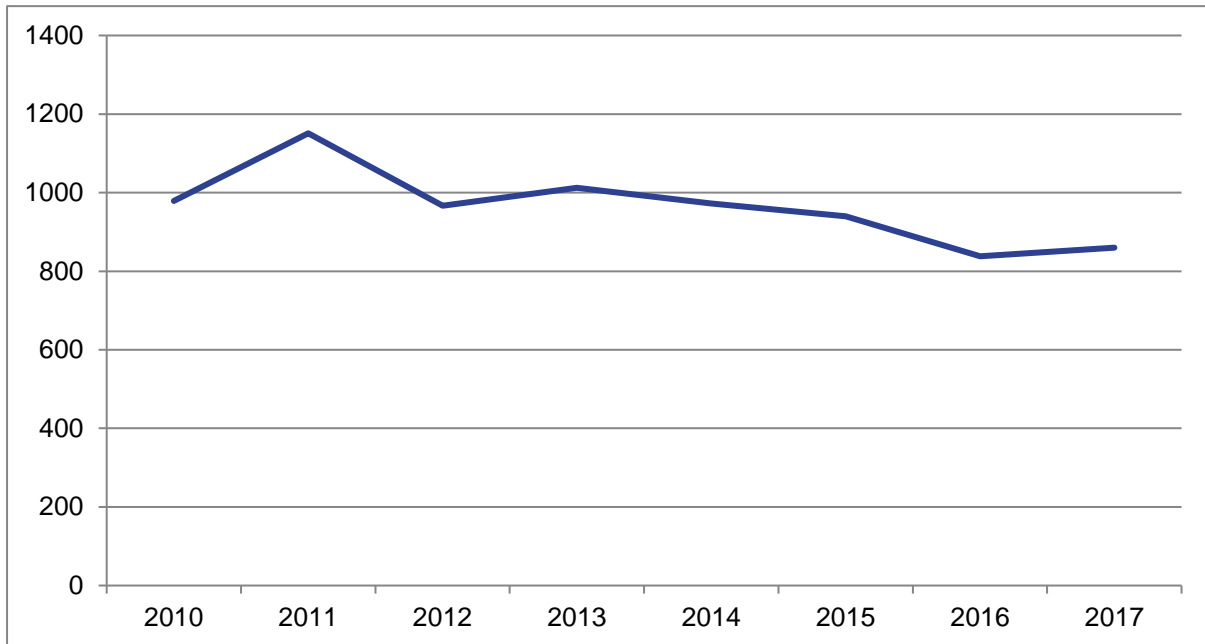
17. Other significant notifiers in 2017 included FR, IE, NL, UK, AT and SE, collectively accounting for 32.8% of EEA prospectuses passported out in 2017. The remaining EEA countries each passported either small amounts of prospectuses or no prospectuses out during 2017.

18. Figure 10 below illustrates the development in the overall amount of prospectuses which were passported from a home country to at least one host country within the EEA in the time period between 2010 and 2017. From 2010 to 2011, there was a 17.6% increase in the amount of prospectuses passported out (from 979 to 1151), despite a reduction in the overall number of prospectuses approved in this period (see Table 1 and Figure 1). Since 2011 the trend has largely been one of decline, with the amount of prospectuses passported out in 2017 accounting for 74.7% of the 2011 peak level.
19. However, in 2017, a slight change in this trend can be observed. The number of prospectuses passported out rose from 838 to 860, possibly in connection with the general increase in prospectus activity, as evidenced in Section 2.

Table 3: Prospectuses passported out of each EEA country in 2017

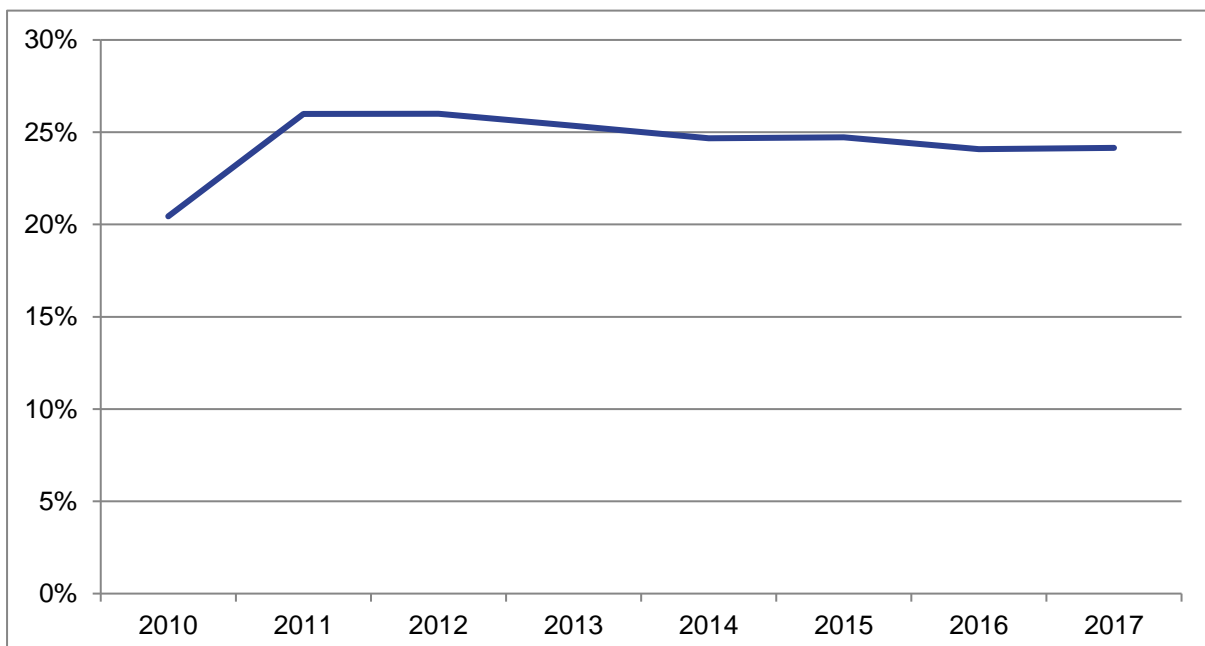
AT	28
BE	3
BG	0
CY	1
CZ	0
DE	223
DK	1
EE	3
EL	0
ES	4
FI	5
FR	87
HR	0
HU	0
IE	77
IS	1
IT	2
LI	6
LT	0
LU	318
LV	2
MT	0
NL	31
NO	1
PL	0
PT	0
RO	0
SE	23
SI	0
SK	8
UK	36
TOTAL	860

Figure 10: Annual number of approved prospectuses passported out from 2010 to 2017



20. As a final illustration of prospectuses passported out, Figure 11 shows the development in the proportion of approved prospectuses which were passported from a home country to one or several other EEA host countries from 2010 to 2017. The figure shows a rise in the proportion of prospectuses passported out from 2010 to 2011 while there is an overall slightly declining trend in the following years, though the 2017 proportion of 24.1% is still higher than the 2010 proportion of 20.4%.

Figure 11: Annual share of approved prospectuses passported out from 2010 to 2017



4.2 Prospectuses passported in

21. Section 4.2 presents information about passporting *in*, i.e. the number of certificates of approval which EEA countries received during 2017.
22. Table 4 on the right displays the number of certificates of approval received by each EEA country during 2017. Please note that the overall number of prospectuses passported in (2272) does not correspond to the overall number of prospectuses passported out and indicated in Table 3 (860), as one home country can passport the same prospectus to several host countries.
23. As shown in the table, the distribution of countries where prospectuses were passported *to* in 2017 is more dispersed than where prospectuses were passported *from*, cf. Table 3. A number of countries – AT, BE, DE, FR, IE, LU, NL, SE and UK – each received more than 100 prospectuses via passport in 2017, collectively accounting for 70.1% of prospectuses passported in. Additionally, DK, ES, FI, IT, NO and PT each received more than 50 passported prospectuses, accounting for another 18.2%.
24. Finally, the below Figure 12 illustrates the development in the annual amount of prospectuses which were passported in to EEA countries in the period from 2010 to 2017. The figure shows an amplified version of the trend observed in Figure 10: a 90.5% increase in the amount of prospectuses received by EEA countries via passport from 2010 to 2011, a general decline in the following years and the 2017 level corresponding to 36.0% of the 2011 peak level. The more pronounced trend in Figure 12 as compared to Figure 10 is due to the fact that changes in the number of prospectuses passported out, whether increases or decreases, are magnified by some prospectuses being passported to more than one host country.

Table 4: Prospectuses passported in to each EEA country in 2017

AT	311
BE	122
BG	6
CY	8
CZ	44
DE	209
DK	61
EE	3
EL	17
ES	69
FI	55
FR	117
HR	14
HU	19
IE	111
IS	2
IT	96
LI	37
LT	9
LU	267
LV	2
MT	15
NL	144
NO	70
PL	38
PT	61
RO	30
SE	114
SI	4
SK	22
UK	195
TOTAL	2272

Figure 12: Annual number of approved prospectuses passported in from 2010 to 2017

