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COUNCIL DIRECTIVE

of 17 March 1980

coordinating the requirements for the drawing up, scrutiny and distribution of the listing particulars to be published for the admission of securities to official stock exchange listing

(80/390/EEC)

(OJ L 100, 17.4.1980, p. 1)

Amended by:

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► <u>M2</u> Council Directive 87/345/EEC of 22 June 1987	L 185	81	4.7.1987

▼B**COUNCIL DIRECTIVE****of 17 March 1980****coordinating the requirements for the drawing up, scrutiny and distribution of the listing particulars to be published for the admission of securities to official stock exchange listing**

(80/390/EEC)

THE COUNCIL OF THE EUROPEAN COMMUNITIES,

Having regard to the Treaty establishing the European Economic Community, and in particular Articles 54 (3) (g) and 100 thereof,

Having regard to the proposal from the Commission ⁽¹⁾,

Having regard to the opinion of the European Parliament ⁽²⁾,

Having regard to the opinion of the Economic and Social Committee ⁽³⁾,

Whereas the market in which undertakings operate has been enlarged to embrace the whole Community and this enlargement involves a corresponding increase in their financial requirements and extension of the capital markets on which they must call to satisfy them; whereas admission to official listing on stock exchanges of Member States of securities issued by undertakings constitutes an important means of access to these capital markets; whereas furthermore exchange restrictions on the purchase of securities traded on the stock exchanges of another Member State have been eliminated as part of the liberalization of capital movements;

Whereas safeguards for the protection of the interests of actual and potential investors are required in most Member States of undertakings offering their securities to the public, either at the time of their offer or of their admission to official stock exchange listing; whereas such safeguards require the provision of information which is sufficient and as objective as possible concerning the financial circumstances of the issuer and particulars of the securities for which admission to official listing is requested; whereas the form under which this information is required usually consists of the publication of listing particulars;

Whereas the safeguards required differ from Member State to Member State, both as regards the contents and the layout of the listing particulars and the efficacy, methods and timing of the check on the information given therein; whereas the effect of these differences is not only to make it more difficult for undertakings to obtain admission of securities to official listing on stock exchanges of several Member States but also to hinder the acquisition by investors residing in one Member State of securities listed on stock exchanges of other Member States and thus to inhibit the financing of the undertakings and investment throughout the Community;

Whereas these differences should be eliminated by coordinating the rules and regulations without necessarily making them completely uniform, in order to achieve an adequate degree of equivalence in the safeguards required in each Member State to ensure the provision of information which is sufficient and as objective as possible for actual or potential security holders; whereas at the same time, taking into account the present degree of liberalization of capital movements in the Community and the fact that a mechanism for checking at the time the securities are offered does not yet exist in all Member States, it would appear sufficient at present to limit the coordination to the admission of securities to official stock exchange listing;

⁽¹⁾ OJ No C 131, 13. 12. 1972, p. 61.

⁽²⁾ OJ No C 11, 7. 2. 1974, p. 24.

⁽³⁾ OJ No C 125, 16. 10. 1974, p. 1.

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Whereas such coordination must apply to securities independently of the legal status of the issuing undertaking, and accordingly, in so far as this Directive applies to entities to which no reference is made in the second paragraph of Article 58 of the Treaty and goes beyond the scope of Article 54 (3) (g), it must be based also on Article 100,

HAS ADOPTED THIS DIRECTIVE:

SECTION I

General provisions*Article 1*

1. This Directive shall apply to securities which are the subject of an application for admission to official listing on a stock exchange situated or operating within a Member State.
2. This Directive shall not apply to:
 - units issued by collective investment undertakings other than the closed-end type,
 - securities issued by a State or by its regional or local authorities.

Article 2

For purposes of applying this Directive:

- (a) 'collective investment undertakings other than the closed-end type' shall mean unit trusts and investment companies:
 - the object of which is the collective investment of capital provided by the public, and which operate on the principle of risk spreading, and
 - the units of which are, at the holders' request, repurchased or redeemed, directly or indirectly, out of the assets of these undertakings. Action taken by such undertakings to ensure that the stock exchange value of its units does not significantly vary from their net asset value shall be regarded as equivalent to such repurchase or redemption;
- (b) 'units of a collective investment undertaking' shall mean securities issued by a collective investment undertaking as representing the rights of participants in the assets of such an undertaking;
- (c) 'issuers' shall mean companies and other legal persons and any undertaking whose securities are the subject of an application for admission to official listing on a stock exchange;
- (d) 'net turnover' shall comprise the amounts derived from the sale of products and the provision of services falling within the undertaking's ordinary activities, after deduction of sales rebates and of value added tax and other taxes directly linked to the turnover;
- (e) 'credit institution' shall mean an undertaking whose business is to receive deposits or other repayable funds from the public and to grant credits for its own account;
- (f) 'participating interest' shall mean rights in the capital of other undertakings, whether or not represented by certificates, which, by creating a durable link with those undertakings, are intended to contribute to the activities of the undertaking which holds these rights;
- (g) 'annual accounts' shall comprise the balance sheet, the profit and loss account and the notes on the accounts. These documents shall constitute a composite whole.

Article 3

Member States shall ensure that the admission of securities to official listing on a stock exchange situated or operating within their territories is conditional upon the publication of an information sheet, hereinafter referred to as listing particulars.

▼ **B***Article 4*

1. The listing particulars shall contain the information which, according to the particular nature of the issuer and of the securities for the admission of which application is being made, is necessary to enable investors and their investment advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the issuer and of the rights attaching to such securities.
2. Member States shall ensure that the obligation referred to in paragraph I is incumbent upon the persons responsible for the listing particulars as provided for in heading 1.1 of Schedules A and B annexed hereto.

Article 5

1. Without prejudice to the obligation referred to in Article 4, Member States shall ensure that, subject to the possibilities for exemptions provided for in Articles 6 and 7, listing particulars contain, in as easily analysable and comprehensible a form as possible, at least the items of information provided for in Schedules A, B or C, depending on whether shares, debt securities or certificates representing shares are involved.
2. In the specific cases covered by Articles 8 to 17 the listing particulars are to be drawn up in accordance with the specifications given in those Articles, subject to the possibilities for exemptions provided for in Articles 6 and 7.
3. Where certain headings in Schedules A, B and C appear inappropriate to the issuer's sphere of activity or legal form, listing particulars giving equivalent information shall be drawn up by adapting these headings.

Article 6

Member States may allow the authorities responsible for checking the listing particulars within the meaning of this Directive (hereinafter referred to as 'the competent authorities') to provide for partial or complete exemption from the obligation to publish listing particulars in the following cases:

1. where the securities for which admission to official listing is applied for are:
 - (a) securities which have been the subject of a public issue;
 - (b) securities issued in connection with a takeover offer;
 - (c) securities issued in connection with a merger involving the acquisition of another company or the formation of a new company, the division of a company, the transfer of all or part of an undertaking's assets and liabilities or as consideration for the transfer of assets other than cash;

and where, not more than 12 months before the admission of the securities to official listing, a document, regarded by the competent authorities as containing information equivalent to that of the listing particulars provided for by this Directive, has been published in the same Member State. Particulars shall also be published of any material changes which have occurred since such document was prepared. The document must be made available to the public at the registered office of the issuer and at the offices of the financial organizations retained to act as the latter's paying agents, and any particulars of material changes shall be published in accordance with Articles 20 (1) and 21 (1).
2. where the securities for which admission to official listing is applied for are:
 - (a) shares allotted free of charge to holders of shares already listed on the same stock exchange; or
 - (b) shares resulting from the conversion of convertible debt securities or shares created after an exchange for exchangeable debt securities, if shares of the company whose shares are offered by

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way of conversion or exchange are already listed on the same stock exchange; or

- (c) shares resulting from the exercise of the rights conferred by warrants, if shares of the company whose shares are offered to holders of the warrants are already listed on the same stock exchange; or
- (d) shares issued in substitution for shares already listed on the same stock exchange if the issuing of such new shares does not involve any increase in the company's issued share capital;

and, where appropriate, the information provided for in Chapter 2 of Schedule A is published in accordance with Articles 20 (1) and 21 (1).

3. where the securities for which admission to official listing is applied for are:
 - (a) shares of which either the number or the estimated market value or the nominal value or, in the absence of a nominal value, the accounting par value, amounts to less than 10 % of the number or of the corresponding value of shares of the same class already listed on the same stock exchange; or
 - (b) debt securities issued by companies and other legal persons which are nationals of a Member State and which:
 - in carrying on their business, benefit from State monopolies, and
 - are set up or governed by a special law or pursuant to such a law or whose borrowings are unconditionally and irrevocably guaranteed by a Member State or one of a Member State's federated States; or
 - (c) debt securities issued by legal persons, other than companies, which are nationals of a Member State, and
 - were set up by special law, and
 - whose activities are governed by that law and consist solely in:
 - (i) raising funds under state control through the issue of debt securities, and
 - (ii) financing production by means of the resources which they have raised and resources provided by a Member State, and
 - the debt securities of which are, for the purposes of admission to official listing, considered by national law as debt securities issued or guaranteed by the State; or
 - (d) shares allotted to employees, if shares of the same class have already been admitted to official listing on the same stock exchange; shares which differ from each other solely as to the date of first entitlement to dividends shall not be considered as being of different classes; or
 - (e) securities already admitted to official listing on another stock exchange in the same Member State; or
 - (f) shares issued in consideration for the partial or total renunciation by the management of a limited partnership with a share capital of its statutory rights over the profits, if shares of the same class have already been admitted to official listing on the same stock exchange; shares which differ from each other solely as to the date of first entitlement to dividends shall not be considered as being of different classes; or
 - (g) supplementary certificates representing shares issued in exchange for the original securities, where the issuing of such new certificates has not brought about any increase in the company's issued capital, and provided that certificates representing such shares are already listed on the same stock exchange, and where:
 - in the case of (a), the issuer has complied with the stock exchange publicity requirements imposed by the national authorities and has produced annual accounts and annual and

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interim reports which these authorities have considered adequate,

- in the case of (e), listing particulars complying with this Directive have already been published, and
- in all the cases referred to in points (a) to (g), information concerning the number and type of securities to be admitted to official listing and the circumstances in which such securities have been issued has been published in accordance with Articles 20 (1) and 21 (1).

Article 7

The competent authorities may authorize omission from the listing particulars of certain information provided for by this Directive if they consider that:

- (a) such information is of minor importance only and is not such as will influence assessment of the assets and liabilities, financial position, profits and losses and prospects of the issuer; or
- (b) disclosure of such information would be contrary to the public interest or seriously detrimental to the issuer, provided that, in the latter case, such omission would not be likely to mislead the public with regard to facts and circumstances, knowledge of which is essential for the assessment of the securities in question.

SECTION II

Contents of the listing particulars in certain specific cases*Article 8*

1. Where the application for admission to official listing relates to shares offered to shareholders of the issuer on a pre-emptive basis and shares of the latter are already listed on the same stock exchange, the competent authorities may provide that the listing particulars shall contain only the information provided for by Schedule A:

- in chapter 1,
- in chapter 2,
- in chapter 3, headings 3.1.0, 3.1.5, 3.2.0, 3.2.1, 3.2.6, 3.2.7, 3.2.8, and 3.2.9,
- in chapter 4, headings 4.2, 4.4, 4.5, 4.7.1, and 4.7.2,
- in chapter 5, headings 5.1.4, 5.1.5, and 5.5,
- in chapter 6, headings 6.1, 6.2.0, 6.2.1, 6.2.2, 6.2.3, and
- in chapter 7.

Where the shares referred to in the first subparagraph are represented by certificates, the listing particulars shall contain, at least, subject to Article 16 (2) and (3), in addition to the information mentioned in that subparagraph, that provided for in Schedule C:

- in chapter 1, headings 1.1, 1.3, 1.4, 1.6 and 1.8, and
- in chapter 2.

2. Where the application for admission to official listing relates to convertible debt securities, exchangeable debt securities or debt securities with warrants which are offered on a pre-emptive basis to the shareholders of the issuer and where the latter's shares are already listed on the same stock exchange, the competent authorities may provide that the listing particulars shall contain only:

- information concerning the nature of the shares offered by way of conversion, exchange or subscription and the rights attaching thereto,
- the information provided for in Schedule A and mentioned above in the first subparagraph of paragraph 1, except for that provided for in Chapter 2 of that Schedule,
- the information provided for in Chapter 2 of Schedule B, and
- the conditions of and procedures for conversion, exchange and subscription and the situations in which they may be amended.

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3. When published in accordance with Article 20, listing particulars as referred to in paragraphs 1 and 2 shall be accompanied by the annual accounts for the latest financial year.

4. Where the issuer prepares both own and consolidated annual accounts, both sets of accounts shall accompany the listing particulars. However, the competent authorities may allow the issuer to attach to the listing particulars either the own or the consolidated accounts alone, provided that the accounts not attached to the listing particulars furnish no material additional information.

Article 9

1. Where the application for admission to official listing relates to debt securities which are neither convertible, exchangeable, nor accompanied by warrants and are issued by an undertaking which has securities already listed on the same stock exchange, the competent authorities may provide that the listing particulars shall contain only the information provided for by Schedule B:

- in chapter 1,
- in chapter 2,
- in chapter 3, headings 3.1.0, 3.1.5, 3.2.0 and 3.2.2,
- in chapter 4, heading 4.3,
- in chapter 5, headings 5.1.2, 5.1.3, 5.1.4 and 5.4,
- in chapter 6, and
- in chapter 7.

2. When published in accordance with Article 20, listing particulars as referred to in paragraph 1 shall be accompanied by the annual accounts for the latest financial year.

3. Where the issuer prepares both own and consolidated annual accounts, both sets of accounts must accompany the listing particulars. However, the competent authorities may allow the issuer to attach to the listing particulars either the own or the consolidated accounts alone, provided that the accounts not attached to the listing particulars furnish no material additional information.

Article 10

Where the application for admission to official listing relates to debt securities nearly all of which, because of their nature, are normally bought and traded in by a limited number of investors who are particularly knowledgeable in investment matters, the competent authorities may allow the omission from the listing particulars of certain information provided for by Schedule B or allow its inclusion in summary form, on condition that such information is not material from the point of view of the investors concerned.

Article 11

1. For the admission of securities, issued by financial institutions, to official listing, the listing particulars must contain:

- at least the information specified in Chapters 1, 2, 3, 5 and 6 of Schedules A or B, according to whether the issue is of shares or debt securities, and
- information adapted, in accordance with the rules laid down for that purpose by national law or by the competent authorities, to the particular nature of the issuer of the securities in question and at least equivalent to that specified in Chapters 4 and 7 of Schedules A or B.

2. Member States shall determine the financial institutions to be covered by this Article.

3. The arrangements laid down by this Article may be extended to:

- collective investment undertakings whose units are not excluded from the scope of this Directive by the first indent of Article 1 (2),

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- finance companies engaging in no activity other than raising capital to make it available to their parent company or to undertakings affiliated to that company, and
- companies holding portfolios of securities, licences or patents and engaging in no activity other than the management of such portfolios.

Article 12

Where the application for admission to official listing concerns debt securities issued in a continuous or repeated manner by credit institutions which regularly publish their annual accounts and which, within the Community, are set up or governed by a special law, or pursuant to such a law, or are subject to public supervision designed to protect savings, the Member States may provide that the listing particulars shall contain only:

- the information provided for in heading 1.1 and Chapter 2 of Schedule B, and
- information concerning any events of importance for the assessment of the securities in question which have occurred since the end of the financial year in respect of which the last annual accounts were published. Such accounts must be made available to the public at the issuer's offices or at those of the financial organizations retained to act as the latter's paying agents.

Article 13

1. For the admission to official listing of debt securities guaranteed by a legal person, listing particulars must include:

- with respect to the issuer, the information provided for in Schedule B, and
- with respect to the guarantor, the information provided for in heading 1.3 and Chapters 3 to 7 of that Schedule.

Where the issuer or guarantor is a financial institution, the part of the listing particulars relating to that financial institution shall be drawn up in accordance with Article 11, without prejudice to the first subparagraph of this paragraph.

2. When the issuer of the guaranteed debt securities is a finance company within the meaning of Article 11 (3), the listing particulars must include:

- with respect to the issuer, the information provided for in Chapters 1, 2 and 3 and in headings 5.1.0 to 5.1.5 and 6.1 of Schedule B, and
- with respect to the guarantor, that provided for in heading 1.3 and Chapters 3 to 7 of that Schedule.

3. Where there is more than one guarantor, the information specified shall be required of each one; however, the competent authorities may allow abridgement of this information with a view to achieving greater comprehensibility of the listing particulars.

4. The guarantee contract must, in the cases referred to in paragraphs 1, 2 and 3, be made available for inspection by the public at the offices of the issuer and at those of the financial organizations retained to act as the latter's paying agents. Copies of the contract shall be provided to any person concerned on request.

Article 14

1. Where the application for admission to official listing relates to convertible debt securities, exchangeable debt securities or debt securities with warrants, the listing particulars must include:

- information concerning the nature of the shares offered by way of conversion, exchange or subscription, and the rights attaching thereto,
- the information provided for in heading 1.3 and Chapters 3 to 7 of Schedule A,

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- the information provided for in Chapter 2 of Schedule B, and
- the conditions of and procedures for conversion, exchange or subscription and details of the situations in which they may be amended.

2. When the issuer of the convertible debt securities, the exchangeable debt securities or the debt securities with warrants is not the issuer of the shares, listing particulars must include:

- information concerning the nature of the shares offered by way of conversion, exchange or subscription and the rights attaching thereto, and
- in respect of the issuer of the securities, the information provided for in Schedule B,
- in respect of the issuer of the shares, that provided for in heading 1.3 and Chapters 3 to 7 of Schedule A, and
- the conditions of and procedures for conversion, exchange or subscription and details of the situations in which they may be amended.

However, where the issuer of the debt securities is a finance company within the meaning of Article 11 (3), listing particulars need contain, in relation to that company, only the information provided for in Chapters 1, 2 and 3 and headings 5.1.0 to 5.1.5 and 6.1 of Schedule B.

Article 15

1. Where the application for admission to official listing relates to securities issued in connection with a merger involving the acquisition of another company or the formation of a new company, the division of a company, the transfer of all or part of an undertaking's assets and liabilities, a takeover offer or as consideration for the transfer of assets other than cash, the documents describing the terms and conditions of such operations, as well as, where appropriate, any opening balance sheet, whether or not pro forma, if the issuer has not yet prepared its annual accounts, must, without prejudice to the requirement to publish the listing particulars, be made available for inspection by the public at the offices of the issuer of the securities and at those of the financial organizations retained to act as the latter's paying agents.

2. Where the transaction referred to in paragraph 1 took place more than two years previously, the competent authorities may dispense with the requirement imposed in that paragraph.

Article 16

1. When the application for admission to official listing relates to certificates representing shares, the listing particulars must contain the information, as regards certificates, provided for in Schedule C and the information, as regards the shares represented, provided for in Schedule A.

2. However, the competent authorities may relieve the issuer of the certificates of the requirement to publish details of its own financial position, when the issuer is:

- a credit institution which is a national of a Member State and is set up or governed by a special law or pursuant to such law or is subject to public supervision designed to protect savings, or
- a subsidiary 95 % or more of which is owned by a credit institution within the meaning of the preceding indent, the commitments of which towards the holders of certificates are unconditionally guaranteed by that credit institution and which is subject, *de jure* or *de facto*, to the same supervision, or
- an 'Administratiekantoor' in the Netherlands governed, for the safe custody of the original securities, by special regulations laid down by the competent authorities.

3. In the case of certificates issued by a securities transfer organization or by an auxiliary institution set up by such organization, the

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competent authorities may dispense with the publication of the information provided for in Chapter 1 of Schedule C.

Article 17

1. Where debt securities for which admission to official listing is applied for benefit, as regards both repayment of the loan and the payment of interest, from the unconditional and irrevocable guarantee of a State or of one of a State's federated States, national legislation or the competent authorities may authorize the abridgement of the information provided for in Chapters 3 and 5 of Schedule B.

2. The possibility of abridgement provided for in paragraph 1 may also be applied to companies set up or governed by a special law or pursuant to such law which have the power to levy charges on their consumers.

SECTION III

Arrangements for the scrutiny and publication of listing particulars*Article 18*

1. Member States shall appoint one or more competent authorities and shall notify the Commission of the appointments of such authorities, giving details of any division of powers among them. Member States shall also ensure that this Directive is applied.

2. No listing particulars may be published until they have been approved by the competent authorities.

3. The competent authorities shall approve the publication of listing particulars only if they are of the opinion that they satisfy all the requirements set out in this Directive.

Member States shall ensure that the competent authorities have the powers necessary for them to carry out their task.

4. This Directive shall not affect the competent authorities' liability, which shall continue to be governed solely by the national law.

Article 19

The competent authorities shall decide whether to accept the audit report of the official auditor provided for in heading 1.3 of Schedules A and B or, if necessary, to require an additional report.

The requirement for the additional report must be the outcome of an examination of each case on its merits. At the request of the official auditor and/or of the issuer, the competent authorities must disclose to them the reasons justifying this requirement.

Article 20

1. Listing particulars must be published either:

- by insertion in one or more newspapers circulated throughout the Member State in which the admission to official listing of securities is sought, or widely circulated therein, or
- in the form of a brochure to be made available, free of charge, to the public at the offices of the stock exchange or stock exchanges on which the securities are being admitted to official listing, at the registered office of the issuer and at the offices of the financial organizations retained to act as the latter's paying agents in the Member State in which the admission of securities to official listing is sought.

2. In addition, either the complete listing particulars or a notice stating where the listing particulars have been published and where they may be obtained by the public must be inserted in a publication designated by the Member State in which the admission of securities to official listing is sought.

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1. Listing particulars must be published within a reasonable period, to be laid down in national legislation or by the competent authorities before the date on which official listing becomes effective.

Moreover, where the admission of securities to official listing is preceded by trading of the pre-emptive subscription rights giving rise to dealings recorded in the official list, the listing particulars must be published within a reasonable period, to be laid down by the competent authorities before such trading starts.

2. In exceptional, properly justified cases, the competent authorities may allow the postponement of the publication of the listing particulars until after:

- the date on which official listing becomes effective, in the case of securities of a class already listed on the same stock exchange issued in consideration of transfers of assets other than cash,
- the date of the opening of trading in pre-emptive subscription rights.

3. If the admission of debt securities to official listing coincides with their public issue and if some of the terms of the issue are not finalized until the last moment, the competent authorities may merely require the publication, within a reasonable period, of listing particulars omitting information as to these terms but indicating how it will be given. Such information must be published before the date on which official listing starts, except where debt securities are issued on a continuous basis at varying prices.

Article 22

Where listing particulars are, or will be, published in accordance with Articles 1 and 3 for the admission of securities to official listing, the notices, bills, posters and documents announcing this operation and indicating the essential characteristics of these securities, and all other documents relating to their admission and intended for publication by the issuer or on his behalf, must first be communicated to the competent authorities. The latter shall decide whether they should be submitted to scrutiny before publication.

The abovementioned documents must state that listing particulars exist and indicate where they are being, or will be, published in accordance with Article 20.

Article 23

Every significant new factor capable of affecting assessment of the securities which arises between the time when the listing particulars are adopted and the time when stock exchange dealings begin shall be covered by a supplement to the listing particulars, scrutinized in the same way as the latter and published in accordance with procedures to be laid down by the competent authorities.

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SECTION IV

Determination of the competent authority*Article 24*

Where, for the same securities, applications for admission to official listing on stock exchanges situated or operating in two or more Member States, including the Member State in which the issuer's registered office is situated, are made simultaneously or within a short interval, listing particulars shall be drawn up in accordance with the rules laid down in this Directive in the Member State in which the issuer has its registered office and approved by the competent authorities of that State; if the issuer's registered office is not situated in one of those Member States, the issuer must choose one of those States under the legislation of which the listing particulars will be drawn up and approved.

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SECTION V

Mutual recognition*Article 24a*

1. Once approved in accordance with Article 24, listing particulars must, subject to any translation, be recognized by the other Member States in which admission to official listing has been applied for, without its being necessary to obtain the approval of the competent authorities of those States and without their being able to require that additional information be included in the listing particulars. The competent authorities may, however, require that listing particulars include information specific to the market of the country of admission concerning in particular the income tax system, the financial organizations retained to act as paying agents for the issuer in that country, and the way in which notices to investors are published.

2. Listing particulars approved by the competent authorities within the meaning of Article 24 must be recognized in another Member State in which application for admission to official listing is made, even if partial exemption or partial derogation has been granted pursuant to this Directive, provided that:

- (a) the partial exemption or partial derogation in question is of a type that is recognized in the rules of the other Member State concerned, and
- (b) the conditions that justify the partial exemption or partial derogation also exist in the other Member State concerned and that there are no other conditions concerning such exemption or derogation which might lead the competent authority in that Member State to refuse them.

Even if the conditions laid down in (a) and (b) are not fulfilled, the Member State concerned may allow its competent authorities to recognize the listing particulars approved by the competent authorities within the meaning of Article 24.

3. When approving listing particulars, the competent authorities within the meaning of Article 24 shall provide the competent authorities of the other Member States in which application for official listing is made with a certificate of approval. If partial exemption or partial derogation has been granted pursuant to this Directive, the certificate shall state that fact and the reasons for it.

4. When application for admission to official listing is made, the issuer shall communicate to the competent authorities in each of the other Member States in which it is applying for admission the draft listing particulars which it intends to use in that State.

5. Member States may restrict the application of this Article to listing particulars of issuers having their registered office in a Member State.

Article 24b

1. Where the securities for which applications for admission to official listing on stock exchanges situated in two or more Member States have been made simultaneously or within a short interval have been the subject of a prospectus drawn up and approved in accordance with this Directive, at the time of the public offer, by the competent authorities within the meaning of Article 24 in the three months preceding the application for admission in that State, that prospectus must, subject to any translation, be recognized as listing particulars in the other Member States in which application for admission to official listing is made, without its being necessary to obtain the approval of the competent authorities of those Member States and without their being able to require that additional information be included in the listing particulars. The competent authorities may, however, require that listing particulars include information specific to the market of the country of admission concerning, in particular, the income tax system, the financial organizations retained to act as paying agents for the issuer in the country of admission and the ways in which notices to investors are published.

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2. Article 24a (2), (3), (4) and (5) shall apply in the eventuality referred to in paragraph 1 of this Article.

3. Article 23 shall apply to all changes occurring between the time when the content of the prospectus referred to in paragraph 1 of this Article is adopted and the time when stock exchange dealings begin.

SECTION VI

Cooperation*Article 24c*

1. The competent authorities shall cooperate wherever necessary for the purpose of carrying out their duties and shall exchange any information required for that purpose.

2. Where an application for admission to official listing concerning securities giving a right to participate in company capital, either immediately or at the end of the maturity period, is made in one or more Member States other than that in which the registered office of the issuer of the shares to which those securities give entitlement is situated, while that issuer's shares have already been admitted to official listing in that Member State, the competent authorities of the Member State of admission may act only after having consulted the competent authorities of the Member State in which the registered office of the issuer of the shares in question is situated.

3. Where an application for admission to official listing is made for securities which have been listed in another Member State less than six months previously, the competent authorities to whom application is made shall contact the competent authorities which have already admitted the securities to official listing and shall, as far as possible, exempt the issuer of those securities from the preparation of new listing particulars, subject to any need for updating, translation or the issue of supplements in accordance with the individual requirements of the Member State concerned.

Article 25

1. Member States shall provide that all persons employed or formerly employed by the competent authorities shall be bound by professional secrecy. This means that any confidential information received in the course of their duties may not be divulged to any person or authority except by virtue of provisions laid down by law.

2. Paragraph 1 shall not, however, preclude the competent authorities of the various Member States from exchanging information as provided for in this Directive. Information thus exchanged shall be covered by the obligation of professional secrecy to which the persons employed or formerly employed by the competent authorities receiving the information are subject.

3. Without prejudice to cases covered by criminal law, the competent authorities receiving information pursuant to Article 24c (1) may use it only for the performance of their duties or in the context of administrative appeals or legal proceedings relating to such performance.

SECTION VII

Negotiations with non-member countries*Article 25a*

The Community may, by means of agreements concluded with one or more non-member countries pursuant to the Treaty, recognize listing particulars drawn up and checked, in accordance with the rules of the non-member country or countries, as meeting the requirements of this Directive, subject to reciprocity, provided that the rules concerned give investors protection equivalent to that afforded by this Directive, even if those rules differ from the provisions of this Directive.

▼ BSECTION ► M2 VIII ◀**Contact Committee***Article 26*

1. The Contact Committee set up by Article 20 of Council Directive 79/279/EEC of 5 March 1979 coordinating the conditions for the admission of securities to official stock exchange listing ⁽¹⁾ shall also have as its function:

- (a) without prejudice to Articles 169 and 170 of the EEC Treaty to facilitate the harmonized implementation of this Directive through regular consultations on any practical problems arising from its application on which exchanges of views are deemed useful;
- (b) to facilitate consultation between the Member States on the supplements and improvements to the listing particulars which the competent authorities are entitled to require or recommend at national level;
- (c) to advise the Commission, if necessary, on any additions or amendments to be made to this Directive.

2. It shall not be the function of the Contact Committee to appraise the merits of decisions taken by the competent authorities in individual cases.

SECTION ► M2 IX ◀**Final provisions***Article 27*

1. Member States shall take the measures necessary to comply with this Directive within 30 months of its notification. They shall forthwith inform the Commission thereof.

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However, this period shall be extended to 30 June 1983 in the case of Member States simultaneously introducing this Directive and Directives 80/390/EEC and 82/121/EEC.

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2. As from the notification of this Directive, the Member States shall communicate to the Commission the texts of the main laws, regulations and administrative provisions which they adopt in the field covered by this Directive.

Article 28

This Directive is addressed to the Member States.

⁽¹⁾ OJ No L 66, 16. 3. 1979, p. 21

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ANNEX

SCHEDULE A

LAYOUT FOR LISTING PARTICULARS FOR THE ADMISSION OF
SHARES TO OFFICIAL STOCK EXCHANGE LISTING

CHAPTER 1

**Information concerning those responsible for listing particulars and the
auditing of accounts**

- 1.1. Name and function of natural persons and name and registered office of legal persons responsible for the listing particulars or, as the case may be, for certain parts of them, with, in the latter case, an indication of those parts.
- 1.2. Declaration by those responsible referred to in heading 1.1 that, to the best of their knowledge, the information given in that part of the listing particulars for which they are responsible is in accordance with the facts and contains no omissions likely to affect the import of the listing particulars.
- 1.3. Names, addresses and qualifications of the official auditors who have audited the company's annual accounts for the preceding three financial years in accordance with national law.

Statement that the annual accounts have been audited. If audit reports on the annual accounts have been refused by the official auditors or if they contain qualifications, such refusal or such qualifications shall be reproduced in full and the reasons given.

Indication of other information in the listing particulars which has been audited by the auditors.

CHAPTER 2

**Information concerning admission to official listing and the shares for the
admission of which application is being made**

- 2.1. Indication that the admission applied for is admission to official listing of shares already marketed or admission to listing with a view to stock exchange marketing.
- 2.2. Information concerning the shares in respect of which application for official listing is being made:
 - 2.2.0. Indication of the resolutions, authorizations and approvals by virtue of which the shares have been or will be created and/or issued.

Nature of the issue and amount thereof.

Number of shares which have been or will be created and/or issued, if predetermined.

- 2.2.1. In the case of shares issued in connection with a merger, the division of a company, the transfer of all or part of an undertaking's assets and liabilities, a takeover offer, or as consideration for the transfer of assets other than cash, indication of where the documents describing the terms and conditions of such operations are available for inspection by the public.
- 2.2.2. A concise description of the rights attaching to the shares, and in particular the extent of the voting rights, entitlement to share in the profits and to share in any surplus in the event of liquidation and any privileges.

Time limit after which dividend entitlement lapses and indication of the party in whose favour this entitlement operates.

- 2.2.3. Tax on the income from the shares withheld at source in the country of origin and/or the country of listing.

Indication as to whether the issuer assumes responsibility for the withholding of tax at source.

- 2.2.4. Arrangements for transfer of the shares and any restrictions on their free negotiability (e.g. clause establishing approval requirement).

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- 2.2.5. Date on which entitlement to dividends arises.
- 2.2.6. The stock exchanges where admission to official listing is or will be sought.
- 2.2.7. The financial organizations which, at the time of admission of shares to official listing, are the paying agents of the issuer in the Member States where admission has taken place.
- 2.3. In so far as it is relevant, information concerning issue and placing, public or private, of the shares in respect of which the application for admission to official listing is made where such issue or placing has been effected within the 12 months preceding admission:
- 2.3.0. Indication of the exercise of the right of pre-emption of shareholders or of the restriction or withdrawal of such right.
- Indication, where applicable, of the reasons for restriction or withdrawal of such right; in such cases, justification of the issue price, where an issue is for cash; indication of the beneficiaries if the restriction or withdrawal of the right of pre-emption is intended to benefit specific persons.
- 2.3.1. The total amount of the public or private issue or placing and the number of shares offered, where applicable by category.
- 2.3.2. If the public or private issue or placing were or are being made simultaneously on the markets of two or more States and if a tranche has been or is being reserved for certain of these, indication of any such tranche.
- 2.3.3. The issue price or the offer or placing price, stating the nominal value or, in its absence, the accounting par value or the amount to be capitalized; the issue premium and the amount of any expenses specifically charged to the subscriber or purchaser.
- The methods of payment of the price, particularly as regards the paying-up of shares which are not fully paid.
- 2.3.4. The procedure for the exercise of any right of pre-emption; the negotiability of subscription rights; the treatment of subscription rights not exercised.
- 2.3.5. Period of the opening of the issue or offer of shares, and names of the financial organizations responsible for receiving the public's subscriptions.
- 2.3.6. Methods of and time limits for delivery of the shares, possible creation or provisional certificates.
- 2.3.7. Names, addresses and descriptions of the natural or legal persons underwriting or guaranteeing the issue for the issuer. Where not all of the issue is underwritten or guaranteed, a statement of the portion not covered.
- 2.3.8. Indication or estimate of the overall amount and/or of the amount per share of the charges relating to the issue operation, stating the total remuneration of the financial intermediaries, including the underwriting commission or margin, guarantee commission, placing commission or selling agent's commission.
- 2.3.9. Net proceeds accruing to the issuer from the issue and intended application of such proceeds, e.g., to finance the investment programme or to strengthen the issuer's financial position.
- 2.4. Information concerning admission of shares to official listing:
- 2.4.0. Description of the shares for which admission to official listing is applied, and in particular the number of shares and nominal value per share, or, in the absence of nominal value, the accounting par value or the total nominal value, the exact designation or class, and coupons attached.
- 2.4.1. If the shares are to be marketed on the stock exchange and no such shares have previously been sold to the public, a statement of the number of shares made available to the market and of their nominal value, or, in the absence of nominal value, of their accounting par value, or a statement of the total nominal value and, where applicable, a statement of the minimum offer price.
- 2.4.2. If known, the dates on which the new shares will be listed and dealt in.
- 2.4.3. If shares of the same class are already listed on one or more stock exchanges, indication of these stock exchanges.
- 2.4.4. If shares of the same class have not yet been admitted to official listing but are dealt in on one or more other markets which are subject to

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regulation, are in regular operation and are recognized and open, indication of such markets.

2.4.5. Indication of any of the following which have occurred during the last financial year and the current financial year:

- public takeover offers by third parties in respect of the issuer's shares,
- public takeover offers by the issuer in respect of other companies' shares.

The price or exchange terms attaching to such offers and the outcome thereof are to be stated.

2.5. If, simultaneously or almost simultaneously with the creation of shares for which admission to official listing is being sought, shares of the same class are subscribed for or placed privately or if shares of other classes are created for public or private placing, details are to be given of the nature of such operations and of the number and characteristics of the shares to which they relate.

CHAPTER 3

General information about the issuer and its capital

3.1. General information about the issuer:

3.1.0. Name, registered office and principal administrative establishment if different from the registered office.

3.1.1. Date of incorporation and the length of life of the issuer, except where indefinite.

3.1.2. Legislation under which the issuer operates and legal form which it has adopted under that legislation.

3.1.3. Indication of the issuer's objects and reference to the clause of the memorandum of association in which they are described.

3.1.4. Indication of the register and of the entry number therein.

3.1.5. Indication of where the documents concerning the issuer which are referred to in the listing particulars may be inspected.

3.2. General information about the capital:

3.2.0. The amount of the issued capital, the number and classes of the shares of which it is composed with details of their principal characteristics; the part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of the shares not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.

3.2.1. Where there is authorized but unissued capital or an undertaking to increase the capital, *inter alia* in connection with convertible loans issued or subscription options granted, indication of:

- the amount of such authorized capital or capital increase and, where appropriate, the duration of the authorization,
- the categories of persons having preferential subscription rights for such additional portions of capital,
- the terms and, arrangements for the share issue corresponding to such portions.

3.2.2. If there are shares not representing capital, the number and main characteristics of such shares are to be stated.

3.2.3. The amount of any convertible debt securities, exchangeable debt securities or debt securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription.

3.2.4. Conditions imposed by the memorandum and articles of association governing changes in the capital and in the respective rights of the various classes of shares, where such conditions are more stringent than is required by law.

3.2.5. Summary description of the operations during the three preceding years which have changed the amount of the issued capital and/or the number and classes of shares of which it is composed.

3.2.6. As far as they are known to the issuer, indication of the natural or legal persons who, directly or indirectly, severally or jointly, exercise or could exercise control over the issuer, and particulars of the proportion of the capital held giving a right to vote.

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Joint control shall mean control exercised by more than one company or by more than one person having concluded an agreement which may lead to their adopting a common policy in respect of the issuer.

- 3.2.7. In so far as they are known to the issuer, indication of the shareholders who, directly or indirectly, hold a proportion of the issuer's capital which the Member States may not fix at more than 20 %.
- 3.2.8. If the issuer belongs to a group of undertakings, a brief description of the group and of the issuer's position within it.
- 3.2.9. Number, book value and nominal value or, in the absence of a nominal value, the accounting par value of any of its own shares which the issuer or another company in which it has a direct or indirect holding of more than 50 % has acquired and is holding, if such securities do not appear as a separate item on the balance sheet.

CHAPTER 4

Information concerning the issuer's activities

- 4.1. The issuer's principal activities:
- 4.1.0. Description of the issuer's principal activities, stating the main categories of products sold and/or services performed.
- Indication of any significant new products and/or activities.
- 4.1.1. Breakdown of net turnover during the past three financial years by categories of activity and into geographical markets in so far as, taking account of the manner in which the sale of products and the provision of services falling within the issuer's ordinary activities are organized, these categories and markets differ substantially from one another.
- 4.1.2. Location and size of the issuer's principal establishments and summary information about real estate owned. Any establishment which accounts for more than 10 % of turnover or production shall be considered a principal establishment.
- 4.1.3. For mining, extraction of hydrocarbons, quarrying and similar activities in so far as significant, description of deposits, estimate of economically exploitable reserves and expected period of working.
- Indication of the periods and main terms of concessions and the economic conditions for working them.
- Indication of the progress of actual working.
- 4.1.4. Where the information given pursuant to headings 4.1.0 to 4.1.3 has been influenced by exceptional factors, that fact should be mentioned.
- 4.2. Summary information regarding the extent to which the issuer is dependent, if at all, on patents or licences, industrial, commercial or financial contracts or new manufacturing processes, where such factors are of fundamental importance to the issuer's business or profitability.
- 4.3. Information concerning policy on the research and development of new products and processes over the past three financial years, where significant.
- 4.4. Information on any legal or arbitration proceedings which may have or have had a significant effect on the issuer's financial position in the recent past.
- 4.5. Information on any interruptions in the issuer's business which may have or have had a significant effect on the issuer's financial position in the recent past.
- 4.6. Average numbers employed and changes therein over the past three financial years, if such changes are material, with, if possible, a breakdown of persons employed by main categories of activity.
- 4.7. Investment policy:
- 4.7.0. Description, with figures, of the main investments made, including interests such as shares, debt securities, etc., in other undertakings over the past three financial years and the months already elapsed of the current financial year.
- 4.7.1. Information concerning the principal investments being made with the exception of interests being acquired in other undertakings.

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Distribution of these investments geographically (home and abroad).

Method of financing (internal or external).

- 4.7.2. Information concerning the issuer's principal future investments, with the exception of interests to be acquired in other undertakings on which its management bodies have already made firm commitments.

CHAPTER 5

Information concerning the issuer's assets and liabilities, financial position and profits and losses

- 5.1. Accounts of the issuer:

- 5.1.0. The last three balance sheets and profit and loss accounts drawn up by the company set out as a comparative table. The notes on the annual accounts for the last financial year.

The draft listing particulars must be filed with the competent authorities not more than 18 months after the end of the financial year to which the last annual accounts published relate. The competent authorities may extend that period in exceptional cases.

- 5.1.1. If the issuer prepares consolidated annual accounts only, it shall include those accounts in the listing particulars in accordance with heading 5.1.0.

If the issuer prepares both own and consolidated annual accounts, it shall include both sets of accounts in the listing particulars in accordance with heading 5.1.0. However, the competent authorities may allow the issuer to include either the own or the consolidated annual accounts, on condition that the accounts which are not included do not provide any significant additional information.

- 5.1.2. The profit or loss per share of the issuing company, for the financial year, arising out of the company's ordinary activities, after tax, for the last three financial years, where the company includes its own annual accounts in the listing particulars.

Where the issuer includes only consolidated annual accounts in the listing particulars, it shall indicate the consolidated profit or loss per share, for the financial year, for the last three financial years. This information shall appear in addition to that provided in accordance with the preceding subparagraph where the issuer also includes its own annual accounts in the listing particulars.

If in the course of the abovementioned period of three financial years the number of shares in the issuing company has changed as a result, for example, of an increase or decrease in capital or the rearrangement or splitting of shares, the profit or loss per share referred to in the first and second paragraph above shall be adjusted to make them comparable; in that event the adjustment formulae used shall be disclosed.

- 5.1.3. The amount of the dividend per share for the last three financial years, adjusted, if necessary, to make it comparable in accordance with the third subparagraph of heading 5.1.2.

- 5.1.4. Where more than nine months have elapsed since the end of the financial year to which the last published own annual and/or consolidated annual accounts relate, an interim financial statement covering at least the first six months shall be included in the listing particulars or appended to them. If such an interim financial statement is unaudited, that fact must be stated.

Where the issuer prepares consolidated annual accounts, the competent authorities shall decide whether the interim financial statement to be submitted must be consolidated or not.

Any significant change which has occurred since the end of the last financial year or the preparation of the interim financial statement must be described in a note inserted in the listing particulars or appended thereto.

- 5.1.5. If the own or consolidated annual accounts do not comply with the Council Directives on undertakings' annual accounts and do not give a true and fair view of the issuer's assets and liabilities, financial position and profits and losses, more detailed and/or additional information must be given.

- 5.1.6. A table showing the sources and application of funds over the past three financial years.

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- 5.2. Individual details listed below relating to the undertakings in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

The items of information listed below must be given in any event for every undertaking in which the issuer has a direct or indirect participating interest, if the book value of that participating interest represents at least 10 % of the capital and reserves or accounts for at least 10 % of the net profit or loss of the issuer or, in the case of a group, if the book value of that participating interest represents at least 10 % of the consolidated net assets or accounts for at least 10 % of the consolidated net profit or loss of the group.

The items of information listed below need not be given provided that the issuer proves that its holding is of a purely provisional nature.

Similarly, the information required under points (e) and (f) may be omitted where the undertaking in which a participating interest is held does not publish its annual accounts.

Pending subsequent coordination of provisions relating to consolidated annual accounts, the Member States may authorize the competent authorities to permit the omission of the information prescribed in points (d) to (j) if the annual accounts of the undertakings in which the participating interests are held are consolidated into the group annual accounts or if the value attributable to the interest under the equity method is disclosed in the annual accounts, provided that, in the opinion of the competent authorities, the omission of that information is not likely to mislead the public with regard to the facts and circumstances, knowledge of which is essential for the assessment of the security in question.

The information provided for under points (g) and (j) may be omitted if, in the opinion of the competent authorities, such omission does not mislead investors.

- (a) Name and registered office of the undertaking.
 - (b) Field of activity.
 - (c) Proportion of capital held.
 - (d) Issued capital.
 - (e) Reserves.
 - (f) Profit or loss arising out of ordinary activities, after tax, for the last financial year.
 - (g) Value at which the issuer obliged to publish listing particulars shows shares held in its accounts.
 - (h) Amount still to be paid up on shares held.
 - (i) Amount of dividends received in the course of the last financial year in respect of shares held.
 - (j) Amount of the debts owed to and by the issuer with regard to the undertaking.
- 5.3. Individual details relating to the undertakings not referred to in heading 5.2 in which the issuer holds at least 10 % of the capital. These details may be omitted when they are of negligible importance for the purpose of the objective set in Article 4 of this Directive:
- (a) name and registered office of the undertaking;
 - (b) proportion of capital held.
- 5.4. When the listing particulars comprise consolidated annual accounts, disclosure:
- (a) of the consolidation principles applied. These shall be described explicitly where the Member State has no laws governing the consolidation of annual accounts or where such principles are not in conformity with such laws or with a generally accepted method in use in the Member State in which the stock exchange on which admission to official listing is requested is situated or operates;
 - (b) of the names and registered offices of the undertakings included in the consolidation, where that information is important for the purpose of assessing the assets and liabilities, the financial position and the profits and losses of the issuer. It is sufficient to distinguish them by a sign in the list of undertakings of which details are required in heading 5.2;

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- (c) for each of the undertakings referred to in (b):
- the total proportion of third-party interests, if annual accounts are consolidated globally;
 - the proportion of the consolidation calculated on the basis of interests, if consolidation has been effected on a *pro rata* basis.
- 5.5. Where the issuer is a dominant undertaking forming a group with one or more dependent undertakings, the details provided for in Chapters 4 and 7 shall be given for that issuer and group.
- The competent authorities may permit the provision of that information for the issuer alone or for the group alone, provided that the details which are not provided are not material.
- 5.6. If certain information provided for under Schedule A is given in the annual accounts provided in accordance with this Chapter, it need not be repeated.

CHAPTER 6

Information concerning administration, management and supervision

- 6.1. Names, addresses and functions in the issuing company of the following persons and an indication of the principal activities performed by them outside that company where these are significant with respect to that company:
- (a) members of the administrative, management or supervisory bodies;
 - (b) partners with unlimited liability, in the case of a limited partnership with a share capital;
 - (c) founders, if the company has been established for fewer than five years.
- 6.2. Interests of the members of the administrative, management and supervisory bodies in the issuing company:
- 6.2.0. Remuneration paid and benefits in kind granted, during the last completed financial year under any heading whatsoever, and charged to overheads or the profit appropriation account, to members of the administrative, management and supervisory bodies, these being total amounts for each category of body.
- The total remuneration paid and benefits in kind granted to all members of the administrative, management and supervisory bodies of the issuer by all the dependent undertakings with which it forms a group must be indicated.
- 6.2.1. Total number of shares in the issuing company held by the members of its administrative, management and supervisory bodies and options granted to them on the company's shares.
- 6.2.2. Information about the nature and extent of the interests of members of the administrative, management and supervisory bodies in transactions effected by the issuer which are unusual in their nature or conditions (such as purchases outside normal activity, acquisition or disposal of fixed asset items) during the preceding financial year and the current financial year. Where such unusual transactions were concluded in the course of previous financial years and have not been definitively concluded, information on those transactions must also be given.
- 6.2.3. Total of all the outstanding loans granted by the issuer to the persons referred to in heading 6.1 (a) and also of any guarantees provided by the issuer for their benefit.
- 6.3. Schemes for involving the staff in the capital of the issuer.

CHAPTER 7

Information concerning the recent development and prospects of the issuer

- 7.1. Except in the event of a derogation granted by the competent authorities, general information on the trend of the issuer's business since the end of the financial year to which the last published annual accounts relate, in particular:
- the most significant recent trends in production, sales and stocks and the state of the order book, and

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— recent trends in costs and selling prices.

- 7.2. Except in the event of a derogation granted by the competent authorities, information on the issuer's prospects for at least the current financial year.

SCHEDULE B**LAYOUT FOR LISTING PARTICULARS FOR THE ADMISSION OF DEBT SECURITIES TO OFFICIAL STOCK EXCHANGE LISTING****CHAPTER 1****Information concerning those responsible for listing particulars and the auditing of accounts**

- 1.1. Names and addresses of the natural or legal persons responsible for the listing particulars or, as the case may be, for certain parts of them with, in the latter case, an indication of those parts.
- 1.2. Declaration by those responsible, as referred to in heading 1.1, that, to the best of their knowledge, the information given in that part of the listing particulars for which they are responsible is in accordance with the facts and contains no omissions likely to affect the import of the listing particulars.
- 1.3. Names, addresses and qualifications of the official auditors who have audited the annual accounts for the preceding three financial years in accordance with national law.

Statement that the annual accounts have been audited. If audit reports on the annual accounts have been refused by the official auditors or if they contain qualifications, such refusal or such qualifications must be reproduced in full and the reasons given.

Indication of other information in the listing particulars which has been audited by the auditors.

CHAPTER 2**Information concerning loans and the admission of debt securities to official listing**

- 2.1. Conditions of the loan:
- 2.1.0. The nominal amount of the loan; if this amount is not fixed, a statement to this effect be made.
- The nature, number and numbering of the debt securities and the denominations.
- 2.1.1. Except in the case of continuous issues, the issue and redemption prices and the nominal interest rate; if several interest rates are provided for, an indication of the conditions for changes in the rate.
- 2.1.2. Procedures for the allocation of any other advantages; the method of calculating such advantages.
- 2.1.3. Tax on the income from the debt securities withheld at source in the country of origin and/or the country of listing.
- Indication as to whether the issuer assumes responsibility for the withholding of tax at source.
- 2.1.4. Arrangements for the amortization of the loan, including the repayment procedures.
- 2.1.5. The financial organizations which, at the time of admission to official listing are the paying agents of the issuer in the Member State of admission.
- 2.1.6. Currency of the loan; if the loan is denominated in units of account, the contractual status of these; currency option.
- 2.1.7. Time limits:
- (a) period of the loan and any interim due dates;
- (b) the date from which interest becomes payable and the due dates for interest;
- (c) the time limit on the validity of claims to interest and repayment of principal;

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- (d) procedures and time limits for delivery of the debt securities, possible creation of provisional certificates.
- 2.1.8. Except in the case of continuous issues, an indication of yield. The method whereby that yield is calculated shall be described in summary form.
- 2.2. Legal information:
- 2.2.0. Indication of the resolutions, authorizations and approvals by virtue of which the debt securities have been or will be created and/or issued.
- Type of operation and amount thereof.
- Number of debt securities which have been or will be created and/or issued, if predetermined.
- 2.2.1. Nature and scope of the guarantees, sureties and commitments intended to ensure that the loan will be duly serviced as regards both the repayment of the debt securities and the payment of interest.
- Indication of the places where the public may have access to the texts of the contracts relating to these guarantees, sureties and commitments.
- 2.2.2. Organization of trustees or of any other representation for the body of debt security holders.
- Name and function and description and head office of the representative of the debt security holders, the main conditions of such representation and in particular the conditions under which the representative may be replaced.
- Indication of where the public may have access to the contracts relating to these forms of representation.
- 2.2.3. Mention of clauses subordinating the loan to other debts of the issuer already contracted or to be contracted.
- 2.2.4. Indication of the legislation under which the debt securities have been created and of the courts competent in the event of litigation.
- 2.2.5. Indication as to whether the debt securities are registered or bearer.
- 2.2.6. Any restrictions on the free transferability of the debt securities.
- 2.3. Information concerning the admission of the debt securities to official listing.
- 2.3.0. The stock exchanges where admission to official listing is, or will be, sought.
- 2.3.1. Names, addresses and description of the natural or legal persons underwriting or guaranteeing the issue for the issuer. Where not all of the issue is underwritten or guaranteed, a statement of the portion not covered.
- 2.3.2. If the public or private issue or placing were or are being made simultaneously on the markets of two or more States and if a tranche has been or is being reserved for certain of these, indication of any such tranche.
- 2.3.3. If debt securities of the same class are already listed on one or more stock exchanges, indication of these stock exchanges.
- 2.3.4. If debt securities of the same class have not yet been admitted to official listing but are dealt in one or more other markets which are subject to regulation, are in regular operation and are recognized and open, indication of such markets.
- 2.4. Information concerning the issue of it is concomitant with official admission or if it took place within the three months preceding such admission.
- 2.4.0. The procedure for the exercise of any right of pre-emption; the negotiability of subscription rights; the treatment of subscription rights not exercised.
- 2.4.1. Method of payment of the issue or offer price.
- 2.4.2. Except in the case of continuous debt security issues, period of the opening of the issue or offer and any possibilities of early closure.
- 2.4.3. Indication of the financial organizations responsible for receiving the public's subscriptions.
- 2.4.4. Reference, where necessary, to the fact that the subscriptions may be reduced.

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- 2.4.5. Except in the case of continuous debt security issues, indication of the net proceeds of the loan.
- 2.4.6. Purpose of the issue and intended application of its proceeds.

CHAPTER 3

General information about the issuer and its capital

- 3.1. General information about the issuer.
 - 3.1.0. Name, registered office and principal administrative establishment if different from the registered office.
 - 3.1.1. Date of incorporation and the length of life of the issuer, except where indefinite.
 - 3.1.2. Legislation under which the issuer operates and legal form which it has adopted under that legislation.
 - 3.1.3. Indication of the issuer's objects and reference to the clause in the memorandum of association in which they are described.
 - 3.1.4. Indication of the register and of the entry number therein.
 - 3.1.5. Indication of where the documents concerning the issuer which are referred to in the listing particulars may be inspected.
 - 3.2. General information about capital:
 - 3.2.0. The amount of the issued capital and the number and classes of the securities of which it is composed with details of their principal characteristics.

The part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of securities not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.
 - 3.2.1. The amount of any convertible debt securities, exchangeable debt securities or debt securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription.
 - 3.2.2. If the issuer belongs to a group of undertakings, a brief description of the group and of the issuer's position within it.
 - 3.2.3. Number, book value and nominal value or, in the absence of a nominal value, the accounting par value of any of its own shares which the issuer or another company in which the issuer has a direct or indirect holding of more than 50 % has acquired and is holding, if such securities do not appear as a separate item on the balance sheet, in so far as they represent a significant part of the issued capital.

CHAPTER 4

Information concerning the issuer's activities

- 4.1. The issuer's principal activities.
 - 4.1.0. Description of the issuer's principal activities, stating the main categories of products sold and/or services performed.

Indication of any significant new products and/or activities.
 - 4.1.1. Net turnover during the past two financial years.
 - 4.1.2. Location and size of the issuer's principal establishments and summary information about real estate owned. Any establishment which accounts for more than 10 % of turnover or production shall be considered a principal establishment.
 - 4.1.3. For mining, extraction of hydrocarbons, quarrying and similar activities in so far as significant, description of deposits, estimate of economically exploitable reserves and expected period of working.

Indication of the periods and main terms of concessions and the economic conditions for working them.

Indication of the progress of actual working.
 - 4.1.4. Where the information given pursuant to headings 4.1.0 to 4.1.3 has been influenced by exceptional factors, that fact should be mentioned.

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- 4.2. Summary information regarding the extent to which the issuer is dependent, if at all, on patents or licences, industrial, commercial or financial contracts or new manufacturing processes, where such factors are of fundamental importance to the issuer's business or profitability.
- 4.3. Information on any legal or arbitration proceedings which may have or have had a significant effect on the issuer's financial position in the recent past.
- 4.4. Investment policy:
 - 4.4.0. Description, with figures, of the main investments made, including interests such as shares, debt securities, etc., in other undertakings, over the past three financial years and the months already elapsed of the current financial year.
 - 4.4.1. Information concerning the principal investments being made with the exception of interests being acquired in other undertakings.

Distribution of these investments geographically (home and abroad).

Method of financing (internal or external).
 - 4.4.2. Information concerning the issuer's principal future investments, with the exception of interests to be acquired in other undertakings, on which its management bodies have already made firm commitments.

CHAPTER 5

Information concerning the issuer's assets and liabilities, financial position and profits and losses

- 5.1. Accounts of the issuer:
 - 5.1.0. The last two balance sheets and profit and loss accounts drawn up by the issuer set out as a comparative table. The notes on the annual accounts for the last financial year.

The draft listing particulars must be filed with the competent authorities not more than 18 months after the end of the financial year to which the last annual accounts published relate. The competent authorities may extend that period in exceptional cases.
 - 5.1.1. If the issuer prepares consolidated annual accounts only, it shall include those accounts in the listing particulars in accordance with heading 5.1.0.

If the issuer prepares both own and consolidated annual accounts, it shall include both sets of accounts in the listing particulars in accordance with heading 5.1.0. However, the competent authorities may allow the issuer to include either the own or the consolidated annual accounts, on condition that the accounts which are not included do not provide any significant additional information.
 - 5.1.2. Where more than nine months have elapsed since the end of the financial year to which the last published own annual and/or consolidated annual accounts relate, an interim financial statement covering at least the first six months shall be included in the listing particulars or appended to them. If the interim financial statement is unaudited, that fact must be stated.

Where the issuer prepares consolidated annual accounts, the competent authorities shall decide whether the interim financial statement to be submitted must be consolidated or not.

Any significant change which has occurred since the end of the last financial year or the preparation of the aforementioned interim financial statement must be described in a note inserted in or appended to the listing particulars.
 - 5.1.3. If the own annual or consolidated annual accounts do not comply with the Council Directives on undertakings' annual accounts and do not give a true and fair view of the issuer's assets and liabilities, financial position and profits and losses, more detailed and/or additional information must be given.
 - 5.1.4. Indication as at the most recent date possible (which must be stated) of the following, if material:
 - the total amount of any loan capital outstanding, distinguishing between loans guaranteed (by the provision of security or otherwise, by the issuer or by third parties) and loans not guaranteed,

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- the total amount of all other borrowings and indebtedness in the nature of borrowing, distinguishing between guaranteed and unguaranteed borrowings and debts,
- the total amount of any contingent liabilities.

An appropriate negative statement shall be given, where relevant, in the absence of any such loan capital, borrowings and indebtedness and contingent liabilities.

If the issuer prepares consolidated annual accounts, the principles laid down in heading 5.1.1 shall apply.

As a general rule, no account should be taken of liabilities between undertakings within the same group, a statement to that effect being made if necessary.

- 5.1.5. A table showing the sources and application of funds over the past three financial years.
- 5.2. Individual details listed below relating to the undertakings in which the issuer holds a proportion of the capital likely to have a significant effect on the assessment of its own assets and liabilities, financial position or profits and losses.

The items of information listed below must be given in any event for every undertaking in which the issuer has a direct or indirect participating interest, if the book value of that participating interest represents at least 10 % of the capital and reserves or accounts for at least 10 % of the net profit or loss of the issuer, or in the case of a group, if the book value of that participating interest represents at least 10 % of the consolidated net assets or accounts for at least 10 % of the consolidated net profit or loss of the group.

The items of information listed below need not be given provided that the issuer proves that its holding is of a purely provisional nature.

Similarly, the information required under points (e) and (f) may be omitted where the undertaking in which a participating interest is held does not publish its annual accounts.

Pending coordination of provisions relating to consolidated annual accounts, the Member States may authorize the competent authorities to permit the omission of the information prescribed in points (d) to (h) if the annual accounts of the undertakings in which the participating interests are held are consolidated into the group annual accounts or if the value attributable to the interest under the equity method is disclosed in the annual accounts, provided that in the opinion of the competent authorities, the omission of that information is not likely to mislead the public with regard to the facts and circumstances knowledge of which is essential for the assessment of the security in question.

- (a) Name and registered office of the undertaking.
 - (b) Field of activity.
 - (c) Proportion of capital held.
 - (d) Issued capital.
 - (e) Reserves.
 - (f) Profit or loss arising out of ordinary activities, after tax, for the last financial year.
 - (g) Amount still to be paid up on shares held.
 - (h) Amount of dividends received in the course of the last financial year in respect of shares held.
- 5.3. When the listing particulars comprise consolidated annual accounts, disclosure:
- (a) of the consolidation principles applied. These shall be described explicitly where the Member State has no laws governing the consolidation of annual accounts or where such principles are not in conformity with such laws or with a generally accepted method in use in the Member State in which the stock exchange on which admission to official listing is requested is situated or operates;
 - (b) of the names and registered offices of the undertakings included in the consolidation, where that information is important for the purpose of assessing the assets and liabilities, the financial position and the profits and losses of the issuer. It is sufficient to distinguish them by a sign in the list of companies for which details are required in heading 5.2;

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- (c) for each of the undertakings referred to in (b):
- the total proportion of third-party interests, if annual accounts are consolidated globally,
 - the proportion of the consolidation calculated on the basis of interests, if consolidation has been effected on a *pro rata* basis.
- 5.4. Where the issuer is a dominant undertaking forming a group with one or more dependent undertakings, the details provided for in Chapters 4 and 7 shall be given for that issuer and group.
- The competent authorities may permit the provision of that information for the issuer alone or for the group alone, provided that the details which are not provided are not material.
- 5.5. If certain information provided for under Schedule B is given in the annual accounts provided in accordance with this Chapter, it need not be repeated.

CHAPTER 6

Information concerning administration, management and supervision

- 6.1. Names, addresses and functions in the issuing undertaking of the following persons, and an indication of the principal activities performed by them outside that undertaking where these are significant with respect to that undertaking:
- (a) members of the administrative, management or supervisory bodies;
 - (b) partners with unlimited liability, in the case of a limited partnership with a share capital.

CHAPTER 7

Information concerning the recent development and prospects of the issuer

- 7.1. Except in the event of a derogation granted by the competent authorities, general information on the trend of the issuer's business since the end of the financial year to which the last published annual accounts relate, in particular:
- the most significant recent trends in production, sales and stocks and the state of the order book, and
 - recent trends in costs and selling prices.
- 7.2. Except in the event of a derogation granted by the competent authorities, information on the issuer's prospects for at least the current financial year.

SCHEDULE C

LAYOUT FOR LISTING PARTICULARS FOR THE ADMISSION OF CERTIFICATES REPRESENTING SHARES TO OFFICIAL STOCK EXCHANGE LISTING

CHAPTER 1

General information about the issuer

- 1.1. Name, registered office and principal administrative establishment if different from the registered office.
- 1.2. Date of incorporation and length of life of the issuer, except where indefinite.
- 1.3. Legislation under which the issuer operates and legal form which it has adopted under that legislation.
- 1.4. The amount of the issued capital and the number and classes of the securities of which it is composed with details of their principal characteristics.

The part of the issued capital still to be paid up, with an indication of the number, or total nominal value, and the type of the securities not yet fully paid up, broken down where applicable according to the extent to which they have been paid up.

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- 1.5. Indication of the principal holders of the capital.
- 1.6. Names, addresses and functions in the issuing body of the following persons, and an indication of the principal activities performed by them outside that body where these are significant with respect to that body, and also the functions held:
 - (a) members of the administrative, management or supervisory bodies;
 - (b) partners with unlimited liability, in the case of a limited partnership with a share capital.
- 1.7. The company's objects. If the issue of certificates representing shares is not the sole object of the company, the nature of its other activities must be described, those of a purely trustee nature being dealt with separately.
- 1.8. A summary of the annual accounts relating to the last completed financial year.

Where more than nine months have elapsed since the end of the last financial year to which the last published own annual and/or consolidated annual accounts relate, an interim financial statement covering at least the first six months shall be included in the listing particulars or appended to them. If the interim financial statement is unaudited, that fact must be stated.

Where the issuer prepares consolidated annual accounts, the competent authorities shall decide whether the interim financial statement to be submitted must be consolidated or not.

Any significant change which has occurred since the end of the last financial year or the preparation of the interim financial statement must be described in a note inserted in the listing particulars or appended thereto.

CHAPTER 2

Information on the certificates themselves

- 2.1. Legal status:

Indication of the rules governing the issue of the certificates and mention of the date and place of their publication.
- 2.1.0. Exercise of and benefit from the rights attaching to the original securities, in particular voting rights — conditions on which the issuer of the certificates may exercise such rights, and measures envisaged to obtain the instructions of the certificate holders — and the right to share in profits and any liquidation surplus.
 - 2.1.1. Bank or other guarantees attached to the certificates and intended to underwrite the issuer's obligations.
 - 2.1.2. Possibility of obtaining the conversion of the certificates into original securities and procedure for such conversion.
- 2.2. The amount of the commissions and costs to be borne by the holder in connection with:
 - the issue of the certificate,
 - the payment of the coupons,
 - the creation of additional certificates,
 - the exchange of the certificates for original securities.
- 2.3. Transferability of the certificates:
 - (a) The stock exchanges where admission to official listing is, or will be, sought;
 - (b) Any restrictions on the free transferability of the certificates.
- 2.4. Supplementary information for admission to official listing:
 - (a) If the certificates are to be placed on a stock exchange the number of certificates made available to the market and/or the total nominal value; the minimum sale price, if such a price is fixed;
 - (b) Date on which the new certificates will be listed, if known.
- 2.5. Indication of the tax arrangements with regard to any taxes and charges to be borne by the holders and levied in the countries where the certificates are issued.
- 2.6. Indication of the legislation under which the certificates have been created and of the courts competent in the event of litigation.