

Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (Text with EEA relevance)

CHAPTER II

DRAWING UP OF THE PROSPECTUS

Article 8

The base prospectus

1 For non-equity securities, including warrants in any form, the prospectus may, at the choice of the issuer, offeror or person asking for the admission to trading on a regulated market, consist of a base prospectus containing the necessary information concerning the issuer and the securities offered to the public or to be admitted to trading on a regulated market.

2 A base prospectus shall include the following information:

- a a template, entitled ‘form of the final terms’, to be filled out for each individual issue and indicating the available options with regard to the information to be determined in the final terms of the offer;
- b the address of the website where the final terms will be published.

3 Where a base prospectus contains options with regard to the information required by the relevant securities note, the final terms shall determine which of the options is applicable to the individual issue by referring to the relevant sections of the base prospectus or by replicating such information.

4 The final terms shall be presented in the form of a separate document or shall be included in the base prospectus or in any supplement thereto. The final terms shall be prepared in an easily analysable and comprehensible form.

The final terms shall only contain information that relates to the securities note and shall not be used to supplement the base prospectus. Point (b) of Article 17(1) shall apply in such cases.

5 Where the final terms are neither included in the base prospectus, nor in a supplement, the issuer shall make them available to the public in accordance with the arrangements set out in Article 21 and file them with the competent authority of the home Member State, as soon as practicable upon offering securities to the public and, where possible, before the beginning of the offer of securities to the public or admission to trading on a regulated market.

A clear and prominent statement shall be inserted in the final terms indicating:

- a that the final terms have been prepared for the purpose of this Regulation and must be read in conjunction with the base prospectus and any supplement thereto in order to obtain all the relevant information;
- b where the base prospectus and any supplement thereto are published in accordance with the arrangements set out in Article 21;
- c that a summary of the individual issue is annexed to the final terms.

Changes to legislation: There are outstanding changes not yet made to Regulation (EU) 2017/1129 of the European Parliament and of the Council. Any changes that have already been made to the legislation appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

6 A base prospectus may be drawn up as a single document or as separate documents. Where the issuer, the offeror or the person asking for admission to trading on a regulated market has filed a registration document for non-equity securities, or a universal registration document in accordance with Article 9, and chooses to draw up a base prospectus, the base prospectus shall consist of the following:

- a the information contained in the registration document, or in the universal registration document;
- b the information which would otherwise be contained in the relevant securities note, with the exception of the final terms where the final terms are not included in the base prospectus.

7 The specific information on each of the different securities included in a base prospectus shall be clearly segregated.

8 A summary shall only be drawn up once the final terms are included in the base prospectus, or in a supplement, or are filed, and that summary shall be specific to the individual issue.

9 The summary of the individual issue shall be subject to the same requirements as the final terms, as set out in this Article, and shall be annexed to them.

The summary of the individual issue shall comply with Article 7 and shall provide the following:

- a the key information in the base prospectus, including the key information on the issuer;
- b the key information in the appropriate final terms, including the key information which was not included in the base prospectus.

Where the final terms relate to several securities which differ only in some very limited details, such as the issue price or maturity date, a single summary of the individual issue may be attached for all those securities, provided the information referring to the different securities is clearly segregated.

10 The information contained in the base prospectus shall, where necessary, be supplemented in accordance with Article 23.

11 An offer of securities to the public may continue after the expiration of the base prospectus under which it was commenced provided that a succeeding base prospectus is approved and published no later than the last day of validity of the previous base prospectus. The final terms of such an offer shall contain a prominent warning on their first page indicating the last day of validity of the previous base prospectus and where the succeeding base prospectus will be published. The succeeding base prospectus shall include or incorporate by reference the form of the final terms from the initial base prospectus and refer to the final terms that are relevant for the continuing offer.

A right of withdrawal pursuant to Article 23(2) shall also apply to investors who have agreed to purchase or subscribe for the securities during the validity period of the previous base prospectus, unless the securities have already been delivered to them.

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View outstanding changes

Changes and effects yet to be applied to :

- Regulation power to modify conferred by [2023 c. 29 s. 3Sch. 1 Pt. 1](#)
- Regulation revoked by [2023 c. 29 Sch. 1 Pt. 1](#)
- Art. 8(5) words omitted by [S.I. 2019/1234 reg. 37](#)

Changes and effects yet to be applied to the whole legislation item and associated provisions

- Signature words omitted by [S.I. 2019/1234 reg. 69](#)
- Annex A replacement by [EUR 2019/2146 Regulation](#)
- Annex B replacement by [EUR 2019/2146 Regulation](#)
- Annex C replacement by [EUR 2019/2146 Regulation](#)
- Annex D replacement by [EUR 2019/2146 Regulation](#)
- Art. 1(2)(b) substituted by [S.I. 2019/1234 reg. 32\(3\)\(a\)](#)
- Art. 1(2)(c) words substituted by [S.I. 2019/1234 reg. 32\(3\)\(b\)](#)
- Art. 1(2)(d) words substituted by [S.I. 2019/1234 reg. 32\(3\)\(c\)](#)
- Art. 1(2)(e) word substituted by [S.I. 2019/1234 reg. 32\(3\)\(d\)](#)
- Art. 1(4)(b) words substituted by [S.I. 2019/1234 reg. 32\(4\)\(a\)](#)
- Art. 1(4)(f) words inserted by [S.I. 2019/1234, reg. 32\(4\)\(aa\) \(as inserted\) by S.I. 2020/628 reg. 17\(3\)\(a\)](#)
- Art. 1(4)(g) words inserted by [S.I. 2019/1234, reg. 32\(4\)\(bb\) \(as inserted\) by S.I. 2020/628 reg. 17\(3\)\(a\)](#)
- Art. 1(4)(j) words substituted by [S.I. 2019/1234 reg. 32\(4\)\(b\)](#)
- Art. 1(5)(e) words inserted by [S.I. 2019/1234, reg. 32\(5\)\(a\) \(as substituted\) by S.I. 2020/628 reg. 17\(3\)\(b\)](#)
- Art. 1(5)(f) words inserted by [S.I. 2019/1234, reg. 32\(5\)\(b\) \(as substituted\) by S.I. 2020/628 reg. 17\(3\)\(b\)](#)
- Art. 1(5)(j)(v) words omitted by [S.I. 2019/1234 reg. 32\(5\)](#) (This amendment not applied to legislation.gov.uk. Reg. 32(5) substituted immediately before IP completion day by [S.I. 2020/628, regs. 1\(3\), 17\(3\)\(b\)](#))
- Art. 1(5)(j)(v) words omitted by virtue of [S.I. 2019/1234, reg. 32\(5\)\(c\) \(as substituted\) by S.I. 2020/628 reg. 17\(3\)\(b\)](#)
- Art. 1(5)(ca) inserted by [S.I. 2021/1376 reg. 28\(2\)](#)
- Art. 1(6a)(b) substituted by [S.I. 2019/1234, reg. 32\(5A\) \(as inserted\) by S.I. 2020/628 reg. 17\(3\)\(c\)](#)
- Art. 1(6c) inserted by [S.I. 2019/1234, reg. 32\(5B\) \(as inserted\) by S.I. 2020/628 reg. 17\(3\)\(c\)](#)
- Art. 2(a) substituted by [S.I. 2019/1234 reg. 33\(b\)](#)
- Art. 2(e) substituted by [S.I. 2019/1234 reg. 33\(c\)](#)
- Art. 2(e) words substituted in earlier amending provision [S.I. 2019/1234, reg. 33\(c\)](#) by [S.I. 2020/1301 reg. 3Sch. para. 48\(c\)\(ii\)](#)
- Art. 2(g) substituted by [S.I. 2019/1234 reg. 33\(d\)](#)
- Art. 2(j) words substituted by [S.I. 2019/1234 reg. 33\(e\)](#)
- Art. 2(l) substituted by [S.I. 2019/1234 reg. 33\(f\)](#)
- Art. 2(m)(n) omitted by [S.I. 2019/1234 reg. 33\(g\)](#)
- Art. 2(o) word substituted by [S.I. 2019/1234 reg. 33\(h\)](#)
- Art. 2(r) words omitted by [S.I. 2019/1234 reg. 33\(i\)](#)
- Art. 2(t) substituted by [S.I. 2019/1234 reg. 33\(j\)](#)
- Art. 2(u) substituted by [S.I. 2019/1234 reg. 33\(k\)](#)
- Art. 2(v) substituted by [S.I. 2019/1234 reg. 33\(l\)](#)

- Art. 2(w) substituted by [S.I. 2019/1234 reg. 33\(m\)](#)
- Art. 2(za)-(zf) inserted by [S.I. 2019/1234 reg. 33\(a\)](#)
- Art. 2(ze)(zf) words substituted in earlier amending provision S.I. 2019/1234, reg. 33(a) by [S.I. 2020/1301 reg. 3Sch. para. 48\(c\)\(i\)](#)
- Art. 2(zg) inserted by [S.I. 2021/1376 reg. 28\(3\)](#)
- Art. 7(5)(d) omitted by [S.I. 2019/1234 reg. 36\(a\)](#)
- Art. 7(7)(a)(iv) words inserted by [S.I. 2019/1234 reg. 36\(b\)\(i\)](#)
- Art. 15(1)(c) words substituted by [S.I. 2019/1234 reg. 43\(b\)\(i\)\(bb\)](#)
- Art. 19(1)(a) substituted by [S.I. 2019/1234 reg. 47\(a\)\(ii\)](#)
- Art. 19(1)(a) words substituted in earlier amending provision S.I. 2019/1234, reg. 47(a)(ii) by [S.I. 2020/1301 reg. 3Sch. para. 48\(d\)\(ii\)](#)
- Art. 19(1)(j) substituted by [S.I. 2019/1234 reg. 47\(a\)\(iii\)](#)
- Art. 19(1)(j) words substituted in earlier amending provision S.I. 2019/1234, reg. 47(a)(iii) by [S.I. 2020/1301 reg. 3Sch. para. 48\(d\)\(iii\)](#)
- Art. 29(1)(b) words omitted by [S.I. 2019/1234 reg. 54\(a\)\(ii\)](#)
- Art. 45a inserted by [S.I. 2019/1234 reg. 66\(2\)](#)