

Report

EEA prospectus activity and sanctions in 2020





Table of Contents

Acro	nyms and legislative references	. 3
Intro	duction	. 5
Pros	pectus Activity	. 7
1 Ge	neral approval activity	. 7
2 De	ails of approved prospectuses	. 9
2.1	Structure of approved prospectuses	. 9
2.1	.1 Standalone vs. base prospectuses	. 9
2.1	2 Single document vs. tripartite prospectus	11
2.2 (content of approved prospectuses	12
2.2	1 Equity vs. non-equity	12
2.2	2 Type of securities	13
3 Pas	ssporting activity	15
3.1	Prospectuses passported out	15
3.2	Prospectuses passported in	17
4 Dat	a specific to the Prospectus Regulation	18
4.1	New documents introduced by the Prospectus Regulation	18
4.1	.1 Type of securities (EU Growth prospectuses)	20
4.1	2 Type of securities (Secondary issuance prospectuses)	20
4.1	.3 Universal Registration documents	21
Sand	etions	22
1Ba	ckground and relevant regulatory framework	22
2 Fur	ther information	22
3 Saı	nctions imposed by NCAs	23
3.1	Overview of administrative sanctions and other administrative measures imposed 2020	
3.2	Overview of sanctions and measures imposed during 2020 by NCAs	23



Acronyms and legislative references

AT Austria

BE Belgium

BG Bulgaria

CESR Committee of European Securities Regulators

CY Cyprus

CZ Czech Republic

DE Germany

DK Denmark

EE Estonia

EEA European Economic Area

EL Greece

ES Spain

ESMA European Securities and Markets Authority

FI Finland

FR France

HR Croatia

HU Hungary

IE Ireland

IS Iceland

IT Italy

LI Liechtenstein

LT Lithuania

LU Luxembourg

LV Latvia

MT Malta



NCA National Competent Authority

Prospectus Regulation/PR 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/EC¹

NL Netherlands

NO Norway

PL Poland

Prospectus Directive/PD Directive 2003/71/EC of the European Parliament and of the

Council of 4 November 2003 on the prospectus to be

published when securities are offered to the public or admitted

to trading and amending Directive 2001/34/EC²

PT Portugal

RO Romania

SE Sweden

SI Slovenia

SK Slovakia

UK United Kingdom

¹ OJ L 168, 30.06.2017, p. 12-82.

² OJ L 345, 31.12.2003, p. 64-89.



Introduction

Background

Since 2007 ESMA³ has published statistics on prospectuses approved by National Competent Authorities (NCAs) in the European Economic Area (EEA). The purpose of publishing this data is to provide information on certain trends within the prospectus area, for example, in relation to the number of prospectuses approved, the passporting of prospectuses, the structure of prospectuses and the types of securities the prospectuses cover. This information is covered in the <u>Prospectus Activity</u> section of this report.

In this year's report, ESMA has also incorporated a section containing information about sanctions issued by NCAs pursuant to the Prospectus Regulation (PR). This information is covered in the <u>Sanctions</u> section of this report.

Content

There are four parts to the Prospectus Activity section. Part 1 contains general information on prospectus approval activity in 2020. Furthermore, it illustrates trends since 2007. Part 2 provides information on the structure and content of prospectuses approved in 2020. Part 3 covers passporting activity over the course of 2020 and highlights passporting trends since 2010. Lastly, Part 4, which was first added in 2019, provides information on certain new document types introduced by the PR.

The Sanctions section, which is short, gives an account of why sanctions information is being published. Furthermore, it illustrates which NCAs imposed sanctions in 2020.

Main findings

Prospectus Activity

A key finding is that the number of prospectus approvals across the EEA decreased by 4.8% from 2019 to 2020. This negative change can be observed as part of a broader and continuous downward trend in prospectus approvals since 2008. It is important to note, however, that this figure does not consider UK data for previous years. If previous UK data is considered, the decrease amounts to approx. 16%. Generally, UK data is not considered in the calculations used within this 2020 report. However, certain sub-totals or footnotes are occasionally added to illustrate the impact of excluding previous UK data.

Around 46% of approved prospectuses were in the form of base prospectuses and 91% were drawn up as single documents as opposed to tripartite prospectuses. Slightly more than 78% of approved prospectuses related to non-equity securities, with the most frequent security type being debt securities with a denomination of at least €100,000. Almost two-thirds of both non-equity and equity approvals took place in four jurisdictions.

In terms of passporting activity, nine countries accounted for most of the prospectuses passported to other EEA countries in 2020. The overall passporting out of prospectuses decreased relative to 2019 by around 6%⁴.

³ Between 2007 & 2010 this task was undertaken by CESR, the predecessor of ESMA. For a copy of previous reports, published in more recent years, they are available in the prospectus section of <u>ESMA's website</u> (see the heading 'Statistical Reports').

⁴ Excludes UK impact. The decrease was around 9% if previous UK figures are considered.



Finally, regarding data specific to the Prospectus Regulation, both EU Growth and Secondary Issuance prospectuses combined accounted for almost 13% of total prospectus approvals throughout 2020. The total number of URDs approved was 56.

Sanctions

In total, 58 administrative sanctions and other administrative measures were imposed for infringements of the PR in 2020. Only two NCAs, Belgium and Norway, imposed sanctions. All sanctions took the form of public statements and most were applied by Belgium. The sanctions applied by Belgium related to infringements of Article 3(1) PR⁵. No pecuniary sanctions were imposed in either Belgium or Norway.

Underlying data

The <u>Prospectus Activity</u> section is compiled using data delivered by NCAs to ESMA's Prospectus Registers. In November 2020, ESMA's new Prospectus Register⁶ went live and information was transferred from the old register to the new register. It should be noted that NCAs have, on occasion, adjusted data when resubmitting to the new register. Under the old register only certain data fields were required, which limits the number of reportable fields in this report. The presentation and content of this report will be enriched progressively over the years to come using data from the new register.

The <u>Sanctions</u> section is also compiled using data delivered by NCAs to ESMA. Data regarding sanctions is not contained in a searchable public ESMA tool.

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

⁵ The infringements related to offerings of securities without the prior publication of a prospectus in accordance with the PR.

⁶ The 'storage mechanism' as referred to in Article 21(6) of the Prospectus Regulation. See also https://registers.esma.europa.eu/publication/ where you can find both components of the Prospectus Register.



Prospectus Activity

General approval activity 1

Table 1 illustrates the total prospectus approval numbers in EEA countries as of 2007. 1.

Table 1: Total number of prospectuses approved per year

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
AT	70	42	100	100	104	76	100	87	60	50	63	60	59	57
BE	145	65	42	50	42	45	60	42	49	39	28	37	38	29
BG	76	89	39	27	35	33	29	19	12	23	27	32	33	26
CY	13	14	9	11	10	8	2	2	1	5	2	4	4	2
CZ	24	15	23	18	19	29	22	21	29	39	33	60	54	67
DE	700	585	442	493	409	364	396	377	399	345	299	303	291	301
DK	88	41	38	36	35	26	30	16	25	17	21	23	11	28
EE	8	4	-	3	3	2	1	1	3	5	7	5	7	3
EL	39	19	24	21	17	11	24	12	7	9	14	8	10	11
ES	429	263	359	209	182	151	100	83	87	95	80	76	58	58
FI	54	36	49	45	49	57	66	56	61	44	54	38	30	31
FR	268	153	222	320	324	484	357	394	374	345	358	325	271	259
HR	-	-	-	-	-	-	8	7	15	7	4	6	6	10
HU	77	61	37	60	44	36	43	48	45	31	27	25	24	13
IE	2,789	1,279	677	509	543	518	604	631	625	614	653	595	564	455
IS	99	113	14	10	5	11	24	21	24	24	19	25	26	32
IT	1,161	798	705	584	541	362	264	241	191	117	77	65	49	34
LI	-	-	-	-	-	-	3	3	5	11	12	20	32	38
LT	21	16	13	15	11	3	3	3	2	2	1	5	1	2
LU	1,823	1,393	668	640	630	606	736	722	684	649	634	542	538	505
LV	13	8	4	3	5	4	3	8	6	7	4	2	1	3
MT	8	6	10	13	4	7	6	19	23	18	28	17	18	8
NL	223	134	117	146	176	127	125	108	98	109	91	101	90	91
NO	289	186	169	187	138	159	179	150	113	111	155	140	122	120
PL	133	95	33	63	57	44	31	49	57	48	43	29	24	23
PT	25	26	20	30	20	23	25	33	23	10	10	17	11	12
RO	13	12	15	15	9	5	21	29	18	18	17	20	13	19
SE	227	185	178	184	195	200	180	232	212	279	310	323	312	328
SI	27	25	8	15	15	12	11	8	8	2	4	2	1	4
SK	33	38	42	35	42	39	61	46	36	43	33	48	46	43
UK	1,515	1,200	852	947	764	658	477	471	516	383	459	437	369	-
TOTAL ⁷	10,390	6,901	4,909	4,789	4,428	4,100	3,991	3,939	3,808	3,499	3,567	3,390	3,113	2,612
TOTAL EU27 ⁸	8,875	5,701	4,057	3,842	3,664	3,442	3,514	3,468	3,292	3,116	3,108	2,953	2,744	2,612

Includes UK data for previous years.
 Excludes UK data for previous years.



- 2. The data in Table 1 (above) is represented by a line graph in Figure 1 (below). The line graph highlights that prospectus approval activity declined substantially in the aftermath of the financial crisis which developed around 2007 and 2008. The annual number of prospectus approvals within the EEA has continued to decline since, but at a slower pace.
- 3. In 2020, there were 2,612 prospectuses approved in the EEA. This equates to around 29% of the 2007 peak. In 2013, there was a very small positive shift in the number of approved prospectuses, however, the general downward trend for more than a decade continued in 2020.

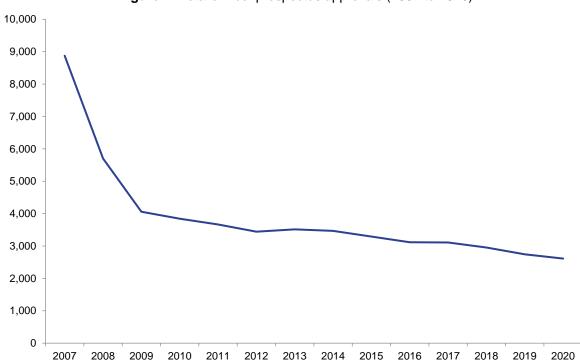


Figure 1: Total annual prospectus approvals (2007 to 2020)

- 4. Figure 2 shows where most EEA prospectus approvals took place in 2020. LU and IE accounted for the largest amount of approvals. LU approved 505 or 19.3% of total prospectuses and IE approved 455 corresponding to 17.4%. The ten largest approving countries accounted for approximately 86% of prospectuses approved in the EEA. This is a similar statistic to 2019.
- 5. Furthermore, the list of 'top ten approvers' changed slightly in 2020 relative to 2019. LU replaced IE for the highest number of approvals, CZ moved into the top ten, and the UK's departure provided a vacancy given their frequent placement in this category in previous years. The remaining countries are set out after the asterisk, in Figure 2, in descending order of approvals.



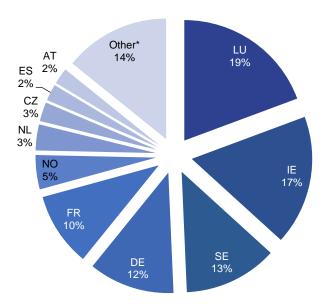


Figure 2: Percentage of 2020 approvals by country (as a share of all prospectuses approved within EEA)

2 Details of approved prospectuses

- 6. Part 2 contains information on the structure of prospectuses approved in 2020. It indicates whether prospectuses were drawn up as standalone or base prospectuses, as single documents or tripartite documents consisting of a registration document, a securities note and a summary, or as tripartite documents without a summary.
- 7. Additionally, information is provided on the security types which the prospectuses concerned. A distinction is made between equity and non-equity as well as a distinction within those broader categories, e.g., derivatives, asset-backed securities, retail or wholesale debt.

2.1 Structure of approved prospectuses

2.1.1 Standalone vs. base prospectuses

8. Table 2 shows the number of prospectuses which were approved in each EEA country as either standalone prospectuses or base prospectuses and further distinguishes between equity and non-equity standalone prospectuses. The table shows that around 46% of EEA prospectuses were in the form of base prospectuses. This is mostly due to large volumes of base prospectuses being approved in LU, IE, DE, SE and FR. As regards standalone prospectuses, the majority were non-equity rather than equity (856 vs. 566).

^{*} SK, LI, IT, IS, FI, BE, DK, BG, PL, RO, HU, PT, EL, HR, MT, SI, EE, LV, CY, LT



Table 2: Prospectuses approved in 2020 as standalone prospectuses vs. base prospectuses

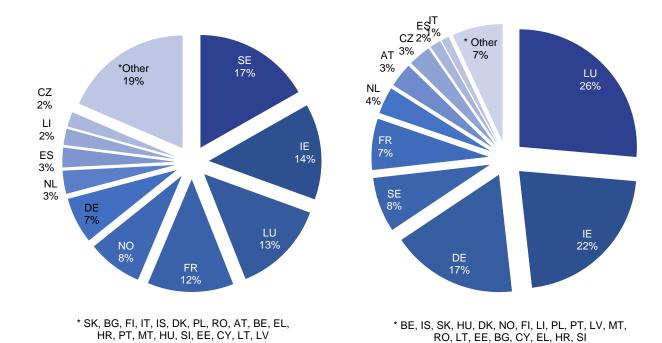
	Equ	uity	Non-equity			
	Standalone	prospectus	Base prospectus		Standalone prospectus	
	Number %		Number	%	Number	%
AT	6	10.53%	40	70.18%	11	19.30%
BE	12	41.38%	13	44.83%	4	13.79%
BG	16	61.54%	-	0.00%	10	38.46%
CY	1	50.00%	-	0.00%	1	50.00%
CZ	6	8.96%	37	55.22%	24	35.82%
DE	21	6.98%	207	68.77%	73	24.25%
DK	18	64.29%	8	28.57%	2	7.14%
EE	1	33.33%	-	0.00%	2	66.67%
EL	8	72.73%	-	0.00%	3	27.27%
ES	11	18.97%	18	31.03%	29	50.00%
FI	17	54.84%	6	19.35%	8	25.81%
FR	118	45.56%	84	32.43%	57	22.01%
HR	8	80.00%	ı	0.00%	2	20.00%
HU	5	38.46%	8	61.54%	ı	0.00%
IE	2	0.44%	260	57.14%	193	42.42%
IS	2	6.25%	12	37.50%	18	56.25%
IT	20	58.82%	13	38.24%	1	2.94%
LI	-	0.00%	5	13.16%	33	86.84%
LT	1	50.00%	-	0.00%	1	50.00%
LU	8	1.58%	314	62.18%	183	36.24%
LV	-	0.00%	2	66.67%	1	33.33%
MT	-	0.00%	1	12.50%	7	87.50%
NL	27	29.67%	44	48.35%	20	21.98%
NO	47	39.17%	8	6.67%	65	54.17%
PL	18	78.26%	5	21.74%	-	0.00%
PT	3	25.00%	4	33.33%	5	41.67%
RO	15	78.95%	1	5.26%	3	15.79%
SE	172	52.44%	90	27.44%	66	20.12%
SI	1	25.00%	•	0.00%	3	75.00%
SK	2	4.65%	10	23.26%	31	72.09%
TOTAL	566	21.67%	1,190	45.56%	856	32.77%



9. To complement Table 2, the pie charts below provide illustrations of the approval distribution per country. These charts show the largest approvers in the EEA in terms of standalone (equity plus non-equity) and base prospectuses' approvals in percentage terms. The remaining countries are listed after the asterisk, in both figures, in descending order of approvals.

Figure 3: Standalone prospectuses approved per country (as a share of all standalone prospectuses approved in EEA in 2020)

Figure 4: Base prospectuses approved per country (as a share of all base prospectuses approved in EEA in 2020)



10. Relative to 2019, SE skipped from third to first place for standalone approvals. On the base prospectus side, LU maintained its longstanding place as the largest approver of base prospectuses. IE, which holds second position in both categories, has also consistently featured in the top two positions, in each category, for many years.

2.1.2 Single document vs. tripartite prospectus

11. The final graph concerning the structure of prospectuses approved in 2020 is Figure 5. This graph shows the relative popularity of drawing up prospectuses as single



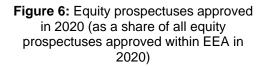
documents rather than as tripartite prospectuses⁹. The graph shows the same percentage distribution as in 2019, 2018 and previous years. The choice of drawing up prospectuses as single documents has consistently remained overwhelmingly more popular than the tripartite option.

2.2 Content of approved prospectuses

2.2.1 Equity vs. non-equity

12. As illustrated in Table 2, more than three quarters (78%) of 2020 prospectuses related to non-equity

while 22% related to equity. To highlight where these prospectuses were approved, Figure 6 shows the ten largest equity prospectus approvers and Figure 7 shows the ten largest non-equity approvers. The remaining countries are listed after the asterisk in descending order of approvals.



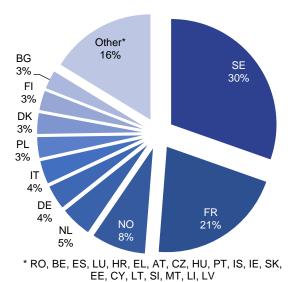


Figure 5: Structure of prospectuses approved in 2020

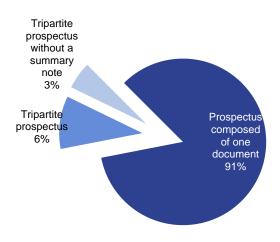
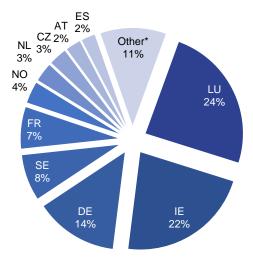


Figure 7: Non-equity prospectuses approved in 2020 (as a share of all non-equity prospectuses approved within EEA in 2020)



* SK, LI, IS, BE, IT, FI, BG, DK, PT, MT, HU, PL, RO, EL, LV, SI, EE, HR, CY, LT

13. Collectively, SE, FR, and NO accounted for 59% of equity approvals. On the non-equity side, LU approved slightly more than 24% and was closely followed by IE at 22%. Together with DE and SE, these four countries accounted for 68% of non-equity

⁹ Composed of a registration document (with information about the issuer) and a securities note (with information about the securities to be offered to the public or to be admitted to trading on a regulated market).



- approvals in 2020. This pattern of relatively high approval concentration in nucleated groups has been the norm for years.
- 14. On the equity front, SE, who moved into first position last year with a 22% share, again secured the top spot with a significant 30% share of equity approvals in 2020.

2.2.2 Type of securities

15. Figure 8 illustrates the country specific distribution of prospectus approvals by security type in 2020¹⁰. The security types represented are: i) Asset-Backed Securities, ii) debt securities with a denomination below €100,000, iii) debt securities with a denomination of at least €100,000, iv) depositary receipts, v) derivatives, vi) securities offered by closed-end investment funds and vii) shares.

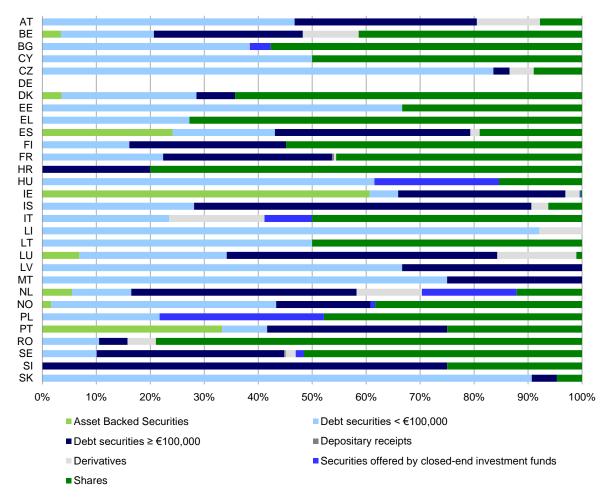


Figure 8: Distribution of prospectuses in 2020 per country by securitiy type

¹⁰ A detailed breakdown was not available for DE.



16. Figure 9 provides a general percentage breakdown of EEA prospectus approvals by security type. This is a different illustration to Figure 8 above which provides a breakdown per country.

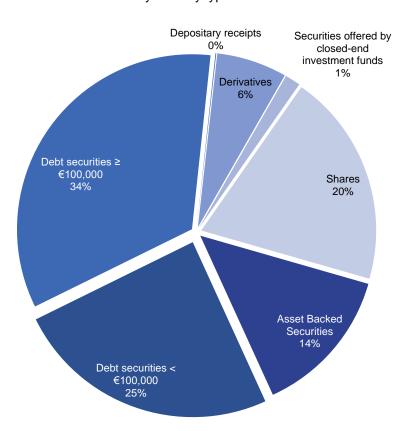


Figure 9: Percentage breakdown of prospectuses by security type in 2020

17. Debt securities with a denomination of at least €100,000 accounted for the largest number of prospectuses, and together with debt prospectuses with a denomination below €100,000 they represented almost 60% of prospectuses approved in the EEA in 2020. Shares accounted for a fifth of prospectuses approved in 2020 with derivatives and Asset Backed Securities accounting for a further fifth combined. As regards securities offered by closed-end investment funds and depositary receipts, collectively these only accounted for 1% of 2020 prospectus approvals in the EEA.



3 Passporting activity

18. The following parts of the report provide information on passporting of approved prospectuses. The passporting figures exclude the passporting of supplements.

3.1 Prospectuses passported out¹¹

- Part 3.1 provides the passporting out figures, i.e. the number of prospectuses for which EEA countries provided other EEA countries with a passporting certificate of approval in 2020.¹²
- 20. Table 3 contains the number of approved prospectuses which each EEA country passported out in 2020. As in 2019, LU and DE accounted for the bulk of passports out. LU and DE collectively accounted for more than half (53%) of passports out in 2020.
- 21. Other significant 'passporting out' countries in 2020 included IE, SE, NL, FR, LI and AT. These countries accounted for around 40% of EEA prospectuses passported out. The remaining EEA countries each passported either small amounts of prospectuses or none.

Table 3: Prospectuses passported out of each EEA country in 2020

AT	29
BE	3
BG	-
CY	-
CZ	5
DE	147
DK	7
EE	1
EL	-
ES	2
FI	6
FR	32
HR	-
HU	-
IE	110
IS	-
IT	-
LI	30
LT	1
LU	236
LV	2
MT	-
NL	40
NO	1
PL	-
PT	-
RO	1
SE	47
SI	-
SK	28
Total	728

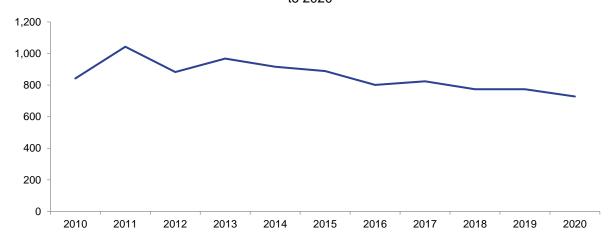
¹¹ For the avoidance of doubt, relative to previous years' reports, the UK data has been excluded in the calculations concerning time periods, i.e. UK 2010 to 2019 data is not included in the line graphs.

¹² Please note, as an example, that if the same prospectus was passported to five host countries, the prospectus is only counted once for passporting out.



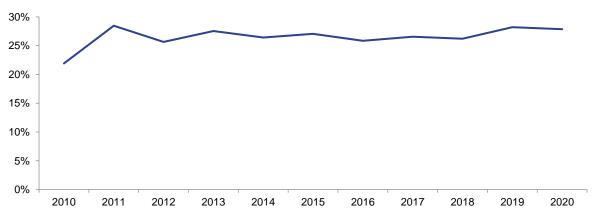
22. Figure 10 below shows the development in the number of prospectuses which were passported from a home country to at least one host country within the EEA during the 2010 to 2020 period. From 2010 to 2011, there was a 23.9% increase in the number of prospectuses passported out (from 842 to 1,043), despite a reduction in the overall number of prospectuses approved in that period (see Table 1 and Figure 1). Since 2011 the trend has been one of decline, with the number of prospectuses passported out in 2020 accounting for around 70% of the 2011 peak level.

Figure 10: Annual number of approved prospectuses passported out from 2010 to 2020



- 23. In 2020, the number of prospectuses passported out decreased in comparison to the 2019 figure (774 vs. 728).
- 24. Figure 11 shows the development in the proportion of approved prospectuses which were passported from a home country to one or several other EEA host countries between 2010 and 2020. The figure shows a sharp rise in the proportion of prospectuses passported out from 2010 to 2011 followed by an undulating trend in the following years. The 2019 figure of 28% introduced some upward momentum which was maintained in 2020 at 28%.

Figure 11: Annual percentage share of approved prospectuses passported out from 2010 to 2020





3.2 Prospectuses passported in¹³

- 25. Part 3.2 provides information about 'passporting in', i.e. the number of certificates of approval which EEA countries received in 2020.
- 26. Table 4 on the right displays the number of passporting certificates of approval received by each EEA country during 2020.¹⁴
- 27. As illustrated by the table, the 2020 'passporting in' figures are more evenly distributed than the figures for passporting out, cf. Table 3. Eleven countries AT, LU, DE, NL, SE, IT, FR, NO, BE, ES and FI received more than 100 prospectuses in 2020 collectively accounting for around 77% of passports in. Additionally, IE, PT, and DK each received more than 50 prospectuses accounting for a further 8%.
- 28. Finally, Figure 12 below illustrates the development in the annual number of prospectuses which were passported into EEA countries during the period of 2010 to 2020. A sharper curve than that presented in Figure 10 is displayed in Figure 12. The more pronounced trend in Figure 12 compared with Figure 10 is due to the volume of prospectuses passported being the fact amplified by that prospectuses are passported to more than one host country.

Table 4: Prospectuses passported into each EEA country in 2020

AT	204
	304
BE	126
BG	14
CY	6
CZ	35
DE	203
DK	51
EE	8
EL	18
ES	110
FI	108
FR	139
HR	47
HU	48
IE	92
IS	2
IT	140
LI	43
LT	8
LU	242
LV	5
MT	7
NL	201
NO	128
PL	48
PT	52
RO	29
SE	143
SI	12
SK	40
Total	2,409

¹³ For the avoidance of doubt, relative to previous years' reports, the UK data has been excluded in the calculations concerning time periods, i.e. UK 2010 to 2019 data is not included in the line graphs.

¹⁴ Please note that the number of prospectuses passported in (2,409) does not correspond to the number of prospectuses passported out (728) - see Table 3. This is because several host countries can receive the same passport from a home country. In the case of passporting out the passport is only counted once.



1,000

0

2010

2011

2012

7,000 6,000 5,000 4,000 3,000 2,000

Figure 12: Annual number of approved prospectuses passported in from 2010 to 2020

4 Data specific to the Prospectus Regulation

2013

4.1 New documents introduced by the Prospectus Regulation

2014

2015

2016

2017

2018

2019

2020

- 29. On 21 July 2019, the Prospectus Regulation repealed and replaced the Prospectus Directive. Article 47 of the regulation requires ESMA to provide an annual report on prospectuses approved pursuant to the PR regime. As new document types were introduced by the PR¹⁵, ESMA endeavoured to account for them where data was available¹⁶. This led to the introduction of Section 5 in the 2019 Prospectus Activity report¹⁷.
- 30. As this 2020 report is prepared in a similar manner to the 2019 report, information on these same new documents is included. This is to illustrate how their use developed from July 2019 onwards.
- 31. When reading Part 4, it is important to know that the data within should not be double counted. For example, the number of EU Growth prospectuses referred to in Table 5 should not be added to the total prospectus approval figure for 2020. In other words, the total of **2,612** approved prospectuses for 2020 already includes the figures in Table 5. This is the same for other sections such as passporting, i.e. the passporting figures in Part 3 also include passported EU Growth and Secondary Issuance prospectuses.

¹⁷ Available at the following link: <u>Prospectus Activity Report 2019</u>.

¹⁵ Please see Articles 15, 14 and 9 of the Prospectus Regulation.

¹⁶ The Prospectus Register, as mentioned in 'Underlying data' on page 6, was not fully developed in 2019. Therefore, not all data required under the Prospectus Regulation was completely retrievable at the point.



32. As illustrated in Table 5, the combined total of EU Growth and Secondary Issuance prospectuses was 339. This represents almost 13% of total prospectuses approved in 2020 and is an increase relative to the 8% combined approvals in 2019¹⁸. SE displayed a substantial increase in both EU Growth and Secondary Issuance approvals (94 vs. 28) and (26 vs. 9). SE's total of 120 EU Growth and Secondary Issuance prospectuses represented around 37% of their overall approvals in 2020. Certain countries, such as NO, DE and CZ interestingly approved concentrated amounts of either prospectus type.

Table 5: Total EU Growth and Secondary Issuance prospectus approvals 2020

	EU Growth	Secondary Issuances	
AT	1	2	
BE	-	6	
BG	-	6	
CY	-	-	
CZ	19	-	
DE	25	1	
DK	8	9	
EE	-	3	
EL	-	9	
ES	1	6	
FI	-	13	
FR	9	1	
HR	-	1	
HU	-	-	
IE	-	-	
IS	-	-	
IT	-	13	
LI	-	-	
LT	-	-	
LU	6	5	
LV	-	-	
MT	-	3	
NL	1	8	
NO	-	35	
PL	-	-	
PT	-	4	
RO	10	4	
SE	94	26	
SI	-	-	
SK	11	-	
TOTAL	185	154	

¹⁸ In 2019, excluding the UK, the combined total was 113. However, EU Growth and Secondary Issuance prospectuses did not become available for use until 21 July 2019. Therefore, the timeframe for approval was much lower. The figure of 8% in 2019 is based on an annualised calculation. Without annualising, the 2019 combined percentage was around 4%.



4.1.1 Type of securities (EU Growth prospectuses)

33. Figure 13 provides a breakdown of the securities included in the EU Growth prospectuses which were approved. As illustrated in Figure 13, shares comprised most issuances with non-equity securities making up a smaller portion.

160 140 120 100 80 60 40 20 0 Equity Non-equity

Figure 13: Security type (EU Growth prospectuses)

4.1.2 Type of securities (Secondary issuance prospectuses)

Figure 14 provides a breakdown of the securities included in the Secondary Issuance prospectuses which were approved. As illustrated, save for depositary receipts and Asset Backed securities, all categories are represented in the statistics, with shares accounting for 78% of the overall amount.

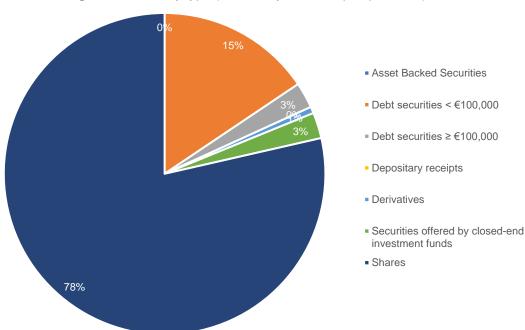


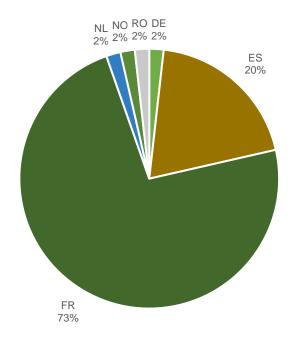
Figure 14: Security type (Secondary issuance prospectuses)



4.1.3 Universal Registration documents

- 35. While not a 'prospectus' by itself, Article 9 of the Prospectus Regulation introduced a new type of registration document which can be used as a constituent part of a prospectus. This new type of registration document is known as a URD. Figure 15 shows which NCAs approved URDs in 2020.
- 36. The total number of approvals was 56, which was a marked increase from 15 in 2019. The number of NCAs who approved URDs also increased from three in 2019 to six in 2020.
- 37. It is important to note that 'approval' in the context of URDs means the same as 'approval' in Article 2(r) PR. The reason for highlighting this is because it is assumed that more than 56 URDs are used in prospectuses. This distinction of URDs which are approved, as opposed to used, is because URDs can also be filed and reviewed by NCAs¹⁹. The number of prospectuses filed and reviewed are not considered in this figure of 56. Currently, precise figures are not available to illustrate the number of URDs in use. However, FR signalled that 323 URDs

Figure 15: Universal Registration Document approvals



have been filed with them and 158 have been reviewed by them. FR's high volume of filings and reviews is due to the URD having been a feature of the French market for some time.

21

¹⁹ See Article 9 PR.



Sanctions

1 Background and relevant regulatory framework

38. This section of the report is drafted pursuant to Article 43(1) of the PR. According to that article, NCAs shall, on an annual basis, provide ESMA with aggregate information regarding all administrative sanctions and other administrative measures imposed in accordance with Article 38. ESMA shall then publish that information in an annual report.

2 Further information

- 39. This is the first report published by ESMA providing aggregate information on administrative sanctions and other administrative measures issued under the PR.
- 40. Article 38(1) of the PR provides that administrative sanctions and other administrative measures shall apply to at least:
 - a) infringements of Article 3, Article 5, Article 6, Article 7(1) to (11), Article 8, Article 9, Article 10, Article 11(1) and (3), Article 14(1) and (2), Article 15(1), Article 16(1), (2) and (3), Article 17, Article 18, Article 19(1) to (3), Article 20(1), Article 21(1) to (4) and (7) to (11), Article 22(2) to (5), Article 23 (1), (2), (3) and (5), and Article 27;
 - b) failure to cooperate or comply in an investigation or with an inspection or request covered by Article 32.
- 41. Article 38(2) of the PR sets out a list of administrative sanctions and other administrative measures which Member States shall, in accordance with national law, ensure that competent authorities have the power to impose. Those sanctions and measures are to be taken in response to the infringements set out in Article 38(1).
- 42. This report provides details on the aggregate number of each type of administrative sanction and other administrative measures imposed by NCAs. Additional sanctions or measures and higher levels of administrative pecuniary sanctions may also have occurred pursuant to national legislation.
- 43. The aggregated information contained in this report reflects the data submitted to ESMA by NCAs. The information is illustrated in the tables below under "Sanctions imposed by NCAs".



3 Sanctions imposed by NCAs

3.1 Overview of administrative sanctions and other administrative measures imposed in 2020

	Sanctions					
NCA	Total number of sanctions and measures	Total aggregate amount of pecuniary sanctions				
Belgium	57	€0.00				
Norway	1	€0.00				
Others	-	-				

3.2 Overview of sanctions and measures imposed during 2020 by NCAs

Country	Prospectus Regulation	Prospectus Regulation Article infringed	Sanctions / Measures	Quantity
Belgium	Chapter VIII Administrative sanctions and other administrative measures	Article 3(1)	Public statement (Article 38(2)(a))	57 ²⁰
Norway	Chapter VIII Administrative sanctions and other administrative measures	Article 3(3)	Public statement (Article 38(2)(a))	1

23

²⁰ The infringements related to offerings of securities without the prior publication of a prospectus in accordance with the PR.