

In case of discrepancies between the French and the English text, the French text shall prevail.

Law of 16 July 2019:

1° on prospectuses for securities;

2° implementing 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.

PART I

General provisions

Art.1. Subject matter

This law implements 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, hereinafter "Regulation (EU) 2017/1129" and lays down other requirements that cover the national prospectus regime.

Art. 2. Definitions

(1) Unless otherwise specified in Parts III and IV, the terms used in this law shall have the same meaning as in Regulation (EU) 2017/1129.

(2) For the purposes of this law, the following definitions shall apply:

1° "ESMA" shall mean the European Securities and Markets Authority;

2° "CSSF" shall mean the Commission de surveillance du secteur financier;

3° "Member State" shall mean a Member State of the European Union. The States that are contracting parties to the European Economic Area Agreement other than the Member States of the European Union, within the limits set forth by this agreement and related acts, are assimilated to Member States of the European Union;

4° "third country" shall mean a State other than a Member State.

Art. 3. Offers of securities to the public denominated in a currency other than euro

For the purposes of Article 4(1) and (3), point 1° of Article 17(2) and points 3°, 4°, 5° of Article 18(2) and Article 18(4), the total amount or denomination per unit of the securities that are denominated in a currency other than euro shall be converted into euros on the day of the offer to the public.

PART II

Provisions implementing Regulation (EU) 2017/1129

Art. 4. Exemption from the obligation to publish a prospectus

(1) Without prejudice to Article 1(4) of Regulation (EU) 2017/1129, the obligation to publish a prospectus shall not apply to offers of securities to the public:

1° that are not subject to notification in accordance with Article 25 of Regulation (EU) 2017/1129;

2° with a total consideration in the European Union of less than EUR 8,000,000, which shall be calculated over a period of 12 months.

(2) Anyone who proposes to carry out an offer of securities to the public, referred to in the first paragraph, shall notify the CSSF thereof in advance.

(3) For offers of securities to the public referred to in paragraph 1, with a total consideration of EUR 5,000,000 or more calculated over a period of 12 months, a notice shall be published according to the arrangements

provided for in Article 29(2).

(4) The notice referred to in paragraph 3 shall contain at least the following information:

- 1° the identity, domicile and legal form of the issuer and guarantor, if any;
- 2° a description of the principal activities of the issuer and guarantor, if any;
- 3° a statement of indebtedness and capitalisation of the issuer as of a date no earlier than 90 days prior to the date of the notice.
- 4° an indication where the most recent annual financial statements of the issuer and of the guarantor, if any, can be consulted and a specification whether these financial statements have been audited;
- 5° the denomination, identification number, currency, total consideration and, where applicable, the denomination per unit of the securities;
- 6° a description of the type and class of the securities;
- 7° a description of the rights attached to the securities, including any rules for repayment or interim payments;
- 8° a description of the arrangements and reasons of the offer to the public;
- 9° where applicable, a description of the scope and nature of the guarantee.

The information provided in the notice shall be presented in a succinct form.

Art. 5. Responsibility attaching to the prospectus

(1) Responsibility for the information given in a prospectus and any supplement thereto shall attach to the issuer, the offeror, the person asking for the admission to trading on a regulated market or the guarantor, as the case may be. The persons responsible for the prospectus, and any supplement thereto, shall be clearly identified in the prospectus by their names and functions or, in the case of legal persons, their names and registered offices, as well as declarations by them that, to the best of their knowledge, the information contained in the prospectus is in accordance with the facts and that the prospectus makes no omission likely to affect its import.

(2) No civil liability shall attach to any person solely on the basis of the summary pursuant to Article 7 of Regulation (EU) 2017/1129 or the specific summary of an EU Growth prospectus pursuant to the second subparagraph of Article 15(1) of Regulation (EU) 2017/1129, including any translation thereof, unless:

- 1° it is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus; or
- 2° it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in the securities.

(3) The responsibility for the information given in a registration document or in a universal registration document shall attach to the persons referred to in paragraph 1 only in cases where the registration document or the universal registration document is in use as a constituent part of an approved prospectus.

The first subparagraph shall apply without prejudice to Articles 4 and 5 of Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC where the information under those articles is included in a universal registration document.

Art. 6. Competent authority

(1) The CSSF is the competent authority in Luxembourg for the purposes of the application of Regulation (EU) 2017/1129, its implementing measures and this part.

(2) The CSSF may delegate to third parties the tasks of electronic publication of approved prospectuses and related documents in accordance with the provisions of Regulation (EU) 2017/1129.

(3) The CSSF is competent for the cooperation and exchange of information in accordance with the provisions of Regulation (EU) 2017/1129, its implementing measures and this part.

(4) By approving a prospectus, in accordance with Article 20 of Regulation (EU) 2017/1129, the CSSF shall give no undertaking as to the economic and financial soundness of the operation or the quality and solvency of the issuer.

Art. 7. Powers of the CSSF

(1) For the purposes of the application of Regulation (EU) 2017/1129, its implementing measures and this part, the CSSF shall be given the supervisory and investigatory powers that are necessary for the exercise of its functions within the limits set in the above-mentioned regulation, its implementing measures and this part.

(2) The powers of the CSSF shall be the following:

- 1° to require issuers, offerors, persons asking for the admission to trading on a regulated market or guarantors to include in the prospectus supplementary information, where necessary for investor protection;
- 2° to require issuers, offerors, persons asking for admission to trading on a regulated market or guarantors and the persons that control them or are controlled by them, to provide information and documents;
- 3° to require *réviseurs d'entreprises agréés* (approved statutory auditors), statutory auditors and managers of the issuer, offeror or person asking for admission to trading on a regulated market or guarantor, as well as financial intermediaries commissioned to carry out the offer of securities to the public or ask for admission to trading on a regulated market, to provide information and documents;
- 4° to suspend an offer of securities to the public or admission to trading on a regulated market for a maximum of 10 consecutive working days on any single occasion where there are reasonable grounds for suspecting that Regulation (EU) 2017/1129, its implementing measures or this part has or have been infringed;
- 5° to prohibit or suspend advertisements or require issuers, offerors, persons asking for admission to trading on a regulated market, guarantors or relevant financial intermediaries to cease or suspend advertisements for a maximum of 10 consecutive working days on any single occasion where there are reasonable grounds for believing that Regulation (EU) 2017/1129, its implementing measures or this part has or have been infringed;
- 6° to prohibit an offer of securities to the public or admission to trading on a regulated market where the CSSF finds that Regulation (EU) 2017/1129, its implementing measures or this part has been infringed or where there are reasonable grounds for suspecting that Regulation (EU) 2017/1129, its implementing measures or this part would be infringed;
- 7° to suspend or require the relevant regulated markets, MTFs or OTFs to suspend trading on a regulated market, an MTF or an OTF for a maximum of 10 consecutive working days on any single occasion where there are reasonable grounds for believing that Regulation (EU) 2017/1129, its implementing measures or this part has or have been infringed;
- 8° to prohibit trading on a relevant regulated market, MTF or OTF where it finds that Regulation (EU) 2017/1129, its implementing measures or this part has or have been infringed;
- 9° to make public the fact that an issuer, an offeror or a person asking for admission to trading on a regulated market or a guarantor is failing to comply with its obligations;
- 10° to suspend the scrutiny of a prospectus submitted for approval or suspend or restrict an offer of securities to the public or admission to trading on a regulated market where the power to impose a prohibition or restriction pursuant to Articles 40 and 42 of Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012, has been used, until such prohibition or restriction has ceased;
- 11° to refuse approval of any prospectus drawn up by a certain issuer, offeror or person asking for admission to trading on a regulated market or a certain guarantor for a maximum of five years, where that issuer, offeror, person asking for admission to trading on a regulated market or that guarantor has repeatedly and severely infringed Regulation (EU) 2017/1129, its implementing measures or this part;
- 12° to disclose or to require the issuer or guarantor to disclose all material information which may have an

effect on the assessment of the securities offered to the public or admitted to trading on a regulated market in order to ensure investor protection or the smooth operation of the market;

13° to suspend or require the relevant regulated market, MTF or OTF to suspend the securities from trading where it considers that the issuer's situation is such that trading would be detrimental to investors' interests;

14° to carry out on-site inspections or investigations at sites other than the private residences of natural persons, and for that purpose to enter premises in order to access documents and other data in any form, with the persons subject to its prudential supervision and with issuers, and, subject to judicial authorisation under Article 8, with any other natural or legal person where a reasonable suspicion exists that documents and other data related to the subject-matter of the inspection or investigation may be relevant to prove an infringement of Regulation (EU) 2017/1129, its implementing measures or this part.

15° to refer information to the State Prosecutor for criminal prosecution.

(3) In the event that approval of a prospectus has been refused pursuant to point 11° of paragraph 2, the CSSF shall inform ESMA thereof.

(4) Where an issuer has not asked for or agreed to the admission of its securities to trading on a regulated market, the CSSF may apply the provisions of point 12° of paragraph 2 to any other person seeking such admission without the agreement of the issuer.

Art. 8. Judicial authorisation

(1) Without prejudice to the first subparagraph of Article 9(1), the CSSF exercises the powers laid down in point 14° of Article 7(2) over the persons, who are neither subject to the prudential supervision of the CSSF nor issuers, only after prior authorisation by order of the *juge d'instruction* (investigating judge) of the *Tribunal d'arrondissement de et à Luxembourg* (Luxembourg District Court). The order shall be given upon reasoned request by the CSSF. The *juge d'instruction directeur* (chief investigating judge), or, should the latter not be available, the magistrate replacing him/her, shall appoint, for each request by the CSSF, the judge who shall be in charge.

(2) The investigating judge shall verify that the reasoned request submitted by the CSSF is justified and proportionate to the aim pursued. The request shall include all elements of information that justify the requested authorisation. As regards on-site inspections, the investigating judge shall appoint one or several members of the *Service de Police Judiciaire* (criminal investigation police), among which at least one member must be an *officier de police judiciaire* (criminal investigation police officer), in charge of assisting the CSSF agents during the on-site inspection.

(3) The order referred to in paragraph 1 may be subject to the same remedies as the ones regarding orders of the investigating judge. The remedies shall not be suspensive.

Art. 9. On-site inspections

(1) The on-site inspections by the CSSF with persons, who are neither persons subject to the prudential supervision of the CSSF nor issuers, may not be carried out without the express consent of the person with whom the inspection shall take place, except in case of prior judicial authorisation in accordance with Article 8. These inspections shall be carried out in accordance with the provisions of this article.

(2) The person concerned by the CSSF on-site inspection and his/her counsel may attend the on-site inspection; they shall receive notification thereof the day before, with the indication, on pain of nullity, of the object and aim of the inspection. Exceptionally, if there is a possibility or probability that elements, whose finding and analysis seem useful to ascertaining the truth, might imminently be concealed, the CSSF agents and the members of the criminal investigation police in charge of assisting them shall initiate these operations as a matter of urgency without prior notification to the persons concerned being required. A report on their operations shall be drawn up. Where the urgency of the request did not require notification to the persons concerned, the reason thereof shall be mentioned in the report.

(3) The on-site inspections shall be carried out in all places where objects, whose discovery would be useful to ascertaining the truth, might be located. The investigating judge shall previously notify the State

Prosecutor. On-site inspections may not commence before 6.30 a.m. or after 8.00 p.m.; failure to do so shall render the inspection void.

During the on-site inspection, the CSSF agents and the members of the criminal investigation police in charge of assisting them shall ensure compliance with the legal provisions on criminal proceedings applicable to searches and seizures and the application of the legal rules governing the instruction and inspection measures as set out in the profession's own law.

(4) The documents, electronic files and other things seized shall be listed in the report. If an on-site inventory is difficult to carry out, they shall be sealed off until they are listed in the inventory, in presence of the persons that attended the on-site inspection. The CSSF shall immediately receive a copy or, where appropriate, make a copy of all the documents and electronic files seized. The original documents, electronic files and other things seized shall be deposited at the *greffe* (registry) or entrusted to a *gardien de saisie* (judicial custodian) or the CSSF. The provisions of the criminal proceedings relating to seizures shall apply.

(5) The on-site inspection report shall be signed by the person with whom the inspection was carried out and by the persons who attended the inspection. Any refusal to sign shall be mentioned in the report. A copy of the report shall be provided to them. A copy of the report shall be provided to the investigating judge who delivered the order and to the person concerned by the inspection.

Art. 10. Reporting of infringements

Employers engaged in activities that are subject to financial services regulations shall have in place appropriate procedures for their employees to report actual or potential infringements to Regulation (EU) 2017/1129, its implementing measures and this part internally through a specific, independent and autonomous channel.

Art. 11. Cooperation with supervisory authorities of third countries

Without prejudice to the cooperation governed by Article 30(1) of Regulation (EU) 2017/1129, the CSSF may lend assistance to the supervisory authorities of third countries through the exchange of confidential information with these authorities, provided that:

- 1° the information communicated to the supervisory authorities of third countries is necessary for the performance of the tasks in relation to prospectuses;
- 2° the information transmitted to the supervisory authorities of third countries are covered by the obligation of professional secrecy of such authorities and must be subject to guarantees of professional secrecy at least equivalent to those imposed on the CSSF;
- 3° the supervisory authorities of third countries, which receive information from the CSSF, may use such information only for the purposes for which it has been communicated and must be in a position to ensure that no other use will be made thereof;
- 4° the supervisory authorities of third countries, which receive information from the CSSF, shall grant the same right of information to the CSSF.

Art. 12. Administrative sanctions and other administrative measures

(1) The CSSF may impose administrative sanctions and take administrative measures referred to in paragraph 2:

- 1° for infringements of Article 3(1) and (3), Article 5, Article 6, Article 7(1) to (11), Article 8, Article 9, Article 10, Article 14(1) and (2), Article 15(1), Article 16(1) to (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) to (3) and (5) and Article 27 of Regulation (EU) 2017/1129;
- 2° for infringement of Article 4(2), (3) and (4) and Article 5(1);
- 3° for infringement of the implementing measures of Regulation (EU) 2017/1129;
- 4° in case false information is published in a prospectus or a supplement to the prospectus.

(2) For the cases referred to in paragraph 1, the CSSF may impose:

- 1° a public statement indicating the natural person or the legal entity responsible and the nature of the infringement in accordance with Article 42 of Regulation (EU) 2017/1129;
- 2° an order requiring the natural person or legal entity responsible to cease the conduct constituting the infringement;
- 3° administrative fines of maximum twice the amount of the profits gained or losses avoided because of the infringement, where those can be determined;
- 4° in the case of a legal person, maximum administrative fines of EUR 5,000,000, or up to 3% of the total annual turnover of that legal person according to the last available financial statements approved by the management body. Where the legal person is a parent undertaking or a subsidiary of a parent undertaking which is required to prepare consolidated financial accounts in accordance with Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC, the relevant total annual turnover shall be the total annual turnover or the corresponding type of income in accordance with the relevant Union law in the area of accounting according to the last available consolidated accounts approved by the management body of the ultimate parent undertaking;
- 5° in the case of a natural person, administrative fines of up to EUR 700,000.

(3) The CSSF may impose an administrative fine of EUR 250 up to EUR 250,000 on those who obstruct application of its supervisory and investigatory powers, who do not follow up on its orders given pursuant to paragraph (2), who have knowingly given it inaccurate or incomplete information following requests based on Article 7 or who do not comply with the requirements based on Article 7.

Art. 13. Criminal sanctions

Anyone who knowingly carries out an offer of securities to the public on the territory of Luxembourg without a prospectus that has been approved in accordance with the provisions laid down in Regulation (EU) 2017/1129 although the publication of such prospectus is required under Regulation (EU) 2017/1129, shall be subject, in the case of a legal person, to a fine of EUR 251 to EUR 5,000,000 or, in the case of a natural person, to a fine between EUR 500 and EUR 700,000.

Art. 14. Publication of decisions

Where with respect to a publication made in accordance with Article 42(1) of Regulation (EU) 2017/1129, the publication of the identity of the legal entities, or identity or personal data of the relevant natural persons, is considered by the CSSF to be disproportionate following a case-by-case assessment conducted on the proportionality of the publication of such data, or where such publication would jeopardise the stability of financial markets or an on-going investigation, the CSSF shall:

- 1° defer the publication of the decision to impose a sanction or a measure until the moment where the reasons for non-publication cease to exist;
- 2° publish the decision to impose a sanction or a measure on an anonymous basis, where such anonymous publication ensures an effective protection of the personal data concerned; or
- 3° shall not publish the decision to impose a sanction or measure in the event that the options set out in points 1° and 2° are considered to be insufficient to ensure:
 - a) that the stability of financial markets would not be put in jeopardy;
 - b) the proportionality of the publication of such decisions with regard to measures which are deemed to be of a minor nature.

In the case of a decision to publish a sanction or measure on an anonymous basis, as referred to in point 2° of the first subparagraph, the publication of the relevant data may be deferred for a reasonable period where it is foreseen that within that period the reasons for anonymous publication shall cease to exist.

Art. 15. Remedies

Decisions taken by the CSSF under Regulation (EU) 2017/1129, its implementing measures or this part shall state the reasons on which they are based and may be subject to a right to apply for reversal with the *Tribunal administratif* (Administrative Court).

PART III

Offers to the public and admissions to trading on a regulated market of securities not covered by Regulation (EU) 2017/1129

Chapter 1: Offers of securities to the public

Art. 16. Definitions

For the purposes of this Part, the definitions provided for in Article 2(a), (o), and (r) of Regulation (EU) 2017/1129 shall not apply.

Art. 17. Scope and definitions

(1) This chapter shall apply to offers to the public of securities not covered by Regulation (EU) 2017/1129 on the territory of Luxembourg, including money market instruments having a maturity of less than 12 months and which also comply with the definition of securities, as well as offers to the public of other comparable instruments on the territory of Luxembourg.

(2) This chapter shall not apply to:

1° an offer of securities to the public with a total consideration in the European Union of less than EUR 1,000,000, which shall be calculated over a period of 12 months;

2° offers of units to the public issued by collective investment undertakings other than the closed-end type.

Offers of securities to the public referred to point 2° of the first subparagraph shall be governed exclusively by the provisions laid down in Luxembourg regulations on collective investment undertakings.

(3) For the purposes of this chapter, the following definitions shall apply:

1° “approval” shall mean the positive act at the outcome of the scrutiny by the CSSF of the completeness, the consistency and the comprehensibility of the information given in the alleviated prospectus;

2° “securities” shall mean securities within the meaning of Article 1(55) of the Law of 30 May 2018 on markets in financial instruments.

Art. 18. Offer of securities to the public

(1) Without prejudice to paragraph 2, no offer of securities and other comparable instruments to the public shall be allowed to be made within the territory of Luxembourg without prior publication of an alleviated prospectus.

(2) The obligation to publish an alleviated prospectus shall not apply to any of the following types of offers of securities to the public:

1° an offer of securities addressed solely to qualified investors;

2° an offer of securities addressed to fewer than 150 natural or legal persons other than qualified investors;

3° an offer of securities whose denomination per unit amounts to at least EUR 100,000;

4° an offer of securities addressed to investors who acquire securities for a total consideration of at least EUR 100,000 per investor, for each separate offer;

5° offers of securities to the public with a total consideration of less than EUR 8,000,000, which shall be calculated over a period of 12 months;

6° securities offered in connection with a takeover by means of an exchange offer, provided that a document is made available to the public in accordance with the arrangements set out in Article 29(2) and (3), containing information describing the transaction and its impact on the issuer, considering the information requirements of the delegated acts provided for in Article 1(7) of Regulation (EU) 2017/1129;

- 7° securities offered, allotted or to be allotted in connection with a merger or a division, provided that a document is made available to the public in accordance with the arrangements set out in Article 29(2) and (3), containing information describing the transaction and its impact on the issuer considering the information requirements of the delegated acts provided for in Article 1(7) of Regulation (EU) 2017/1129;
- 8° securities offered, allotted or to be allotted to former or existing directors or employees by their employer or by an affiliated undertaking provided that a document is made available containing information on the number and nature of the securities and the reasons for and details of the offer or allotment;
- 9° non-equity securities issued by the Luxembourg State or communes of the Grand Duchy of Luxembourg, by another Member State or by public international bodies of which one or more Member States are members;
- 10° non-fungible shares of capital whose main purpose is to provide the holder with a right to occupy an apartment, or other form of immovable property or a part thereof and where the shares cannot be sold on without that right being given up.

(3) Anyone who proposes to carry out an offer of securities to the public, referred to in point 5° of paragraph 2, shall notify the CSSF thereof in advance.

(4) For offers of securities to the public referred to in point 5° of paragraph 2, the total consideration of which is greater than or equal to EUR 5,000,000 calculated over a period of 12 months, a notice shall be published according to the arrangements provided for in Article 29(2).

(5) The notice referred to in paragraph 4 shall contain at least the following information:

- 1° the identity, domicile and legal form of the issuer and guarantor, if any;
- 2° a description of the principal activities of the issuer and guarantor, if any;
- 3° a statement of indebtedness and capitalisation of the issuer as of a date no earlier than 90 days prior to the date of the notice;
- 4° an indication where the most recent annual financial statements of the issuer and of the guarantor, if any, can be consulted and specifying whether these financial statements have been audited;
- 5° the denomination, identification number, currency, total consideration and, where applicable, the denomination per unit of the securities;
- 6° a description of the type and class of the securities;
- 7° a description of the rights attached to the securities, including any rules for repayment or interim payments;
- 8° a description of the arrangements and reasons of the offer to the public;
- 9° where applicable, a description of the scope and nature of the guarantee.

The information provided in the notice shall be presented in a succinct form.

(6) For non-equity securities referred to in point 9° of paragraph 2, a document containing information on the securities concerned shall be published, according to the arrangements provided for in Article 29(2) and (3). The document shall include at least the following information:

- 1° the identity of the issuer and of any guarantor, if any;
- 2° the denomination, identification number, currency, total consideration and, where applicable, the denomination per unit of the securities;
- 3° a description of the type and class of non-equity securities;
- 4° a description of the redemption arrangements for non-equity securities;
- 5° where applicable, a description of the interest payment arrangements for non-equity securities, including an indication of the interest rate, or, where this interest rate is unknown, information on how it is determined;
- 6° where applicable, a description of the scope and nature of the guarantee;
- 7° a description of the arrangements and reasons of the offer to the public;

The information provided in the document referred to in the first subparagraph shall be presented succinctly.

(7) Any subsequent resale of securities which were previously the subject of one or more of the types of offer of securities to the public listed in points 1° to 5° of paragraph 2, shall be considered as a separate offer and

the definition set out in Article 2(d) of Regulation (EU) 2017/1129 shall apply for the purpose of determining whether that resale is an offer of securities to the public. The placement of securities through financial intermediaries shall be subject to publication of an alleviated prospectus unless one of the exemptions listed in points 1° to 5° of paragraph 2 applies in relation to the final placement.

No additional alleviated prospectus shall be required in any such subsequent resale of securities or final placement of securities through financial intermediaries as long as a valid alleviated prospectus is available in accordance with Article 26 and the issuer or the person responsible for drawing up such prospectus consents to its use by means of a written agreement.

Art. 19. Voluntary alleviated prospectus

Where an offer of securities to the public is exempted from the obligation to publish an alleviated prospectus in accordance with Article 18(2), the issuer or offeror shall be entitled to voluntarily draw up an alleviated prospectus in accordance with this chapter.

Art. 20. Scrutiny and approval of the alleviated prospectus

(1) An alleviated prospectus shall not be published unless the CSSF has approved it, or all of its constituent parts in accordance with Article 28.

(2) The CSSF shall notify the issuer or the offeror of its decision regarding the approval of the alleviated prospectus within 10 working days of the submission of the draft alleviated prospectus.

(3) The time limit referred to in paragraph 2 shall be extended to 20 working days if the public offer involves securities issued by an issuer which has not previously offered securities to the public.

The time limit of 20 working days shall only be applicable for the initial submission of the draft alleviated prospectus. Where subsequent submissions are necessary in accordance with paragraph 4, the time limit set out in paragraph 2 shall apply.

(4) Where the CSSF considers that, for reasonable grounds, the draft alleviated prospectus does not meet the standards of completeness, comprehensibility and consistency that are necessary for its approval or where amendments or additional information are necessary, it shall inform the issuer or the offeror, at the latest, within the time limit provided for in paragraph 2, or, where applicable, in paragraph 3, as from the submission of the draft alleviated prospectus or supplementary information by clearly indicating the amendments or supplementary information that are necessary.

In such a case, the time limit set out in paragraph 2 shall then apply only from the date on which a revised draft alleviated prospectus or the supplementary information requested is submitted to the CSSF.

(5) Where the issuer or offeror is unable or unwilling to make the necessary changes required by the CSSF, the CSSF shall be entitled to refuse the approval of the alleviated prospectus and terminate the review process. In such case, the CSSF shall notify its decision to the issuer or the offeror.

(6) Failure to take a decision within the time limits laid down in paragraphs 2 and 3 shall be equivalent to an implicit decision of refusal.

Art. 21. Drawing-up of the alleviated prospectus

(1) Without prejudice to Article 25(1), an alleviated prospectus shall contain the necessary information which is material to an investor for making an informed assessment of:

1° the assets and liabilities, profits and losses, financial position, and prospects of the issuer and of any guarantor; and

2° the rights attaching to the securities.

This information may vary according to the nature of the issuer and the type of securities.

(2) The information contained in the alleviated prospectus shall be written and presented in an easily analysable, concise and comprehensible form.

(3) The issuer or offeror may draw up the alleviated prospectus as a single document or as separate

documents.

An alleviated prospectus composed of separate documents shall divide the required information into an alleviated registration document and an alleviated securities note. The alleviated registration document shall contain the information relating to the issuer. Without prejudice to Article 28(2), the alleviated securities note shall contain the information concerning the securities offered to the public.

Art. 22. Alleviated base prospectus

(1) For non-equity securities, as well as warrants in any form, the alleviated prospectus may, at the choice of the issuer or the offeror, consist of an alleviated base prospectus containing the necessary information concerning the issuer and the securities offered to the public.

(2) The final terms of the offer to the public shall be presented in the form of a separate document or shall be included in the alleviated base prospectus or in any supplement thereto. The final terms of the offer to the public shall only contain information that relates to the alleviated securities note and shall not be used to supplement the alleviated base prospectus.

(3) Where the final terms of the offer to the public are neither included in the alleviated base prospectus, nor in a supplement, the issuer shall make them available to the public in accordance with the arrangements set out in Article 29(2) and (3) and file them with the CSSF, as soon as practicable upon offering securities to the public and, where possible, before the beginning of the offer of securities to the public.

(4) An alleviated base prospectus may be drawn up as a single document or as separate documents.

(5) The information contained in the alleviated base prospectus shall, where necessary, be supplemented in accordance with Article 30.

Art. 23. Responsibility attaching to the alleviated prospectus

(1) Responsibility for the information given in an alleviated prospectus and in any supplement thereto shall attach to the issuer or the offeror or the guarantor, as the case may be. The persons responsible for the alleviated prospectus, and any supplement thereto, shall be clearly identified in the alleviated prospectus by their names and functions or, in the case of legal persons, their names and registered offices, as well as declarations by them that, to the best of their knowledge, the information contained in the alleviated prospectus is in accordance with the facts and that the alleviated prospectus makes no omission likely to affect its import.

(2) The responsibility for the information given in an alleviated registration document shall attach to the persons referred to in paragraph 1 only in cases where the alleviated registration document is in use as a constituent part of an approved alleviated prospectus.

Art. 24. Final offer price and amount of securities

(1) Where the final offer price or amount of securities to be offered to the public, whether expressed in number of securities or as an aggregate nominal amount, cannot be included in the alleviated prospectus:

1° the acceptances of the purchase or subscription of securities may be withdrawn for not less than two working days after the final offer price or amount of securities to be offered to the public has been filed; or

2° the following shall be disclosed in the alleviated prospectus:

a) the maximum price or the maximum amount of securities, as far as they are available; or

b) the valuation methods or criteria or conditions, in accordance with which the final offer price is to be determined.

(2) The final offer price and amount of securities shall be filed with the CSSF and published in accordance with the arrangements provided for in Article 29(2) and (3).

Art. 25. Omission of information

(1) The CSSF may authorise the omission from the alleviated prospectus, or constituent parts thereof, of certain information to be included therein, where it considers that any of the following conditions is met:

- 1° disclosure of such information would be contrary to the public interest;
- 2° disclosure of such information would be seriously detrimental to the issuer or to the guarantor, if any, provided that the omission of such information would not be likely to mislead the public with regard to facts and circumstances essential for an informed assessment of the issuer or guarantor, if any, and of the rights attached to the securities to which the alleviated prospectus relates;
- 3° such information is of minor importance for a specific offer and would not influence the assessment of the financial position and prospects of the issuer, offeror or guarantor, if any.

(2) Subject to adequate information being provided to investors, where, exceptionally, certain information required to be included in an alleviated prospectus, or constituent parts thereof, is inappropriate to the sphere of activity or to the legal form of the issuer or of the guarantor, if any, or to the securities to which the alleviated prospectus relates, the alleviated prospectus, or constituent parts thereof, shall contain information equivalent to the required information, unless no such information exists.

(3) Where securities are guaranteed by the Luxembourg State or the communes of the Grand Duchy of Luxembourg or by another Member State, the issuer or offeror, when drawing up an alleviated prospectus in accordance with this chapter, shall be entitled to omit information pertaining to the guarantor.

Art. 26. Validity of an alleviated prospectus and alleviated registration document

(1) An alleviated prospectus, whether a single document or consisting of separate documents, shall be valid for 12 months after its approval for offers to the public, provided that it is completed by any supplement required pursuant to Article 30.

Where an alleviated prospectus consists of separate documents, the period of validity shall begin upon approval of the alleviated securities note.

(2) An alleviated registration document which has been previously approved shall be valid for use as a constituent part of an alleviated prospectus for 12 months after its approval.

The end of the validity of such an alleviated registration document shall not affect the validity of an alleviated prospectus of which it is a constituent part.

(3) An alleviated prospectus, updated in accordance with the provisions of Articles 28 and 30 respectively, approved before the expiry of its period of validity, may validly be used for an offer to the public beyond the 12-months period subject to the agreement by the CSSF.

Art. 27. Incorporation of information by reference

(1) Information may be incorporated by reference in an alleviated prospectus where it has been previously or simultaneously published electronically, and drawn up in a language fulfilling the requirements of Article 32. Such information shall be the most recent available to the issuer.

(2) Where information is incorporated by reference, a cross-reference list must be provided in the alleviated prospectus in order to allow investors to easily identify specific items of information.

(3) Where possible alongside the first draft of the alleviated prospectus submitted to the CSSF and in any case during the alleviated prospectus review process, the issuer or the offeror shall submit in electronic format any information which is incorporated by reference into the alleviated prospectus, unless such information has already been approved by or filed with the CSSF.

Art. 28. Alleviated prospectuses consisting of separate documents

(1) An issuer that has already had an alleviated registration document approved by the CSSF shall be required to draw up only the alleviated securities note when securities are offered to the public. In that case, the alleviated securities note shall be subject to a separate approval.

(2) Where, since the approval of the alleviated registration document, there has been a significant new factor, material mistake or material inaccuracy relating to the information included in the alleviated registration document, the alleviated securities note shall provide information that would normally be provided in the alleviated registration document or a supplement to the alleviated registration document shall be submitted

for approval, at the latest at the same time as the alleviated securities note. The right to withdraw acceptances in accordance with Article 30(2) shall not apply in that case.

The alleviated registration document and its supplement, where applicable, accompanied by the alleviated securities note shall constitute an alleviated prospectus, once approved by the CSSF.

(3) Where an issuer has filed an alleviated registration document without prior approval, the entire documentation, including updated information, shall be subject to approval by the CSSF.

Art. 29. Publication of the alleviated prospectus

(1) Once approved, the alleviated prospectus shall be made available to the public by the issuer or offeror at a reasonable time in advance of, and at the latest at the beginning of, the offer to the public.

In the case of an initial public offer, the alleviated prospectus shall be made available to the public at least six working days before the end of the offer.

(2) The alleviated prospectus, whether a single document or consisting of separate documents, shall be deemed available to the public when published in any of the following ways:

1° by insertion in one or more newspapers circulated throughout, or widely circulated in Luxembourg;

2° in a printed form to be made available, free of charge, to the public at the registered office of the issuer and in the offices of the financial intermediaries placing or selling the securities, including paying agents;

3° on the website of the issuer or the offeror; or

4° on the website of the financial intermediaries placing or selling the securities, including paying agents.

(3) The issuers or the persons required to draw up an alleviated prospectus, that publish their alleviated prospectus only in accordance with points 1° or 2° of paragraph 2, shall also publish this alleviated prospectus in electronic form in accordance with points 3° or 4° of paragraph 2.

(4) The alleviated prospectus shall be published on a dedicated section of the website concerned which is easily accessible when entering the website. It shall be downloadable, printable and in searchable electronic format that cannot be modified.

The documents containing information incorporated by reference in the alleviated prospectus, the supplements or final terms related to the alleviated prospectus shall be accessible under the same section alongside the alleviated prospectus.

(5) Access to the alleviated prospectus shall not be subject to the completion of a registration process, the acceptance of a disclaimer limiting legal liability or the payment of a fee. Warnings specifying the jurisdiction(s) in which an offer is being made shall not be considered to be disclaimers limiting legal liability.

(6) The CSSF shall publish on its website the alleviated prospectuses approved in accordance with Article 20.

(7) All alleviated prospectuses approved shall remain publicly available in electronic form during their validity period on the websites referred to in paragraphs 2 and 6.

(8) In the case of an alleviated prospectus comprising several documents and incorporating information by reference, the documents and information that constitute the prospectus may be published and distributed separately provided that those documents are made available to the public in accordance with paragraph 2. Where an alleviated prospectus consists of separate documents in accordance with Article 28, each of those constituent documents, except for documents incorporated by reference, shall indicate that it is only one part of the alleviated prospectus and where the other constituent documents may be obtained.

(9) The text and the format of the alleviated prospectus, and any supplement to the alleviated prospectus made available to the public, shall at all times be identical to the original version approved by the CSSF.

(10) A copy of the alleviated prospectus on a durable medium shall be delivered to any potential investor, upon request and free of charge, by the issuer, the offeror or the financial intermediaries placing or selling the securities. In the event that a potential investor makes a specific demand for a paper copy, the issuer, the offeror or a financial intermediary placing or selling the securities shall deliver a printed version of the alleviated prospectus.

Art. 30. Supplements to the alleviated prospectus

(1) Every significant new factor, material mistake or material inaccuracy relating to the information included in the alleviated prospectus which may affect the assessment of the securities and which arises or is noted between the time when the alleviated prospectus is approved and the closing of the offer shall be mentioned in a supplement to the alleviated prospectus without undue delay.

Such a supplement shall be approved in the same way as an alleviated prospectus in a maximum of five working days and published in accordance with at least the same arrangements as were applied when the original alleviated prospectus was published in accordance with Article 29.

(2) Investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror.

The supplement shall contain a prominent statement concerning the right of withdrawal, which clearly states:

1° that a right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted;

2° the period in which investors can exercise their right of withdrawal.

(3) Where the issuer prepares a supplement concerning information in the alleviated base prospectus that relates to only one or several individual issues, the right of investors to withdraw their acceptances pursuant to paragraph 2 shall only apply to the relevant issue(s) and not to any other issue of securities under the alleviated base prospectus.

(4) In the event that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 concerns only the information contained in a alleviated registration document and that alleviated registration document is simultaneously used as a constituent part of several alleviated prospectuses, only one supplement shall be drawn up and approved. In that case, the supplement shall mention all the alleviated prospectuses to which it relates.

(5) An issuer may, in any event, voluntarily include a consolidated version of the supplemented alleviated prospectus or alleviated registration document in an annex to the supplement.

Art. 31. Advertisements

(1) Any advertisement relating to an offer of securities to the public shall comply with the principles contained in paragraphs 2 to 5. Paragraphs 2 to 4 and point 2° of paragraph 5 shall apply only to cases where the issuer or the offeror is subject to the obligation to draw up an alleviated prospectus.

(2) Advertisements shall state that an alleviated prospectus has been or will be published and indicate where investors are able to obtain it. The mention of the decision of approval of an alleviated prospectus by the CSSF does not constitute an appreciation of the soundness of the transaction proposed to investors.

(3) Advertisements shall be clearly recognisable as such. The information contained in an advertisement shall not be inaccurate or misleading and shall be consistent with the information contained in the alleviated prospectus, where already published, or with the information required to be in the alleviated prospectus, where the alleviated prospectus is yet to be published.

(4) All information disclosed, in an oral or written form, concerning the offer of securities to the public even where not for advertising purposes, shall be consistent with the information contained in the alleviated prospectus.

(5) In the event that material information is disclosed by an issuer or an offeror and addressed to one or more selected investors in oral or written form, such information shall, as applicable, either:

- 1° be disclosed to all other investors to whom the offer is addressed, in the event that an alleviated prospectus is not required to be published in accordance with Article 18(2);
- 2° be included in the alleviated prospectus or in a supplement to the alleviated prospectus in accordance with Article 30(1), in the event that an alleviated prospectus is required to be published.

(6) The CSSF shall have the power to verify that advertising activity, relating to an offer of securities to the public within the territory of Luxembourg, complies with the principles referred to in paragraphs 2 to 4.

Without prejudice to Article 35, scrutiny of the advertisements by the CSSF shall not constitute a precondition for the offer of securities to the public.

Art. 32. Language arrangements

The alleviated prospectus shall be drawn up in a language accepted by the CSSF. An alleviated prospectus drawn up in Luxembourgish, French, German or English is acceptable in any case.

Art. 33. Offer of securities to the public made under an alleviated prospectus drawn up in accordance with the laws of a third country

The CSSF may approve an alleviated prospectus for an offer of securities to the public by a third country issuer drawn up in accordance with the national laws of the third country, provided that the alleviated prospectus has been drawn up according to the standards considered acceptable by the CSSF and the alleviated prospectus has been drawn up in a language accepted by the CSSF.

Art. 34. Competent authority

- (1) The CSSF shall be the competent authority for the purposes of this chapter.
- (2) The CSSF may delegate to third parties the tasks of electronic publication of approved alleviated prospectuses and related documents.
- (3) By approving an alleviated prospectus, the CSSF shall give no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the issuer.

Art. 35. Powers of the CSSF

For the purposes of this chapter, the CSSF shall have the supervisory and investigatory powers that are necessary to fulfil its duties within the limits laid down by this chapter.

The powers of the CSSF shall be the following:

- 1° to require issuers, offerors or guarantors to include in the alleviated prospectus supplementary information, where necessary for investor protection;
- 2° to require issuers, offerors or guarantors and persons that control them or are controlled by them, to provide information and documents;
- 3° to require *réviseurs d'entreprises agréés* (approved statutory auditors), statutory auditors and managers of the issuer, offeror or guarantor, as well as financial intermediaries commissioned to carry out the offer of securities to the public, to provide information and documents;
- 4° to suspend an offer of securities to the public for a maximum of 10 consecutive working days on any single occasion where there are reasonable grounds for suspecting that this chapter has been infringed;
- 5° to prohibit or suspend advertisements or require issuers, offerors or guarantors or relevant financial intermediaries to cease or suspend advertisements for a maximum of 10 consecutive working days on any single occasion where there are reasonable grounds for believing that this chapter has been infringed;
- 6° to prohibit an offer of securities to the public where it finds that this chapter has been infringed or where there are reasonable grounds for suspecting that it would be infringed;
- 7° to make public the fact that an issuer, an offeror or a guarantor is failing to comply with its obligations;
- 8° to suspend the scrutiny of an alleviated prospectus submitted for approval or suspend or restrict an offer of securities to the public where the power to impose a prohibition or restriction pursuant to Articles 40

and 42 of Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012, has been used, until such prohibition or restriction has ceased;

9° to refuse approval of any alleviated prospectus drawn up by a certain issuer, offeror or guarantor for a maximum of five years, where that issuer, offeror or guarantor has repeatedly and severely infringed this chapter;

10° to transmit information to the State Prosecutor for criminal prosecution;

11° to order the issuer or offeror to cease any practice which is contrary to this chapter.

Art. 36. Cooperation

(1) The CSSF shall cooperate with the competent authorities of other Member States and supervisory authorities of third countries whenever necessary for the purpose of carrying out their duties and making use of their powers. In particular, they shall exchange information and cooperate where an issuer depends on more than one competent authority including the CSSF.

(2) The CSSF may exchange confidential information with the competent authorities of other Member States under this chapter. 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) The CSSF may also exchange confidential information with supervisory authorities of third countries.

Communication of information by the CSSF shall be subject to the following conditions:

1° the information provided to the supervisory authorities of third countries is necessary for the performance of tasks relating to prospectuses;

2° the information provided to the supervisory authorities of third countries are covered by the obligation of professional secrecy of such authorities and must be subject to guarantees of professional secrecy which are at least equivalent to those imposed on the CSSF;

3° the supervisory authorities of third countries, which receive information from the CSSF, may use such information only for the purposes for which it has been provided and must be in a position to ensure that no other use will be made thereof;

4° the supervisory authorities of third countries, which receive information from the CSSF, shall grant the same right of information to the CSSF.

Art. 37. Administrative sanctions

(1) The CSSF may impose an administrative fine from EUR 250 up to EUR 250,000 on the persons referred to in Article 35 where these persons:

1° have offered securities to the public in breach of the provisions of this chapter;

2° fail to act in response to the requirements and injunctions of the CSSF based on Article 35;

3° obstruct application of its supervisory and investigatory referred to in Article 35;

4° have knowingly provided it with inaccurate or incomplete information following requests based on Article 35;

5° publish false information, or have it published, in an alleviated prospectus or in a supplement to the alleviated prospectus.

(2) The CSSF shall be authorised to disclose to the public the measures or sanctions that have been imposed for infringement of the provisions adopted pursuant to this chapter, unless the disclosure would seriously jeopardise the financial markets or cause disproportionate damage to the parties involved.

(3) The CSSF shall ensure that any decision that is published in accordance with this Article shall remain on its website for a period of five years after its publication.

Personal data contained in the publications referred to in the first subparagraph shall remain on the CSSF's website for a period not exceeding 12 months.

Art. 38. Criminal sanctions

Anyone who knowingly carries out an offer of securities to the public on the territory of Luxembourg without an alleviated prospectus that has been approved in accordance with the provisions of this chapter, although the publication of such prospectus is required under this chapter, shall be subject to a fine of EUR 250 to EUR 250,000.

Art. 39. Remedies

The decisions taken by the CSSF under this chapter shall state the reasons on which they are based and may be subject to a right to apply for reversal with the *Tribunal administratif*.

Chapter 2: Admissions of securities to trading on a regulated market

Art. 40. Scope and definitions

(1) This chapter applies to admissions to trading of securities not covered by Regulation (EU) 2017/1129 on a regulated market located or operating on the territory of Luxembourg, including money market instruments having a maturity of less than 12 months and which also comply with the definition of securities, as well as admissions of other comparable instruments to trading on a regulated market located or operating on the territory of Luxembourg.

Admissions to trading of units issued by collective investment undertakings other than the closed-end type governed by Luxembourg law, units issued by harmonised Community collective investment undertakings in securities established in another Member State and commercialised in Luxembourg and units issued by other foreign collective investment undertakings other than the closed-end type and offered to the public in Luxembourg shall be subject to the sole provisions set forth in the Luxembourg legislation relating to collective investment undertakings.

(2) For the purposes of this chapter, the following definitions shall apply:

- 1° “approval” shall mean the positive act at the outcome of the scrutiny by the market operator established in Luxembourg of the completeness of the alleviated prospectus;
- 2° “securities” shall mean securities within the meaning of Article 1(55) of the Law of 30 May 2018 on markets in financial instruments.

Art. 41. Admission of securities to trading on a regulated market

(1) Without prejudice to paragraph 2, every admission of securities not covered by Regulation (EU) 2017/1129 and other comparable instruments to trading on a regulated market situated or operating within the territory of Luxembourg shall be subject to the publication of an alleviated prospectus. Anyone who proposes to carry out such an admission shall notify the relevant market operator in advance.

(2) The obligation to publish an alleviated prospectus shall not apply to the admission to trading on a regulated market of the following securities:

- 1° securities fungible with securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 months, less than 20 percent of the number of securities already admitted to trading on the same regulated market;
- 2° securities offered in connection with a takeover by means of an exchange offer, provided that a document is made available to the public in accordance with the arrangements set out in Article 51(2) and (3), containing information describing the transaction and its impact on the issuer, considering the information requirements of the delegated acts provided for in Article 1(7) of Regulation (EU) 2017/1129;
- 3° securities offered, allotted or to be allotted in connection with a merger or a division, provided that a document is made available to the public in accordance with the arrangements set out in Article 51(2) and (3), containing information describing the transaction and its impact on the issuer, considering the information requirements of the delegated acts provided for in Article 1(7) of Regulation (EU) 2017/1129;
- 4° securities offered, allotted or to be allotted to existing or former directors or employees by their employer or by an affiliated undertaking provided that a document is made available containing information on the

number and nature of the securities and the reasons for and details of the offer or allotment;
5° non-equity securities issued by the Luxembourg State or communes of the Grand Duchy of Luxembourg, by another Member State or by public international bodies of which one or more Member States are members.

For non-equity securities referred to in point 5° of the first subparagraph, a document containing information on the securities concerned shall be published, according to the arrangements provided for in Article 51(2) and (3). The document shall include at least the following information:

- 1° the identity of the issuer and guarantor, if any;
- 2° the denomination, identification number, currency, total consideration and, where applicable, the denomination per unit of the non-equity securities;
- 3° a description of the type and class of the non-equity securities;
- 4° a description of the redemption arrangements for non-equity securities;
- 5° where applicable, a description of the interest payment arrangements for non-equity securities, including an indication of the interest rate, and, where this interest rate is unknown, information on how it is determined;
- 6° where applicable, a description of the scope and nature of the guarantee;
- 7° an indication of the markets on which admission to trading is sought or on which non-equity securities have already been admitted.

The information contained in the document referred to in the second subparagraph shall be presented in a succinct form.

Art. 42. Voluntary alleviated prospectus

Where an admission of securities to trading on a regulated market is exempted from the obligation to publish an alleviated prospectus in accordance with Article 41(2), an issuer or person asking for admission to trading on a regulated market shall be entitled to voluntarily draw up an alleviated prospectus in accordance with this chapter.

Art. 43. Scrutiny and approval of the alleviated prospectus

(1) An alleviated prospectus shall not be published unless the market operator has approved it, or all of its constituent parts in accordance with Article 50.

(2) The market operator shall notify the issuer or the person asking for admission to trading on a regulated market of its decision regarding the approval of the alleviated prospectus within 10 working days of the submission of the draft alleviated prospectus.

(3) Where the market operator finds that, for reasonable grounds, the draft alleviated prospectus does not meet the standards of completeness necessary for its approval or that changes or supplementary information are needed, it shall inform the issuer or the person asking for admission to trading on a regulated market at the latest within the time limits set out in paragraph 2, as calculated from the submission of the draft alleviated prospectus or supplementary information by clearly indicating the amendments or supplementary information that are necessary.

In such cases, the time limit set out in paragraph 2 shall then apply only from the date on which a revised draft alleviated prospectus or the supplementary information requested are submitted to the market operator.

(4) By approving an alleviated prospectus, the market operator shall give no undertaking as to the economic and financial soundness of the transaction or as to the quality or solvency of the issuer.

(5) The absence of a decision within the time limits laid down in paragraph 2 shall be equivalent to an implicit decision of refusal.

Art. 44. Drawing-up of the alleviated prospectus

(1) Without prejudice to Article 47(1), an alleviated prospectus shall contain the necessary information which

is material to an investor for making an informed assessment of:

- 1° the assets and liabilities, profits and losses, financial position, and prospects of the issuer and of any guarantor;
- 2° the rights attaching to the securities.

This information may vary according to the nature of the issuer and the type of securities.

(2) The alleviated prospectus shall contain information concerning the issuer and the securities to be admitted to trading on a regulated market. The details to be provided shall be determined by the market operator in the rules governing its functioning.

(3) The information contained in the alleviated prospectus shall be written and presented in an easily analysable, concise and comprehensible form.

(4) The issuer or person asking for the admission to trading on a regulated market may draw up the alleviated prospectus as a single document or as separate documents.

An alleviated prospectus composed of separate documents shall divide the required information into an alleviated registration document and an alleviated securities note. The alleviated registration document shall contain the information relating to the issuer. Without prejudice to Article 50(2), the alleviated securities note shall contain the information concerning the securities to be admitted to trading on a regulated market.

Art. 45. Alleviated base prospectus

(1) For non-equity securities, the alleviated prospectus may, at the choice of the issuer or person asking for the admission to trading on a regulated market, consist of an alleviated base prospectus containing the necessary information concerning the issuer and the securities to be admitted to trading on a regulated market.

(2) The final terms of the admission shall be presented in the form of a separate document or shall be included in the alleviated base prospectus or in any supplement thereto.

The final terms of the admission shall only contain information that relates to the alleviated securities note and shall not be used to supplement the alleviated base prospectus.

(3) Where the final terms of the admission are neither included in the alleviated base prospectus nor in a supplement, the issuer shall make them available to the public in accordance with the arrangements set out in Article 51 and file them with the market operator, as soon as practicable and before the admission to trading.

(4) An alleviated base prospectus may be drawn up as a single document or as separate documents.

(5) The information contained in the alleviated base prospectus shall, where necessary, be supplemented in accordance with Article 52.

Art. 46. Responsibility attaching to the alleviated prospectus

(1) Responsibility for the information given in an alleviated prospectus and any supplement thereto shall attach to the issuer or the person asking for the admission to trading on a regulated market or the guarantor, as the case may be. The persons responsible for the alleviated prospectus, and any supplement thereto, shall be clearly identified in the alleviated prospectus by their names and functions or, in the case of legal persons, their names and registered offices, as well as declarations by them that, to the best of their knowledge, the information provided in the alleviated prospectus is in accordance with the facts and that the prospectus makes no omission likely to affect its import.

(2) The responsibility for the information given in an alleviated registration document shall attach to the persons referred to in paragraph 1 only in cases where the alleviated registration document is in use as a constituent part of an approved alleviated prospectus.

Art. 47. Omission of information

(1) The relevant market operator may authorise the omission from the alleviated prospectus, or constituent

parts thereof, of certain information to be included therein, where it considers that any of the following conditions is met:

- 1° disclosure of such information would be contrary to the public interest;
- 2° disclosure of such information would be seriously detrimental to the issuer or to the guarantor, if any, provided that the omission of such information would not be likely to mislead the public with regard to facts and circumstances essential for an informed assessment of the issuer or guarantor, if any, and of the rights attached to the securities to which the alleviated prospectus relates; or
- 3° such information is of minor importance in relation to a specific admission to trading on a regulated market and would not influence the assessment of the financial position and prospects of the issuer or guarantor, if any.

(2) Subject to adequate information being provided to investors, where, exceptionally, certain information required to be included in an alleviated prospectus, or constituent parts thereof, is inappropriate to the sphere of activity or to the legal form of the issuer or of the guarantor, if any, or to the securities to which the alleviated prospectus relates, the alleviated prospectus, or constituent parts thereof, shall contain information equivalent to the required information, unless no such information exists.

Where securities are guaranteed by the Luxembourg State or the communes of the Grand Duchy of Luxembourg or by another Member State, the issuer or person asking for admission to trading on a regulated market, when drawing up an alleviated prospectus in accordance with this chapter, shall be entitled to omit information pertaining to the guarantor.

Art. 48. Validity of an alleviated prospectus and alleviated registration document

(1) An alleviated prospectus, whether a single document or consisting of separate documents, shall be valid for 12 months after its approval for admissions to trading on a regulated market, provided that it is completed by any supplement required pursuant to Article 52.

Where an alleviated prospectus consists of separate documents, the period of validity shall begin upon approval of the alleviated securities note.

(2) An alleviated registration document, which has been previously approved, shall be valid for use as a constituent part of an alleviated prospectus for 12 months after its approval.

The end of the validity of such an alleviated registration document shall not affect the validity of an alleviated prospectus of which it is a constituent part.

(3) An alleviated prospectus, updated in accordance with the provisions of Articles 50 and 52 respectively, approved before the expiry of its period of validity, may validly be used for an admission to trading on a regulated market beyond the 12-months period subject to the agreement by the market operator.

Art. 49. Incorporation of information by reference

(1) Information may be incorporated by reference in an alleviated prospectus where it has been previously, simultaneously or subsequently published electronically, and drawn up in a language fulfilling the requirements of Article 54.

Such information shall be the most recent available to the issuer.

(2) Where information is incorporated by reference, a cross-reference list must be provided in the alleviated prospectus in order to allow investors to easily identify specific items of information.

(3) Where possible alongside the first draft of the alleviated prospectus submitted to the market operator and in any case during the alleviated prospectus review process, the issuer or the person asking for admission to trading on a regulated market shall submit in electronic format any information which is incorporated by reference into the alleviated prospectus, unless such information has already been approved by or filed with the market operator.

Art. 50. Alleviated prospectuses consisting of separate documents

(1) An issuer which already has an alleviated registration document approved by a market operator

established in Luxembourg shall be required to draw up only the alleviated securities note when securities are admitted to trading on a regulated market. In that case, the alleviated securities note shall be subject to a separate approval.

(2) Where, since the approval of the alleviated registration document, there has been a significant new factor, material mistake or material inaccuracy relating to the information included in the alleviated registration document, the alleviated securities note shall provide information that would normally be provided in the alleviated registration document or a supplement to the alleviated registration document shall be submitted for approval, at the latest at the same time as the securities note.

The alleviated registration document and its supplement, where applicable, accompanied by the alleviated securities note shall constitute an alleviated prospectus, once approved by the market operator.

(3) Where an issuer has filed an alleviated registration document without prior approval, the entire documentation, including updated information, shall be subject to approval by the market operator.

Art. 51. Publication of the alleviated prospectus

(1) Once approved, the alleviated prospectus shall be made available to the public by the issuer or the person asking for admission to trading on a regulated market at a reasonable time in advance of, and at the latest at the beginning of, the admission to trading of the securities involved.

(2) The alleviated prospectus, whether a single document or consisting of separate documents, shall be deemed available to the public when published in any of the following ways:

1° by insertion in one or more newspapers circulated throughout, or widely circulated in Luxembourg;

2° in a printed form to be made available, free of charge, to the public at the registered office of the issuer;

3° on the website of the issuer or the person asking for admission to trading on a regulated market;

or

4° on the website of the relevant market operator.

(3) The issuers or the persons required to draw up an alleviated prospectus that publish their alleviated prospectus only in accordance with points 1° or 2° of paragraph 2 shall also publish this alleviated prospectus in electronic form in accordance with point 3° of paragraph 2.

(4) The alleviated prospectus shall be published on a dedicated section of the website concerned which is easily accessible when entering the website. It shall be downloadable, printable and in searchable electronic format that cannot be modified.

The documents containing information incorporated by reference in the alleviated prospectus, the supplements and final terms related to the alleviated prospectus shall be accessible under the same section alongside the alleviated prospectus.

(5) Access to the alleviated prospectus shall not be subject to the completion of a registration process, the acceptance of a disclaimer limiting legal liability or the payment of a fee.

(6) The relevant market operator shall publish on its website the alleviated prospectuses approved in accordance with Article 43.

(7) All alleviated prospectuses approved shall remain publicly available in electronic form during their validity period on the websites referred to in paragraphs 2 and 6.

(8) In the case of an alleviated prospectus comprising several documents or incorporating information by reference, the documents and information that constitute the alleviated prospectus may be published and distributed separately provided that those documents are made available to the public in accordance with paragraph 2. Where an alleviated prospectus consists of separate documents in accordance with Article 50, each of those constituent documents, except for documents incorporated by reference, shall indicate that it is only one part of the alleviated prospectus and where the other constituent documents may be obtained.

(9) The text and the format of the alleviated prospectus, and any supplement to the prospectus made available to the public, shall at all times be identical to the original version approved by the relevant market operator.

Art. 52. Supplements to the alleviated prospectus

(1) Every significant new factor, material mistake or material inaccuracy relating to the information included in the alleviated prospectus, which may affect the assessment of the securities and which arises or is noted between the time when the alleviated prospectus is approved and the time when trading on the regulated market begins, shall be mentioned in a supplement to the alleviated prospectus without undue delay.

Such a supplement shall be approved in the same way as an alleviated prospectus in a maximum of five working days and published in accordance with at least the same arrangements as were applied when the original alleviated prospectus was published in accordance with Article 51.

(2) In the event that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 concerns only the information contained in a alleviated registration document and that alleviated registration document is simultaneously used as a constituent part of several alleviated prospectuses, only one supplement shall be drawn up and approved. In that case, the supplement shall mention all the alleviated prospectuses to which it relates.

(3) An issuer may, in any event, voluntarily include a consolidated version of the supplemented alleviated prospectus or alleviated registration document in an annex to the supplement.

Art. 53. Advertisements

(1) Any advertisement relating to an admission of securities to trading on a regulated market shall comply with the principles contained in paragraphs 2 to 4. Paragraphs 2 to 4 shall apply only to cases where the issuer or the person asking for admission to trading on a regulated market is subject to the obligation to draw up an alleviated prospectus.

(2) Advertisements shall state that an alleviated prospectus has been or will be published and indicate where investors are or will be able to obtain it. The statement of the decision of approval of an alleviated prospectus by the relevant market operator shall not constitute an appreciation of the soundness of the transaction proposed to investors.

(3) Advertisements shall be clearly recognisable as such. The information contained in an advertisement shall not be inaccurate or misleading and shall be consistent with the information contained in the alleviated prospectus, where already published, or with the information required to be in the alleviated prospectus, where the alleviated prospectus is yet to be published.

(4) In any case, all information disclosed, in an oral or written form, concerning the admission to trading on a regulated market, even where not for advertising purposes, shall be consistent with that contained in the alleviated prospectus.

Art. 54. Language arrangements

The alleviated prospectus shall be drawn up in a language accepted by the relevant market operator. An alleviated prospectus drawn up in Luxembourgish, French, German or English is acceptable in any case.

Art. 55. Admission to trading on a regulated market made under an alleviated prospectus drawn up in accordance with the laws of a third country

The relevant market operator may approve an alleviated prospectus for an admission of securities to trading on a regulated or organised market of a third-country issuer and drawn up in accordance with the national legislation of that third country, provided that the alleviated prospectus has been drawn up in accordance with information requirements that are equivalent those provided for in this law and that the alleviated prospectus is written in a language that is accepted by the relevant market operator.

Art. 56. Competent entity

The market operator is the competent entity for the purposes of this chapter, without prejudice to the powers and competences of the CSSF under Articles 58, 59 and 60.

Art. 57. Supervisory powers of the market operator

For the purposes of this chapter, the market operator shall have the supervisory powers that are necessary to exercise its tasks within the limits laid down in this chapter.

The powers of the relevant market operator shall be the following:

- 1° to require issuers, persons asking for admission to trading on a regulated market or guarantors to include in the alleviated prospectus supplementary information, where necessary for investor protection;
- 2° to require issuers, persons asking for admission to trading on a regulated market, guarantors or their managers, as well as persons that control them or are controlled by them, to provide information and documents;
- 3° to suspend trading on a regulated market operated by the market operator on any single occasion where there are reasonable grounds for suspecting that this chapter has been infringed;
- 4° to prohibit trading on a regulated market operated by the market operator, where it finds that this chapter has been infringed or where there are reasonable grounds for suspecting that it would be infringed;
- 5° to make public the fact that an issuer, a person asking for admission to trading on a regulated market or a guarantor is failing to comply with its obligations.

Art. 58. Powers of the CSSF

For the purposes of this chapter, the CSSF shall have the powers that are necessary to fulfil its duties within the limits laid down by this chapter.

The powers of the CSSF shall be the following:

- 1° to require issuers, persons asking for admission to trading on a regulated market, guarantors or their managers, as well as persons that control them or are controlled by them, to provide information and documents in order to determine if there has been infringement to the requirement of this chapter;
- 2° to impose on the issuers or persons asking for admission to trading on a regulated market to cease any practice which is contrary to this chapter.

Art. 59. Cooperation

(1) The CSSF shall be the competent authority to cooperate with the competent authorities of other Member States and the supervisory authorities of third countries whenever necessary for the purpose of carrying out their duties and making use of their powers. In particular, they shall exchange information and cooperate when an issuer depends on more than one regulated market at least one of which is situated within the territory of Luxembourg. For the purposes of this chapter, Article 36(2) and (3) shall apply.

(2) For the purposes of this cooperation and communication of information, the CSSF shall be entitled to request any information regarding the task of approval of an alleviated prospectus or regarding powers defined in Article 57 from a market operator established in Luxembourg.

(3) For the purposes of Articles 58 and 60, a market operator established in Luxembourg shall inform the CSSF, without delay, if there are reasons to suspect that an issuer, a person asking for admission of securities to trading on a regulated market, a guarantor or a manager has failed to fulfil its obligations under this chapter.

(4) For the purposes of paragraphs 2 and 3, the communication of information by a market operator to the CSSF shall not constitute an infringement of professional secrecy rules nor of any restriction on disclosure of information imposed by contract or by any legislative, regulatory or administrative provision, and shall not involve the market operator having disclosed such information in any liability of any kind relating to such communication.

Art. 60. Administrative sanctions of the CSSF

(1) The CSSF may impose an administrative fine from EUR 250 up to EUR 250,000 on the persons referred to in Articles 57 to 58 where these persons:

- 1° have admitted securities to trading on a regulated market in breach of the provisions of this chapter;
- 2° have not followed up on its order to cease any practice which is contrary to this chapter;
- 3° obstruct application of the powers referred to in Articles 57 and 58;
- 4° have knowingly provided inaccurate or incomplete information to the market operator following requests based on Article 57 or to the CSSF following requests based on Article 58;
- 5° do not comply with the requirements referred to in Articles 57 and 58;
- 6° publish false information, or have it published, in an alleviated prospectus or in a supplement to the alleviated prospectus.

(2) The CSSF shall be authorised to disclose to the public the measures or sanctions that have been imposed for infringement of the provisions adopted pursuant to this chapter, unless the disclosure would seriously jeopardise the financial markets or cause disproportionate damage to the parties involved.

(3) The CSSF shall ensure that any decision that is published in accordance with this Article shall remain on its website for a period of five years after its publication.

Personal data contained in the publications referred to in the first subparagraph shall remain on the CSSF's website for a period not exceeding 12 months.

Art. 61. Remedies

The decisions taken by the CSSF or the market operator under this chapter shall state the reasons on which they are based and may be subject to a right to apply for reversal with the *Tribunal administratif*.

PART IV

Admissions of securities to trading on a Luxembourg market not set out in the list of regulated markets published by ESMA

Art. 62. Scope, applicable provisions and definitions

(1) This part shall apply to the admissions of securities and other comparable instruments to trading on a market situated or operating within the territory of Luxembourg that is not set out in the list of regulated markets published by ESMA. The provisions that apply to prospectuses for these admissions are governed by the operating rules of the market operator established in Luxembourg. These rules shall not be more stringent than those laid down in Regulation (EU) 2017/1129 and Part III in similar circumstances. The market operator shall be the competent entity which approves prospectuses prior to admission of such securities to trading.

(2) For the purposes of this part the following definition shall apply:

“securities” shall mean securities within the meaning of Article 1(55) of the Law of 30 May 2018 on markets in financial instruments.

PART V

Final provisions

Art. 63. Repealing provisions

The Law of 10 July 2005 on prospectuses for securities, as amended, is repealed as of 21 July 2019, except for Article 4(2)(h), Article 5(2)(e) and Article 6(2)(a) and (g) of the Law of 10 July 2005 on prospectuses for securities, as amended, which are repealed as from the day of the publication of this law in the Official Journal of the Grand Duchy of Luxembourg.

Art. 64. Transitional provisions

Prospectuses or simplified prospectuses approved in accordance with the Law of 10 July 2005 on prospectuses for securities, as amended, shall continue to be governed by this law until the end of their

validity or until 12 months have elapsed after 21 July 2019, whichever occurs first.

Art. 65. Entry into force

This law shall enter into force on 21 July 2019, except for Article 4 which shall enter into force on the day of the publication of this law in the Official Journal of the Grand-Duchy of Luxembourg.

Art. 66. Abbreviated form

Reference to this law shall be made as follows:

“Law of 16 July 2019 on prospectuses for securities”.