

THE CNMV SUBMITS FOR CONSULTATION NEW FORMS FOR REPORTING OF SIGNIFICANT SHAREHOLDINGS, ISSUER'S TRANSACTIONS IN OWN SHARES, AND MARKET MAKERS

1. Introduction

On Monday, 15 March 2022, the National Securities Market Commission (CNMV) opened for public consultation its [Draft Circular amending the forms for reporting significant shareholdings, issuer transactions in own shares, and market makers](#) (the “Draft Circular”) for public consultation.

The Draft Circular repeals Circular 8/2015, of 22 December, of the National Securities Market Commission, which approved the forms for reporting significant shareholdings, of directors and executives and their close relationships, of issuer transactions in own shares, and other forms (“Circular 8/2015”), and adapts the forms governed by this Circular to the latest regulatory amendments in this area.

The main amendments included in the Draft Circular are analysed below.

2. Amendment of Form I of Circular 8/2015: a form for significant shareholders

Under the Draft Circular, this form would be amended to renumber it as Form 1 and to reflect the double voting rights for loyalty, which must be calculated in the reporting of significant shareholdings, under the amendment introduced in the LSC by Law 5/2021, of April 12. It should be noted that this Law has incorporated the so-called “loyalty voting shares” into Spanish corporate law, which allow listed companies to grant double voting rights based on loyalty to the shares held by their holder for an uninterrupted period of time which will be, except for entities that implement this option in the process of admission to trading on a regulated market, at least two years from the date of registration in the special register of shares with loyalty-based double voting. Under the proposed amendment:

- a) The positions declared by the shareholder, in paragraphs 6 to 9, shall include, where applicable, the additional voting rights corresponding to the loyalty voting shares assigned to the shareholder.
- b) A section is introduced to report, where applicable, double votes for loyalty, in which the significant shareholder must provide the number of additional voting rights corresponding to the double voting shares assigned to him/her.

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- c) Similarly, the number of shares for which recognition of double voting rights is pending and the number of additional voting rights that will correspond to these shares once the loyalty period established in the bylaws has elapsed must also be disclosed.
- d) In addition, it shall disclose the date(s) on which the allocations of these loyalty voting rights will occur.

3. Renumbering of Forms IV and V of Circular 8/2015

Forms IV and V are renumbered as Forms 2 and 3 but without any additional changes to their content. Thus, Form 2 would apply to issuers who must report transactions in their own shares, and Form 3 would apply to market makers who wish to benefit from the exemption from the obligation to report significant shareholdings.

4. Next steps

Comments on the Draft Circular may be submitted to the CNMV until 30 April 2022.

We will have to wait for the final publication of the Circular to be able to check whether the new forms are finally approved as they appear in the Draft Circular or whether any changes are made to them.

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The information contained in this Briefing is of a general nature and does not constitute legal advice. This document was prepared on 16 March 2022 and Pérez-Llorca does not assume any commitment to update or revise its contents.

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