

Market Abuse  
Reporting  
Update – Listed  
Funds

DILLON  EUSTACE

DUBLIN CORK BOSTON NEW YORK TOKYO

## MARKET ABUSE FILINGS – TRANSACTIONS BY DIRECTORS AND PERSONS CLOSELY ASSOCIATED WITH DIRECTORS

The requirements of the Market Abuse Directive and Market Abuse (Directive 2003/6/EC) Regulations (the “MAD Regulations”) apply to all shares listed on the Irish Stock Exchange (the “ISE”). One of the requirements of the MAD Regulations is the notification of all transactions and interests of Directors and persons closely associated to them, in shares of a listed fund, irrespective of the size of the transaction. Such interests are notifiable under strict reporting timelines using Schedule 11 forms.

**The ISE has advised that a strict approach will be taken with immediate effect in respect of any late filings of such notifications.**

In brief, any transaction in listed shares by a Director of a listed fund, or by a person closely associated with a Director, must be notified by the relevant person to the Fund within 4 business days of the relevant transaction. The transaction must then be notified by the Fund to the ISE by the end of the next business day.

Often clients opt to send the Schedule 11 forms directly to the ISE for release in order to minimise any timing issues. Such forms should be sent in both word and PDF format (with the PDF including the signature of an authorised person). While we advise this as the most efficient filing mechanism, Dillon Eustace is also happy to make these filings on behalf of our clients.

**The ISE has clarified that where finalised information relating to the trade is not available within the reporting period, the Schedule 11 form should still be filed by the required deadline, including where necessary, an estimated NAV or a valuation for the transaction which can then be supplemented with a further filing in the event that the final NAV varies materially from the estimated value.**

The Financial Regulator, as Competent Authority under the MAD Regulations, has to date, simply noted all breaches and has not followed through with sanctions for late notifications. However, in the event of late filings or breaches in the future, the Financial Regulator will first issue a written warning, to be followed in the event of further breaches, by administrative sanctions. There are a range of sanctions available under the MAD Regulations, ranging from private censure to fines.

We are urging all of our clients to review and forward the attached market abuse memorandum to Directors, and also advise other relevant persons, such as Company Secretaries, in order to avoid any potential breaches.

For the avoidance of doubt, interests in unit trusts are not notifiable under the Regulations.

**Date:** September 2010

**Author:** Tara O'Callaghan

## CONTACT US

### Our Offices

#### **Dublin**

33 Sir John Rogerson's Quay,  
Dublin 2,  
Ireland.  
Tel: +353 1 667 0022  
Fax.: +353 1 667 0042

#### **Boston**

26th Floor,  
225 Franklin Street,  
Boston, MA 02110,  
United States of America.  
Tel: +1 617 217 2866  
Fax: +1 617 217 2566

#### **New York**

245 Park Avenue  
39<sup>th</sup> Floor  
New York, NY 10167  
United States  
Tel: +1 212 792 4166  
Fax: +1 212 792 4167

#### **Tokyo**

12th Floor,  
Yurakucho Itocia Building  
2-7-1 Yurakucho, Chiyoda-ku  
Tokyo 100-0006, Japan  
Tel: +813 6860 4885  
Fax: +813 6860 4501

e-mail: [enquiries@dilloneustace.ie](mailto:enquiries@dilloneustace.ie)  
website: [www.dilloneustace.ie](http://www.dilloneustace.ie)

### Contact Points

*For more details on how we can help you, to request copies of most recent newsletters, briefings or articles, or simply to be included on our mailing list going forward, please contact any of the team members below.*

#### **Tara O'Callaghan**

**e-mail:**

**[tara.ocallaghan@dilloneustace.ie](mailto:tara.ocallaghan@dilloneustace.ie)**

**Tel : +353 1 673 1831**

**Fax: + 353 1 677 0042**

#### **Andrew Bates**

**e-mail: [andrew.bates@dilloneustace.ie](mailto:andrew.bates@dilloneustace.ie)**

**Tel : +353 1 677 1704**

**Fax: + 353 1 677 0042**

#### **Brian Dillon**

**e-mail: [brian.dillon@dilloneustace.ie](mailto:brian.dillon@dilloneustace.ie)**

**Tel : +353 1 673 1713**

**Fax: + 353 1 677 0042**

#### DISCLAIMER:

This document is for information purposes only and does not purport to represent legal advice. If you have any queries or would like further information relating to any of the above matters, please refer to the contacts above or your usual contact in Dillon Eustace.

#### Copyright Notice:

© 2010 Dillon Eustace. All rights reserved.

DILLON  EUSTACE

DUBLIN CORK BOSTON NEW YORK TOKYO

33 Sir John Rogerson's Quay, Dublin 2, Ireland.  
[www.dilloneustace.ie](http://www.dilloneustace.ie)

In alliance with Arendt & Medernach