



Ms Mairéad Farrell T.D.

Cathaoirleach

Joint Oireachtas Committee on Finance, Public Expenditure, Public Service Reform and
Digitalisation, and Taoiseach

Houses of the Oireachtas

Leinster House

Dublin 2 D02 XR20

11 July 2025

Dear Deputy Farrell,

Thank you for your letter of 3 July on the EU's Prospectus Regulation and the choice of Home Member State. We also note your question with regard to this matter at the meeting of the Oireachtas Budgetary Oversight Committee on 8 July 2025.

Third countries' issuers of non-equity securities with a denomination below €1,000 have to choose one of the competent authorities in the EU as their Home Member State subject to certain criteria set out in the EU Prospectus Regulation. In particular, under Article 2(m)(iii) of the Prospectus Regulation, such issuers can choose their EU Home Member State from those in which the securities are intended to be offered to the public for the first time or where the first application for admission to trading on a regulated market is made. The choice of Home Member State within the EU is up to the issuer and the Central Bank can only object if we do not believe we have legal jurisdiction for the approval based on the Prospectus Regulation.

Prior to 2021, the UK was the EU Home Member State under the Prospectus Regulation for the State of Israel. Ireland was chosen as new Home Member State following the UK's departure from the EU.

As outlined by ESMA¹, Ireland will now retain this status as Home Member State for issuances of non-equity securities with a denomination below €1,000 by the issuer.

¹ European Securities and Markets Authority, *Questions and Answers on the Prospectus Regulation* (Version 12).

This is subject to Article 20(8) of the Prospectus Regulation which allows for a transfer of the approval of a particular prospectus on request of the issuer. In that regard, on request of the issuer, the offeror or the person asking for admission to trading on a regulated market, the competent authority of the Home Member State may transfer the approval of a prospectus to the competent authority of another Member State, subject to prior notification to ESMA and the agreement of that competent authority.

Finally another provision of the Prospectus Regulation, Article 2(m)(ii), provides for a separate choice of Home Member State for issuances of non-equity securities whose denomination per unit amounts to at least €1,000.² This Home Member State choice is made on a prospectus by prospectus basis.

I hope this information will be helpful to the Committee.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Gabriel Makhoul', with a horizontal line underneath the name.

Gabriel Makhoul

² The issuer can choose a home Member State in respect of the issue from those Member States in which the securities were or are to be admitted to trading on a regulated market or where the securities are offered to the public.