



Banc Ceannais na hÉireann  
Central Bank of Ireland

Eurosystem

# Guidance on Market Abuse Regulatory Framework

22 July 2019

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# 1. Introduction

## 1.1 Purpose of this document

This document, known as the “Market Abuse Guidance”, is issued by the Central Bank of Ireland (the “Central Bank”) under Section 1370 (7) of the Companies Act, 2014. Terms used in this Market Abuse Guidance have the same meaning as in Part 3 ([Market Abuse] of the Central Bank (Investment Market Conduct) Rules.

It is not the policy of the Central Bank to provide legal advice on matters arising pursuant to Irish market abuse law and any guidance provided in this Market Abuse Guidance should not be construed as legal advice or a legal interpretation of Irish market abuse law. It is a matter for any person who may fall within the scope of Irish market abuse law to seek legal advice regarding the application or otherwise of Irish market abuse law to their particular set of circumstances.

## 1.2 Irish Market Abuse Law

Persons falling within the scope of Part 3 (Market Abuse) of the Central Bank (Investment Market Conduct) Rules should have regard to:

- A. Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on Market Abuse (Market Abuse Regulation or MAR);
- B. Directive 2014/57/EU of the European Parliament and of the Council of 16 April 2014 on criminal sanctions for market abuse (Market Abuse Directive on Criminal Sanctions or “CSMAD”);
- C. European Union (Market Abuse) Regulations, 2016 as amended (the Irish Statutory Instrument transposing MAR or “2016 Regulations”);
- D. Part 23 of the Companies Act, 2014;
- E. The delegated and implementing acts relating to MAR issued by the European Commission; and
- F. Part 3 of the Central Bank (Investment Market Conduct) Rules.

## 1.3 Enforcement of the Market Abuse Rules

Persons falling within the scope of the Market Abuse Rules should have regard to the fact that they will at all times be subject to the powers granted to the Central Bank under Part 4 of the 2016 Regulations and the enforcement provisions set out in Part 5 of the 2016 Regulations and Chapter 2 of Part 23 of the Companies Act, 2014 and that in accordance with Section 1370(6) of the Companies Act, 2014 administrative sanctions may be applied in relation to a contravention of the Central Bank (Investment Market Conduct) Rules.

## 1.4 European Securities and Markets Authority (ESMA)

MAR provides that ESMA shall issue Guidelines in respect of a number of areas. ESMA also publishes Q&As on the common operation of European Market Abuse legislation on its website. The purpose of these Q&As is to promote convergent supervisory approaches and practices in the application of MAR and its implementing measures, as well as to provide guidance regarding certain requirements of MAR to market participants. Relevant persons should regularly monitor the ESMA website and familiarise themselves with Guidelines and Q&As available on ESMA's [website](#) in order to comply with MAR. Relevant persons should also regularly monitor the Central Bank's [website](#) and/or its "Markets Update" publication in order to stay informed about Central Bank decisions on ESMA Guidelines.

## 2. Disclosures and Notifications under MAR

Public disclosure through an RIS will satisfy the publishing requirements for the purposes of MAR.

For this purpose, an issuer may make any announcement required under MAR either:

- A. directly to an RIS; or
- B. indirectly to an RIS through the Company Announcements Office (CAO) of the Irish Stock Exchange plc, trading as Euronext Dublin or through an equivalent announcement office of the relevant trading venue.

## 3. Disclosure of Inside Information

### 3.1 General Guidance

For information on the public disclosure of inside information, please refer to Article 7 and Article 17 of MAR and Commission Implementing Regulation 2016/1055, which sets out the implementing technical standards on the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information.

Explanations for the delay of the publication of inside information under Article 17 (4) MAR must be provided to the Central Bank immediately after the information is disclosed to the public and in accordance with Rule 28 of the Central Bank (Investment Market Conduct) Rules 2019.

### 3.2 Guidance regarding Selective Disclosure of Inside Information

An issuer may, depending on the circumstances, be justified in disclosing inside information to certain categories of recipient in addition to those

employees of the issuer who require the information to perform their functions. The relevant categories of recipient may include:

- A. the issuer's advisers and advisers of any other persons involved or who may be involved in the matter in question;
- B. persons with whom the issuer is negotiating, or intends to negotiate, any commercial, financial or investment transaction (including prospective underwriters or places of the financial instruments of the issuer);
- C. representatives of its employees or trade unions acting on their behalf;
- D. any government department or any other statutory or regulatory body or authority;
- E. major shareholders of the issuer;
- F. the issuer's lenders; and
- G. credit-rating agencies.

Selective disclosure to any or all of the persons referred to at (A) to (G) above may not be justified in every circumstance where an issuer delays disclosure of inside information in accordance with the provisions of Article 17 (4) and 17 (5) of MAR.

### 3.3 Guidance on Identifying Inside Information

In determining the likely price significance of information, the issuer should assess whether the information in question would be likely to be used by a reasonable investor as part of the basis of his investment decision (the reasonable investor test).

In conducting this test, the issuer should take into account the following:

- A. that the significance of the information in question will depend on a number of factors such as the issuer's size, recent developments and market sentiment about the issuer, and the sector in which it operates;
- B. that a reasonable investor will make investment decisions relating to the relevant financial instruments or related derivative financial instruments to maximise his economic self-interest; and
- C. the anticipated impact of the information in light of the totality of the issuer's activities, the reliability of the source of information and any other market variables likely to affect the related financial instrument or derivative financial instrument in the given circumstances.

### 3.4 Guidance relating to information relevant to a reasonable investor's decision

Information that is likely to be considered relevant to a reasonable investor's investment decision as referred to in Article 7(4) of MAR includes, but is not limited to, information that affects:

- A. the assets and liabilities of the issuer;
- B. the performance or the expectation of the performance of the issuer's business;
- C. the financial condition of the issuer;
- D. events that may significantly affect the issuer's ability to meet its commitments;
- E. the course of the issuer's business;
- F. major new developments in the business of the issuer; or
- G. information previously disclosed to the market.

### 3.5 Guidance on Dealing with Media Speculation or Market Rumour

Where there is media speculation or market rumour regarding an issuer and a rumour is known to be false but may be affecting the price of a financial instrument or related derivative instrument, the issuer should consider issuing a clarifying statement to the market.

## 4. Insider Lists

The Commission Implementing Regulation 2016/347 on insider lists requires the inclusion of a "National Identification Number (if applicable)". The National Identification Number is a specific identifier applicable in certain jurisdictions. Ireland does not have such a national identification number. Therefore there is no requirement to state such a national identification number.

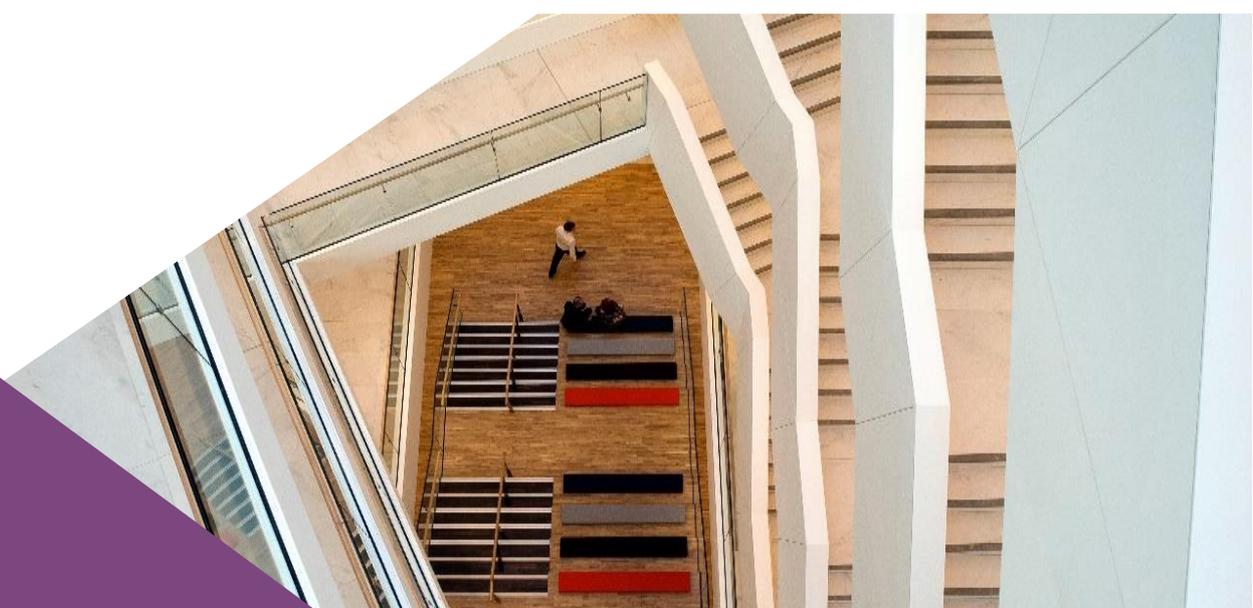
## 5. Managers' Transactions

### 5.1 Guidance on the Notification Threshold

The Central Bank, as the competent authority under Article 19(9) of MAR, has not exercised the available discretion.

### 5.2 Guidance in relation to Article 19 MAR

All persons notifying transactions to the Central Bank to which Article 19 of MAR applies should do so using the mechanism referred to in Rule 28 of the Central Bank (Investment Market Conduct) Rules.



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