

## Chapter 2

# Drawing up the prospectus

## 2.7 Incorporation by reference

### Incorporation by reference

2.7.1

UK

Article 19(1) to (3) of the *Prospectus Regulation* provides for how information may be incorporated by reference in a *prospectus*:

Article 19

#### Incorporation by reference

1. Information may be incorporated by reference in a prospectus where it has been previously or simultaneously published electronically, drawn up in a language fulfilling the requirements of Article 27 as it had effect immediately before IP completion day where the information was published before IP completion day, and where it is contained in one of the following documents:

(a) a document which has—

- (i) before IP completion day, been approved by or filed with a competent authority (as defined in this Regulation as it had effect immediately before IP completion day) in accordance with this Regulation (as it had effect immediately before IP completion day), or a competent authority (as defined in [the *PD*]) in accordance with that Directive; or
- (ii) on or after [IP completion day], been approved by or filed with the competent authority in accordance with this Regulation or the UK law implementing [the *PD*];

(b) documents referred to in points (f) to (i) of Article 1(4) and points (e) to (h) and point (j)(v) of the first subparagraph of Article 1(5);

(c) regulated information;

(d) annual and interim financial information;

(e) audit reports and financial statements;

(f) management reports as referred to in Chapter 5 of [the *Accounting Directive*];

(g) corporate governance statements as referred to in Article 20 of [the *Accounting Directive*];

(h) reports on the determination of the value of an asset or a company;

(i) remuneration reports as referred to in Article 9b of Directive 2007/36/EC of the European Parliament and of the Council;

(j)annual reports or any disclosure of information required under—

- provisions of the law of the United Kingdom relied on at the time of the disclosure in question to implement Articles 22 and 23 of [AIFMD], in relation to disclosures made before IP completion day,
- the UK law which implemented Articles 22 and 23 of [AIFMD], in relation to disclosures after IP completion day.

(k)memorandum and articles of association.

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

Where only certain parts of a document are incorporated by reference, a statement shall be included in the prospectus that the non-incorporated parts are either not relevant for the investor or covered elsewhere in the prospectus.

[**Note:** “Regulated information” is defined in the *Prospectus Regulation* as information defined in point (k) of article 2(1) of the *Transparency Directive*.]

2. When incorporating information by reference, issuers, offerors or persons asking for admission to trading on a regulated market shall ensure accessibility of the information. In particular, a cross-reference list shall be provided in the prospectus in order to enable investors to identify easily specific items of information, and the prospectus shall contain hyperlinks to all documents containing information which is incorporated by reference.

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