

The transposition and implementation of the European Union directive (88/627/EEC) *On the information to be published when a major holding in a listed company is acquired or disposed of*: a comparative survey of 10 accession countries¹

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The aim of this paper is to – in a tabular and easily comparable form – give a brief yet detailed comparative overview of aspects relating to the transposition and implementation of the European Union directive (88/627/EEC) *On the information to be published when a major holding in a listed company is acquired or disposed of* in 10 accession countries.

The questions were devised as to give an insight both into the more technical aspects of the transposition and to provide information as to how the directive as transposed is working in practice, i.e. the implementation. The data has also served as a basis for a more detailed analysis of the current state of affairs with regard to disclosure of ownership and control – an analysis which is presented in a separate report where also the policy implications of our findings are discussed.

When was the Transparency Directive transposed, and in what law/regulation?	
Estonia	Not yet transposed; will be partially transposed with the eventual adoption of the new Securities Markets Act in 2001.
Latvia	30/10/1997
Lithuania	31.01.1997, amended 01.05.1998
Poland	Fully transposed in the Law on Public Trading in Securities (arts. 4.16, 147, 148, 150, 156, 158a, 167, 173) as of early 2001. Initial transposition (partial) in 1994.
Czech Republic	Partially transposed with the amended Commercial Code (para. 183d) in 1996. Fully transposed with the new amendment to the Commercial Code in effect as of 1 January 2001 – still as para 183d. The changes in January 2001 related above all to: (i) the thresholds applied (min. lowered to 5 per cent); (ii) the definitions of groups, controlled undertakings and concerted action; (iii) the level of detail in the reporting; and (iv) the possibilities for enforcement.
Slovak Republic	Not yet transposed. Will be transposed in accordance with the draft Securities Act (May 2001), §110 in conjunction with the Commercial Code (Act no. 513/1991), §66b. It can be noted that there are currently no plans on further specifying the disclosure requirements in the form of a decree by the Ministry of Finance (if this nevertheless would happen it first has to be explicitly mentioned in the law and then, following the adoption of the law, the Ministry may draft such a decree).
Hungary	Transposition has been made into “Act CXI of 1996 on the Offering of Securities, Investment Services and on the Stock Exchange” through the amendments contained in the “Act on the Modification of the Finance-Related Acts” (2001/L). These amendments introduced a new chapter into Act CXI (Chapter XIV/A) which treats the Acquisition of an Influencing Interest in a Public Company Limited by Shares. The relevant paragraphs are 94 (on the meanings of interest), 94/A (on the places of disclosure), 94/B (on thresholds and the process of disclosure) and 94/C-94/0 (on the mandatory/voluntary bid rules).

Romania	With the Law no.52/1994 - Law on securities and stock exchanges - (adopted/promulgated on 7/07/1994 and published on 11/08/1994 in the “Monitorul Oficial” Part I, no. 210, the Official Gazette of Romania). The above mentioned law was modified and completed by the Emergency Ordinance no. 229 of 24 November 2000 (at present abrogated by the Emergency Ordinance no. 27/2001) ³ .
Bulgaria	With the new Law on Public Offering of Securities (adopted on 15 December 1999/published on 30 December 1999)(this law meant that the Law for Securities, Stock Exchanges and Investment Companies from July 1995 was repealed) and the consecutive decree 244 of 24 November 2000 on the adoption of an Ordinance on the Disclosure of Major Holdings in Public and Investment Companies
Slovenia	Partially and indirectly transposed in Art. 64 of the Take-overs Act (Zakon o prevzemih, Uradni list RS, 47/97)

When did the legislation become effective? (or, when is it estimated to become effective?)	
Estonia	Maybe January 2002
Latvia	14/11/1997
Lithuania	Ibid.
Poland	2001 (initial, but partial, transposition in 1994)
Czech Republic	1996/1 January 2001
Slovak Republic	1 January 2002.
Hungary	18 July 2001
Romania	Law 52/1994 became effective on 11 September 1994 (30 days after publication, as per Art. 122 of the same law).
Bulgaria	November 2000
Slovenia	1997 – in 15 days after the publication in the Official Gazette on the 1 st August, 1997

Which are the “competent authorities or authorities” referred to in Article 13?	
Estonia	Securities Market Commission and/or the Stock Exchange
Latvia	Securities Commission and the Stock Exchange for Listed Companies
Lithuania	Securities Commission and the Stock Exchange for Listed Companies
Poland	Securities and Exchange Commission (KPWiG)
Czech Republic	The Securities Market Commission (Komise pro cenné papíry)
Slovak Republic	The Financial Market Authority is the authority responsible for enforcement (§138); in addition notifications should be given to the issuer and to the SCP (Art. 1). The should be seen as a mere executor of the information obligation and has thus no responsibility for enforcement – rather, the SCP is also subject to supervision from the FMA.
Hungary	Hungarian Financial Supervisory Authority (http://www.pszaf.hu)
Romania	The Romanian National Securities Commission (http://cnvm.rdsnet.ro)

³ This Ordinance has been later abrogated by the Emergency Ordinance no. 27/2001 (in any case till not published in the Official Gazette of Romania – at this moment still not – the Ordinance 229/2000 is legally valid). Among other things, according to Ordinance no. 27/2001, the National Securities Commission (NSC) will not have to worry anymore about the changes in the social capital of the open societies which are issuing securities. NSC will only limit to register them.

Bulgaria	The Bulgarian National Securities Commission (http://www.ssec.bg) – in addition reporting by the blockholder on purchases/sales should be made to “the regulated securities market on which the companies shares are listed” (Art. 2), e.g. the Bulgarian Stock Exchange (http://www.bse-sofia.bg)
Slovenia	Securities Market Agency (Agencija za trg vrednostnih papirjev), Securities Market Act, article 1 (Official Gazette of the RS, 56/1999)

The Transparency Directive left the Member States a considerable degree of freedom in implementing the individual articles (see text of directive in Appendix). Indeed, Article 3 allows the Member States to tighten up the transposition at will, converting the provisions of the directive into common minimum standards – has this been done?	
Estonia	n.a.
Latvia	No.
Lithuania	Yes – the rules apply to all publicly tradable issuers.
Poland	Lower and tighter thresholds; rules, with some modification, apply also to OTC issues.
Czech Republic	Lower and tighter thresholds have been implemented; in addition the rules apply to owners of all issuers who are publicly tradable.
Slovak Republic	Only to the extent of choosing 5 per cent as the lower threshold; however, it should be noted that in the draft Securities Act there are still shortcomings with regard to the full transposition of the directive.
Hungary	Lower and tighter thresholds.
Romania	Lower and tighter thresholds.
Bulgaria	They are tighter in some respects, e.g.: (i) the rules apply to all public companies; (ii) the data is made public on a website; and (iii) in the case of an increase in the block it is mandatory to declare whether the aim is to control the company (Art. 6, para. 2, item 3d). At the same time, however, some minor provisions in the directive are not covered (see table on concerted action).
Slovenia	Lower and tighter thresholds; uncertain about definition of groups

Is the first time notification threshold referred to in Article 5 10% or lower?	
Estonia	N.A./unknown
Latvia	It is 10%
Lithuania	It is 10%
Poland	No first time notification was introduced when the directive was fully transposed in 2001 (definition on concerted actions came into force at the beginning of 2001 following the law amendment in 2000).
Czech Republic	The threshold is 5 per cent, and this reporting must be fulfilled according to the new standards as of 30 June 2001.
Slovak Republic	In the current reading of the draft Securities Act there are no provisions making such an initial reporting. Representatives of the Ministry of Finance have, however, been made aware of this shortcoming and indicated that some change may be made before the draft goes to Parliament. With regard to this two alternatives were discussed – either to make an explicit mentioning in the paragraph that blockholders would have to make a notification within e.g. 6 months of the law coming into force (a solution advocated by the

	<p>representative of the ECGN), or to make Art. 1 of the paragraph apply also to blocks of shares <i>existing</i> at a level above one of the reporting thresholds (rather than only <i>passing</i> one of the thresholds), and thus relying on the general transitory provisions of the law (a solution which may lead to confusion in the future).</p> <p>The conclusion is that it is still uncertain whether Article 5 of the directive will be implemented.</p>
Hungary	It is 5%. First time notifications should be made within 60 days after the coming into effect of the new rules (18 July 2001), i.e. no later than end-September 2001.
Romania	<p>There is no explicit first time notification in the Romanian rules. However, indirectly such notification is catered for in several articles of Instructions 13/1996:</p> <p>Art. 11 items 1&2 states that notification is mandatory for all natural or legal persons whose voting rights have reached or are above 5%.</p> <p>Art. 12 extends the obligation of notification to any Securities Society that has knowledge about or participated in any transactions following which up to or above 5% of the voting rights have been reached... .</p> <p>Art. 13 states that the Independent Registrars or the Stock Exchange's Registrar will supply information about shareholders' voting rights to the OEVM upon request.</p>
Bulgaria	<p>There is no explicit first time notification in the Bulgarian rules. However, indirectly such notification is catered for in Art. 2 which states that notification is mandatory for all persons "whose voting rights has <i>reached</i>, exceeded or fallen below..." [emphasis added].</p> <p>The minimum threshold applied is 5 per cent for companies on the official market on a stock exchange (i.e. tiers A, B and C on the Bulgarian Stock Exchange) and 10 per cent for companies whose shares are listed on a regulated securities market other than the stock exchange.</p>
Slovenia	There was no explicit first time notification required by the Agency. Anyway, all the companies going public are required by the Securities Market Act to disclose the ten largest shareholders in the prospectus. By law on dematerialised securities all the 'shareholders' books' are public (and available on request at the Central Clearing Deposit House).

Do natural persons or legal entities have to notify why they notified (i.e. which of the possibilities in Article 7 apply)?	
Estonia	No.
Latvia	No.
Lithuania	Yes.
Poland	No.
Czech Republic	Yes. In practice are some problems with the enforcement of this new (as of 1 January 2001) aspect of the reporting – this data is frequently missing in the notifications.
Slovak Republic	Yes (Art. 5d-e). However, according to the representatives of the Ministry of Finance one will consider changing the draft to include also the concerted action which is indirectly referred to in Art. 1 (with the reference to the Commercial Code).
Hungary	Yes – although the practice is not yet defined.
Romania	No.
Bulgaria	Art. 6, para. 2, item 3b and 3c may be interpreted in this way. In practice, however,

	the notification forms in question are still not prepared by the SSEC and the notification is made as before in a non-standardised way.
Slovenia	No

Do natural persons or legal entities have to notify how they control an undertaking (a, b or c in Article 8)?	
Estonia	No.
Latvia	No.
Lithuania	No.
Poland	No.
Czech Republic	No.
Slovak Republic	No. However, according to para. 5e legal entities and physical persons acting in concert must report the individual stakes held as well as the total (also see above).
Hungary	Yes – although the practice is not yet defined.
Romania	No.
Bulgaria	Yes, art 8 requires the form of control to be disclosed if different from control through direct ownership of voting rights shares; in practice this seems to mean the cases 5 to 8 of Art 2 para 2. Again, however, there is no practice, since there is no form.
Slovenia	No

How much time may pass between crossing a threshold and reporting to the company (and the competent authority/authorities)?	
Estonia	“immediately”
Latvia	7 days
Lithuania	7 days (Article 3) (unclear as article 8 contradicts with stating that the period is 15 days in the English translation)
Poland	7 days after transaction (4 days after the settlement)
Czech Republic	3 working days.
Slovak Republic	1st working day after acquisition (Art. 1).
Hungary	2 calendar days
Romania	2 working days.
Bulgaria	7 days
Slovenia	3 working days

How much time may pass between the notification of the company (and the competent authority/authorities) and the notification of the public; Art. 10(1)?	
Estonia	9 days
Latvia	9 days
Lithuania	8 days (Article 12)
Poland	“immediately”
Czech Republic	9 calendar days.
Slovak Republic	9 calendar days after receiving notification (Art. 6).

Hungary	Not yet specified.
Romania	Not specified, in practice both are on the same day (notification to public done quickly by the S.Exchange, because of internal regulation)
Bulgaria	3 days
Slovenia	3 working days

Who notifies the public; Art. 10(1)?	
Estonia	The Stock Exchange/operator of the regulated market
Latvia	Securities Markets Commission
Lithuania	Securities Markets Commission and the Stock Exchange if the Company is listed (Articles 12 and 13)
Poland	The issuer, via an electronic system called Emitent (Issuer)
Czech Republic	The Securities Centre (SCP).
Slovak Republic	The Securities Centre (SCP) (Art. 6).
Hungary	The issuer in co-operation with the Budapest Stock Exchange (both on their homepages and their periodicals)
Romania	The National Securities Commission who publishes it in the official bulletin and on the web-site and also the Stock Exchange in its daily trading report
Bulgaria	The Bulgarian National Securities Commission notifies the public about the new record in a company's register in its official bulletin and publishes the record itself on its web-site.
Slovenia	The issuer (daily newspaper issued throughout the Republic of Slovenia)

Does the national law prescribe that "a company must also be informed in respect of the proportion of the capital held by a natural person or legal entity"; Art. 4(1)(3)?	
Estonia	No.
Latvia	No.
Lithuania	No.
Poland	Yes.
Czech Republic	No.
Slovak Republic	No.
Hungary	Yes.
Romania	No.
Bulgaria	No.
Slovenia	No.

By what means are the company and the competent authority/authorities notified; Art. 4(2)? How does the competent authority store the notifications (paper, computer)?	
Estonia	Not decided yet (left for the Ministry of Finance to decide in more detailed rules)
Latvia	In writing. They are then stored in paper format in per company files
Lithuania	Standard form for acquisition or disposal via mail or personal delivery (Article 9). They are then stored both in paper format and as Excel spreadsheets.
Poland	Via an electronic system called Emitent (Issuer), KPWiG stores the data in

	electronic forms however reveals it to the public in paper form.
Czech Republic	In writing both to the Securities Market Commission and to the Securities Centre. At the SCP the notifications are stored both in paper (10 years) and electronic form.
Slovak Republic	Written notifications to all three parties (the FMA, the SCP and the issuer). The competent authority will, subject to normal regulations, store the paper notifications for a minimum of 10 years.
Hungary	The notification procedure is not yet decided upon; the Hungarian Financial Supervisory Authority however plans to store the notifications electronically.
Romania	Notification is done on writing on a form drafted by the Romanian National Securities Commission (CNVM) ⁴ . Notifications are saved both in paper copies and in computer readable format.
Bulgaria	According to the ordinance notification should be done in writing on a form drafted by the Bulgarian National Securities Commission. However, as mentioned there is as of yet (June 2001) no form prepared and the notifications from shareholders come irregularly and are often incomplete. But there is a standard regular info coming from the Central Depository which is in the basis of the public info on the web server of the Bulgarian National Securities Commission. This way the public obtains a correct info though not exactly through the way prescribed by the ordinance.
Slovenia	In writing. No special form is required. The Securities Market Agency keeps the notification in its 'Register of authorisations' (Register objav oz. dovoljenj) together with other notifications required from the companies.

In addition to the immediate distribution mentioned in the directive (unless the company is responsible) does the competent authority distribute the notifications cumulatively (e.g. on floppy disk upon request)?	
Estonia	Not decided.
Latvia	Only for a limited number and on special request.
Lithuania	Yes, in a reading room (in per company files) or on diskette on special request.
Poland	Yes, information about the current shareholders of each company is available in printed form from the Information Centre of the KPWiG (updated every 2-3 weeks) for a small fee (the cost of a photo copy); in addition the data is available free of charge on several web sites. Historical data (although not with the current definitions of concerted action) is available from 1994 onwards in a data base which may be bought from private operators; historical data is however not publicly available from the KPWiG.
Czech Republic	Yes, the SCP has all the notifications since 1996 available (free of charge) on their website (http://www.scp.cz). In addition they provide the data upon request on disk or CD for a minor cost.
Slovak Republic	In the current reading of the draft Securities Act the only publication of the data catered for is through an advertisement made by the SCP in the daily business press (Hospodarske Noviny), i.e. in the same fashion as today is done with the ownership

⁴ Extract from the Annual Report 2000, page 33, Ch.2.3:

["For every issue, OEVM makes a record of the identifying elements, the list of documents attached to the application, the amount of share capital, the number and face value of the shares issued, the names of the significant shareholders (those holding a percentage of over 5% of the total shares) and the number of shares owned by each of these shareholders.(...) The issuers must submit to the National Securities Commission the accounting and financial statements and reports, as well as the independent external audit report, according to Regulation no. 2/1996 [regarding the financial statements and reports, as well as the independent external auditor report which issuers must submit to the National Securities Commission]. ...The statements regarding holders of more than 5% of the capital of a company and the general data for a company can, on request, be released on disks."]

	<p>information of direct stakes per issue in accordance with §79a of the current Securities Act.</p> <p>However, in discussions with the representative of the ECGN, the persons responsible for the draft act at the Ministry of Finance were sympathetic to making it mandatory for the SCP to make this information public to the public also “on request in cumulative form”. Such a requirement in the law would very likely lead the SCP to make the notifications available also through the internet since such a solution would more cost-efficient than printing and copying all files as demanded by the public.</p> <p>It cannot be stressed enough that a more accessible publishing of the data is crucial if Slovakia is to live up to the intentions of the large holdings directive, i.e. to make control structures more transparent to non-insiders. If the current situation would prevail (i.e. with only publications in Hospodarske Noviny) it would mean that any party interested in a specific company would have to screen all issues of this particular newspaper since the introduction of the law.</p>
Hungary	Not yet decided.
Romania	Yes, the statements regarding holders of more than 5% of the capital of a company and the general data for a company can, upon request, be released on disks.
Bulgaria	On the Bulgarian National Securities Commission web-site, although slow, it is possible to trace the changes. On the web-site information is given on a per company basis with all notifications given on the same html-sheet; however, there is no special query form which allows for looking at the current status (only) of control. For research this limits the use of the web-site, although for information purposes to the public it is still a useful (although slow) tool.
Slovenia	No, except for the register of notifications of public companies on per company basis that is kept by the Securities Market Agency and can be available on request.

Does the competent authority/authorities have to declare how often it has applied the waiver rule set out in Article 11 (and for which natural person, legal entity)?	
Estonia	No (not in the current reading of the draft) – a waiver rule is included though.
Latvia	There is no waiver rule.
Lithuania	There is no waiver rule.
Poland	There is no explicit waiver rule in the regulations which transpose the directive. However, there is a general rule concerning information obligations saying that if the information could substantially affect issuer business it is possible to inform exclusively the KPWiG – the authority then decides whether it is reasonable to keep such information secret.
Czech Republic	No waiver rule is catered for in the law. The SMC can, however, on the request of a securities trader remove his reporting duty if he is buying on his own account and announces that he will not use these voting rights (Commercial Code, Para. 183d, sect. 8).
Slovak Republic	No waiver rule is included in the draft Securities Act.
Hungary	There is no waiver rule.
Romania	There is no explicit waiver rule.
Bulgaria	No waiver rule is spelled out in the decree.
Slovenia	No waiver rule. Anyway, the possibility of the Agency to exempt the company from the obligation of publishing, following a substantial application filed by that company, is incorporated in the article 66 of the Securities Act that determines the public companies’ reporting on business events having a significantly effect on the

	price of their securities.
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What are the sanctions mentioned in Article 15? How are these sanctions applied (or, what powers are conferred upon the competent authority/authorities for the performance of their duties; Art. 12(2))?	
Estonia	Not specified.
Latvia	<p>A fine on a legal entity – in the amount of up to 200 minimum monthly salaries, on a natural person – a fine in accordance with the Latvian Code of Administrative Violations. In case of a repeated violation. the Commission may prohibit this person from engaging in transactions with securities in public circulation for a time period up to three years, or apply other sanctions provided for in legislative acts. (Article 67.3).</p> <p>Sanctions are applied upon decision of SMC. The cases are made public via the SMC website.</p>
Lithuania	<p>Loss of all votes attaching to the shares which were acquired in excess of the limit subject to declaration for two years from the moment the correct data is announced. Also, all decision adopted between the acquisition of the block of shares and disclosure of correct information may be annulled in court in the event that the issuers managing bodies have been changed or property or non-property rights were violated by the decision(s). (Chapter 3, Article 9.6 of the Securities Law).</p> <p>Sanctions are applied as decided by court.</p>
Poland	<p>Loss of voting rights and/or a fine of up to 1 mn zloty (imposed by the KPWiG); fines are also applicable to issuers (listed companies) who do not immediately publish the notifications.</p>
Czech Republic	<p>The law (para 183d, section 2) states that a party may not use voting rights in excess of the reported volume. The SMC can also nullify voting rights ex post, in addition to imposing fines (theoretical max. of 100 million LCU)</p>
Slovak Republic	<p>The question of sanctions is one of the more problematic in the Slovak setting. In the draft Securities Act there is no specific mentioning of sanctions in case of violation of the reporting duty – only the general authority of the Financial Market Office to fine capital market participants (§138) for non-fulfilment of their duties.</p> <p>However, since in Slovakia it is not possible for state authorities to give penalties to physical persons (only courts can do this) it means that the FMA can only punish licensed subjects of the capital market. In case of violation of the reporting duty by an owner which is not a licensed subject of the capital market the FMA can only hand over the matter to the Criminal Court – a situation which also applies to e.g. suspicions of insider trading by non-licensed subjects.</p> <p>Furthermore, according to the representatives of the Ministry of Finance, it is uncertain whether §110 is covered by the Criminal Act – something which would be necessary for the courts even to consider such a matter.</p> <p>From this it stands clear that enforcement of the directive may come to pose a problem in Slovakia.</p>
Hungary	<p>Loss of all voting rights and/or a fine of up to 100 mn HUF (imposed by the HFSA).</p>
Romania	<p>Instructions 13/1996; Art. 18: fees of 1mil ROL for natural persons and of 10 mil ROL for legal persons (USD\$= 28,984 ROL at 6 June 2001).</p>
Bulgaria	<p>Fines (see Art 12, para. 1) of between (see LPOS Art 221, para. 1) 2,000 to 10,000 Leva (app. USD 900-4,500). In practice, there is no publicly available information on the sanctions imposed on a company. Generally available is just the fact of sanction.</p>

Slovenia	The person that fails to notify the issuer and the Agency within the time limit shall not be entitled to vote on the basis of the ownership of shares in excess of the threshold (article 65, Takeover Act). Further, a penalty of at least 300 000 toolars (3 000 DEM) shall be imposed.
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Apart from the transposition of the transparency directive, are there any other regulatory rules that impose additional ownership data reporting requirements (distinguish between different markets if country has more than one)? If yes, is the ownership data available and from where?	
Estonia	n.a.
Latvia	n.a.
Lithuania	n.a.
Poland	n.a.
Czech Republic	In accordance with the Securities Act (Act no. 591/1992, §87c, section b) information on all owners holding ten per cent or more in dematerialised securities is published by the SCP. The data is available at the SCP web-site and consists of the following variables: (i) date; (ii) ISIN; (iii) issue name; (iv) issuers identification number, ICO; (v) name of owner; (vi) per cent of the issue; and (vii), as of 1 January 2001, also the percentage of registered capital. It should be noted, however, that this applies only to dematerialised securities, i.e. for an issuer who have issued a combination of dematerialised and bearer equity only information on ownership of the former is made available through this channel.
Slovak Republic	For listed companies shareholders with direct ownership exceeding 10 per cent must be mentioned in the Annual Report.
Hungary	n.a.
Romania	For unlisted companies, also the Registry of Commerce at request of authorities
Bulgaria	The central depository should disclose the ownership structure of a company upon request from any shareholder of this company.
Slovenia	The ownership data should be available on request of any shareholder at the Central Clearing Deposit House (the one in charge of keeping the Central Register of the dematerialised securities in accordance with the Securities Market Act) ⁵

Apart from the transposition of the transparency directive and any other rules imposed on the stock markets and its participants, does the stock exchange itself impose additional ownership data reporting requirements (distinguish between different markets if country has more than one)? If yes, is the ownership data available and from where?	
Estonia	n.a.
Latvia	n.a.
Lithuania	n.a.
Poland	n.a.

⁵ Most of the companies' have their shares in the dematerialised form and thus registered at the Central Deposit House (the issue of securities in the dematerialised form is obligatory for the companies who have successfully carried out the initial public offering of these securities, companies whose securities are traded on the organised market as well as the companies that issued shares in accordance with the provisions of the Law on Ownership Transformation (1992) with the public sale as one of the methods of ownership transformation, as well as the companies that on the day of the approval of their privatisation program had more than 50 shareholders.

Czech Republic	No.
Slovak Republic	n.a.
Hungary	n.a.
Romania	For the Stock Exchange, all holdings of the management or up to the 4 th family degree of relatives must be declared even if below 5%, but are not made public.
Bulgaria	The BSEExchange does not impose such requirements, but it receives information in the same way as the Commission from the shareholders and the Central Depository. It discloses it in its bulletin as a free form news on a payable basis and maintain a data base with such information which is also publicly available on a payable basis.
Slovenia	The Stock Exchange requires the companies when applying for listing (or when applying for the expansion of the listed security on the basis of further public issue) at the Official Stock Market to notify the names of the ten biggest security holders, the total number of securities holders as well as the percentage of shares held by the company's management board (the latest available information on then major shareholders of the company, with the voting rights and the information of the largest buyer of newly issued shares, if available).

What companies are subject to the Transparency Directive, and how many are actually reporting?	
Estonia	All public companies
Latvia	All public companies
Lithuania	All public companies
Poland	All public companies
Czech Republic	All publicly traded issuers – irrespectively if they are traded on the Prague Stock Exchange or not. In general reporting seems to be frequent – and it has improved over time.
Slovak Republic	Once implemented it will apply to all publicly traded securities.
Hungary	All listed companies
Romania	All public companies issuing securities and being registered at the Securities Registration Office (OEVN). In effect this means some 115 listed companies at the stock exchange, and the more than 5,900 companies at the RASDAQ market...
Bulgaria	All public companies.
Slovenia	All the companies whose securities that can be traded on the organised market, i.e. that have successfully carried out the initial public offering of these securities and/or has obtained the authorisation for the secondary public offering with compliance to the Securities Market Act (article 2, Takeovers Act) ⁶ .

Is there a noticeable difference between the data reported according to the directive and data available on direct stakes?	
Estonia	n.a.

⁶ The provisions of the Takeover Act (and thus of the article 64) also apply to all shares issued in accordance with the provisions of the Law on Ownership Transformation (1992) provided that the issuer has carried out a public sale or obtained the authorization for secondary public offering as one of the methods of ownership transformation. Further, the provisions of the Takeover Act apply as well to other shares (non-public companies' shares) issued in accordance with the Law on Ownership Transformation provided that the share capital of the issuer exceeded one billion tolar and that the number of the shareholders is higher than 500.

Latvia	n.a.
Lithuania	Slight.
Poland	Yes.
Czech Republic	Yes.
Slovak Republic	n.a.
Hungary	n.a.
Romania	n.a.
Bulgaria	n.a.
Slovenia	No.

What are the thresholds chosen?	
Estonia	5%, 10%, 20%, 33%, 50% and 66%
Latvia	1/10, 1/5, 1/3, _ or 2/3,3/4 of votes in case of acquisition. In case of disposal if the voting power is decreased by at least 5% as the result.
Lithuania	1/10, 1/5, 1/4, 1/3, 1/2, 2/3, or 3/4 of votes
Poland	5 and 10 per cent – then every 2 (listed companies) or 5 (non-listed public companies) per cent change; in addition there are separate notification requirements when reaching 25, 50 and 75 per cent, respectively.
Czech Republic	5%, 10%, 15%, 20%, 25%, 30%, one third, 40%, 45%, 50%, 55%, 60%, two thirds, 70%, 75%, 80%, 90% and 95%
Slovak Republic	5%, 10%, 20%, 33% 50% or 66% (Art. 1).
Hungary	5%, 10%, 15%, 20%, 25%, 30%, 35%, 40%, 45%, 50%, 75% and 90 %
Romania	5%, then every two per cent
Bulgaria	1. five percent or a multiple of five percent of the votes in the general meeting of the company whose shares are listed on an official market at a stock exchange; 2. ten percent, 1/4, 1/3, 1/2, 2/3 or 3/4 of the votes in the general meeting of the company whose shares are listed on a regulated securities market other than the stock exchange.
Slovenia	5, 10, 15, 20, 25, 30, 35, 40, 45, 50, 55, 60, 65, 70, 75, 80, 85, 90 and 95 per cent

General comments	
Estonia	No data
Latvia	Formally implemented but does not result in data being available. Data is collected from company, not the holder of the voting rights; blocks are not reported, reporting is done “on demand from the SMC”, not on regular basis.
Lithuania	Fully implemented and data easily available
Poland	Fully implemented and data easily available; lacks a first-time notification provision after the full transposition (2001).
Czech Republic	Fully implemented and data easily available
Slovak Republic	An additional problem in the case of Slovakia with regard to enforcement is that given that public joint-stock companies are able to issue both public and non-public shares (as well as a combination of bearer and registered shares) – and there is no active role for the issuer in “relaying” the data, nor any explicit mentioning in the law that the reporting party (owner) or the organisation responsible for publishing the data (SCP) is obliged compare the figures with the data on total capital in the

	Commercial Register (where all issues, irrespective of whether they are public or non-public, must be registered) – it is by no means certain that the owner will bother to make sure that he has accurate information on the real extent of his/her relative voting power in an issuer.
Hungary	n.a./still no practice or data to refer to
Romania	Uncertain about availability and quality of data; uncertain about definition of blocks
Bulgaria	Uncertain about availability and quality of data
Slovenia	Uncertain about availability and quality of data; uncertain about definition of blocks ⁷

⁷ SLOVENIA - FURTHER NOTES:

According to the Takeovers Act (article 4) the securities under acquisition to which the take over bid applies (and thus the reporting requirement under the article 64) shall be considered:

1. voting shares
2. voting shares acquired by a third party on behalf and for the account of the person or entity
3. voting shares belonging to a company which is directly or indirectly dependent on the person or entity mentioned in the preceding paragraph or to the company that has a controlling interest in such person or entity,
4. securities with the right of conversion and purchase of voting shares,
5. a right to purchase voting shares at a specified date and at a price fixed in advance (options to purchase).

Further, the take over bid shall be submitted also if several persons or entities at jointly in the exercise of their voting rights on the basis of the shareholder agreement or otherwise, so that they are granted 25% of the voting rights (article 60). This is not the case of the organised gathering of proxies (gathering of proxies designed for more than 50 holders of the voting shares). These gathering shall also be reported to the Agency.

Anyway, it seems that in practice the companies usually don't report any shareholders agreement or gathering of proxies and that the Agency doesn't give much attention to control it.