

# Revised Rules on Disclosure of Significant Shareholdings in Italian Listed Companies after COVID-19 Outbreak

April 16, 2020

As described in [our alert memorandum](#), on April 9, 2020 the Italian Government published a new decree-law (the “Decree”), introducing urgent measures to mitigate the effects of the ongoing COVID-19 outbreak on national economy. In order to detect potential takeovers or creeping acquisitions of control over Italian listed companies, the Decree broadened the powers of the Italian Market Authority (“CONSOB”) on the disclosure of significant shareholdings.

Before the enactment of the Decree, CONSOB had the power to lower, for a limited period of time, the thresholds for the disclosure of significant shareholdings only for companies with a very large capitalization. Using such power, on March 17, 2020 CONSOB lowered the minimum disclosure thresholds for certain large listed companies.

The Decree (i) **removed the requirement of large capitalization** and (ii) granted CONSOB with the power to impose **disclosure of investors’ objectives upon reaching the 5% threshold**

If you have any questions concerning this memorandum, please reach out to your regular firm contact or the following authors

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## Minimum thresholds for the disclosure of significant shareholdings

Pursuant to CONSOB Resolution No. 21326 of April 9, 2020, for a period of three months from its effective date (*i.e.*, until July 11, 2020), the minimum thresholds for disclosure of significant shareholdings are lowered:

- from 3% **to 1% of the voting share capital** for the 39 large issuers listed in [Annex A](#); and
- from 5% **to 3% of the voting share capital** for the 65 SMEs listed in [Annex B](#).

Italian listed companies having a controlling shareholder owning at least 50% of the voting share capital are excluded from both lists.

**Consequently, any shareholder holding, as of April 11, 2020, a stake in one of the 104 issuers listed in Annexes A or B above the new minimum thresholds of 1% or 3% (and below the previous thresholds of 3% and 5%) must disclose to the issuer and to CONSOB within 10 business days (*i.e.*, by April 27, 2020).**

## Disclosure of investors' objectives

An investor acquiring a stake equal to or above 10%, 20% and 25% in an Italian listed company is obliged to state the objectives it intends to pursue in the following six months. Pursuant to the Decree, CONSOB may, for a limited period of time, require the disclosure of such objectives also in case of acquisition of a stakes equal to or above 5% in a in an Italian listed company **with a particularly dispersed ownership structure**.

Pursuant to CONSOB Resolution No. 21327 of April 9, 2020, for a period of three months from its effective date (*i.e.*, until July 11, 2020), CONSOB sets a new 5% threshold in addition to the statutory 10%, 20% and 25% thresholds. It is reasonable to conclude that the obligation to disclose their objectives only applies to investors reaching or crossing the 5% threshold between April 11, 2020 and July 11, 2020 and not to those who have crossed the 5% threshold during the prior regime.

A list of the 104 Italian issuers with a particularly dispersed ownership structure can be found [here](#).

Finally, the disclosure of investors' objectives is not required when one of the exemptions provided by Article 122-ter of CONSOB Regulation No. 11971 of May 14, 1999 (as recently introduced by CONSOB Resolution No. 21320/2020) is met.

If you have any questions on the above, please do not hesitate to reach out to us.

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