



STATUTORY INSTRUMENTS.

S.I. No. 135 of 2022



CENTRAL BANK ACT 1942 (SECTION 32E) PROSPECTUS AND
RELATED DOCUMENTS FEE REGULATIONS 2022

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In the exercise of the powers conferred on it by Section 32E of the Central Bank Act 1942 (No. 22 of 1942) (as inserted by the Central Bank Reform Act 2010 (No. 23 of 2010)), the Central Bank Commission hereby makes the following regulations, which shall be effective upon the approval of the Minister for Finance:

1. These Regulations may be cited as the Central Bank Act 1942 (Section 32E) Prospectus and Related Documents Fee Regulations 2022.

2. These Regulations shall come into operation on 31 March 2022.

3. In these Regulations, except where the context otherwise requires:

“approval of a Relevant Approval Document” means the positive act at the outcome of the scrutiny of the completeness of a Relevant Approval Document by the Bank including the consistency of the information given and its comprehensibility;

“Bank” means the Central Bank of Ireland;

“Domestic Prospectus Regulations” means European Union (Prospectus) Regulations 2019 (S.I. No. 380 of 2019);

“EU Prospectus Regulation” means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017¹ on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC;

“fee notice” means a notice in writing sent by the Bank indicating the required fee amount payable in respect of –

- (a) the approval of a Relevant Approval Document, or
- (b) the performance by the Bank of its functions, under the EU Prospectus Regulation and the Domestic Prospectus Regulations, in respect of a Relevant Filing Document,

submitted in accordance with Regulation 5;

“Prospectus Rules” means Part 4 of the Central Bank (Investment Market Conduct) Rules 2019 (S.I. No. 366 of 2019);

“Relevant Approval Document” means any document submitted to the Bank for approval under the EU Prospectus Regulation, Domestic Prospectus Regulations or the Prospectus Rules, and shall include those documents referred to in Parts 1 and 2 of the Schedule;

¹ OJ L 168, 30.6.2017, p. 12

“Relevant Filing Document” means any document filed with the Bank pursuant to Article 8(5) of the EU Prospectus Regulation;

“Relevant Person” means –

- (a) in respect of a Relevant Approval Document, an issuer, offeror or person seeking admission to trading, as the case may be, that submits a Relevant Approval Document, or
 - (b) in respect of a Relevant Filing Document, an issuer that files a Relevant Filing Document,
- either directly or through an agent;

“required fee amount” means the amount payable pursuant to Regulation 4(1) or (2);

“Schedule” means the Schedule to these Regulations.

In these Regulations, except where the context otherwise requires, words and expressions that are also used in the EU Prospectus Regulation have the same meaning as in the EU Prospectus Regulation.

4. (1) Each Relevant Person that submits a Relevant Approval Document shall pay to the Bank a fee in respect of the approval of a Relevant Approval Document the amount of which is specified in Part 1 of the Schedule opposite to the applicable category or categories of securities or in Part 2 of the Schedule.

(2) Each Relevant Person that files a Relevant Filing Document shall pay to the Bank a fee in respect of the performance by the Bank of its functions under the EU Prospectus Regulation and the Domestic Prospectus Regulations in respect of a Relevant Filing Document the amount of which is specified in Part 3 of the Schedule.

5. The Bank may issue to a Relevant Person (or to a Relevant Person’s agent in circumstances where such Relevant Person has submitted a Relevant Approval Document or filed a Relevant Filing Document, as the case may be, through an agent) a fee notice.

6. The Bank shall determine the appropriate category in the Schedule that shall apply to a Relevant Approval Document or a Relevant Filing Document submitted in accordance with Regulation 4.

7. The required fee amount shall be payable to the Bank -

- (a) in the case of a Relevant Approval Document, prior to approval by the Bank of the Relevant Approval Document in question, and
- (b) in the case of a Relevant Filing Document, within 30 days of the date of issue of the fee notice.

8. The required fee amount shall be paid by direct bank transfer or equivalent electronic transfer of funds to the bank account specified by the Bank, or in such other manner as is specified by the Bank.

9. The Bank may reduce, remit or waive a required fee amount, or extend the time for payment (as set out in Regulation 7 hereof) of all or part of a required fee amount in exceptional circumstances (at the Bank's discretion), upon the request of a Relevant Person.

10. Every sum payable by a Relevant Person under these Regulations shall be recoverable by the Bank from that Relevant Person as a simple contract debt in a court of competent jurisdiction.

11. A fee notice issued in accordance with these Regulations to be served on a Relevant Person (or to a Relevant Person's agent in circumstances where such Relevant Person has submitted a Relevant Approval Document or Relevant Filing Document through an agent) by the Bank may be served in any of the following ways:

- (a) if the Relevant Person (or agent if applicable) is an individual-
 - (i) by delivering it to that person, or
 - (ii) by sending it by post addressed to that person at the person's usual or last known place of residence or business, or
 - (iii) by leaving it for that person at that place;
- (b) if the Relevant Person (or agent if applicable) is a body corporate or an unincorporated body of persons, by sending it to the body by post to, or addressing it to and leaving it at, in the case of a company, its registered office (within the meaning of the Companies Act 2014 (No. 38 of 2014)) and, in any other case, its principal place of business;
- (c) as provided for by the Central Bank Act 1942 (Service of Notices and Other Documents) Regulations 2013 (S.I. No. 300 of 2013).

12. The Bank may exercise any of the powers and perform any of the functions and duties imposed on the Bank by these Regulations through or by any of the officers or employees of the Bank.

13. The Central Bank Act 1942 (Section 32E) Prospectus and Related Documents Approval Fee Regulations 2015 (S.I. No. 106 of 2015) are revoked.

SCHEDULE
RELEVANT DOCUMENT FEES

In this Schedule, words and expressions that are also used in the EU Prospectus Regulation have the same meaning as in the EU Prospectus Regulation.

Part 1

The following fees will apply in respect of the submission of a Relevant Approval Document in accordance with these Regulations, other than a document referred to in Part 2:

Relevant Approval Documents relating to:	Equity Securities ¹	Non-equity securities	Equity securities issued by collective investment undertakings falling within the scope of the EU Prospectus Regulation
Prospectus ² Approval Fee	€45,000	€5,000	€1,800
Base Prospectus Approval Fee	N/A	€7,500	N/A
EU Recovery Prospectus Approval Fee	€20,000	N/A	N/A
Registration Document Approval Fee	€30,000	€3,250	€1,200
Securities Note ³ Approval Fee	€15,000	€1,750	€600
Securities Note for a Base Prospectus drawn up as separate documents (within the meaning of Article 8(6) of the EU Prospectus Regulation) Approval Fee	N/A	€7,500	N/A
Supplement Approval Fee	€8,000	€1,750	€600

¹ Excluding equity securities issued by collective investment undertakings falling within the scope of the EU Prospectus Regulation.

² Excluding a base prospectus and an EU recovery prospectus.

³ Excluding a securities note for a base prospectus drawn up as separate documents (within the meaning of Article 8(6) of the EU Prospectus Regulation).

Part 2

The following fees will apply in respect of the submission of the following Relevant Approval Documents in accordance with these Regulations:

Universal Registration Document Approval Fee	€30,000
Supplement to Universal Registration Document Approval Fee	€8,000

Part 3

The following fee will apply in respect of the filing of a Relevant Filing Document in accordance with these Regulations:

Relevant Filing Document:	Non-equity securities
Fee for each document filed	€50

Signed for and on behalf of the
CENTRAL BANK COMMISSION
21 February 2022

DERVILLE ROWLAND,
Director General (Financial Conduct)

EXPLANATORY NOTE

(This note is not part of the Instrument and does not purport to be a legal interpretation.)

These Regulations, made by the Central Bank Commission, revoke and replace the Central Bank Act 1942 (Section 32E) Prospectus and Related Documents Approval Fee Regulations 2015 (S.I. No. 106 of 2015). They set out the obligation on applicants for prospectus approval to pay a fee in advance of receipt of that approval. They also set out the obligation to pay a fee in respect of certain documents that are filed with the Bank.

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