**Multi-Vote Share Structures Public Consultation**

**on the DIRECTIVE OF THE EUROPEAN PARLIAMENT AND OFTHE COUNCIL of 23 October 2024 on multiple-vote share structures in companies that seek admission to trading of their shares on a multilateral trading facility**

**Directive (EU) 2024/2810**

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The Department of Enterprise, Tourism and Employment is seeking the views of stakeholders on the transposition of [Directive - EU - 2024/2810 - EN - EUR-Lex](https://eur-lex.europa.eu/eli/dir/2024/2810/oj/eng)[[1]](#footnote-2) into Irish law.

Views from stakeholders and interested parties are requested no later than 5pm on the Monday 8th of September, 2025. Submissions should be marked Multiple-Vote Share Structure Directive and should be emailed to CLRUNIT@enterprise.gov.ie . Further queries can also be made to that email address.

The responses to the consultation will help inform the work to be undertaken by the Department on the transposition of the Directive.

## Background

The Multiple-Vote Share Directive (MVSD) is part of the EU Commission’s Listing Act package that further develops the EU’s Capital Markets Union (CMU) with measures designed to simplify and improve listing rules, in particular for SMEs. The aim of the Listing Act is to alleviate the administrative burden for companies such as SMEs, so that they can better access public funding by listing on stock exchanges.

The proposal for this Directive was published in December 2022 and following negotiations by the European Council and the European Parliament, the agreed Directive was published in the EU’s official journal in November 2024.

Multiple Vote Shares (MVS) are a class of shares that carry higher voting rights than another class of shares with voting rights. An MVS structure in a company's share capital ultimately means that there are at least two distinct classes of shares. One of the classes of shares has a lower number of votes per share than another class with voting rights.

It is a form of a control enhancing mechanism enabling controlling shareholders - usually company owners/founders - to retain decision-making power in a company while raising funds from the public. In this way, the MVSD is designed to provide ease of access for SMEs to publicly listed status, increasing the attraction of listing on smaller trading venues for SMEs, such as SME growth markets and other multilateral trading facilities (MTFs).

Ireland and other Member States are obliged to transpose the Directive by 4 December 2026.

## Member State Options

The Department requests the views of interested parties with regard to the Member State options set out in Appendix I. It is not consulting on the balance of the Directive, which has direct effect/mandatory applicability, and Member States have no discretion in this regard.

## Consultation Responses

Stakeholder views are welcomed from all interested parties, including companies in scope, non-governmental organisations, the research community and beyond. We ask that respondents structure their responses according to the Member State options outlined, responding to one or more of them as appropriate.

Respondents are also encouraged to provide any other views they may have on the transposition process or the Directive in general.

## Information on Consultation Process

**Freedom of Information Act 2014 and Publication of Submissions**

The Department will make public on its website all submissions received under this consultation. Your attention is also drawn to the fact that information provided to the Department may be disclosed in response to a request under the Freedom of Information Act 2014. Therefore, should you consider that any information you provide is commercially sensitive, please identify same, and specify the reason for its sensitivity. The Department will consult with you regarding information identified by you as sensitive before publishing or otherwise disclosing it.

## General Data Protection Regulation

Respondents should note that the General Data Protection Regulation (‘GDPR’) entered into force in Ireland on 25th May 2018 and it is intended to give individuals more control over their personal data. The key principles under the Regulation are as follows:

• Lawfulness, fairness and transparency

• Purpose limitation

• Data minimisation

• Accuracy

• Storage limitation

• Integrity and confidentiality

• Accountability.

The Department of Enterprise, Tourism and Employment is subject to the provisions of the Regulation in relation to personal data collected by it from 25 May 2018. Any personal information which you volunteer to this Department, will be treated with the highest standards of security and confidentiality, strictly in accordance with the Data Protection Acts 1988 to 2018.

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## Appendix I

**Consultation by the Department of Enterprise, Tourism and Employment regarding Directive (EU) 2024/2810 of the European Parliament and of the Council of 23 October 2024 on multiple vote share structures in companies that seek admission to trading of their shares on a multilateral trading facility**

| **Member State Option**  | **Do you consider that Ireland should exercise this option? Please provide reasons for your answer.** |
| --- | --- |
| **Article 3 - Adoption or modification of an MVS Structure before admission to trading** |
| **Article 3.3** Member States may make the exercise of the enhanced voting rights attached to the MVSs conditional upon shares of the company being admitted to trading on an MTF. |  |
| **Article 4 - Safeguards** |
| **Article 4.1, point b** (Member States shall…..):(b) limit the impact of the MVSs on the decision-making process at the general meeting by introducing at least one of the following:(i) a maximum ratio of the number of votes attached to MVSs to the number of votes attached to shares with the lowest voting rights;(ii) a requirement that decisions by the general meeting subject to qualified majority of the votes cast as specified in national law, excluding decisions regarding the appointment and dismissal of members of the administrative, management and supervisory bodies of the company, and also excluding operational decisions to be taken by such bodies which are submitted to the general meeting for approval, are to be adopted by:(1) a qualified majority, as specified in national law, both of the votes cast and either of the share capital represented at the general meeting or of the number of shares represented at the general meeting; or (2) a qualified majority, as specified in national law, of the votes cast, and subject to a separate vote in each class of shares the rights of which are affected. | In Article 4.1(b), should Ireland exercise:* option (i) or (ii) or both?
* In option (ii) of sub-paragraph (b), should Ireland exercise

option (1) or (2)?* If option (1) is exercised, should a qualified majority of either the share capital or the number of shares represented at the meeting be used?

Please provide reasons for your choices. |
| **Article 4.2**Member States may provide for further safeguards to ensure adequate protection of the interests of shareholders who do not hold MVSs. Such safeguards may include, in particular, provisions to prevent the enhanced voting rights attached to MVSs from continuing to exist after:1. their transfer to third parties or upon the death, incapacitation or retirement of the original holder of those MVSs (transfer-based sunset clause);
2. a designated period of time (time-based sunset clause);
3. the occurrence of a specified event (event-based sunset clause)***.***
 | Should additional safeguards be applied in line with Article 4.2(a) –(c)? Please specify which safeguards should apply and why. |

**Please provide any further views you have in relation to the transposition and development of future policy in this area.**

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1. [Directive - EU - 2024/2810 - EN - EUR-Lex](https://eur-lex.europa.eu/eli/dir/2024/2810/oj/eng) [↑](#footnote-ref-2)