

PRESS RELEASE

ESMA promotes consistent application of prospectus disclosure requirements

The European Securities and Markets Authority (ESMA), the EU's securities markets regulator, has published today its final Guidelines on disclosure requirements under the Prospectus Regulation.

The Guidelines provide guidance to financial market participants regarding the disclosure of financial and non-financial information in the prospectus. The aim of the Guidelines is to ensure that market participants have a uniform understanding of the relevant disclosure required in the various annexes included in the Commission Delegated Regulation (EU) 2019/980. The Guidelines will help those responsible for the prospectus to assess which disclosure is required and to promote consistency across the EU in how the annexes to the Delegated Regulation are applied.

The Guidelines aim to support competent authorities in properly assessing the completeness, comprehensibility and consistency of information in prospectuses.

Steven Maijoor, Chair, said:

“These Guidelines are essential to facilitating a clear and consistent EU wide understanding of some of the more detailed and complex disclosure requirements in the prospectus sphere. They are key for both financial market participants and national competent authorities, and their publication will contribute to consistency and convergence in the prospectus area and ultimately investor protection.”

The Guidelines cover a variety of financial and non-financial topics, including:

- Pro Forma information;
- Working capital statements;
- Capitalisation and indebtedness;
- Profit forecasts and estimates;
- Historical financial information;



- Operating and financial review;
- Options agreements; and
- Collective investment undertakings.

Key Issues

The Guidelines clarify ESMA's expectations on the key areas of working capital statements and pro forma information. In relation to working capital statements, new guidance on how offerings should be considered when determining if an issuer can provide a clean working capital statement is provided. Regarding Pro Forma information, ESMA maintained its position in relation to the aggregation of several transactions for the purposes of Pro Forma information. The aggregation principle, introduced in the July 2019 [Consultation Paper](#), is considered an important policy change from an investor protection perspective.

The completion of these Guidelines is ESMA's latest output in a series of workstreams undertaken during the transition from the Prospectus Directive to the Prospectus Regulation. The full list of ESMA's prospectus work is available [here](#).

Next steps

Once translated into all official languages of the EU, ESMA will focus on the consistent application of the Guidelines by national competent authorities.

Notes for editors

1. [ESMA31-62-1426 Final report – ESMA Guidelines on disclosure requirements under the Prospectus Regulation](#)
2. [Regulation \(EU\) 2017/1129 of the European Parliament and of the Council](#)
3. [Commission Delegated Regulation \(EU\) 2019/980](#)
4. ESMA is the European Union's securities markets regulator. Its mission is to enhance investor protection and promote stable and orderly financial markets. It achieves these objectives through four activities:
 - i. assessing risks to investors, markets and financial stability;
 - ii. completing a single rulebook for EU financial markets;



iii. promoting supervisory convergence; and

iv. directly supervising specific financial entities.

5. ESMA achieves its mission within the European System of Financial Supervision (ESFS) through active cooperation with the European Banking Authority (EBA), the European Insurance and Occupational Pensions Authority (EIOPA), the European Systemic Risk Board, and with national authorities with competencies in securities markets (NCAs).

Further information:

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