

18 July 2019

Approval of Consultation Paper and Q&As pertaining to the New Prospectus Regulation

On 12 July 2019 ESMA published a consultation paper concerning the draft Guidelines on disclosure requirements under the New Prospectus Regulation. Through the [Consultation Paper](#) ESMA is seeking stakeholders' views on the draft Guidelines, the purpose of which is that of ensuring a uniform understanding of the relevant disclosure requirements and to assist national competent authorities when assessing the completeness, comprehensibility and consistency of information contained in prospectuses. The consultation period closes on 04 October 2019, whereby ESMA will use the feedback received to finalise the draft Guidelines.

Topics covered in the draft Guidelines include historical financial information, interim financial information, profit forecasts and estimates, working capital statements, and capitalisation and indebtedness. The draft Guidelines are intended to clarify the content of the indebtedness statement, to provide new guidance on working capital statements to clarify how offerings should be considered when determining if an issuer can provide a clean working capital statement, and to provide specific guidance concerning working capital statements prepared by credit institutions and (re)insurance undertakings.

Additionally, on the same date, 25 [Q&As](#) were published on ESMA's website, with the purpose of promoting common supervisory approaches and practices in the application of prospectus supervision.

Three of these Q&As provide clarification on the following issues in relation to the New Prospectus Regulation:

- The application of Article 23(3) of the New Prospectus Regulation in relation to issuers that qualify as financial intermediaries.
- Continuing an offer which has initially been made using a base prospectus approved under the Prospectus Directive after the entry into application of the New Prospectus Regulation.

Additionally, ESMA is publishing 22 Q&As that have been updated in relation to the new Prospectus Regulation, which Q&As were originally published in relation to Directive 2003/71/EC (the 'Prospectus Directive').

Contacts

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