

16 July 2020

ESMA publishes Guidelines on Disclosure Requirements

On 15 July 2020, the European Securities and Markets Authority (ESMA) has published its final [Guidelines on disclosure requirements under the Prospectus Regulation](#).

The Guidelines aim to provide guidance to market participants on the disclosure of financial and non-financial information in the prospectus, to ensure a consistent understanding of the relevant disclosures required in terms of the annexes to Commission Delegated Regulation (EU) 2019/980. The Guidelines are also intended to support national competent authorities in properly assessing the completeness, comprehensibility and consistency of information disclosed in prospectuses.

The key financial and non-financial matters clarified by the Guidelines *inter alia* include:

- 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.

Additional guidance on the manner in which offerings should be considered when determining if an issuer can provide a clean working capital statement is provided. With respect to pro forma information, ESMA has maintained its position in relation to the aggregation of several transactions for this purpose, which principle is considered as crucial from an investor protection perspective.

Market participants may also wish to refer to ESMA's updated [webpage on prospectuses](#), which has been revamped to present the most recent information on prospectus-related matters.

Contacts

Should you have any queries regarding the above, please do not hesitate to contact us on listings@mfsa.com.mt.