11 March 2026

EU Listing Act / Prospectus Regulation

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DRAFT

Commission Delegated Regulation amending Delegated Regulation (EU) 2019/980 as regards the standardised format and sequence and the streamlined content, scrutiny and approval of the prospectus

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ICMA feedback

EXECUTIVE SUMMARY

Mandatory sequencing

(1) The alleviation for base prospectuses is welcome, but some related explicit alleviation wording should be reinstated and the alleviation should also extend to registration documents for bi/tri-partite base prospectuses where standalone prospectus use has been excluded.

(2) The Level 1 alleviation for (notably) 144A prospectuses is welcome, but alleviating other standalone prospectuses (including 'drawdown' prospectuses) would be welcome.

(3) Otherwise: (i) cover pages will still come first; (ii) the alleviation for prospectuses not based solely on Annexes 7a/15a is welcome; (iii) application based on Section order only is welcome; and (iv) expected groupings presumably remain possible (such as for information incorporated by reference and no material adverse / significant change statements).

Non-EuGB ESG issuance

(4) Disclosure of project/activity goals/characteristics will presumably be at framework level.

(5) Disclosure of deviations from proceeds allocation should not be limited just to contractual "terms and conditions", and hyperlinks should be allowed for disclosure of structured securities' underlying,

(6) The disclosure requirement on purchasing underlying assets is of unclear value, and the disclosure requirement on "advanced amortisation" could more clearly reference its application to early redemption.

(7) Disclosure of proceeds' percentage allocation to compliant activities (for bonds advertised as EU taxonomy or other classification compliant) should be 'Category C', whilst disclosure regarding "advanced amortisation" and regarding structured securities' as 'non-direct investment' should both be 'Category B'.

EuGB ESG issuance

(8) Incorporation by reference / inclusion of just "relevant" information, and via final terms, is welcome.

Other aspects

(9) For own indices, disclosing where information can be obtained (or website access on request, free of charge, to an index rules summary - together with performance data) should be allowed.

(10) Permissive references to "Other negative statements" regarding trend information should be deleted.

(11) Where the Securitisation Regulation applies, disclosure on how its transparency and reporting obligations are met should suffice in terms of documents available inspection.

(12) Disclosure items that merely repeat other provisions should be deleted

Drafting corrections

(13) Current drafting should be reinstated regarding "otherwise" in the accounting/audit context and investors' "own assessment" in the investing suitability context.

(14) Disclosure provisions are missing from certain Annexes regarding PRIIPs/MiFID expenses, issuer risk materiality ordering / corroboration and securities note responsibility statements.

(15) There should be no A/B/C categorisation in the standalone non-equity prospectus Annex and there should be consistent use of "classification" (or "categorisation") terminology in the ESG context.

(16) Several typographic errors should be corrected.

1. ICMA welcomes the opportunity to provide feedback, from the perspective of the mainstream international bond markets (Eurobonds), on the draft Commission Delegated Regulation amending Commission Delegated Regulation (EU) 2019/980 (**CDR**). (The draft CDR follows ESMA's June 2025 Final Report on related technical advice.)

MANDATORY SEQUENCING

2. **Base prospectuses**

   (A) **Alleviation for base prospectuses welcome** – The provision (as narrated in the draft amending Regulation's Recital 10 and implemented in the wording of draft CDR Art.25) of a more flexible format for base prospectuses (relating to debt issuance programmes), in order to safeguard the efficiency objective of base prospectuses, is crucial and very welcome.

   (B) **Re-instate explicit alleviation wording** – In this respect, it is unclear why the final paragraph[1] of current CDR Art.25(1)/(2) has not been carried over into draft CDR Art.25(1)/(2) and it should (subject to #3(B) below) be reinstated.

   (C) **Alleviate 'bi/tri-partite' base prospectus registration documents excluding standalone use** – Under draft CDR Art.25(2), this more flexible format does not apply to 'bi/tri-partite' base prospectuses' separate registration documents based on Draft CDR Annex 7a and concerning only a single issuer. This concept follows ESMA's Final Report (Draft Art.23(2) at pp.9-10 of the Final Report's Annex V 'clean'). ESMA's reasoning in this respect (at #24 on p.18 of the Final Report) was *"to avoid different format requirements applying to a registration document which is re-used in both a tripartite standalone and base prospectus"*. The operative wording should

[1] *"The issuer, offeror or person asking for admission to trading on a regulated market may decide the order in which the information referred to in the Annexes to this Regulation is set out in the base prospectus."*

therefore be limited only to registration documents that may be used in both a base prospectus and a standalone prospectus, excluding cases where standalone prospectus use has been excluded.

3. **Standalone prospectuses**

   (A) **Alleviation for (notably) 144A prospectuses welcome** – Art.6(6) of the Level 1 Prospectus Regulation (as applicable under the Listing Act from 5 June) exempts, from Art.6(2) mandatory sequencing, regulated market admission prospectuses where the securities concerned *"are simultaneously offered to or privately placed with investors in a third country where an offering document is prepared under law, rule or market practice"*, which is welcome (notably in the context of offerings pursuant to SEC Rule 144A under the US Securities Act of 1933).

   (B) **Query alleviating other standalone (incl. 'drawdown') prospectuses** – The application of mandatory sequencing to other standalone non-equity prospectuses (under draft CDR Art.24a) is still seen as unnecessarily complicating. This notably includes 'drawdown' prospectuses, prepared for many issuances under debt issuance programmes where the Prospectus Regulation (through limitations around disclosure in final terms and the use of supplements) restricts usage of the programme's base prospectus and final terms for an issuance. (Such 'drawdown' prospectuses incorporate much of the relevant base prospectus information by reference though being technically approved as standalone prospectuses – yet presumably regulators are not expected to actually require a reordering of the underlying base prospectus as that would be absurd, even if only in the form of a checklist.) Further alleviation in respect of standalones would thus be very welcome and hopefully manageable within the technical framework of the Level 1 provisions.

4. **Cover pages still first** – Though a 'cover note' is not actually required under draft CDR Art.24a or Art.25a (with the table of contents as the first item listed), voluntary cover pages are understood to be acceptable[2] and will then intrinsically come first notwithstanding the elements formally referenced in the prescribed sequencing.

5. **Alleviation where not *"based solely on"* draft CDR Annexes 7a/15a welcome** – Draft CDR Article 24a on prospectus format specifies certain sequencing provisions (including application of draft CDR Annex 16b) for certain prospectuses that are *"based solely"* on draft CDR Annexes 7a and 15a. This is presumably intended to alleviate more complex scenarios (avoiding imposition of excessive burdens as noted in draft amending Regulation Recital 8) that involve further Annexes, notably including the 'add-on' / 'building block' Annexes in Part C (on securities with underlying assets, asset-backed securities, pro-forma information, guarantees, consent and ESG securities) of the draft CDR's *List of Annexes* – which is welcome.

6. **Application based on Section order only welcome** – Draft CDR Art.24a(1a)(d) appropriately references mandatory sequencing *"based on the order of sections … in that Annex [16b]"* (but not also based on individual items and sub-items within the Sections), which is welcome.[3]

7. **Groupings should still be possible** – Investors and NCAs expect to easily find together in one place certain related disclosure items (without needing to search for such information in different

[2] See ESMA Final Report #25 on p.18: << *Due to concerns about the disclosure which the proposed cover note should contain, and the fact that issuers already produce "cover pages", the cover note proposal is dropped from both Articles [22] and [23] of the CDR on scrutiny and disclosure. ESMA's advice is that it should be dropped to avoid unnecessary burden for issuers but also to pre-empt the risk of diverging practices emerging with respect to cover notes.* >>

[3] It would otherwise further impair investor expectations (given the general harmonisation of ordering that already exists) and be very challenging for issuers to have to try to align with the order of the CDR Annex disclosure items (that might also change as the CDR is further amended over time) – particularly (to the point of nullifying the Listing Act's alleviation / simplification aims) their delicately drafted contractual terms and conditions, which are often set out verbatim in the prospectus for fuller transparency.

places).[4] This is notably the case for the list of information incorporated by reference which is typically included in one section of the prospectus (as it can touch on various underlying information items and not just financial information). It is also the case for the statements of no material adverse change and no significant change (that touches notably on trend information under item 4.4 and significant change in financial position under item 10.3 of draft CDR Annex 16b). Such groupings presumably remain possible to ensure investors and NCAs can find the information where it is logically expected.

ESG ISSUANCE / NON-EuGB CONTEXT (DRAFT CDR ANNEX 22a)

8. **Percentage of proceeds allocation to be 'Category C'** – Items 1.1.1 and 1.1.2(d), for bonds advertised as complying with the EU taxonomy or other classification, specify disclosure of the percentage of proceeds allocated to compliant activities as CDR Art.26 'Category A' (i.e. required to be included in the base prospectus only and not in final terms). Specifying such disclosure instead as 'Category C' (i.e. included in final terms, though able to be included in the base prospectus if known at that time) would be consistent with such information typically not being known prior to the point of issuance and so encourage more meaningful disclosure.[5]

9. **Project/activity goals/characteristics at framework level** – The item 2.1.1(b) requirement to disclose *"the goal and characteristics of the relevant sustainable projects or activities to be financed"* presumably applies at the 'aggregated' framework level (in line with established market practice), bearing in mind ESMA's suggestion in this respect was based on ESMA's July 2023 Public Statement *Sustainability disclosure in prospectuses* (under the *"Reasons for the offer and use of proceeds"* on p.6). The Public Statement described itself as *"relat[ing] only to the applicable disclosure requirements under the Prospectus Regulation and […] not add[ing] any additional disclosure requirements"* and it did not change actual NCA supervisory practices regarding issuance under the ICMA Principles (and so is perceived as aligned with pre-existing good practices).

10. **Clarify deviations from proceeds allocation not just contractual** – The item 2.1.1(c) requirement to disclose *"any terms and conditions that allow for deviations from that allocation"* is unclear and potentially confusing, since 'use of proceeds' bonds are generally based on the issuer's intention to use the proceeds in accordance with its framework (that is non-contractual and so not seemingly covered by the reference to intrinsically-contractual *"terms and conditions"*). The scope of this requirement should consequently be widened to *"any permissible deviations from that allocation"* to mitigate any potential for less meaningful disclosure on this point.

11. **Item 2.1.2 (on purchasing underlying assets) unclear value** – It is unclear what value item 2.1.2 (on purchasing underlying loans or other financial or fixed assets) adds beyond what item 2.1.1 (on financing projects or activities) and Section 1 (on general information) already provides.

12. ***"Advanced amortisation"* meaning early redemption** – Item 3.1.2 references both *"advanced amortisation"* (a term not used or widely understood in the market, notwithstanding *"advance amortisation"* use notably in item 4.9(b) of current CDR wholesale non-equity securities note Annex 15 being carried over to draft CDR Annex 15a item 3.1.8a) and its impact on *"the sustainability performance of an investment"* (a concept similarly not used or widely understood in the market). This presumably refers to early redemption of an SLB and the widespread market practice of drafting specific terms and conditions addressing this eventuality in terms of sustainability

[4] Article 37(1)(c) of the CDR requires competent authorities, when scrutinising the comprehensibility of the information in the prospectus, to consider whether related information is grouped together, and this will continue to assist investors when finding information (bearing in mind their expectations further to the general harmonisation of ordering that already exists).

[5] Such information may not even be known at the point of issuance, resulting in no advertising of EU taxonomy or other classification compliance (which would only become apparent in post-allocation reporting).

performance targets (SPTs). More precise drafting might be helpful to make this clearer (mitigating any potential for less meaningful disclosure on this point), for example as per the options marked in the box below.

<< *Where the securities may be redeemed prior to their scheduled maturity ~~advanced amortisation may occur~~, disclosure on the early redemption amount (including ~~about~~ any impact in terms of compliance with SPTs not being tested) ~~which such advanced amortisation may have on the sustainability performance of an investment~~.* >>

<< *Where advance~~d~~ amortisation may occur, disclosure on the advance amortisation amount (including ~~about~~ any impact in terms of compliance with SPTs not being tested) ~~which such advanced amortisation may have on the sustainability performance of an investment~~.* >>

13. ***"Advanced amortisation"* to be 'Category B'** – Item 3.1.2 is also specified as CDR Art.26 'Category A' (i.e. required to be included in the base prospectus only and not in final terms), which is inconsistent with both:

    (a) the detail of such information generally only being known subsequently at the point of issuance; and

    (b) current CDR Annex 15 item 4.9(b), which is being carried over into draft CDR Annex 15a item 3.1.8a (on disclosing advance amortisation more generally) and which specifies *"advance amortisation"* as CDR Art.26 'Category B' (i.e. required to be included in the base prospectus if known at the time, and otherwise in final terms).

    The disclosure should consequently be specified as 'Category B'.

14. **Allow structured securities' hyperlink to underlying** – Item 4.1.1 requires disclosure on the underlying. Bearing in mind the potential for large baskets of underlyings, it should allow for a hyperlink to such disclosure as an alternative.

15. **Structured securities' as 'non-direct investment' to be 'Category B'** – Item 4.1.4 (on non-use of proceeds bonds not representing *"direct investment"*) is specified as CDR Art.26 'Category A' (i.e. required to be included in the base prospectus only and not in final terms). But (i) the detail of such information is often only known subsequently at the point of issuance and (ii) the rest of Section 4 is specified as CDR Art.26 'Category B' (i.e. required to be included in the base prospectus if known at the time, and otherwise in final terms) or 'Category C' (i.e. included in final terms, though able to be included in the base prospectus if known at that time). Item 4.1.4 should therefore be specified as 'Category B'.

ESG ISSUANCE / EuGB CONTEXT

16. **Incorporation by reference / inclusion of just *"relevant"* information welcome** – Draft CDR Art.23a disapplies application of draft CDR Annex 22a to, broadly simplifying, instruments under the EU Green Bond Regulation that also satisfy forthcoming Art.13(1a) of the Level 1 Prospectus Regulation (on prospectuses incorporating by reference *"relevant"* EuGB factsheet information or including *"relevant"* optional disclosures, as the case may be). It is welcome that the draft CDR thus recognises that not all of the information in the EUGB factsheets or optional disclosures must be, respectively, incorporated by reference or included. In this respect, the key aspect is application of the overriding (and well-established) Art.6(1) of the Level 1 Prospectus Regulation on prospectuses containing the necessary information which is material to an investor for making an informed assessment (and also Art.16 on risk factors).

17. **Incorporation by reference / inclusion possible via final terms welcome** – The EuGB factsheet or optional disclosures may not be known at the time of the base prospectus (notably e.g. where an issuer prepares them at an issuance-specific level, though also possibly where it prepares them at a framework/programme level). So, to facilitate issuance under the EU Green Bond Regulation, confirmation is important that EuGB factsheet or optional disclosures can be, respectively, incorporated by reference or included via final terms (potentially in draft CDR Art.23a). In this respect, the addition of new CDR Art.26(4a), by Art.1(11)(b) of the adopted Commission Delegated Regulation amending the CDR regarding the EU Follow-on prospectus / EU Growth issuance prospectus, enabling incorporation by reference / inclusion via the final terms is consequently welcome. (ESMA's 2025 advice had reached a substantively consistent conclusion in its Final Report, with its related Annex 21 items having been specified as CDR Art.26 'Category C' - i.e. included in final terms, though able to be included in the base prospectus if known at that time.)

OTHER SUBSTANTIVE ASPECTS

18. **Level playing field for own indices (draft CDR Annex 17)** – Third party and own index providers should be on the same level playing field in terms of being able to protect their proprietary technologies (and given any regulatory conflict of interest / manipulation considerations are anyway governed under the distinct MiFID and MAR regimes). So draft CDR Annex 17 item 2.2.2's underlying index provisions should:

    (a) ideally, not require exclusively a description of indices composed by an issuer or related party - but alternatively allow, as for third party indices, disclosure of where information about the indices can be obtained; or

    (b) otherwise, provide that just a summary of the index rules (together with performance data) is accessible free of charge upon request on the relevant website (the residual *"complete set"* of index rules containing technical information being proprietary but immaterial to investment decisions).

19. **"Other negative statements" to be deleted (draft CDR Annexes 7a/16b)** – Draft CDR Annexes 7a and 16b state in the context of trend information (at items 3.4.1 and 4.4.1 respectively) *"Other negative statements may be provided where appropriate."* This new provision (not present in the current CDR) has no clear purpose (unlike the preceding statements of no material adverse change and no significant change), is consequently confusing and is anyway merely permissive (and thus unnecessary as voluntary disclosure is not as such restricted) – and so should be deleted.

20. **Alleviate Securitisation Regulation-compliant duplication (CDR Annex 9)** – Regulation (EU) 2017/2402 is highly prescriptive as to: (i) what information be made available to relevant EU regulators, existing investors and (upon request) potential investors; (ii) where such information be made available; (iii) and how frequently such information must be reported/updated. Consequently, the draft amending Regulation's Annex VII (amending CDR Annex 9) should also add, to the end of CDR Annex 9's item 9.1 (on documents made available for inspection), the following proviso: *"In the case of asset-backed securities to which Regulation (EU) 2017/2402 applies, it is sufficient for the issuer to disclose the manner in which it meets its obligation on transparency and reporting requirements applicable to it under that Regulation."*

21. **Avoid repetition** – Disclosure items in CDR Annexes that merely repeat the provisions of CDR articles and other Annexes should be deleted as both superfluous and confusing (as requiring distinct consideration even if not actually involving inconsistent drafting and also potentially undermining direct focus on the appropriate Annexes/provisions relevant to the prospectus concerned). This notably applies to draft CDR Annex 16b's Sections 8 on ESG information, 12 on guarantor information, 13 on underlying securities information and 14 on consent information, and the

equivalent places these "building block" Annexes are referenced in draft CDR Annex 15a. More generally, query even the need for distinct Annexes 15a and 17a in addition to Annex 16b – since Annex 16b can substantively operate even where mandatory sequencing is not applicable.

DRAFTING CORRECTIONS

22. **Reinstate *"otherwise"* for accounting/audit disclosure (draft CDR Annexes 7a/16b)** – The current CDR non-equity wholesale registration document Annex 7 requires (broadly simplifying) financial statements:

    (a) to be prepared (item 11.1.3) and audited (item 11.2.1) according to (i) the EU regime, (ii) a Member State regime or (iii) an equivalent third country regime; or

    (b) to *"otherwise"* disclose preparation/audit differences with the EU regime (i.e. a residual 'sweep-up' in default to the three prior alternatives).

    Draft CDR Annexes 7a items 5.1.3 and 5.2.1 (echoed in draft CDR Annex 16b items 10.1.13 and 10.2.1), again broadly simplifying, however replace the *"otherwise"* with a reference to the EU regime applying – resulting in a loss of the prior 'sweep-up' effect and also having the unintended consequence of requiring disclosure of EU regime differences from itself. Equally, if the wording were meant to read *"where the [EU regime] does not apply"*, this would result in the loss of the prior 'sweep-up' referred to in (b) above. (By way of example, in the context of item 5.1.3, an issuer following third country accounting standards that are equivalent to IFRS would also then have to include a narrative statement of differences, which seems inappropriate when the standard is equivalent to IFRS.) The prior *"otherwise"* wording should consequently be re-instated to give the desired effect to the sweep-up provision.

23. **Reinstate investor *"own assessment"* drafting (draft CDR Annexes 15a/16b)** – Draft CDR Annex 15a item 2.5(d) (echoed in draft CDR Annex 16b item 3.5(d)) provides *"investors are to assess themselves the suitability of investing in the securities"*. The current CDR Annex 15 item 1.5(d) drafting is however clearer and well established, and so should be reinstated: *"investors should make their own assessment as to the suitability of investing in the securities."*

24. **PRIIPs/MiFID expenses missing (draft CDR Annex 15a)** – Draft CDR Annex 15a item 4.3.3 omits the following additional provision (present in the equivalent draft CDR Annex 16b item 6.4.3 and, substantively, in the equivalent current CDR Annex 14 item 5.3.1(c)): *"Where the issuer is subject to Regulation (EU) No 1286/2014 and/or Directive 2014/65/EU, and to the extent that those expenses are known, include those expenses contained in the price."*

25. **No A/B/C categorisation in standalone context (draft CDR Annex 16b)** – Draft CDR Annex 15a applies to base prospectuses further to draft CDR Art.15 (without modification under Art.25 on base prospectus format), with Draft Annex 16b only applying to 'standalone' prospectuses further to draft CDR Art.24a(1a)(d) on (other) prospectus format. The CDR Art.26 A/B/C categorisation (that is only relevant for bases prospectuses) should therefore be deleted from draft Annex 16b. (This is subject to any revision made further to #21 above on avoiding repetition)

26. **Materiality ordering / corroboration missing for issuer risks (draft CDR Annex 16b)** – Draft CDR Annex 7a item 1.1 requires the most material issuer-related risks be listed in a consistent order and corroborated, but draft CDR Annex 16b's corresponding item 2.1 makes no equivalent provision (though draft CDR Annex 6b item 2.2 does so for securities-related risks).

27. **Responsibility statement missing for securities note (draft CDR Annex 16b)** – Draft CDR Annex 15a items 2.1 and 2.2 require responsibility attribution for securities note content, but there is no

corresponding item in draft CDR Annex 16b (though draft CDR Annex 6b items 3.1 and 3.2 do so for registration document content).

28. **Consistently use *"classification"* or *"categorisation"* (draft CDR Annex 22a)** – For clarity (to avoid any erroneous perception of differing meaning), just one of the seemingly interchangeable ESG *"classification"* and *"categorisation"* terms should be used. (Perhaps not the latter, given CDR Art.26's existing use of A/B/C 'categories'.)

29. **Typographic errors**

(A) In draft amending Regulation Recital 8, *"The definition of equity securities[…] include a broad range […]"* should be corrected to *"The definition of **non-**equity securities[…]include**s** a broad range […]"*.

(B) In draft CDR Article 25a(2), *"The list of cross references referred to in **the** paragraph 1 shall […]"* that should be corrected to *"The list of cross references referred to in paragraph 1 shall […]".*

(C) In draft CDR Article 45a(3), *"By way of derogation from **the** paragraph 2, the timeline […]"* should be corrected to *"By way of derogation from paragraph 2, the timeline […]".*

(D) Draft CDR Annex 16b item 3.5 references the *"**EU Core** prospectus"* that has no known meaning – reference should be to just *"prospectus"*.

(E) In draft CDR Annex 16b item 4.4.1, *"Where points (a) and (b) are not applicable, the **the** issuer shall include **(an)** a statement to that effect."* should be corrected to *"Where points (a) and (b) are not applicable, the issuer shall include a statement to that effect."*.

(F) In draft CDR Annex 22a item 1.1.2(c)(ii), *"[…] include an electronic a link […] to […] do no**t** significant harm* principles" should be corrected to "*[…] include an electronic a link […] to […] do no significant harm* principles".

(G) In amended CDR Art.26(1)-(3), under Art.1(11)(b) of the adopted Commission Delegated Regulation amending the CDR regarding the EU Follow-on prospectus / EU Growth issuance prospectus, references *"… Annexes **14** to 19…"* should be corrected to *"… Annexes **15a** to 19…"* (subject also to the alternative points above in #21 on avoiding repetition and #25 on no Annex 16b A/B/C categorisation).

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