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From:	Secretary-General of the European Commission, signed by Mr Jordi AYET PUIGARNAU, Director
date of receipt:	4 June 2020
To:	Mr Jeppe TRANHOLM-MIKKELSEN, Secretary-General of the Council of the European Union

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Subject:	ANNEXES to the COMMISSION DELEGATED REGULATION (EU) .../... amending and correcting Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
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Delegations will find attached document C(2020) 3508 ANNEXES 1 to 12.



Brussels, 4.6.2020
C(2020) 3508 final

ANNEXES 1 to 12

ANNEXES

to the

COMMISSION DELEGATED REGULATION (EU) .../...

**amending and correcting Commission Delegated Regulation (EU) 2019/980
supplementing Regulation (EU) 2017/1129 of the European Parliament and of the
Council as regards the format, content, scrutiny and approval of the prospectus to be
published when securities are offered to the public or admitted to trading on a regulated
market**

ANNEX I

Section 18 of Annex 1 is amended as follows:

(1) item 18.3.1 is replaced by the following:

'Item 18.3.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC of the European Parliament and of the Council(*) and Regulation (EU) No 537/2014 of the European Parliament and of the Council(**).</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical annual financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p>
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(*) Directive 2006/43/EC of the European Parliament and of the Council of 17 May 2006 on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/EEC and 83/349/EEC and repealing Council Directive 84/253/EEC (OJ L 157, 9.6.2006, p. 87).

(**) Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (OJ L 158, 27.5.2014, p. 77).';

(2) the following item 18.3.1a is inserted:

'Item 18.3.1a	<p>Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full. '.</p>
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ANNEX II

Section 11 of Annex 3 is amended as follows:

(1) item 11.2.1 is replaced by the following:

'Item 11.2.1	<p>Audit report</p> <p>The annual financial statements must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the annual financial statements must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document:</p> <ul style="list-style-type: none">(a) a prominent statement disclosing which auditing standards have been applied;(b) an explanation of any significant departures from International Standards on Auditing.';
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(2) the following item 11.2.1a is inserted:

'Item 11.2.1a	<p>Where audit reports on the annual financial statements have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.'.</p>
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ANNEX III

In Annex 4, the introduction preceding Section 1 is replaced by the following:

	<p>In addition to the information required in this Annex, a collective investment undertaking must provide the information required in sections/items 1, 2, 3, 4, 6, 7.1, 7.2.1, 8.4, 9 (although the description of the regulatory environment that the issuer operates in, need only relate to the regulatory environment relevant to the issuer's investments), 11, 12, 13, 14, 15.2, 16, 17, 18 (except for pro forma financial information), 19, 20 and 21 of Annex 1 to this Regulation, or, where the collective investment undertaking meets the requirements of Article 14(1) of Regulation (EU) 2017/1129, the information required in sections/items 1, 2, 3, 4, 7, 8, 9, 10, 11 (except for pro forma financial information), 12, 13, 14 and 15 of Annex 3 to this Regulation.</p> <p>Where units are issued by a collective investment undertaking which is constituted as a common fund managed by a fund manager, the information referred to in sections/items 6, 12, 13, 14, 15.2, 16 and 20 of Annex 1 to this Regulation shall be disclosed in relation to the fund manager, while the information referred to in items 2, 4 and 18 of Annex 1 to this Regulation shall be disclosed in relation to both the fund and the fund manager.'.</p>

ANNEX IV

Section 11 of Annex 6 is amended as follows:

(1) item 11.3.1 is replaced by the following:

Item 11.3.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.’;</p>
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(2) the following item 11.3.1a is inserted:

Item 11.3.1a	<p>Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.’.</p>
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ANNEX V

Section 11 of Annex 7 is amended as follows:

(1) item 11.2.1 is replaced by the following:

Item 11.2.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document:</p> <ul style="list-style-type: none">(a) a prominent statement disclosing which auditing standards have been applied;(b) an explanation of any significant departures from International Standards on Auditing.’;
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(2) the following item 11.2.1a is inserted:

Item 11.2.1a	<p>Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.’.</p>
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ANNEX VI

Section 10 of Annex 8 is amended as follows:

(1) item 10.2.1 is replaced by the following:

‘Item 10.2.1	<p>Audit report</p> <p>The annual financial statements must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the annual financial statements must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document:</p> <ul style="list-style-type: none">(a) a prominent statement disclosing which auditing standards have been applied;(b) an explanation of any significant departures from International Standards on Auditing.’;
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(2) the following item 10.2.1a is inserted:

‘Item 10.2.1a	<p>Where audit reports on the annual financial statements have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.’.</p>
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ANNEX VII

Section 8 of Annex 9 is amended as follows:

(1) item 8.2.a.3 is replaced by the following:

‘Item 8.2.a.3	<p>Audit report</p> <p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard. Otherwise, the following information must be included in the registration document:</p> <ul style="list-style-type: none">(a) a prominent statement disclosing which auditing standards have been applied;(b) an explanation of any significant departures from International Standards on Auditing.’;
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(2) the following item 8.2.a.4 is inserted:

‘Item 8.2.a.4	<p>A statement that the historical financial information has been audited. Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.’.</p>
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ANNEX VIII

Annex 16 is amended as follows:

(1) item 4.1 is replaced by the following:

'Item 4.1	(a) a description of the type, class and amount of the securities being offered to the public and/or admitted to trading;	Category B
	(b) the international security identification number ('ISIN') of the securities being offered to the public and/or admitted to trading.';	Category C

(2) the following item 7.3.a is inserted:

'Item 7.3.a (Retail only)	Where the summary is substituted in part with the information set out in points (c) to (i) of paragraph 3 of Article 8 of Regulation (EU) No 1286/2014, all such information must be disclosed to the extent it is not already disclosed elsewhere in the securities note.'.	Category C
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ANNEX IX

Section 5 of Annex 24 is amended as follows:

(1) item 5.3.1 is replaced by the following:

Item 5.3.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.’;</p>
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(2) the following item 5.3.1a is inserted:

Item 5.3.1a	<p>Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.’;</p>
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ANNEX X

Section 5 of Annex 25 is amended as follows:

(1) item 5.3.1 is replaced by the following:

Item 5.3.1	<p>The historical annual financial information must be independently audited. The audit report shall be prepared in accordance with Directive 2006/43/EC and Regulation (EU) No 537/2014.</p> <p>Where Directive 2006/43/EC and Regulation (EU) No 537/2014 do not apply, the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.’;</p>
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(2) the following item 5.3.1a is inserted:

Item 5.3.1a	<p>Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.’.</p>
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ANNEX XI

Annex 26 is amended as follows:

(1) Section 2 is replaced by the following:

‘SECTION 2	WORKING CAPITAL STATEMENT AND STATEMENT OF CAPITALISATION AND INDEBTEDNESS <i>The disclosure under this section provides information on the issuer’s working capital requirements and its capitalisation and indebtedness.</i>
Item 2.1	Working capital statement Statement by the issuer that, in its opinion, the working capital is sufficient for the issuer’s present requirements or, if not, how it proposes to provide the additional working capital needed.
Item 2.2 Issuers with market capitalisation above EUR 200 000 000 only	Capitalisation and indebtedness A statement of capitalisation and indebtedness (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness) as of a date no earlier than 90 days prior to the date of the document. The term ‘indebtedness’ also includes indirect and contingent indebtedness. In the case of material changes in the capitalisation and indebtedness position of the issuer within the 90 day period, additional information shall be given through the presentation of a narrative description of such changes or through the updating of those figures.’;

(2) the following item 4.2 is inserted:

‘Item 4.2	In the case of issuance of shares with warrants, the information referred to in Article 20(2).’;
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(3) the following sections 6 and 7 are added:

‘SECTION 6	UNDERLYING SHARE INFORMATION (WHERE APPLICABLE)
Item 6.1	Where applicable, the information referred to in Annex 18.
‘SECTION 7	CONSENT INFORMATION (WHERE APPLICABLE)
Item 7.1	Where the issuer or the person responsible for drawing up a prospectus consents to its use as referred to in the second subparagraph of Article 5(1) of Regulation (EU) 2017/1129, the following additional information: (a) the information referred to in sections 1 and 2A of Annex 22 to this Regulation where the consent is provided to one or more specified financial intermediaries; (b) the information referred to in sections 1 and 2B of Annex 22 to this Regulation where the consent is given to all financial intermediaries.’.

ANNEX XII

Annex 27 is amended as follows:

- (1) section 3 is amended as follows:
- (a) item 3.1.17 is deleted;
 - (b) the following item 3.2 is inserted:

‘Item 3.2	Information on derivative securities In the case of issuance of derivative securities, the following information: <ul style="list-style-type: none">(a) for derivative securities referred to in Article 20(1), the information referred to in that paragraph;(b) for derivative securities referred to in Article 20(2), the information referred to in that paragraph;(c) for derivative securities referred to in Article 20(3), the information referred to in that paragraph.’;	
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- (2) the following sections 6 and 7 are added:

‘SECTION 6	UNDERLYING SHARE INFORMATION (WHERE APPLICABLE)
Item 6.1	<ul style="list-style-type: none">(a) Where applicable, the information referred to in items 2.1 and 2.2 of Annex 26 in respect of the issuer of the underlying share.(b) Where applicable, the information referred to in Annex 18.
SECTION 7	CONSENT INFORMATION (WHERE APPLICABLE)
Item 7.1	Where the issuer or the person responsible for drawing up a prospectus consents to its use as referred to in the second subparagraph of Article 5(1) of Regulation (EU) 2017/1129, the following additional information: <ul style="list-style-type: none">(a) the information referred to in sections 1 and 2A of Annex 22 to this Regulation where the consent is provided to one or more specified financial intermediaries;(b) the information referred to in sections 1 and 2B of Annex 22 to this Regulation where the consent is given to all financial intermediaries.’.