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ESMA Consults on New Prospectus Disclosure Guidelines

On 9 September 2026, ESMA published proposed updates to its Guidelines on disclosure under the Prospectus Regulation, aligning them with the Listing Act and revised disclosure schedules. The proposals clarify the treatment of management reports, profit forecasts, historical financial information and related-party transactions, while deleting guidance on operating and financial reviews, capital resources, capitalisation and indebtedness, share-capital history and information on holdings.



Management reports: consistency remains critical

The revised framework requires relevant management reports, including applicable sustainability reporting and assurance opinions, to be included or incorporated by reference. ESMA proposes that management reports be clear and consistent with the historical financial information and the rest of the prospectus, particularly where financial statements have been restated, information on shareholders, management or material subsidiaries has changed, or KPIs and alternative performance measures are presented differently. Where a material inconsistency cannot be resolved, it should be identified and explained.

Issuers not required to prepare a management report must nevertheless include equivalent material information necessary for an informed investment decision. This is particularly relevant to non-EU issuers: ESMA does not require a new EU-style management report, but the necessary information cannot be omitted.

Profit forecasts: substance over labels

ESMA also proposes consolidating its approach to profit forecasts into the Guidelines. A profit forecast does not need to contain a precise profit figure. Statements that profits will be higher or lower than the previous year, remain in line with the previous year or fall within a stated range may qualify. Forward-looking EBITDA, EBIT, cash-flow metrics, KPIs or alternative performance measures may also constitute profit forecasts where they allow the likely level of profit or loss to be derived. Issuers should therefore review all forward-looking statements on a substance-over-



form basis. Profit forecasts and their assumptions should be clearly identified and distinguished from objectives and general trend information. This review should cover not only the prospectus, but also presentations, trading updates and other public statements that may remain outstanding when the prospectus is prepared.

Historical financial information

Prospectuses no longer generally require three years of historical financial information. The requirement has been reduced to two years, or one year for non-equity securities. ESMA therefore proposes deleting the existing “bridge approach”, which addressed changes in accounting frameworks across a three-year reporting period. The remaining guidance will be adjusted to the shorter periods. Where the applicable accounting framework does not require a financial statement component required by the prospectus rules, the missing information must still be prepared and included.

Related-party transactions

ESMA proposes using the IAS 24 meaning of “related-party transaction”. Issuers that do not apply IAS 24 should consult it when determining whether a transaction falls within the definition. An issuer using an equivalent third-country accounting framework may use the definition in that framework. Where relevant, the issuer should also state whether the required approval process for related-party transactions has been followed.

Risk factors in one place

ESMA proposes incorporating its separate Guidelines on risk factors into the prospectus disclosure Guidelines. This is primarily a consolidation exercise. It should give issuers and advisers a single source of Level 3 guidance when preparing and reviewing a prospectus.

Next steps

The consultation is open until 9 November 2026. ESMA expects to publish the final Guidelines in the first quarter of 2027.



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