

# Listing act

## OVERVIEW

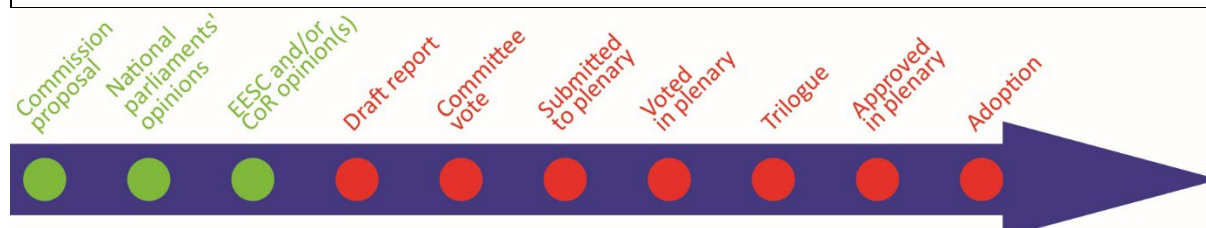
The overwhelming majority of businesses in the European Union (EU) are small and medium-sized enterprises (SMEs). They employ almost two thirds of the workforce, create 85 % of all new jobs and generate about three fifths of EU value added. In the period from 2010 to 2020, only a small proportion of EU SMEs said that they raised external financing through capital markets (4 %), while a quarter used bank loans, and a fifth used business-to-business trade credits or internal funds.

To make capital markets more attractive to EU SMEs and diversify their sources of external financing, the European Commission tabled three interconnected proposals in December 2022. They seek to streamline the listing process, balancing the regulatory and compliance costs to companies seeking to list, or already listed, and ensuring proper investor protection and market integrity.

The key amendments seek to cut red tape in the listing process: at the pre-IPO stage by facilitating the development and provision of investment research while avoiding conflicts of interest inherent in such research; at the IPO stage by making it easier and cheaper for issuers to draw up a prospectus; and at the post-IPO stage by providing more clarity on what constitutes inside information. A new directive on multiple-vote share structures would harmonise national laws and allow listed companies' owners to raise more funds at a given voting share.

**Proposal for a regulation amending Regulations (EU) 2017/1129, (EU) No 596/2014 and (EU) No 600/2014 to make public capital markets in the Union more attractive for companies and to facilitate access to capital for small and medium-sized enterprises; Proposal for a directive amending Directive 2014/65/EU to make public capital markets in the Union more attractive for companies and to facilitate access to capital for small and medium-sized enterprises and repealing Directive 2001/34/EC; Proposal for a directive on multiple-vote share structures in companies that seek the admission to trading of their shares on an SME growth market**

<i>Committee responsible:</i>	Economic and Monetary Affairs (ECON)	<a href="#">COM(2022) 762</a> ;
<i>Rapporteur:</i>	Alfred Sant (S&D, Malta)	<a href="#">COM(2022) 761</a> ;
<i>Shadow rapporteurs:</i>	Inese Vaidere (EPP, Latvia), Eva Maria Poptcheva (Renew, Spain), Claude Gruffat (Greens/EFA, France), Valentino Grant (ID, Italy), Johan Van Overtveldt (ECR, Belgium)	<a href="#">COM(2022) 760</a> 7.12.2022 <a href="#">2022/0411</a> (COD); <a href="#">2022/0405</a> (COD); <a href="#">2022/0406</a> (COD)
<i>Next steps expected:</i>	Publication of draft report	<i>Ordinary legislative procedure (COD) (Parliament and Council on equal footing – formerly 'co-decision')</i>



## Introduction

On 7 December 2022, the European Commission put forward three [legislative packages](#) to further develop the European Union's capital markets union (CMU). Besides the two proposals to make EU [central clearing counterparties](#) more attractive and to harmonise certain aspects of [corporate insolvency rules](#) across the EU, the Commission proposed the listing act package, which consists of three interconnected proposals:

- a [proposal](#) to amend (i) the **Prospectus Regulation** to harmonise requirements for the drawing up, approval and distribution of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market ([2017/1129](#)), (ii) the regulation on **market abuse (MAR)** aimed at preventing and detecting market abuse, market manipulation and insider dealing ([596/2014](#)), and (iii) the regulation on **markets in financial instruments (MiFIR)**, which provides a legal framework for securities markets, investment intermediaries, and trading venues ([600/2014](#));
- a [proposal](#) to amend the directive on **markets in financial instruments, MiFID II**, designed to regulate financial markets and improve protections for investors ([2014/65/EU](#)), and repealing the **Listing Directive** coordinating the conditions for admission of securities to official stock exchange listings and the information to be published on those securities ([2001/34/EC](#));
- a [proposal](#) for a new directive on **multiple-vote share structures** in companies that seek the admission to trading of their shares on an SME growth market (see Box 1). The proposal aims to address the regulatory burden faced by companies during the phase preceding the initial public offering (IPO) and the imbalance across the EU when choosing appropriate governance structures when they list ([2022/0406](#)).

The legal basis for the above proposal, including the amending regulation of the Prospectus Regulation, MAR and MiFIR, is [Article 114](#) of the Treaty on the Functioning of the European Union (TFEU). The TFEU allows the 'adoption of measures for the approximation of the provisions laid down by law' in EU Member States which 'have as their object the establishment and functioning of the internal market' ([Article 26 TFEU](#)). The legal basis for amendments to MiFID II is [Article 53\(1\) TFEU](#), which grants the co-legislators the power to issue directives aimed at making it easier for persons to take up and pursue commercial activities across the EU. The legal basis for the new directive on multiple-vote share structures is additionally based on [Article 50\(1\) TFEU](#), which provides for the EU's power to act to attain freedom of establishment for a particular activity.

### Box 1 – SME growth markets

When [MiFID II](#) started to apply, in January 2018, a new category of multi-trading facility (MTF) called 'SME Growth Markets' was created. SME Growth Markets refer to trading venues with reduced regulatory obligations for their issuers, in particular SMEs. The purpose was to facilitate the further development of specialist markets that aim to cater for the needs of SMEs.

ESMA published its [report](#) on the functioning of SME Growth Markets, including solutions to facilitate the functioning of SME Growth Markets that should be taken into consideration by the Commission in legislative proposals.

The listing act package aims to improve access to stock markets, particularly for SMEs, by alleviating the administrative burden of listing on stock exchanges. Indeed, the aim of the package is to streamline the listing process, balancing the regulatory and compliance costs for companies seeking to list, or for companies that are already listed, with the appropriate level of investor protection and market integrity. Lower regulatory and compliance costs should facilitate SMEs' access to capital markets while harmonising national laws on multiple-vote share structures to ensure protection of minority shareholders and of the company's interests (see Box 2).

### Box 2 – Listed firms and voting rights

A company can 'raise' capital through stock markets. Unlike debts, stocks provide their holders with shares of ownership in the company. The ownership typically gives rights to dividend claims, and voting rights for managerial decisions. The listing act package suggests allowing firms to issue shares with uneven voting rights.

When the firm issues shares for the first time, it proceeds with an 'initial public offering', where the first price is set and the funds transferred to the issuing firm. The shares are then 'traded' on stock markets and the firm is 'listed'.

## Context

CMU is a long-standing objective of the EU and is at the heart of the single market. The Listing Act is part of the wider CMU initiative, which was originally [launched](#) in 2015 with the aim of broadening access to market-based financing of EU companies at each stage of their development. A new CMU [action plan](#), adopted by the Commission in September 2020, was intended to create a single market for capital. The action plan includes [16 legislative and non-legislative actions](#), including one to support access to public markets ([action 2](#)): 'In order to promote and diversify small and innovative companies' access to funding, the Commission will seek to simplify the listing rules for public markets'.<sup>1</sup> This action was based on recommendations<sup>2</sup> by a technical expert stakeholder group ([TESG](#)), set up by the Commission to monitor and assess the functioning of SME growth markets. On 7 December 2022, the Commission adopted the listing act package of legislative proposals with the aim of simplifying the listing requirements.

## Existing situation

Companies that list on a stock exchange can diversify their investor base, reduce their dependence on bank financing and gain easier [access](#) to additional equity capital and debt finance. However, companies must currently comply with various regulatory frameworks in the process and at different stages of an IPO (see Box 1), which might deter them from becoming public companies. This is reflected in the stagnating number of listed companies on SME markets in Europe.<sup>3</sup>

In the pre-IPO phase, companies need to choose an appropriate governance structure in order to list on a stock exchange. Listing entails diluting ownership, thus reducing control over important investment and operating decisions by the company. Multiple-vote share structures allow companies' owners to retain decision-making powers while raising funds on public markets, but there is currently an uneven playing field for companies in different Member States.

Before listing on a stock exchange, companies need to make themselves known to possible investors. This is often done through third-party investment research providers. To reduce the potential conflict of interest for those investment firms offering both execution and research services, MiFID II requires firms to provide research services on an independent basis. Evidence suggests that, while this so-called 'unbundled' research has not had a material effect on the availability and quality of research on EU companies or their financing conditions, in absolute terms SMEs continue to be characterised by lower amounts of research by analysts, a higher probability of losing coverage, worse quality of research, and limited secondary market liquidity.<sup>4</sup>

Once a company has decided to list publicly it has to issue a prospectus. In order for investors to decide whether to invest in securities issued by a company, the Prospectus Regulation lays down

requirements for companies to be listed. Despite some alleviations introduced in the past, the current rules are perceived to contribute to lengthy prospectuses and approval processes. In cases of follow-on issuances (i.e. not IPOs), the prospectus requires a lot of information that is already available in the public domain.

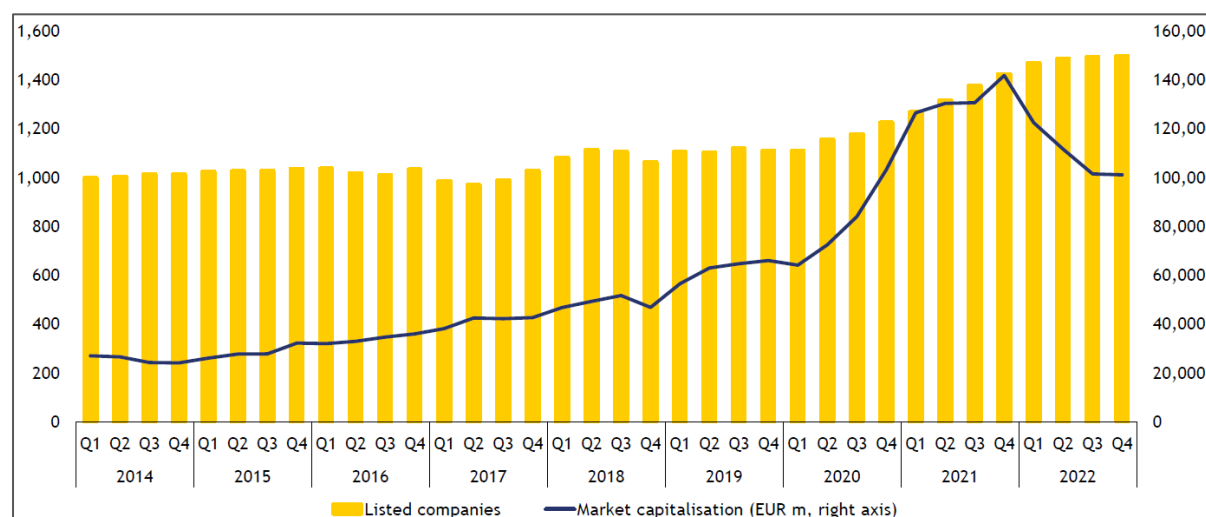
The Listing Directive harmonises rules for the admission of securities to a stock exchange. While the prospectus law replaces large parts of the provisions for admission to an official stock exchange listing, MiFID specified the information required for admittance. However, due to amendments over time, the Listing Directive is, to some extent, considered to be redundant.

After the IPO, listed companies need to disclose information under the MAR to prohibit trading using inside information and market manipulation; issuers are under a general obligation to disclose all inside information to the public as soon as possible. Compliance costs, to understand what constitutes such information and when it needs to be disclosed, are perceived to be high.

As Figure 1 shows, the total number of listed companies on SME markets in the EU barely increased between 2014 and mid-2020. Since then, listings have picked up somewhat, but they plateaued during 2022. At the same time, market capitalisation has declined to the levels seen at the end of 2020.

Evidence suggests that recently listed companies often outgrow their privately-owned counterparts.<sup>5</sup> According to the ECB survey on the access to finance of enterprises ([SAFE](#)), SMEs that rely on market-based finance not only perform better in terms of growth, but have a higher percentage of innovative firms, exporters and firms with high expected future growth compared to SMES using external financing.<sup>6</sup>

Figure 1 – Number of listed companies on SME markets in Europe



Source: [FESE Capital Markets Fact Sheet Q4 2022](#), p. 9.

## Preparation of the proposal

In December 2022, the Commission published the [impact assessment](#) (IA) accompanying the Listing Package. It makes a distinction between two problems that the proposals try to remedy: (i) the restriction on voting rights (multiple-voting right shares) that hinders companies from maintaining the desired level of control when listing, and (ii) the regulatory burden for companies in the pre-listing phase, as well as companies that are already listed. Member States have only limited options to address the identified problems via changes at national level, so the IA identifies a need to act at EU level.

An [initial analysis](#) of the IA concluded that, while it provides well-evidenced and useful analysis for decision-making, the IA presents measures in annexes that were not included in the policy and the assessment option.

A Commission [staff working document](#) summarising the IA highlights that, for each stage of the listing process, the IA set out two alternative policy options, each with three objectives: (i) reducing the regulatory burden, (ii) ensuring investor protection and market integrity, and (iii) providing issuers with incentives to list. The IA concludes that the proposed measures would make listing more attractive, the listing process less complex, scrutiny and approval quicker, and the disclosure of inside information easier.

## The changes the proposal would bring

In general terms, the listing package tries to tackle/reduce the regulatory burden throughout the listing process, both in cases where companies seek access to public markets for the first time (IPOs) and in cases where they access public markets for follow-on issuance of equity or non-equity securities:

- 1 At the pre-IPO stage, they do so through targeted amendments to MiFID II. These amendments seek to facilitate the development and provision of investment research on companies, in particular SMEs, providing a framework for developing research while avoiding conflicts of interest inherent in such research ('issuer-sponsored research').  
  
In addition, the new proposal for multiple-vote share structures seeks to achieve a minimum harmonisation of national laws which will allow companies' owners to retain decision-making powers in a company while raising funds on public markets.
- 2 At the IPO stage, they introduce targeted amendments to the Prospectus Regulation,<sup>7</sup> to make it easier and cheaper for issuers to draw up a prospectus, while enabling investors to make an informed investment decision.
- 3 At the post-IPO stage, they amend the MAR, providing more clarity and reducing legal uncertainty over what constitutes inside information for the purpose of disclosure, and over the timing of disclosure.
- 4 In addition, the package contains limited technical amendments to MiFIR, to allow national competent authorities (NCAs) to better identify cases of market manipulation by setting up cross-market order book surveillance (CMOBS).

### Pre-IPO: MiFID II amendments

The changes to MiFID II are targeted at the 'unbundling rules' that required brokers to separate payments for research and execution. The current directive applies those unbundling rules to companies with a market capitalisation above €1 billion, and the proposal includes a change in this threshold to €10 billion market capitalisation. While avoiding a potential conflict of interest among investment firms offering both execution and research analysis, raising the threshold is intended to increase the availability and coverage of research for companies, in particular SMEs.

### Pre-IPO: Multiple-voting right shares directive

The Listing Package includes a proposal for a new directive on multiple-voting right (MVR) shares,<sup>8</sup> comprising several key features to harmonise MVR share structures across the EU. Importantly, the proposal would apply only to companies seeking to be listed on an SME growth market for the first time. Since the proposed directive is a minimum harmonisation directive, Member States would have flexibility to determine how the rule would apply exactly, allowing them to better tailor it to national specificities. It also introduces safeguards for shareholders without MVR shares and general obligations to ensure fair and equal treatment of shareholders. Such safeguards may include (i) time limitations on enhanced voting rights, (ii) restrictions on voting on particular matters, or



(iii) expiration of enhanced voting rights when specific events occur. Finally, the directive sets out specific disclosure requirements that companies with MVR shares need to fulfil, including information relating to the structure of the company's share capital, the characteristics of the MVR shares and the presence of other control-enhancing mechanisms in the company.

## IPO stage: Prospectus Regulation amendments; repealing the Listing Directive

The key changes to the Prospectus Regulation focus on exemptions and formats for secondary issuances, new formats for primary issuances, harmonisation of thresholds for exempting small offers of securities, and withdrawal of subscriptions if companies publish new information.

Generally, the proposal introduces standardisation of the format and content for primary issuances, with a 300-page limit for prospectuses. For instance, risk factors featured in a prospectus shall not be generic and only serve as disclaimers, but must be adequately described. The proposed amendments would exempt companies already admitted to trading from the obligation to issue a prospectus (i) if new but fungible securities represent less than 40 % of securities already admitted, (ii) if new and fungible securities have already been trading for at least 18 months either on a regulated market or an SME growth market, and (iii) if new issuances over a 12-month period are below €12 million.

For primary issuances, it is proposed to replace the EU Growth Prospectus<sup>9</sup> with a new EU Growth Issuance document, with a standardised format and content but lighter requirements compared to the existing document. Similarly, the simplified prospectus<sup>10</sup> would be replaced by a new EU follow-on prospectus for secondary issuances that do not fall under any exemption (for instance, if securities are not fungible).

In cases when issuers publish supplementary documents to correct material mistakes and inaccuracies, or to add new factors, investors may withdraw their subscriptions within three working days. To facilitate a timely book-building process, the minimum period between the publication of a prospectus and the end of an offer of shares would be reduced from six to three days.

## Post-IPO: Market Abuse Regulation

Through amendments to the MAR, the listing act seeks to alleviate the post-listing regulatory burden, i.e. once the company is listed on the stock exchange – for instance, by reducing the scope of obligations to disclose inside information while clarifying the information to be disclosed. The amendments would also specify the conditions under which issuers may need to disclose inside information and under which conditions it is justified to delay the disclosure of inside information or notify the competent authorities. In addition, thresholds for reporting to competent authorities on managers' transactions, meaning transactions by persons with managerial responsibilities in the company, would be raised. Moreover, the proposal would ease the requirements to keep insider lists, so that only people with regular access to inside information are kept on a 'permanent insider' list (see letter from ESMA below).

Finally, the amendments to the MAR would see substantial changes to sanctions for infringements of disclosure requirements. To help detect market abuse, the proposal introduces a CMOBS mechanism, allowing national competent authorities to get information on order book data. This latter proposal is directly linked to the MiFIR amendments below.

## MiFIR amendments

Related to the proposal in the MAR to set up a CMOBS mechanism, this proposal consequently extends changes to MiFIR to enable competent authorities to request order book data from trading venues under their supervision. It would also allow ESMA to harmonise the format and storage of this data.

## Advisory committees and European authorities

In its [opinion](#) of 21 March 2023, the European Economic and Social Committee (EESC) welcomes the Commission's proposal levelling the playing field on the MVR regime and agrees that a detailed framework design should be produced at national level, while encouraging high-level EU harmonisation. The opinion stresses that publishing prospectuses in national languages, not only the summary, would empower local retail investors. It also notes that, while bundling investment research with other services is likely to increase the visibility of listed companies, further measures to encourage independent research may also be needed.

In addition, the European Securities and Market Authority ([ESMA](#)) expressed its concern in a [letter](#) sent to the Council and the Parliament. This concern refers specifically to proposed amendments to Article 18 of the MAR, stipulating that an issuer's insider list would no longer be event-based and would only need to include those persons that have regular access to inside information (so-called 'permanent insiders'). For ESMA, this proposal may have two significant detrimental effects:

- firstly, the proposed new insider lists will not cover those persons with irregular access to inside information, thus limiting the ability of NCAs to quickly identify non-permanent insiders and their capacity to assess inside information and potential access to inside information by consultants and advisors;
- secondly, as insider lists protect companies, their staff and third parties from unintended insider dealing, the new regime would diminish awareness by all insiders, as they will no longer be notified that they are in possession of inside information and be informed about the relevant obligations and prohibitions.

## National parliaments

The public consultation ran from November 2021 to February 2022. The Swedish national agency for economic and regional growth submitted [feedback](#), highlighting that any policy initiative that reduces transaction costs for SMEs to do business and resource themselves is generally welcomed. Since the package was adopted, no public authority has provided feedback.

The deadline for the submission of reasoned opinions on the grounds of subsidiarity was 29 March 2023 regarding the amending regulation proposal ([COM\(2022\) 0762](#)) and the amending directive proposal ([COM\(2022\) 0760](#)), and 30 March 2023 regarding the directive proposal ([COM\(2022\) 0760](#)). No subsidiarity concerns were raised.

## Stakeholder views

The International Capital Market Association ([ICMA](#)), a not-for-profit association representing over 600 members active in international debt capital markets, issued a [comment](#) on the listing act proposal, with generally positive reflections. With regard to the Prospectus Regulation, the ICMA notes, for instance, that the exemption threshold for a prospectus if fungible securities represent less than 40 % of securities already admitted raises serious concerns for investor protection and issuer and underwriter liability. This is particularly relevant, since large issuances could be raised with no requirement for the issuer to refresh important parts of its disclosure such as its risk factors.

On a more general note, the ICMA considers the restriction on page numbers inconsistent with the overriding policy purpose of helping issuers and encouraging access to public markets by easing administrative burdens. With regard to the repeal of the Listing Directive, the ICMA notes that this directive underpins certain national listing regimes, such as the Securities Official List (SOL) of the Luxembourg Stock Exchange, which may remain, and thus any repeal should carefully consider this.

The Federation of European Securities Exchanges ([FESE](#)), representing 35 exchanges on regulated markets in 30 countries, has also published its [position](#) on the listing act proposal. FESE supports the proposed changes and standardisation of the prospectus, including the exemptions for secondary

issuances. However, FESE believes that NCAs should not be allowed to ask for additional documentation, even though the proposed amendments to foster convergence of the scrutiny and approval process by NCAs is welcomed. FESE also suggests clarifying when and how an equivalence decision can be initiated and assessed for third-country issuers, avoiding a 'race to the bottom'.

On the MAR, FESE expresses concerns about the possible negative implications of the establishment of a CMOBS mechanism; if the mechanism should be established, it should also apply to systematic internalisers<sup>11</sup> and to over-the-counter (OTC) transactions. Further guidance from ESMA on the definition of inside information is needed. With regard to the MVR directive, FESE sees merit in extending this option to regulated markets.

Several business associations provided feedback based on the proposal, including the [European Savings and Retail Banking Group \(ESBG\)](#), the [Deutscher Derivate Verband e.V. \(DDV\)](#) and the [Boerse Stuttgart Group \(BSG\)](#). The Commission will provide the consolidated feedback to the European Parliament and the Council.

## Legislative process

Announced in plenary on 1 February 2023,<sup>12</sup> in Parliament the three proposals have been referred to the Committee on Economic and Monetary Affairs (**ECOM**). The rapporteur for all proposals is [Alfred Sant](#) (S&D, Malta).

### Parliament's starting position

In October 2020, Parliament adopted an [own-initiative report](#), calling for a 'further development of the Capital Markets Union (CMU): improving access to capital market finance, in particular by SMEs, and further enabling retail investor participation'. Parliament stresses the need to ensure that SMEs, including start-ups and mid-caps, find their way to financial markets; this includes facilitating investment research, streamlining the definition of SMEs across relevant EU legislation, and easing issuance requirements.

Parliament further notes that the decline in IPO markets in the EU shows that SMEs face disproportionate administrative burdens and compliance costs associated with listing requirements. Thus, the resolution calls for facilitation of the listing of companies; encourages the creation and prioritisation of a large, private and pan-European IPO fund to support SME funding; and notes the need to ensure an attractive pre-IPO and post-IPO environment for SMEs.

### The Council's starting position

The European Council meeting of 23 March 2023, in its [conclusions](#), highlighted the priority of deepening the CMU, removing remaining barriers to cross-border finance, and easing access to and mobilising private capital investment, in particular for SMEs. The European Council also calls on the European Parliament and the Council to finalise work on the legislative proposals in this area before the end of the current legislative cycle.



## EUROPEAN PARLIAMENT SUPPORTING ANALYSIS

Delivorias A., [Further development of capital markets union](#), EPRS, European Parliament, October 2020.

Tuominen U-M., [Listing Act package](#), EPRS, European Parliament, April 2023.

Zachariadis I., [Enabling SMEs' access to capital markets](#), EPRS, European Parliament, April 2019.

## OTHER SOURCES

European Parliament, [Making public capital markets in the Union more attractive for companies and facilitating access to capital for small and medium-sized enterprises](#), (Regulation), Legislative Observatory (OEIL).

European Parliament, [Making public capital markets in the Union more attractive for companies and facilitating access to capital for small and medium-sized enterprises](#), (Directive), Legislative Observatory (OEIL).

European Parliament, [Multiple-vote share structures](#), (Directive), Legislative Observatory (OEIL).

European Central Bank, 'Taxonomy of financing patterns of euro area SMEs and real effects' in [Non-bank financial intermediation in the euro area: implications for monetary policy transmission and key vulnerabilities](#), Occasional Paper Series, No 270, ECB, revised December 2021.

Technical Expert Stakeholder Group, [Empowering EU Capital Markets – Making listing cool again: Final report of the Technical Expert Stakeholder Group \(TESG\) on SMEs](#), June 2021.

ESMA, [MiFID II Review Report on the functioning of the regime for SME Growth Markets](#), March 2021.

## ENDNOTES

- <sup>1</sup> Communication from the Commission to the European Parliament, the Council, the European Economic and Social committee and the Committee of the Regions, [A Capital Markets Union for people and businesses – new action plan](#), Action 2, p. 8.
- <sup>2</sup> Technical Expert Stakeholder Group, [Empowering EU Capital Markets – Making listing cool again: Final report of the Technical Expert Stakeholder Group \(TESG\) on SMEs](#), June 2021.
- <sup>3</sup> Technical Expert Stakeholder Group, [Empowering EU Capital Markets – Making listing cool again: Final report of the Technical Expert Stakeholder Group \(TESG\) on SMEs](#), June 2021.
- <sup>4</sup> See Amzallag A., Guagliano C. and Lo Passo V., [MiFID II Research Unbundling – assessing the impact on SMEs](#), ESMA Working Paper No. 3 202, February 2021.
- <sup>5</sup> Commission Staff Working Document, [Impact assessment accompanying the proposal for a Regulation of the European Parliament and of the Council amending regulations \(EU\) No 596/2014 and \(EU\) 2017/1129 as regards the promotion of the use of SME growth markets](#), 24 May 2018.
- <sup>6</sup> See European Central Bank, 'Taxonomy of financing patterns of euro area SMEs and real effects' in [Non-bank financial intermediation in the euro area: implications for monetary policy transmission and key vulnerabilities](#), Occasional Paper Series, No 270, ECB, revised December 2021.
- <sup>7</sup> A prospectus is a document presenting information about a company and the securities that the company offers to the public or seeks to admit to trading on a regulated market.
- <sup>8</sup> A multiple-voting right share is a class of share where one share gives more than one voting right to a shareholder.
- <sup>9</sup> The EU Growth Prospectus is a specific type of prospectus that gives certain companies, and SMEs in particular, the opportunity to take advantage of reduced disclosure requirements.
- <sup>10</sup> The simplified prospectus offers companies that had securities admitted to trading on a regulated market or an SME growth market continuously for at least 18 months a simplified disclosure regime.
- <sup>11</sup> MiFID defines [systematic internalisers](#) as investment firms which, on an organised, frequent, systematic and substantial basis, deal on their own account when executing client orders outside a trading venue, i.e. a regulated market, a multilateral trading facility (MTF) or an organised trading facility (OTF).
- <sup>12</sup> See the European Parliament Legislative Observatory [2022/0411](#) (COD) (amending regulation proposal), [2022/0405](#) (COD) (amending directive proposal) and [2022/0406](#) (COD) (new regulation proposal) for the main dates and the details about the legislative procedure in Parliament.

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