



2020/0155(COD)

3.11.2020

AMENDMENTS

23 - 137

Draft report

Ondřej Kovařík

(PE658.908v01-00)

Amending Regulation (EU) 2017/1129 as regards the EU Recovery prospectus and targeted adjustments for financial intermediaries to help the recovery from the COVID-19 pandemic

Proposal for a regulation

(COM(2020)0281 – C9-0206/2020 – 2020/0155(COD))

Amendment 23
José Gusmão

Proposal for a regulation

—

Proposal for rejection

The European Parliament rejects the Commission proposal.

Or. en

Amendment 24
Frances Fitzgerald

Proposal for a regulation

Recital 1

Text proposed by the Commission

(1) The COVID-19 pandemic is severely affecting people, companies, health systems and the economies of Member States. The Commission, in its Communication to the European Parliament, the European Council, the Council, the European economic and social committee and the Committee of the regions of 27 May 2020 entitled ‘Europe’s moment: Repair and Prepare for the Next Generation’¹³ stressed that liquidity and access to finance will be a continued challenge in the months to come. It is therefore crucial to support the recovery from the severe economic shock caused by the COVID-19 pandemic by introducing targeted amendments to existing pieces of financial legislation. This package of measures is adopted under the label “Capital Markets Recovery Package”.

Amendment

(1) The COVID-19 pandemic is severely affecting people, companies, health systems and the economies of Member States. The Commission, in its Communication to the European Parliament, the European Council, the Council, the European economic and social committee and the Committee of the regions of 27 May 2020 entitled ‘Europe’s moment: Repair and Prepare for the Next Generation’¹³ stressed that liquidity and access to finance will be a continued challenge in the months to come. It is therefore crucial to support the recovery from the severe economic shock caused by the COVID-19 pandemic by introducing targeted amendments to existing pieces of financial legislation ***to ensure that European companies have access to a diverse range of funding mechanisms at this vital time. In order to avoid any extraterritorial conflicts, Article 23 of Regulation (EU) No 600/2014 should be amended to clarify the scope of the share trading obligation. In particular it should be clarified that the scope of Article 23 of***

Regulation (EU) No 600/2014 only applies to trades in shares with an ISIN code from an EEA country or to trades in shares denominated in a non-EU currency or if the share was admitted to trading on a third country trading venue before 31 December 2020 and traded in an EU currency. This package of measures is adopted under the label “Capital Markets Recovery Package”.

¹³ COM/2020/456 final of 27.5.2020.

¹³ COM/2020/456 final of 27.5.2020.

Or. en

Amendment 25
Stéphanie Yon-Courtin

Proposal for a regulation
Recital 1 a (new)

Text proposed by the Commission

Amendment

(1 a) Certainty on the application of the rules related to trading on derivatives markets are essential to improve financial intermediaries' confidence, and in turn increase the contribution of European companies to the recovery phase. To ensure legal certainty and the effective application of the principles enshrined in the conclusions of the G20 summit of Pittsburgh of the 24-25 September 2009, it may be necessary to bring more clarity to the current framework.

Or. en

Amendment 26
Ernest Urtasun
on behalf of the Greens/EFA Group

Proposal for a regulation
Recital 2

Text proposed by the Commission

(2) Regulation (EU) 2017/1129 of the European Parliament and of the Council¹⁴ lays down 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 in the Union. As part of the measures to help issuers to recover from the economic shock resulting from the COVID-19 pandemic, targeted amendments to the prospectus regime are necessary. Such amendments should enable issuers and financial intermediaries to reduce costs and free up resources for the recovery phase in the immediate aftermath of the crisis.

¹⁴ Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ L 168, 30.6.2017, p. 12).

Amendment

(2) Regulation (EU) 2017/1129 of the European Parliament and of the Council¹⁴ lays down 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 in the Union. As part of the measures to help issuers to recover from the economic shock resulting from the COVID-19 pandemic, targeted amendments to the prospectus regime are necessary. Such amendments should enable issuers and financial intermediaries to reduce costs and free up resources for the recovery phase in the immediate aftermath of the crisis. ***The amendments should remain in line with the overarching objectives of Regulation (EU) 2017/1129 to ensure consumer and investor protection and the proper functioning of the internal market.***

¹⁴ Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ L 168, 30.6.2017, p. 12).

Or. en

Amendment 27

Alfred Sant, Paul Tang, Eero Heinäluoma

Proposal for a regulation

Recital 2

Text proposed by the Commission

(2) Regulation (EU) 2017/1129 of the European Parliament and of the Council¹⁴ lays down requirements for the drawing up, approval and distribution of the prospectus to be published when securities are offered

Amendment

(2) Regulation (EU) 2017/1129 of the European Parliament and of the Council¹⁴ lays down 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 in the Union. As part of the measures to help issuers to recover from the economic shock resulting from the COVID-19 pandemic, targeted amendments to the prospectus regime are necessary. Such amendments should enable issuers and financial intermediaries to reduce costs and free up resources for the recovery phase in the immediate aftermath of the crisis.

to the public or admitted to trading on a regulated market in the Union. As part of the measures to help issuers to recover from the economic shock resulting from the COVID-19 pandemic, targeted amendments to the prospectus regime are necessary. Such amendments should enable issuers and financial intermediaries to reduce costs and free up resources for the recovery phase in the immediate aftermath of the crisis, ***while taking full account of how the crisis has affected the present situation and the future prospects of economic and financial entities specifically as a result of the health emergency.***

¹⁴ Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ L 168, 30.6.2017, p. 12).

¹⁴ Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ L 168, 30.6.2017, p. 12).

Or. en

Amendment 28 **Ondřej Kovařík**

Proposal for a regulation **Recital 2**

Text proposed by the Commission

(2) Regulation (EU) 2017/1129 of the European Parliament and of the Council¹⁴ lays down 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 in the Union. As part of the measures to help issuers to recover from the economic shock resulting from the COVID-19 pandemic, targeted amendments to the prospectus regime are necessary. Such amendments should enable

Amendment

(2) Regulation (EU) 2017/1129 of the European Parliament and of the Council¹⁴ lays down 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 in the Union. As part of the measures to help issuers to recover from the economic shock resulting from the COVID-19 pandemic, targeted amendments to the prospectus regime are necessary. Such amendments should enable

issuers and financial intermediaries to reduce costs and free up resources for the recovery phase in the immediate aftermath of the crisis.

¹⁴ Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ L 168, 30.6.2017, p. 12).

issuers and financial intermediaries to reduce costs and free up resources for the recovery phase in the immediate aftermath of the crisis, ***while ensuring a high level of investor protection.***

¹⁴ Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ L 168, 30.6.2017, p. 12).

Or. en

Amendment 29 **Billy Kelleher**

Proposal for a regulation **Recital 2 a (new)**

Text proposed by the Commission

Amendment

(2 a) It is crucial to support the recovery from the severe economic shock caused by the COVID-19 pandemic by ensuring European companies have access to a diverse range of funding mechanisms at this vital time. To avoid any extraterritorial conflicts that may cause barriers to accessing liquidity, it is necessary to clarify the scope of the share trading obligation under Article 23 of Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments, especially in respect of dual-listed shares listed before 31 December 2020;

Or. en

Amendment 30 **Sirpa Pietikäinen**

Proposal for a regulation
Recital 3

Text proposed by the Commission

(3) Credit institutions have been active in the recovery to support companies that needed financing and are expected to be a fundamental pillar of the recovery. Regulation (EU) 2017/1129 entitles credit institutions to an exemption from the obligation to publish a prospectus in case of an offer of certain non-equity securities issued in a continuous or repeated manner up to an aggregated amount of EUR 75 million in a 12 month-period. That exemption threshold should be increased for a limited period of time in order to foster fundraising for credit institutions and bring them a breathing space to support their clients in the real economy. As that measure is limited to the recovery phase, it should therefore be available for *a limited* time period *of 18 months*.

Amendment

(3) Credit institutions have been active in the recovery to support companies that needed financing and are expected to be a fundamental pillar of the recovery. Regulation (EU) 2017/1129 entitles credit institutions to an exemption from the obligation to publish a prospectus in case of an offer of certain non-equity securities issued in a continuous or repeated manner up to an aggregated amount of EUR 75 million in a 12 month-period. That exemption threshold should be increased for a limited period of time in order to foster fundraising for credit institutions and bring them a breathing space to support their clients in the real economy. As that measure is limited to the recovery phase, it should therefore be available for *fixed* time period, *ending by latest on 31 December 2022*.

Or. en

Amendment 31
Eugen Jurzyca

Proposal for a regulation
Recital 3

Text proposed by the Commission

(3) Credit institutions have been active in the recovery to support companies that needed financing and are expected to be a fundamental pillar of the recovery. Regulation (EU) 2017/1129 entitles credit institutions to an exemption from the obligation to publish a prospectus in case of an offer of certain non-equity securities issued in a continuous or repeated manner up to an aggregated amount of EUR 75 million in a 12 month-period. That

Amendment

(3) Credit institutions have been active in the recovery to support companies that needed financing and are expected to be a fundamental pillar of the recovery. Regulation (EU) 2017/1129 entitles credit institutions to an exemption from the obligation to publish a prospectus in case of an offer of certain non-equity securities issued in a continuous or repeated manner up to an aggregated amount of EUR 75 million in a 12 month-period. That

exemption threshold should be increased for a limited period of time in order to foster fundraising for credit institutions and bring them a breathing space to support their clients in the real economy. As that measure is limited to the recovery phase, it should therefore be available for a limited time period *of 18 months*.

exemption threshold should be increased for a limited period of time in order to foster fundraising for credit institutions and bring them a breathing space to support their clients in the real economy. As that measure is limited to the recovery phase, it should therefore be available for a limited time period *ending on 31 December 2022*.

Or. en

Justification

The reason of this amendment is to set a clear day of ending the application of the EU Recovery prospectus which seems to fit with or slightly exceed the idea of 18 months after the application of this revision. This change should avoid any confusions in counting days according to the original proposal.

Amendment 32 **Sirpa Pietikäinen**

Proposal for a regulation **Recital 4**

Text proposed by the Commission

(4) In order to swiftly address the severe economic impact of the COVID-19 pandemic, it is important to introduce measures to facilitate investments in the real economy, allow for a rapid recapitalisation of companies in the Union and enable issuers to tap into public markets at an early stage in the recovery process. In order to achieve those objectives, it is appropriate to create a new short-form prospectus ('EU Recovery prospectus') that is easy to produce for issuers, easy to understand for investors who want to finance them and easy to scrutinise and approve for competent authorities.

Amendment

(4) In order to swiftly address the severe economic impact of the COVID-19 pandemic, it is important to introduce measures to facilitate investments in the real economy, allow for a rapid recapitalisation of companies in the Union and enable issuers to tap into public markets at an early stage in the recovery process. In order to achieve those objectives, it is appropriate to create a new short-form prospectus ('EU Recovery prospectus') that is easy to produce for issuers, easy to understand for investors who want to finance them and easy to scrutinise and approve for competent authorities. ***However, the EU Recovery prospectus should not be seen as the stimulant of re-equitizing, rather it is a facilitator albeit one that needs careful monitoring to ensure the investor's information needs are met. Moreover, the Regulation on the EU Recovery***

prospectus should not be a shortcut of changes of Prospectus Regulation as the revision will need to be done with proper, careful impact assessment.

Or. en

Amendment 33

Alfred Sant, Paul Tang, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Recital 4

Text proposed by the Commission

(4) In order to swiftly address the severe economic impact of the COVID-19 pandemic, it is important to introduce measures to facilitate investments in the real economy, allow for a rapid recapitalisation of companies in the Union and enable issuers to tap into public markets at an early stage in the recovery process. In order to achieve those objectives, it is appropriate to create a new short-form prospectus ('EU Recovery prospectus') that is easy to produce for issuers, easy to understand for investors who want to finance them and easy to scrutinise and approve for competent authorities.

Amendment

(4) In order to swiftly address the severe economic impact of the COVID-19 pandemic, it is important to introduce measures to facilitate investments in the real economy, allow for a rapid recapitalisation of companies in the Union and enable issuers to tap into public markets at an early stage in the recovery process. In order to achieve those objectives, it is appropriate to create a new short-form prospectus ('EU Recovery prospectus') that ***while also addressing the economic and financial issues specifically raised by the COVID-19 pandemic*** is easy to produce for issuers, easy to understand for investors, ***especially for retail investors***, who want to finance them and easy to scrutinise and approve for competent authorities.

Or. en

Amendment 34

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Recital 4

Text proposed by the Commission

Amendment

(4) In order to swiftly address the severe economic impact of the COVID-19 pandemic, it is important to introduce measures to facilitate investments in the real economy, allow for a rapid recapitalisation of companies in the Union and enable issuers to tap into public markets at an early stage in the recovery process. In order to achieve those objectives, it is appropriate to create a new short-form prospectus ('EU Recovery prospectus') that is easy to produce for issuers, easy to understand for investors who want to finance them and easy to scrutinise and approve for competent authorities.

(4) In order to swiftly address the severe economic impact of the COVID-19 pandemic, it is important to introduce measures to facilitate **sustainable** investments in the real economy, allow for a rapid recapitalisation of companies in the Union and enable issuers to tap into public markets at an early stage in the recovery process. In order to achieve those objectives, it is appropriate to create a new short-form prospectus ('EU Recovery prospectus') that is easy to produce for issuers, easy to understand for investors who want to finance them and easy to scrutinise and approve for competent authorities.

Or. en

Amendment 35

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Recital 4 a (new)

Text proposed by the Commission

Amendment

(4 a) As the Union is also increasingly faced with the catastrophic and unpredictable consequences of climate change, resource depletion and other sustainability-related challenges, urgent action is needed to mobilise capital to finance companies that follow good practices and respect the precautionary principle of 'do no significant harm' as well as minimum social safeguards, so that sustainability objectives are not significantly undermined due to their economic activities. In order to ensure that the new measures to help the recovery process also contribute towards achieving the goals of the European Green Deal and the Sustainable Finance Strategy and are in line with the Union climate and environmental objectives, it is important that the EU Recovery

prospectus contains the essential information for investors on any risks of the issuer or the shares, that may negatively affect sustainability factors, as well as information on how the issuer integrates environmental, social and governance (ESG) factors in its business strategy.

Or. en

Amendment 36
Ernest Urtasun
on behalf of the Greens/EFA Group

Proposal for a regulation
Recital 4 b (new)

Text proposed by the Commission

Amendment

(4 b) Information by companies on environmental, social and governance (ESG) matters have become increasingly relevant for investors in order to measure the sustainability impacts of their investments and integrate sustainability considerations in their investment decisions. Companies face increasing pressure in the market to respond to demands from both investors and credit institutions for more sustainability related information. Therefore, issuers should be required to disclose key information regarding how sustainability matters are integrated in their business strategy and their objectives in the context of the recovery and ecological transition, including whether they have adopted green transition plans.

Or. en

Amendment 37
Alfred Sant, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Recital 5

Text proposed by the Commission

(5) Companies that have had shares admitted to trading on a regulated market or traded on an SME Growth market continuously for at least the last 18 months before the offer of shares or admission to trading, should have complied with periodic and ongoing disclosure requirements under Regulation (EU) No 596/2014 of the European Parliament and the Council¹⁵, Directive 2004/109/EC of the European Parliament and of the Council¹⁶ or Commission Delegated Regulation (EU) 2017/565¹⁷. Hence, many of the required content of a prospectus will already be publicly available and investors will be trading on the basis of that information. Therefore, the EU Recovery prospectus should only be used for secondary issuances and should only focus on essential information that investors need to make informed investment decisions.

¹⁵ Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (OJ L 173, 12.6.2014, p. 1).

¹⁶ Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC (OJ L 390, 31.12.2004, p. 38).

Amendment

(5) Companies that have had shares admitted to trading on a regulated market or traded on an SME Growth market continuously for at least the last 18 months before the offer of shares or admission to trading, should have complied with periodic and ongoing disclosure requirements under Regulation (EU) No 596/2014 of the European Parliament and the Council¹⁵, Directive 2004/109/EC of the European Parliament and of the Council¹⁶ or Commission Delegated Regulation (EU) 2017/565¹⁷. Hence, many of the required content of a prospectus will already be publicly available and investors will be trading on the basis of that information. Therefore, the EU Recovery prospectus should only be used for secondary issuances and should only focus on essential information that investors need to make informed investment decisions, ***while also addressing the question regarding how the COVID-19 pandemic has affected the business since the primary issuance was launched and the pandemic's future anticipated impact on the business activities.***

¹⁵ Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (OJ L 173, 12.6.2014, p. 1).

¹⁶ Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC (OJ L 390, 31.12.2004, p. 38).

¹⁷ Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive (OJ L 87, 31.3.2017, p. 1).

¹⁷ Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive (OJ L 87, 31.3.2017, p. 1).

Or. en

Amendment 38 **Sirpa Pietikäinen**

Proposal for a regulation **Recital 7**

Text proposed by the Commission

(7) The EU Recovery prospectus should include a short-form summary as a useful source of information for investors, in particular retail investors. That summary should be a self-contained part of the EU Recovery prospectus and should focus on key information that would enable investors to decide which offers and admissions to trading of securities to study further by reviewing the EU Recovery prospectus as a whole to take their decision.

Amendment

(7) The EU Recovery prospectus should include a short-form summary as a useful source of information for investors, in particular retail investors. ***The EU Recovery prospectus should safeguard the functionality of current Prospectus Regulation vis-à-vis retail investor protection needs while avoiding excessive administrative burden.*** That summary should be a self-contained part of the EU Recovery prospectus and should focus on key information that would enable investors to decide which offers and admissions to trading of securities to study further by reviewing the EU Recovery prospectus as a whole to take their decision. ***It should be supervised that the planned summary will not worsen the investor protection nor give misleading impression of the role of the investor. This means higher diligence requirements for prospectus providers.***

Or. en

Amendment 39 **Alfred Sant, Eero Heinäluoma, Marc Angel**

Proposal for a regulation
Recital 7

Text proposed by the Commission

(7) The EU Recovery prospectus should include a short-form summary as a useful source of information for investors, in particular retail investors. That summary should be a self-contained part of the EU Recovery prospectus and should focus on key information that would enable investors to decide which offers and admissions to trading of securities to study further by reviewing the EU Recovery prospectus as a whole to take their decision.

Amendment

(7) The EU Recovery prospectus should include a short-form summary as a useful source of information for investors, in particular retail investors. That summary should be a self-contained part of the EU Recovery prospectus and should focus on key information that would enable investors to decide which offers and admissions to trading of securities to study further by reviewing the EU Recovery prospectus as a whole to take their decision. ***That key information in the summary should include information covering specifically the economic and financial impact of COVID-19 as well as the anticipated future impact.***

Or. en

Justification

While a shorter prospectus aims to facilitate procedures for issuers, an additional reference to the impact of the COVID-19 would ensure that investors are explicitly informed of any related or aggravating factor that could affect the level of risk of the investment.

Amendment 40
Enikő Győri, Isabel Benjumea Benjumea

Proposal for a regulation
Recital 7 a (new)

Text proposed by the Commission

Amendment

(7 a) Since the EU Recovery prospectus would provide significantly less information than a simplified prospectus under the simplified disclosure regime for secondary issuances, it should not be possible for issuers to use it for highly dilutive issuances of shares with a significant impact on the issuer's capital structure, prospects and financial

situation. The use of the EU Recovery prospectus should therefore be limited to offers comprising no more than 50% of outstanding capital, expressed as the ratio between the number of shares offered and the total number of shares before the issuance.

Or. en

Amendment 41
Othmar Karas

Proposal for a regulation
Recital 10

Text proposed by the Commission

(10) Regulation (EU) 2017/1129 requires financial intermediaries to inform investors of the possibility of a supplement and, under certain circumstances, to contact investors on the same day that a supplement is published. The scope of investors to contact as well as the deadline to contact them can raise difficulties. In order to provide relief and free up resources for financial intermediaries while maintaining a high level of investor protection, a more proportionate regime should be laid down. Such regime should specify which investors should be contacted by financial intermediaries when a supplement is published and extend the deadline to contact those investors.

Amendment

(10) Regulation (EU) 2017/1129 requires financial intermediaries to inform investors of the possibility of a supplement and, under certain circumstances, to contact investors on the same day that a supplement is published. The scope of investors to contact as well as the deadline to contact them can raise difficulties. In order to provide relief and free up resources for financial intermediaries while maintaining a high level of investor protection, a more proportionate regime should be laid down. Such regime should specify which investors should be contacted by financial intermediaries when a supplement is published and extend the deadline to contact those investors.

Financial intermediaries should inform their clients at least once of the possibility of a supplement being published, and where and when it would be published. Upon subscription of the securities within the initial subscription period financial intermediaries should inform their clients about their right to withdraw acceptances and facilitate proceeding when investors exert their right of withdrawal. In case a supplement is published financial intermediaries should contact their clients by electronic means. If an investor does

not provide a channel of electronic communication to the intermediary, this investor waives the right to be contacted by the intermediary. In this case, the information about the supplement should be made available on the issuer's website.

Or. en

Justification

This amendment seeks to strike the right balance between the need of the investor of being properly informed and the need of financial intermediaries to use electronic means for the communication to effectively meet the communication obligations within the prescribed time frame. To be read in conjunction with the author's amendments on Article 23 – paragraph 2 – subparagraph 1 and on Article 23 – paragraph 3 – subparagraph 2.

Amendment 42 **Sirpa Pietikäinen**

Proposal for a regulation **Recital 10**

Text proposed by the Commission

(10) Regulation (EU) 2017/1129 requires financial intermediaries to inform investors of the possibility of a supplement and, under certain circumstances, to contact investors on the same day that a supplement is published. The scope of investors to contact as well as the deadline to contact them can raise difficulties. In order to provide relief and free up resources for financial intermediaries while maintaining a high level of investor protection, a more proportionate regime should be laid down. Such regime should specify which investors should be contacted by financial intermediaries when a supplement is published and extend the deadline to contact those investors.

Amendment

(10) Regulation (EU) 2017/1129 requires financial intermediaries to inform investors of the possibility of a supplement and, under certain circumstances, to contact investors on the same day that a supplement is published. The scope of investors to contact as well as the deadline to contact them can raise difficulties. In order to provide relief and free up resources for financial intermediaries while maintaining a high level of investor protection, a more proportionate regime should be laid down. Such regime should specify which investors should be contacted by financial intermediaries when a supplement is published and extend the deadline to contact those investors. ***It needs to be taken into account that this might create a bias in fairness of providing the same information to all investors.***

Or. en

Amendment 43
Eugen Jurzyca

Proposal for a regulation
Recital 10

Text proposed by the Commission

(10) Regulation (EU) 2017/1129 requires financial intermediaries to inform investors of the possibility of a supplement and, under certain circumstances, to contact investors on the same day that a supplement is published. The scope of investors to contact as well as the deadline to contact them can raise difficulties. In order to provide relief and free up resources for financial intermediaries while maintaining a high level of investor protection, a more proportionate regime should be laid down. Such regime should specify which investors should be contacted by financial intermediaries when a supplement is published and extend the deadline to contact those investors.

Amendment

(10) Regulation (EU) 2017/1129 requires financial intermediaries to inform investors of the possibility of a supplement and, under certain circumstances, to contact investors on the same day that a supplement is published. The scope of investors to contact as well as the deadline to contact them can raise difficulties **for financial intermediaries**. In order to provide relief and free up resources for financial intermediaries while maintaining a high level of investor protection, a more proportionate regime should be laid down. Such regime should specify which investors should be contacted by financial intermediaries when a supplement is published and **should** extend the deadline to contact those investors.

Or. en

Amendment 44
Marco Zanni, Francesca Donato, Valentino Grant, Antonio Maria Rinaldi

Proposal for a regulation
Recital 10 a (new)

Text proposed by the Commission

Amendment

(10 a) Article 23 of Regulation (EU) 2017/1129 regulates the supplements to the prospectus and specifies when the right of withdrawal ends. Financial intermediaries should clearly inform their clients at least once of the possibility of a supplement being published, and where and when it would be published. When subscribing to securities within the initial

subscription period, financial intermediaries should inform their clients of their right to withdraw acceptances and facilitate the procedure when investors exercise their right of withdrawal. If a supplement is published, financial intermediaries must contact their clients. The communication is made by electronic means only if requested by the client.

Or. en

Amendment 45

Eugen Jurzyca

Proposal for a regulation

Recital 11

Text proposed by the Commission

(11) As the EU Recovery prospectus is limited to the recovery phase, the regime of this prospectus should expire **18 months after the date of application of this Regulation**. In order to ensure the continuity of EU Recovery prospectuses, the ones approved before the expiration of the regime should benefit from a grandfathering provision.

Amendment

(11) As the EU Recovery prospectus is limited to the recovery phase, the regime of this prospectus should expire **by 31 December 2022**. In order to ensure the continuity of EU Recovery prospectuses, the ones approved before the expiration of the regime should benefit from a grandfathering provision.

Or. en

Amendment 46

Sirpa Pietikäinen

Proposal for a regulation

Recital 11

Text proposed by the Commission

(11) As the EU Recovery prospectus is limited to the recovery phase, the regime of this prospectus should expire **18 months after the date of application of this Regulation**. In order to ensure the continuity of EU Recovery prospectuses,

Amendment

(11) As the EU Recovery prospectus is limited to the recovery phase, the regime of this prospectus should expire **by 31 December 2022**. In order to ensure the continuity of EU Recovery prospectuses, the ones approved before the expiration of

the ones approved before the expiration of the regime should benefit from a grandfathering provision.

the regime should benefit from a grandfathering provision.

Or. en

Amendment 47

Markus Ferber

Proposal for a regulation

Recital 12

Text proposed by the Commission

(12) The Commission should, before 21 July 2022, present a report to the European Parliament and the Council on the application of this Regulation, accompanied where appropriate by a legislative proposal. This review should incorporate in its assessment whether the disclosure regime for EU Recovery prospectuses is appropriate to meet the objectives pursued by this Regulation.

Amendment

(12) The Commission should, before 21 July 2022, present a report to the European Parliament and the Council on the application of this Regulation, accompanied where appropriate by a legislative proposal. This review should incorporate in its assessment whether the disclosure regime for EU Recovery prospectuses is appropriate to meet the objectives pursued by this Regulation, ***in particular if it achieves the right balance between a reduction of administrative burdens and the protection of investors.***

Or. en

Amendment 48

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 1

Regulation (EU) 2017/1129

Article 1 – paragraph 4 – point k

Text proposed by the Commission

(k) from [date of application of this Regulation] to ***[18 months from the date of application of this Regulation]*** non-equity securities issued in a continuous or repeated manner by a credit institution, where the total aggregated consideration in

Amendment

(k) from [date of application of this Regulation] to ***31 December 2022*** non-equity securities issued in a continuous or repeated manner by a credit institution, where the total aggregated consideration in the Union for the securities offered is less

the Union for the securities offered is less than EUR 150 000 000 per credit institution calculated over a period of 12 months, provided that those securities:

than EUR 150 000 000 per credit institution calculated over a period of 12 months, provided that those securities:

Or. en

Amendment 49
Sirpa Pietikäinen

Proposal for a regulation
Article 1 – paragraph 1 – point 1
Regulation (EU) 2017/1129
Article 1 – paragraph 4 – point k

Text proposed by the Commission

(k) from [date of application of this Regulation] to **[18 months from the date of application of this Regulation]** non-equity securities issued in a continuous or repeated manner by a credit institution, where the total aggregated consideration in the Union for the securities offered is less than EUR 150 000 000 per credit institution calculated over a period of 12 months, provided that those securities:

Amendment

(k) from [date of application of this Regulation] to **31 December 2022** non-equity securities issued in a continuous or repeated manner by a credit institution, where the total aggregated consideration in the Union for the securities offered is less than EUR 150 000 000 per credit institution calculated over a period of 12 months, provided that those securities:

Or. en

Justification

The period of application for the new EU Recovery prospectus should run only until the end of 2022. This amendment applies throughout the text.

Amendment 50
Ernest Urtasun
on behalf of the Greens/EFA Group

Proposal for a regulation
Article 1 – paragraph 1 – point 2
Regulation (EU) 2017/1129
Article 6 – paragraph 1

Text proposed by the Commission

Amendment

1. Without prejudice to Articles 14(2), 14a(2) and 18(1), a prospectus shall contain the necessary information which is material to an investor for making an informed assessment of;

1. Without prejudice to Articles 14(2), 14a(2) and 18(1), a prospectus shall contain the necessary **financial and non-financial** information which is material to an investor for making an informed assessment of;

Or. en

Amendment 51

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 2

Regulation (EU) 2017/1129

Article 6 – paragraph 1 – point c a (new)

Text proposed by the Commission

Amendment

1 a. in the first subparagraph of Article 6, the following point is added:

"(ca) any adverse impact by the issuer or the shares on climate and other environmental, social and governance risks, to the extent they are material."

Or. en

Amendment 52

Marco Zanni, Francesca Donato, Valentino Grant, Antonio Maria Rinaldi

Proposal for a regulation

Article 1 – paragraph 1 – point 2 a (new)

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point b

Text proposed by the Commission

Amendment

(2 a) in Article 7(3), the point b is replaced by the following:

"(b) be written in a language and a style that facilitate the understanding of the information, in particular, in language that is clear, non-technical, concise and

comprehensible for investors. If written in a different language, the summary note shall be translated in the official language used in the State where the product is distributed and the translation shall faithfully and accurately reflect the content of the original document."

Or. en

Amendment 53

Marco Zanni, Francesca Donato, Valentino Grant, Antonio Maria Rinaldi

Proposal for a regulation

Article 1 – paragraph 1 – point 2 b (new)

Regulation (EU) 2017/1129

Article 7 – paragraph 4 – point c

Text proposed by the Commission

Amendment

(2 b) in Article 7(4), the point c is replaced by the following:

"c) all direct and indirect costs and charges borne by the retail investor that are associated with an investment product;"

Or. en

Amendment 54

Marco Zanni, Francesca Donato, Valentino Grant, Antonio Maria Rinaldi

Proposal for a regulation

Article 1 – paragraph 1 – point 2 c (new)

Regulation (EU) 2017/1129

Article 7 – paragraph 5 – subparagraph 2– point a

Text proposed by the Commission

Amendment

(2 c) in Article 7(5), point a of the second subparagraph is replaced by the following:

"(a) the summary should be a stand-alone document, clearly separated from marketing material, and shall be prepared

in a common format;"

Or. en

Amendment 55

Marco Zanni, Francesca Donato, Valentino Grant, Antonio Maria Rinaldi

Proposal for a regulation

Article 1 – paragraph 1 – point 2 d (new)

Regulation (EU) 2017/1129

Article 7 – paragraph 5 –subparagraph 2 a (new)

Text proposed by the Commission

Amendment

(2 d) in Article 7(5), the following subparagraph is added:

"An investor who demonstrates loss resulting from reliance on the summary under the circumstances referred to in point (e) of the second subparagraph, when making an investment into a product for which that summary was produced, may claim damages for that loss in accordance with national law."

Or. en

Amendment 56

Alfred Sant, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Article 1 – paragraph 1 – point 3

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point b

Text proposed by the Commission

Amendment

(b) written in a language and a style that facilitate the understanding of the information, in particular, in a language that is clear, non-technical, concise and comprehensible for investors.

(b) written in a language and a style that facilitate the understanding of the information, in particular, in a language that is clear, non-technical, concise and comprehensible for investors, ***especially non-professional investors.***

Or. en

Amendment 57

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 3

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point b a (new)

Text proposed by the Commission

Amendment

(b a) available in the official language or at least one of the official languages of the host Member State, or in another language accepted by the competent authority of the host Member State;

Or. en

Amendment 58

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 3

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point c – subparagraph (i)

Text proposed by the Commission

Amendment

(i) an introduction, containing ***warning*** as laid down in paragraph 5 of this Article;

(i) an introduction, containing ***warnings and the date of approval of the prospectus*** as laid down in paragraph 5 of this Article;

Or. en

Amendment 59

Alfred Sant, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Article 1 – paragraph 1 – point 3

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point c – subparagraph (ii)

Text proposed by the Commission

Amendment

(ii) key information on the issuer;

(ii) key information on the issuer, ***including a specific reference of no less than 400 words to the economic and financial impact of the COVID-19 pandemic;***

Or. en

Justification

While a shorter prospectus aims to facilitate procedures for issuers, an additional reference to the impact of the COVID-19 would ensure that investors are explicitly informed of any related or aggravating factor that could affect the level of risk of the investment.

Amendment 60

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 3

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point c – subparagraph (ii)

Text proposed by the Commission

Amendment

(ii) key information on the issuer;

(ii) key information on the issuer ***as laid down in paragraph 6 of this Article;***

Or. en

Amendment 61

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 3

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point c – subparagraph (iii)

Text proposed by the Commission

Amendment

(iii) key information on the ***securities;***

(iii) key information on the ***shares, including their type, class, the rights attached to them and any limitations***

thereon, as well as the long-term past performance of the market price of the shares and dividend yields, if any;

Or. en

Amendment 62

Alfred Sant, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Article 1 – paragraph 1 – point 3

Regulation (EU) 2017/1129

Article 7 – paragraph 12a – point c – subparagraph (iv)

Text proposed by the Commission

(iv) key information on the offer of securities to the public or the admission to trading on a regulated market or both.;

Amendment

(iv) key information on the offer of securities to the public or the admission to trading on a regulated market or both, ***including key information on the past dividend policy.***

Or. en

Amendment 63

Alfred Sant, Eero Heinäluoma

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (EU) 2017/1129

Article 14a – paragraph 1

Text proposed by the Commission

1. The following issuers may choose to draw up an EU Recovery prospectus under the simplified regime set out in this Article in case of an offer of ***shares*** to the public or an admission to trading of shares on a regulated market:

Amendment

1. The following issuers may choose to draw up an EU Recovery prospectus under the simplified regime set out in this Article in case of an offer of ***equity securities*** to the public or an admission to trading of shares on a regulated market:

Or. en

Amendment 64

Alfred Sant, Eero Heinäluoma

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (UE) 2017/1129

Article 14a – paragraph 1– point a

Text proposed by the Commission

(a) issuers whose shares have been admitted to trading on a regulated market continuously for at least the last 18 months and who issue **shares** fungible with existing shares which have been previously issued;

Amendment

(a) issuers whose shares have been admitted to trading on a regulated market continuously for at least the last 18 months and who issue **equity securities** fungible with existing shares which have been previously issued;

Or. en

Amendment 65

Jonás Fernández

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (EU) 2017/1129

Article 14a – paragraph 1 – point b

Text proposed by the Commission

(b) issuers whose shares have been already traded on an SME Growth market continuously for at least the last 18 months, provided that a prospectus has been published for the offer of those shares, and who issue shares fungible with existing shares which have been previously issued.

Amendment

(b) issuers whose shares have been already traded on an SME Growth market continuously for at least the last 18 months, provided that a prospectus has been published for the offer of those shares, and who issue shares fungible with existing shares which have been previously issued.

Issuers may only draw up an EU Recovery prospectus provided that the number of shares intended to be offered represents, together with the number of shares already offered via an EU Recovery prospectus over a period of 12 months, less than 100% of the number of shares already admitted to trading on a regulated market or an SME Growth market, as the case may be, on the date of approval of the EU Recovery prospectus; the period of 12 months shall begin on the date of approval of the EU Recovery

prospectus.

Or. en

Amendment 66

Alfred Sant, Eero Heinäluoma

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (UE) 2017/1129

Article 14a – paragraph 1 – point b

Text proposed by the Commission

(b) issuers whose shares have been already traded on an SME Growth market continuously for at least the last 18 months, provided that a prospectus has been published for the offer of those *shares*, and who issue *shares* fungible with existing *shares* which have been previously issued.

Amendment

(b) issuers whose shares have been already traded on an SME Growth market continuously for at least the last 18 months, provided that a prospectus has been published for the offer of those *equity securities*, and who issue *equity securities* fungible with existing *equity securities* which have been previously issued.

Or. en

Amendment 67

Enikő Győri, Isabel Benjumea Benjumea

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (EU) 2017/1129

Article 14a – paragraph 1 – point b a (new)

Text proposed by the Commission

Amendment

(b a) Issuers may only draw up an EU Recovery prospectus provided that the number of shares intended to be offered represents, together with the number of shares already offered via an EU Recovery prospectus over a period of 12 months, less than 50% of the number of shares already admitted to trading on a regulated market or an SME Growth market, as the case may be, on the date of approval of the EU Recovery prospectus;

the period of 12 months shall begin on the date of approval of the EU Recovery prospectus.

Or. en

Amendment 68
Ondřej Kovařík

Proposal for a regulation
Article 1 – paragraph 1 – point 4
Regulation (EU) 2017/1129
Article 14a – paragraph 1 – point b a (new)

Text proposed by the Commission

Amendment

(b a) offerors of shares admitted to trading on a regulated market or an SME growth market continuously for at least the last 18 months.

Or. en

Justification

This is to align the scope of those who can draw up an EU Recovery Prospectus closely to include the same offerors entitled to benefit from the simplified prospectus for secondary issuances. This amendment also clarifies, further to the draft report, that it is for offerors of shares fungible with existing shares.

Amendment 69
Alfred Sant, Eero Heinäluoma, Marc Angel

Proposal for a regulation
Article 1 – paragraph 1 – point 4
Regulation (EU) 2017/1129
Article 14a – paragraph 2 – subparagraph 1 – point (a)

Text proposed by the Commission

Amendment

(a) the prospects of the issuer and the significant changes in the financial position of the issuer that have occurred since the end of the last financial year, if any;

(a) the prospects of the issuer and the significant changes in the financial position of the issuer that have occurred since the end of the last financial year, if any; ***there shall be included a specific reference of not less than 400 words to the economic***

and financial impact of COVID-19 on the issuer and a statement regarding the anticipated future impact of same;

Or. en

Justification

While a shorter prospectus aims to facilitate procedures for issuers, an additional reference to the impact of the COVID-19 would ensure that investors are explicitly informed of any related or aggravating factor that could affect the level of risk of the investment.

Amendment 70

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (EU) 2017/1129

Article 14a – paragraph 2 – subparagraph 1 – point (a)

Text proposed by the Commission

(a) the prospects of the issuer and the significant changes in the financial position of the issuer that have occurred since the end of the last financial year, if any;

Amendment

(a) the prospects ***and performance*** of the issuer and the significant changes in the financial position of the issuer that have occurred since the end of the last financial year, if any, ***as well as its long term business strategy and objectives, both financial and non-financial, in the context of the recovery and ecological transition;***

Or. en

Amendment 71

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (EU) 2017/1129

Article 14a – paragraph 2 – subparagraph 1 – point (b)

Text proposed by the Commission

Amendment

(b) the essential information on the shares, the reasons for the issuance and its impact on the overall capital structure of the issuer, and the use of proceeds.

(b) the essential information on the shares, ***the rights attached to them, including any limitations of those rights, and procedure for the exercise of those rights***, the reasons for the issuance and its impact on the overall capital structure of the issuer, ***the disclosure of capitalisation and indebtedness, a working capital statement*** and the use of proceeds;

Or. en

Amendment 72

Alfred Sant, Eero Heinäluoma

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (EU) 2017/1129

Article 14a – paragraph 2 – subparagraph 1 – point (b)

Text proposed by the Commission

(b) the essential information on the ***shares***, the reasons for the issuance and its impact on the overall capital structure of the issuer, and the use of proceeds.

Amendment

(b) the essential information on the ***equity securities***, the reasons for the issuance and its impact on the overall capital structure of the issuer, and the use of proceeds.

Or. en

Amendment 73

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation (EU) 2017/1129

Article 14a – paragraph 2 – subparagraph 1 – point b a (new)

Text proposed by the Commission

Amendment

(b a) a concise summary of the key information disclosed under the Transparency Directive, Non-Financial Reporting Directive and the Market Abuse Regulation and the references to those.

Amendment 74
Markus Ferber

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation 2017/1129

Article 14a – paragraph 2 – subparagraph 1 – point b a (new)

Text proposed by the Commission

Amendment

(b a) the strategy of the issuer in relation to the Covid-19 crisis;

Or. en

Justification

In the recovery prospectus, the issuer shall give a at least a broad outline of its strategy on how to weather the Covid-19 crisis.

Amendment 75

Alfred Sant, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Article 1 – paragraph 1 – point 4

Regulation 2017/1129

Article 14a – paragraph 2 – subparagraph 2

Text proposed by the Commission

Amendment

The information contained in the EU Recovery prospectus shall be written and presented in an easily analysable, concise and comprehensible form and shall enable investors to make an informed investment decision. The competent authority shall also take into account whether the issuer has disclosed the regulated information to the public pursuant to Directive 2004/109/EC, where applicable, Regulation (EU) No 596/2014 and, where applicable, information referred to in Commission Delegated Regulation (EU) 2017/565.

The information contained in the EU Recovery prospectus shall be written and presented in an easily analysable, concise and comprehensible form and shall enable investors, ***especially non-professional investors***, to make an informed investment decision. The competent authority shall also take into account whether the issuer has disclosed the regulated information to the public pursuant to Directive 2004/109/EC, where applicable, Regulation (EU) No 596/2014 and, where applicable, information referred to in Commission Delegated Regulation (EU)

Amendment 76**Ernest Urtasun**

on behalf of the Greens/EFA Group

Proposal for a regulation**Article 1 – paragraph 1 – point 5**

Regulation (EU) 2017/1129

Article 20 – paragraph 6a

Text proposed by the Commission

6a. By way of derogation from paragraphs 2 and 4, the time limits set out in the first subparagraph of paragraph 2 and in paragraph 4 shall be reduced to five working days for an EU Recovery prospectus drawn up in accordance with Article 14a. The issuer shall inform the competent authority at least five working days before the date envisaged for the submission of an application for approval.;

Amendment

6a. By way of derogation from paragraphs 2 and 4, the time limits set out in the first subparagraph of paragraph 2 and in paragraph 4 shall be reduced to five working days for an EU Recovery prospectus drawn up in accordance with Article 14a. The issuer shall inform the competent authority at least five working days before the date envisaged for the submission of an application for approval. ***The time limit set out in the first subparagraph can be extended by five additional working days where the competent authority notifies to the issuer and ESMA that more time is required;***

Amendment 77**Ernest Urtasun**

on behalf of the Greens/EFA Group

Proposal for a regulation**Article 1 – paragraph 1 – point 6**

Regulation (EU) 2017/1129

Article 21 – paragraph 5a

Text proposed by the Commission

5a. An EU Recovery prospectus drawn up in accordance with Article 14a shall be

Amendment

5a. An EU Recovery prospectus drawn up in accordance with Article 14a shall be

classified in the storage mechanism referred to in paragraph 6 of this Article. The data used for the classification of prospectuses drawn up in accordance with Article 14 may be used for the classification of EU Recovery prospectuses drawn up in accordance with Article 14a, provided that the two types of prospectuses are differentiated in that storage mechanism.;

published in searchable electronic format in accordance with this Article, where applicable, and classified in the storage mechanism referred to in paragraph 6 of this Article. The data used for the classification of prospectuses drawn up in accordance with Article 14 may be used for the classification of EU Recovery prospectuses drawn up in accordance with Article 14a, provided that the two types of prospectuses are differentiated in that storage mechanism.;

Or. en

Amendment 78

Fabio Massimo Castaldo

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point a

Regulation (EU) 2017/1129

Article 23 – paragraph 2 – subparagraph 1

Text proposed by the Commission

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, ***exercisable within three working days after the publication of the supplement***, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Amendment

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. ***The right to withdraw is exercisable within three working days after the publication of the supplement.*** That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Or. en

Amendment 79

Marco Zanni, Francesca Donato, Valentino Grant, Antonio Maria Rinaldi

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point a

Regulation (EU) 2017/1129

Article 23 – paragraph 2 – subparagraph 1

Text proposed by the Commission

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, ***exercisable within three working days after the publication of the supplement***, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Amendment

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. ***The right to withdraw is exercisable within three working days after the publication of the supplement.*** That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Or. en

Amendment 80

Othmar Karas

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point a

Regulation (EU) 2017/1129

Article 23 – paragraph 2 – subparagraph 1

Text proposed by the Commission

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, ***exercisable within three working days after the publication of the***

Amendment

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right to withdraw their acceptances, provided that the significant new factor,

supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. ***The right to withdraw is exercisable within three working days after the publication of the supplement.*** That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Or. en

Justification

For the purpose of clarity this amendment should confirm the aim of the Commission's proposal, which clearly states that the right to withdraw is exercisable within 3 working days after the publication, considering that the wording "exercisable within three working days of the publication of the supplement" would be too ambiguous.

Amendment 81

Antonio Tajani, Herbert Dorfmann, Fulvio Martusciello

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point a

Regulation (EU) 2017/1129

Article 23 – paragraph 2 – subparagraph 1

Text proposed by the Commission

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, ***exercisable within three working days after the publication of the supplement***, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Amendment

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. ***The right to withdraw is exercisable within three working days after the publication of the supplement.*** That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the

supplement.;

Or. en

Amendment 82

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point a

Regulation (EU) 2017/1129

Article 23 – paragraph 2 – subparagraph 1

Text proposed by the Commission

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within **three** working days after the publication of the supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Amendment

2. Where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the securities before the supplement is published shall have the right, exercisable within **two** working days after the publication of the supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in paragraph 1 arose or was noted before the closing of the offer period or the delivery of the securities, whichever occurs first. That period may be extended by the issuer or the offeror. The final date of the right of withdrawal shall be stated in the supplement.;

Or. en

Amendment 83

Markus Ferber

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point b

Regulation (EU) 2017/1129

Article 23 – paragraph 3

Text proposed by the Commission

3. Where investors purchase or subscribe securities through a financial

Amendment

3. Where investors purchase or subscribe securities through a financial

intermediary, between the time when the prospectus for those securities is approved and the closing of the offer period *or the time when trading on a regulated market begins*, whichever occurs later, that financial intermediary shall inform those investors of the possibility of a supplement being published, where and when it would be published and that the financial intermediary would assist them in exercising their right to withdraw acceptances in such case.

intermediary, between the time when the prospectus for those securities is approved and the closing of the *initial* offer period whichever occurs later, that financial intermediary shall inform those investors of the possibility of a supplement being published, where and when it would be published and that the financial intermediary would assist them in exercising their right to withdraw acceptances in such case.

Or. en

Justification

Clarification that the information requirement concerns the initial offer period and thus primary markets only.

Amendment 84

Alfred Sant, Jonás Fernández, Paul Tang, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point b

Regulation (EU) 2017/1129

Article 23 – paragraph 3 – subparagraph 2

Text proposed by the Commission

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within one working day after the publication of the supplement.;

Amendment

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within one working day after the publication of the supplement. *To avoid situations where an investor would not qualify to receive information from the financial intermediary, the information on the supplement shall be made available on the issuer's website.;*

Or. en

Amendment 85

Othmar Karas

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point b

Regulation (EU) 2017/1129

Article 23 – paragraph 3 – subparagraph 2

Text proposed by the Commission

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within ***one working day after the publication of*** the supplement.;

Amendment

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within ***the business day following the one on which*** the supplement ***has been published.***;

Or. en

Justification

This amendment should confirm the objective of the Commission's proposal to clearly state that financial intermediaries should contact the investors within the business day following the one on which the publication of the supplement has been published. The wording “within one working day of the publication of the supplement” would lead to a unrealistic obligation for the intermediaries or is at least unclear as it reverts back to the current uncertain wording of Article 23 of this Regulation.

Amendment 86

Marco Zanni, Francesca Donato, Valentino Grant, Antonio Maria Rinaldi

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point b

Regulation (EU) 2017/1129

Article 23 – paragraph 3 – subparagraph 2

Text proposed by the Commission

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within ***one working day after the publication of*** the supplement.;

Amendment

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within ***the business day following the one on which*** the supplement ***has been published.***;

Or. en

Amendment 87

Antonio Tajani, Herbert Dorfmann, Fulvio Martusciello

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point b

Regulation (EU) 2017/1129

Article 23 – paragraph 3 – subparagraph 2

Text proposed by the Commission

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within **one working day** after the **publication of** the supplement.;

Amendment

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within **the business day** after the **one on which** the supplement **has been published.**;

Or. en

Amendment 88

Fabio Massimo Castaldo

Proposal for a regulation

Article 1 – paragraph 1 – point 7 – point b

Regulation (EU) 2017/1129

Article 23 – paragraph 3 – subparagraph 2

Text proposed by the Commission

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within **one working day after the publication of** the supplement.;

Amendment

Where the investors referred to in the first subparagraph of this paragraph have the right of withdrawal referred to in paragraph 2, the financial intermediary shall contact those investors within **the business day following the one on which** the supplement **was published.**;

Or. en

Amendment 89

Danuta Maria Hübner

Proposal for a regulation

Recital 7 a (new)

Recital 7 a (new)

Text proposed by the Commission

Amendment

(7 a) Since the EU Recovery prospectus would provide significantly less information than a simplified prospectus under the simplified disclosure regime for secondary issuances, it should not be possible for issuers to use it for highly dilutive issuances of shares with a significant impact on the issuer's capital structure, prospects and financial situation. The use of the EU Recovery prospectus should therefore be limited to offers comprising no more than 90% of outstanding capital, expressed as the ratio between the number of shares offered and the total number of shares before the issuance.

Or. en

Amendment 90

Alfred Sant, Jonás Fernández, Paul Tang, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Article 1 – paragraph 1 – point 8

Regulation (EU) 2017/1129

Article 47a – paragraph 1

Text proposed by the Commission

Amendment

The **regime** set out in Article 14a **expires** on [18 months from the date of application of this Regulation].

The **regimes** set out in Article 14a **and Article 23 (2) and (3) expire** on [18 months from the date of application of this Regulation].

Or. en

Justification

Adjustments to the supplements' regime shall be temporary as well. If changes are made on a permanent basis, it should be done during the upcoming review of the prospectus regulation and after a legal assessment of the proposed measures and their impact on investors' protection, if any.

Amendment 91
Sirpa Pietikäinen

Proposal for a regulation
Article 1 – paragraph 1 – point 8
Regulation (EU) 2017/1129
Article 47a – paragraph 1

Text proposed by the Commission

The regime set out in Article 14a expires on ***[18 months from the date of application of this Regulation]***.

Amendment

The regime set out in Article 14a expires on ***31 December 2022***.

Or. en

Justification

The period of application for the new EU Recovery prospectus should run only until the end of 2022. (This amendment applies throughout the text).

Amendment 92
Eugen Jurzyca

Proposal for a regulation
Article 1 – paragraph 1 – point 8
Regulation (EU) 1129/2017
Article 47a – paragraph 1

Text proposed by the Commission

The regime set out in Article 14a expires on ***[18 months from the date of application of this Regulation]***.

Amendment

The regime set out in Article 14a expires on ***31 December 2022***.

Or. en

Amendment 93
Eugen Jurzyca

Proposal for a regulation
Article 1 – paragraph 1 – point 8
Regulation (EU) 1129/2017
Article 47a – paragraph 2

Text proposed by the Commission

Amendment

EU Recovery Prospectuses drawn up in accordance with Article 14a and approved between [date of application of this Regulation] and ***[18 months after the date of application of this Regulation]*** shall continue to be governed in accordance with that Article until the end of their validity or until twelve months have elapsed after ***[18 months after date of application of this Regulation]***, whichever occurs first.

EU Recovery Prospectuses drawn up in accordance with Article 14a and approved between [date of application of this Regulation] and ***31 December 2022*** shall continue to be governed in accordance with that Article until the end of their validity or until twelve months have elapsed after ***31 December 2022***, whichever occurs first.

Or. en

Amendment 94
Sirpa Pietikäinen

Proposal for a regulation
Article 1 – paragraph 1 – point 8
Regulation (EU) 2017/1129
Article 47a – paragraph 2

Text proposed by the Commission

EU Recovery Prospectuses drawn up in accordance with Article 14a and approved between [date of application of this Regulation] and ***[18 months after the date of application of this Regulation]*** shall continue to be governed in accordance with that Article until the end of their validity or until twelve months have elapsed after ***[18 months after date of application of this Regulation]***, whichever occurs first.

Amendment

EU Recovery Prospectuses drawn up in accordance with Article 14a and approved between [date of application of this Regulation] and ***31 December 2022*** shall continue to be governed in accordance with that Article until the end of their validity or until twelve months have elapsed after ***31 December 2022***, whichever occurs first.

Or. en

Justification

The period of application for the new EU Recovery Prospectus should run only until the end of 2022. (This amendment applies throughout the text).

Amendment 95
Alfred Sant, Eero Heinäluoma

Proposal for a regulation
Article 1 – paragraph 1 – point 9

Regulation (UE) 2017/1129
Article 48 – paragraph 2 – point b

Text proposed by the Commission

(b) an analysis of whether the EU Growth prospectus strikes a proper balance between investor protection and the reduction of administrative burdens for the persons entitled to use it;

Amendment

(b) an analysis of whether the EU Growth prospectus strikes a proper balance between investor protection and the reduction of administrative burdens for the persons entitled to use it. ***The analysis shall focus on the way by which references to the present and future financial and economic impact of the COVID-19 pandemic in EU Recovery prospectuses proved to be relevant and useful to investors;***

Or. en

Amendment 96 **Sirpa Pietikäinen**

Proposal for a regulation
Article 1 – paragraph 1 – point 9
Regulation (EU) 2017/1129
Article 48 – paragraph 2 – point b

Text proposed by the Commission

(b) an analysis of whether the EU Growth prospectus strikes a proper balance between investor protection and the reduction of administrative burdens for the persons entitled to use it;

Amendment

(b) an analysis of whether the EU Growth prospectus strikes a proper balance between investor protection and the reduction of administrative burdens for the persons entitled to use it; ***to gather experience about the EU Recovery Prospectus for post-evaluation and the basis of analysing the possible needs to develop the Prospectus Regulation.***

Or. en

Justification

Necessary in order to post-evaluate the new EU Recovery prospectus legislation. (This amendment applies throughout the text).

Amendment 97

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point c

Text proposed by the Commission

(c) the number of EU Recovery prospectuses approved and an analysis of the evolution of such number;

Amendment

(c) the number of ***standard prospectuses, EU Growth prospectuses and*** EU Recovery prospectuses approved and an analysis of the evolution of such number ***and, where appropriate, offer prices of securities offered to the public in relation to all types of prospectuses;***

Or. en

Amendment 98

Alfred Sant, Jonás Fernández, Eero Heinäluoma, Marc Angel

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (UE) 1129/2017

Article 48 – paragraph 2 – point c

Text proposed by the Commission

(c) the number of EU Recovery prospectuses approved and an analysis of the evolution of such number;

Amendment

(c) the number of EU Recovery prospectuses approved and an analysis of the evolution of such number ***as well as an estimate of the actual additional market capitalisation mobilised by such prospectuses at the point of issue;***

Or. en

Amendment 99

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point c

Text proposed by the Commission

(d) the cost of preparing and having an EU Recovery prospectus approved compared to the current costs for a prospectus, together with an indication of the overall financial savings achieved;

Amendment

(d) the cost of preparing and having an EU Recovery prospectus approved compared to the current costs for a ***standard prospectus and an EU Growth prospectus***, together with an indication of the overall financial savings achieved ***and total costs of complying with this Regulation for issuers, offerors and financial intermediaries together with the information of these costs as a percentage of operational costs***;

Or. en

Amendment 100

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 2017/1129

Article 48 – paragraph 2 – point d

Text proposed by the Commission

(d) the ***cost*** of preparing and having an EU Recovery prospectus approved compared to the ***current*** costs for a prospectus, together with an indication of ***the overall financial savings achieved***;

Amendment

(d) the ***break down of costs*** of preparing and having an EU Recovery prospectus approved compared to the costs for a ***regular*** prospectus, together with an indication of ***which costs may be reduced***;

Or. en

Amendment 101

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point d a (new)

Text proposed by the Commission

Amendment

(d a) the separate cost of preparing and having each of I-XI category of information of an EU Recovery prospectus approved as listed in Annex Va and the summary of an EU Recovery prospectus;

Or. en

Amendment 102

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point d b (new)

Text proposed by the Commission

Amendment

(d b) an analysis of the impact of this Regulation on the proper functioning of the Union’s internal market for financial services, including the impact on access to finance by SMEs and on investors and other categories of natural or legal persons affected by those services;

Or. en

Amendment 103

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 2017/1129

Article 48 – paragraph 2 – point e

Text proposed by the Commission

Amendment

(e) an analysis of *whether* the EU Recovery prospectuses *strikes a proper balance between* investor protection and *the reduction of administrative burden for the persons entitled to use it.*;

(e) an analysis of the *impact of* EU Recovery prospectuses *on* investor protection and *on the accessibility of essential information for investments*;

Amendment 104

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e a (new)

Text proposed by the Commission

Amendment

(e a) an analysis of whether any changes are needed to the requirements set out in Annexes;

Or. en

Amendment 105

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e b new

Text proposed by the Commission

Amendment

(e b) whether the scope of services covered by this Regulation remains appropriate, in relation to the threshold amounts set out in Article 1 and 3;

Or. en

Amendment 106

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e c (new)

Text proposed by the Commission

Amendment

(e c) an analysis of whether and what prolongation of validity of a prospectus could improve a proper balance between investor protection and the reduction of administrative burden for issuers and the persons entitled to use it;

Or. en

Amendment 107

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e d (new)

Text proposed by the Commission

Amendment

(e d) the share of securities offered to the public in relation to authorised prospectuses under this Regulation in the global financial market and the European financial market;

Or. en

Amendment 108

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation 1129/2017

Article 48 – paragraph 2 – point e e (new)

Text proposed by the Commission

Amendment

(e e) the volume of investments withdrawn by investors using their withdrawal right and its share on the total volume of investments divided by the standard prospectuses, the EU Growth prospectuses and EU Recovery prospectuses; and, based on those data, assess whether the duration and the nature of the withdrawal right is

appropriate and does not harm the efficiency of the capital raising process or investor protection;

Or. en

Amendment 109

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e f (new)

Text proposed by the Commission

Amendment

(e f) the number and volume of sanctions imposed according to or in relation with this Regulation classified by Member States and by the type of a prospectus;

Or. en

Amendment 110

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e g (new)

Text proposed by the Commission

Amendment

(e g) types and trends of detriments and fraudulent behaviour, of investors, issuers, offerors or financial intermediaries and third persons occurring in relations with this Regulation;

Or. en

Amendment 111

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e h (new)

Text proposed by the Commission

Amendment

(e h) direct and indirect measurement of improvements in market outcomes for investors and issuers;

Or. en

Amendment 112

Eugen Jurzyca

Proposal for a regulation

Article 1 – paragraph 1 – point 9

Regulation (EU) 1129/2017

Article 48 – paragraph 2 – point e i (new)

Text proposed by the Commission

Amendment

(e i) a risk, cost and benefit analysis of whether EU Recovery prospectuses can become a permanent form of prospectus.

Or. en

Amendment 113

Antonio Tajani, Herbert Dorfmann, Fulvio Martusciello

Proposal for a regulation

Article 1 – paragraph 1 – point 10 a (new)

Regulation (EU) 2017/1129

Recital 66

Present text

Amendment

(66) In order to improve legal certainty, the respective time limits within which an issuer is to publish a supplement to the prospectus and within which investors have

(10 a) Recital 66 is amended as follows:

"(66) In order to improve legal certainty, the respective time limits within which an issuer is to publish a supplement to the prospectus and within which investors have

a right to withdraw their acceptance of the offer following the publication of a supplement should be clarified. On the one hand, the obligation to supplement a prospectus should apply when the significant new factor, material mistake or material inaccuracy occurs before the closing of the offer period or the time when trading of such securities on a regulated market begins, whichever occurs later. On the other hand, the right to withdraw an acceptance should apply only where the prospectus relates to an offer of securities to the public and the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the securities. Hence, the right of withdrawal should be linked to the timing of the significant new factor, material mistake or material inaccuracy that gives rise to a supplement, and should apply provided that such triggering event has occurred while the offer is open and before the securities are delivered. The right of withdrawal granted to investors owing to a significant new factor, material mistake or material inaccuracy that arose or was noted during the validity period of a prospectus is not affected by the fact that the corresponding supplement is published after the validity period of that prospectus. In the particular case of an offer that continues under two successive base prospectuses, the fact that the issuer is in the process of having a succeeding base prospectus approved does not remove the obligation to supplement the previous base prospectus until the end of its validity and grant the associated rights of withdrawal. To improve legal certainty, the supplement to the prospectus should specify when the right of withdrawal ends. Financial intermediaries should inform investors of their rights and facilitate proceedings when investors exert their right to withdraw acceptances.

a right to withdraw their acceptance of the offer following the publication of a supplement should be clarified. On the one hand, the obligation to supplement a prospectus should apply when the significant new factor, material mistake or material inaccuracy occurs before the closing of the offer period or the time when trading of such securities on a regulated market begins, whichever occurs later. On the other hand, the right to withdraw an acceptance should apply only where the prospectus relates to an offer of securities to the public and the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the securities. Hence, the right of withdrawal should be linked to the timing of the significant new factor, material mistake or material inaccuracy that gives rise to a supplement, and should apply provided that such triggering event has occurred while the offer is open and before the securities are delivered. The right of withdrawal granted to investors owing to a significant new factor, material mistake or material inaccuracy that arose or was noted during the validity period of a prospectus is not affected by the fact that the corresponding supplement is published after the validity period of that prospectus. In the particular case of an offer that continues under two successive base prospectuses, the fact that the issuer is in the process of having a succeeding base prospectus approved does not remove the obligation to supplement the previous base prospectus until the end of its validity and grant the associated rights of withdrawal. To improve legal certainty, the supplement to the prospectus should specify when the right of withdrawal ends. Financial intermediaries should inform investors of their rights and facilitate proceedings when investors exert their right to withdraw acceptances. ***Financial intermediaries should inform their clients at least once of the possibility of a supplement being published, and when and where it would***

be published. Upon subscriptions of the securities within the initial subscription period financial intermediaries should inform their clients about their right to withdraw acceptances and facilitate proceeding when investors exert their right to withdraw acceptances. In the event of a supplement is published, financial intermediaries should contact their clients through electronic means. If an investor does not provide a mean of electronic communication to the intermediaries, the investor waives the right to be contacted through intermediaries. In this case, the information regarding the supplement should be found on the issue's website."

Or. en

(32017R1129)

Amendment 114

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Article 1 – paragraph 1 – point 9 a (new)

Regulation (EU) 2017/1129

Article 48 – paragraph 4 a (new)

Text proposed by the Commission

Amendment

(9 a) in Article 48, the following paragraph is added:

4 a. By 31 December 2021, the Commission shall review the disclosure regimes set out by this Regulation in light of potential regulatory developments in the Union legislation related to non financial reporting and sustainability related criteria and make the necessary proposals, as appropriate, in order to bring those in line with the relevant legislation and the criteria set out in Regulation 2020/852 [Taxonomy Regulation], taking into account in particular the need to ensure standardised

and comparable sustainability-related information disclosed by listed companies in the EU and to move towards an integrated approach for reporting of financial and non-financial information.

Or. en

Amendment 115
Frances Fitzgerald

Proposal for a regulation
Article 1 b (new)
Regulation (EU) 600/2014
Article 23 – paragraph 1

Present text

1. An investment firm shall ensure the trades it undertakes in shares admitted to trading on a regulated market or traded on a trading venue shall take place on a regulated market, MTF or systematic internaliser, or a third-country trading venue assessed as equivalent in accordance with Article 25(4)(a) of Directive 2014/65/EU, as appropriate, unless their characteristics include that they:

(a) are non-systematic, ad-hoc, irregular and infrequent; or

(b) are carried out between eligible and/or professional counterparties and do not contribute to the price discovery process.

Amendment

Article 1 b (new)

Amendment to Regulation (EU) 600/2014
Article 23(1) is replaced by the following:

""1. An investment firm shall ensure the trades it undertakes in shares **with an ISIN that contains the country code of an EEA country** admitted to trading on a regulated market or traded on a trading venue shall take place on a regulated market, MTF or systematic internaliser, or a third-country trading venue assessed as equivalent in accordance with Article 25(4)(a) of Directive 2014/65/EU, as appropriate, unless their characteristics include that they:

(a) are non-systematic, ad-hoc, irregular and infrequent; or **are carried out on a third country trading venue in the home currency of the third country in which the trading venue is located;** or

(b) are carried out between eligible and/or professional counterparties and do not contribute to the price discovery process.

The obligation laid down in the first subparagraph is satisfied in relation to trades in shares de-nominated in the national currency of a third country or

when the share was admitted to trading before 31 December 2020 where such trades take place on a trading venue located in that third country."

Or. en

(32014R0600)

Amendment 116
Fabio Massimo Castaldo

Proposal for a regulation
Article 1 – paragraph 1 a (new)
Regulation (EU) 2017/1129
Recital 66

Present text

In order to improve legal certainty, the respective time limits within which an issuer is to publish a supplement to the prospectus and within which investors have a right to withdraw their acceptance of the offer following the publication of a supplement should be clarified. On the one hand, the obligation to supplement a prospectus should apply when the significant new factor, material mistake or material inaccuracy occurs before the closing of the offer period or the time when trading of such securities on a regulated market begins, whichever occurs later. On the other hand, the right to withdraw an acceptance should apply only where the prospectus relates to an offer of securities to the public and the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the securities. Hence, the right of withdrawal should be linked to the timing of the significant new factor, material mistake or material inaccuracy that gives rise to a supplement, and should apply provided that such triggering event has occurred while the offer is open and before the

Amendment

(1) Recital 66 is amended as follows:

"In order to improve legal certainty, the respective time limits within which an issuer is to publish a supplement to the prospectus and within which investors have a right to withdraw their acceptance of the offer following the publication of a supplement should be clarified. On the one hand, the obligation to supplement a prospectus should apply when the significant new factor, material mistake or material inaccuracy occurs before the closing of the offer period or the time when trading of such securities on a regulated market begins, whichever occurs later. On the other hand, the right to withdraw an acceptance should apply only where the prospectus relates to an offer of securities to the public and the significant new factor, material mistake or material inaccuracy arose or was noted before the closing of the offer period and the delivery of the securities. Hence, the right of withdrawal should be linked to the timing of the significant new factor, material mistake or material inaccuracy that gives rise to a supplement, and should apply provided that such triggering event has occurred while the offer is open and before the

securities are delivered. The right of withdrawal granted to investors owing to a significant new factor, material mistake or material inaccuracy that arose or was noted during the validity period of a prospectus is not affected by the fact that the corresponding supplement is published after the validity period of that prospectus. In the particular case of an offer that continues under two successive base prospectuses, the fact that the issuer is in the process of having a succeeding base prospectus approved does not remove the obligation to supplement the previous base prospectus until the end of its validity and grant the associated rights of withdrawal. To improve legal certainty, the supplement to the prospectus should specify when the right of withdrawal ends. Financial intermediaries should inform *investors of their rights and facilitate proceedings when investors exert* their right to withdraw acceptances.

securities are delivered. The right of withdrawal granted to investors owing to a significant new factor, material mistake or material inaccuracy that arose or was noted during the validity period of a prospectus is not affected by the fact that the corresponding supplement is published after the validity period of that prospectus. In the particular case of an offer that continues under two successive base prospectuses, the fact that the issuer is in the process of having a succeeding base prospectus approved does not remove the obligation to supplement the previous base prospectus until the end of its validity and grant the associated rights of withdrawal. To improve legal certainty, the supplement to the prospectus should specify when the right of withdrawal ends. Financial intermediaries should inform *their clients at least once of the possibility of a supplement being published, and where and when it would be published. Upon subscription of the securities within the initial subscription period, financial intermediaries should inform their clients about their right to withdraw acceptances and facilitate proceeding when investors exert their right of withdrawal. In case of a supplement is published financial intermediaries should contact their clients by electronic means. If an investor does not provide a channel of electronic communication to the intermediary, this investor waives the right to be contacted by the intermediary. In this case, the information about the supplement can be found on the issuer's website.*"

Or. en

Amendment 117
Billy Kelleher

Proposal for a regulation
Article 1 a (new)
Regulation (EU) No 600/2014
Article 23 – paragraph 1

Present text

Amendment

Article 1 a (new)

Amendment to Regulation (EU) 600/2014

Article 23(1) is replaced by the following:

1. An investment firm shall ensure the trades it undertakes in shares admitted to trading on a regulated market or traded on a trading venue shall take place on a regulated market, MTF or systematic internaliser, or a third-country trading venue assessed as equivalent in accordance with Article 25(4)(a) of Directive 2014/65/EU, as appropriate, unless their characteristics include that they:

(a) are non-systematic, ad-hoc, irregular and infrequent; or

(b) are carried out between eligible and/or professional counterparties and do not contribute to the price discovery process.

1. An investment firm shall ensure the trades it undertakes in shares **with an ISIN that contains the country code of an EEA country** admitted to trading on a regulated market or traded on a trading venue shall take place on a regulated market, MTF or systematic internaliser, or a third-country trading venue assessed as equivalent in accordance with Article 25(4)(a) of Directive 2014/65/EU, as appropriate, unless their characteristics include that they:

(a) are non-systematic, ad-hoc, irregular and infrequent; or **are carried out on a third-country trading venue in the home currency of the third country in which the trading venue is located; or if the shares were dual-listed on a third country exchange before 31 December 2020;**

(b) are carried out between eligible and/or professional counterparties and do not contribute to the price discovery process;""

Or. en

(32014R0600)

Amendment 118
Markus Ferber

Proposal for a regulation
Annex I
Regulation 2017/1129
Annex Va

Text proposed by the Commission

I. Name of the issuer, **Member State** of incorporation, link to the issuer's

PE660.110v01-00

Amendment

I. Name of the issuer, **country** of incorporation, link to the issuer's website

58/68

AM1216956EN.docx

website

Or. en

Amendment 119
Markus Ferber

Proposal for a regulation
Annex I
Regulation 2017/1129
Annex Va

Text proposed by the Commission

The purpose is to identify the company issuing shares, including its legal entity identifier ('LEI'), its **Member State** of incorporation and the website where investors can find information on the company's business operations, the products it makes or the services it provides, the principal markets where it competes, its organisational structure and, where applicable, information incorporated by reference.

Amendment

The purpose is to identify the company issuing shares **by its legal and commercial name**, including its legal entity identifier ('LEI'), its **country** of incorporation and the website where investors can find information on the company's business operations, the products it makes or the services it provides, the principal markets where it competes, its organisational structure and, where applicable, information incorporated by reference.

Or. en

Amendment 120
Markus Ferber

Proposal for a regulation
Annex I
Regulation 2014/1129
Annex Va

Text proposed by the Commission

The statement shall indicate the competent authority that has approved the EU Recovery prospectus, specify that such approval is not an endorsement of the issuer and specify that the EU Recovery prospectus has been drawn up in accordance with Article 14a.

Amendment

The statement shall indicate the competent authority that has approved the EU Recovery prospectus **in relation to completeness, comprehensibility and consistency as provided by this Regulation**, specify that such approval is not an endorsement of the issuer and specify that the EU Recovery prospectus

has been drawn up in accordance with
Article 14a.

Or. en

Justification

Specifies that the approval by national competent authorities is in relation to formal criteria only.

Amendment 121

José Gusmão

Proposal for a regulation

Annex I

Annex Va – section III

Annex Va – section III

Text proposed by the Commission

*The purpose is to describe the most material risks that are specific to the issuer and **the shares**.*

Amendment

*A description of the material risks that are specific to the issuer and **that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'**. In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document. Also, an assessment of systemic risk must be presented.*

Or. en

Amendment 122

Ondřej Kovařík

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section III

Text proposed by the Commission

Amendment

The purpose is to describe the most material risks that are specific to the issuer and **the shares**.

A description of the material risks that are specific to the issuer and **that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'**.

In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the EU Recovery Prospectus.

Or. en

Justification

This is a correction of the Draft Report, clarifying that the risk factors shall be corroborated by the content of the EU Recovery Prospectus, and not the Registration Document.

Amendment 123

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section III

Text proposed by the Commission

Amendment

The purpose is to describe the most material risks that are specific to the issuer and the shares.

The purpose is to describe the most material risks that are specific to the issuer and the shares. **The description shall include risks that may have an adverse impact on factors, including environmental, social and governance factors, if any.**

Or. en

Amendment 124

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section IV

Text proposed by the Commission

Financial statements (annual and half-yearly) **are required to be published** covering the period of 12 months prior to the approval of the EU Recovery prospectus. Where both annual and half-yearly financial statements have been published, only the annual statements shall be required where they postdate the half-yearly financial statements.

Amendment

The EU Recovery prospectus shall include the financial statements (annual and half-yearly) covering the period of 12 months prior to the approval of the EU Recovery prospectus. Where both annual and half-yearly financial statements have been published, only the annual statements shall be required where they postdate the half-yearly financial statements.

Or. en

Amendment 125

José Gusmão

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section IV a (new)

Text proposed by the Commission

Amendment

IVa. A description of the issuer's policy on dividend distributions and any current restrictions thereon.

Or. en

Amendment 126

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section IV a (new)

Text proposed by the Commission

Amendment

IV a. Business strategy and objectives

The purpose is to include a description of:

(a) the long-term business strategy and financial and non-financial objectives of the issuer in the context of the recovery and the ecological transition, including a reference to decarbonisation plans if any;

(b) the issuer's material investments made since the date of the last published financial statements and which are in progress;

(c) the development and performance of the issuer's business and of its position including both financial and non-financial Key Performance Indicators relevant to the particular business.

Or. en

Amendment 127

José Gusmão

Proposal for a regulation

Annex I

Annex Va – section IV a (new)

Annex Va – section IV a (new)

Text proposed by the Commission

Amendment

IV a. Information about any state aid and public subsidies received must be disclosed.

Or. en

Amendment 128

Markus Ferber

Proposal for a regulation

Annex I

Text proposed by the Commission

Amendment

(b a) information on the issuer's strategy in the context of the Covid-19 crisis;

Or. en

Justification

In the recovery prospectus, the issuer shall give a at least a broad outline of its strategy on how it intends to weather the Covid-19 crisis.

Amendment 129

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section VII

Text proposed by the Commission

Amendment

VII. ***Where and when to subscribe*** the shares

VII. ***Essential information on*** the shares

Or. en

Amendment 130

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section VII

Text proposed by the Commission

Amendment

The purpose is to provide ***the international security identification number ('ISIN') and other*** essential information about the shares offered to the public ***and to provide***

The purpose is to provide essential information about the shares offered to the public:

information about where the shares can be subscribed as well as on the time period, including any possible amendments, during which the offer will be open and a description of the application process together with the issue date of new shares.

(a) the international security identification number ('ISIN');

(b) the rights attached to the shares, the procedure for the exercise of those rights and any limitations of those rights;

(c) the past performance of the market price of the shares and dividend yields, if any;

(d) where the shares can be subscribed as well as on the time period, including any possible amendments, during which the offer will be open and a description of the application process together with the issue date of new shares.

Or. en

Amendment 131
Ernest Urtasun
on behalf of the Greens/EFA Group

Proposal for a regulation
Annex I
Regulation (EU) 2017/1129
Annex Va – section VII a

Text proposed by the Commission

Amendment

VII a. Dividend policy

A description of the issuer's policy on dividend distributions, including any restrictions thereon, if any, and on share repurchases.

Or. en

Amendment 132
Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section VII b

Text proposed by the Commission

Amendment

VII b. Remuneration policy

A short description of the issuer's remuneration policy, including all benefits awarded to individual directors and executives, the total remuneration split out by the fixed and variable component, the number of shares and share options granted or offered.

Or. en

Amendment 133

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section VII a

Text proposed by the Commission

Amendment

VIII a. Receipt of state aid support

The purpose is to provide information as to whether the issuer has benefited from state aid in whatever form in the context of the recovery and the purpose, type of instrument and amount of the aid received and conditions attached to it, if any.

Or. en

Amendment 134

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section IX

Text proposed by the Commission

The purpose is to provide information as to whether the working capital is sufficient for the issuer's present requirements **or, if not**, how the issuer proposes to provide the additional working capital needed.

Amendment

The purpose is to provide information **on the issuer's capitalisation and indebtedness (distinguishing between guaranteed and unguaranteed, secured and unsecured indebtedness) and information** as to whether **or not** the working capital is sufficient for the issuer's present requirements **If there is insufficient capital, a clear description of** how the issuer proposes to provide the additional working capital needed **is required**.

Or. en

Amendment 135

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section X

Text proposed by the Commission

The purpose is to provide information about any conflicts of interest related to the issuance.

Amendment

The purpose is to provide information about **interest, including** any conflicts of interest related to the issuance, **detailing the natural and legal persons involved and the nature of the interest**.

Or. en

Amendment 136

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section XI

Text proposed by the Commission

XI. Shareholding after the issuance

Amendment

XI. ***Dilution and*** shareholding after the issuance

Or. en

Amendment 137

Ernest Urtasun

on behalf of the Greens/EFA Group

Proposal for a regulation

Annex I

Regulation (EU) 2017/1129

Annex Va – section XI

Text proposed by the Commission

The purpose is to provide information about the ***participation*** in share capital and voting rights after the capital increase ***resulting from the offer to*** the public..

Amendment

The purpose is to provide information about the ***dilution*** in share capital and voting rights ***that existing shareholders of the issuer will experience*** after the capital increase ***as a result of*** the public ***offer.***”.

Or. en