

## Regulatory Landscape - Investment Services

This section lists out the regulations and directives that apply to the investments sector.

Title	Key dates	Key Information
<p><a href="#">Regulation (EU) 2016/1011</a> (Benchmarks Regulation – BR)</p>	<p>Publication date: June 29, 2016</p> <p>Effective date: June 30, 2016</p> <p>Application date: January 1, 2018</p>	<p>The regulation lays down a common framework to ensure the accuracy and integrity of indices used as benchmarks in financial instruments and financial contracts, or to measure the performance of investment funds in the Union. It aims to contribute to the functioning of the internal market while achieving a high level of consumer and investor protection.</p>
<p><a href="#">Regulation (EU) No. 2021/23</a> (CCP Recovery and Resolution Regulation – CCPRRR)</p>	<p>Publication date: January 22, 2021</p> <p>Effective date: February 11, 2021</p> <p>Application date: February 12, 2022 (recovery planning provisions); August 12, 2022 (remaining provisions)</p>	<p>This regulation establishes a framework for the recovery and resolution of central counterparties (CCPs). It ensures that both CCPs and national authorities have the tools to intervene early and decisively when a CCP faces financial distress, aiming to maintain financial stability.</p> <p>The regulation lays down rules and procedures concerning:</p> <ul style="list-style-type: none"> <li>● Recovery planning: requiring CCPs to develop and maintain recovery plans to restore their financial soundness without public financial support.</li> <li>● Resolution planning: requiring resolution authorities to prepare resolution plans for how to manage a CCP that is failing or likely to fail.</li> <li>● Early intervention: granting competent authorities powers to intervene when a CCP's viability is at risk but before it reaches the point of failure.</li> <li>● Resolution tools: providing authorities with specific tools, such as position and loss allocation, write-down and conversion of equity and debt instruments, and the sale of business or bridge CCP tools.</li> </ul> <p>The regulation aims to:</p> <ul style="list-style-type: none"> <li>● Ensure the continuity of the CCP's essential services to the financial market.</li> <li>● Prevent the contagion of financial distress across the clearing ecosystem and the broader financial system.</li> </ul>

		<p>This regulation amends several existing pieces of legislation to align with the new framework, including:</p> <ul style="list-style-type: none"> <li>● <a href="#">Regulation (EU) No. 1095/2010.</a></li> <li>● <a href="#">Regulation (EU) No. 648/2012.</a></li> <li>● <a href="#">Regulation (EU) No. 600/2014.</a></li> <li>● <a href="#">Regulation (EU) No. 806/2014.</a></li> <li>● <a href="#">Directive 2014/59/EU.</a></li> </ul>
<p><a href="#">Regulation (EU) No. 909/2014</a> (Central Securities Depositors Regulation – CSDR)</p>	<p>Publication date: August 28, 2014</p> <p>Effective date: September 17, 2014</p> <p>Application date: September 17, 2014</p>	<p>This regulation introduces harmonised prudential, organisational and conduct of business rules for central securities depositories (CSDs) across the European Union. Its primary objective is to increase the safety and efficiency of securities settlement and the settlement infrastructures in the EU.</p> <p>The regulation lays down uniform rules concerning:</p> <ul style="list-style-type: none"> <li>● Settlement periods.</li> <li>● Settlement discipline: introducing measures to prevent and address settlement fails, including mandatory cash penalties and "buy-ins" for failing transactions.</li> <li>● Authorisation and supervision: establishing a common framework for the authorisation and ongoing supervision of CSDs by national competent authorities.</li> <li>● Prudential requirements: setting capital requirements and liquidity risk management standards to ensure CSDs remain resilient.</li> <li>● Internalised settlement.</li> </ul> <p>In doing so, the regulation specifies:</p> <ul style="list-style-type: none"> <li>● Organisational requirements.</li> <li>● Conduct of business rules.</li> <li>● Banking-type services: specific strict conditions and additional capital requirements for CSDs that provide banking services (like credit or liquidity) to their participants.</li> </ul> <p>This regulation amends the following:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 98/26/EC.</a></li> <li>● <a href="#">Directive 2014/65/EU.</a></li> <li>● <a href="#">Regulation (EU) No. 236/2012.</a></li> </ul>

<p><u>Regulation (EU) 2023/2845</u> (Central Securities Depositors Regulation REFIT – CSDRR)</p>	<p>Publication date: December 27, 2023</p> <p>Effective date: January 16, 2024</p> <p>Application date: January 16, 2024; January 17, 2026.</p>	<p>This regulation amends <u>Regulation (EU) No. 909/2014</u> to reduce the financial and administrative burden on central securities depositories (CSDs) and enhance their ability to operate across borders. It forms a key part of the Capital Markets Union initiative to simplify the regulatory framework for post-trade services.</p> <p>The regulation introduces several targeted amendments to:</p> <ul style="list-style-type: none"> <li>● <b>Passporting regime:</b> simplifying the process for CSDs to provide services in other member states by streamlining the notification procedure and removing unnecessary barriers.</li> <li>● <b>Supervisory cooperation:</b> enhancing cooperation between national competent authorities and the European Securities and Markets Authority (ESMA) through the establishment of colleges of supervisors for certain CSDs.</li> <li>● <b>Settlement discipline:</b> amending the rules on mandatory buy-ins by introducing them only as a measure of last resort if cash penalties do not achieve the desired reduction in settlement fails.</li> <li>● <b>Banking-type ancillary services:</b> facilitating the ability of CSDs to offer banking-type services to their participants by adjusting the thresholds and conditions under which these services can be provided.</li> <li>● <b>Third-country CSDs:</b> clarifying the requirements for CSDs established in non-EU countries that provide services within the Union to ensure a level playing field and maintain financial stability.</li> </ul> <p>This regulation also amends the following:</p> <ul style="list-style-type: none"> <li>● <u>Regulation (EU) No. 236/2012.</u></li> </ul>
<p><u>Regulation (EU) 2019/1156</u> (Cross-Border Distribution of Investment Funds Regulation – CBDIFR)</p>	<p>Publication date: July 12, 2019</p> <p>Effective date: August 1, 2019</p> <p>Application date: August 2, 2021 (with certain provisions applying from August 1, 2019)</p>	<p>This regulation focuses on removing regulatory barriers that previously hindered the cross-border distribution of investment funds within the Union. It complements <u>Directive (EU) 2019/1160</u> by harmonising the rules on marketing communications and the process of verifying compliance with local laws.</p> <p>The regulation lays down uniform rules concerning the publication of national provisions concerning marketing requirements for collective investment undertakings and on marketing communications addressed to investors, as well as common principles concerning fees and charges levied on managers of collective investment undertakings in relation to their cross-border activities. It also provides for the establishment of a central database on the cross-border marketing of collective investment undertakings.</p>

		<p>In doing so, the regulation specifies:</p> <ul style="list-style-type: none"> <li>● Transparency of fees: requirements for national authorities to ensure that fees and charges for cross-border activities are consistent with the actual costs of performing supervisory tasks.</li> <li>● Notification requirements.</li> <li>● Ex-ante verification.</li> </ul> <p>This regulation amends the following:</p> <ul style="list-style-type: none"> <li>● <a href="#">Regulation (EU) No. 345/2013.</a></li> <li>● <a href="#">Regulation (EU) No. 346/2013.</a></li> <li>● <a href="#">Regulation (EU) No. 1286/2014.</a></li> </ul>
<p><a href="#">Directive (EU) 2019/1160</a> (Cross-Border Distribution of Investment Funds Directive – CBDIFD)</p>	<p>Publication date: July 12, 2019</p> <p>Effective date: August 1, 2019</p> <p>Member state transposition deadline: August 2, 2021</p> <p>Application date: August 2, 2021</p>	<p>This directive aims to reduce regulatory barriers and harmonise the conditions under which investment funds are distributed across the Union. It specifically amends the frameworks for Undertakings for Collective Investment in Transferable Securities (UCITS) and Alternative Investment Fund Managers (AIFMs).</p> <p>In doing so, the directive introduces several new articles:</p> <ul style="list-style-type: none"> <li>● Conditions for pre-marketing in the Union by an EU AIFM.</li> <li>● De-notification of arrangements made for the marketing of units or shares of some or all EU AIFs in the member states other than in the home member state of the AIFM.</li> <li>● Facilities available to retail investors</li> </ul> <p>This directive amends the following:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2009/65/EC.</a></li> <li>● <a href="#">Directive 2011/61/EU.</a></li> </ul>
<p><a href="#">Regulation (EU) 2019/2089</a> (EU Climate Transition Benchmarks Regulation – ECTBR)</p>	<p>Publication date: December 9, 2019</p> <p>Effective date: December 10, 2019</p> <p>Application date: December 10, 2019 (with specific</p>	<p>This regulation amends <a href="#">Regulation (EU) 2016/1011</a> to introduce new categories of benchmarks and enhance sustainability-related disclosures. It aims to provide investors with greater clarity and comparable tools to measure the performance of investment strategies focused on climate change and carbon reduction.</p> <p>The regulation lays down rules and procedures concerning:</p> <ul style="list-style-type: none"> <li>● EU Climate Transition Benchmarks (EU CTB): establishing a specific label for benchmarks where the underlying assets are selected or weighted to ensure</li> </ul>

	<p>transparency and reporting requirements phased in from April 30, 2020)</p>	<p>the resulting portfolio is on a decarbonisation trajectory.</p> <ul style="list-style-type: none"> <li>● EU Paris-aligned Benchmarks (EU PAB): creating a more ambitious label for benchmarks where assets are aligned with the goals of the Paris Agreement, specifically to limit global temperature rise to 1.5°C.</li> <li>● ESG disclosures for all benchmarks: requiring all benchmark administrators (except for interest rate and foreign exchange benchmarks) to disclose how environmental, social, and governance (ESG) factors are reflected in their methodologies.</li> <li>● Prevention of greenwashing: introducing minimum standards for the methodology of climate-related benchmarks to ensure they do not mislead investors regarding their environmental impact.</li> </ul>
<p><a href="#">Regulation (EU) 2023/2631</a> (European Green Bonds Regulation – EGBR)</p>	<p>Publication date: November 30, 2023</p> <p>Effective date: December 20, 2023</p> <p>Application date: December 21, 2024</p>	<p>This regulation establishes a voluntary high-quality standard for bonds that pursue environmentally sustainable objectives. It introduces the European Green Bond (EuGB) label, designed to facilitate the transition to a climate-neutral economy by setting a gold standard that reduces greenwashing and enhances transparency for investors.</p> <p>The regulation:</p> <ul style="list-style-type: none"> <li>● Lays down uniform requirements for issuers of bonds who wish to use the designation “European Green Bond” or “EuGB” for their bonds that are made available to investors in the Union.</li> <li>● Establishes a system to register and supervise external reviewers of European Green Bonds.</li> <li>● Provides optional disclosure templates for bonds marketed as environmentally sustainable and for sustainability-linked bonds in the Union.</li> </ul> <p>The regulation provides for the following requirements:</p> <ul style="list-style-type: none"> <li>● Pre-issuance disclosures.</li> <li>● Allocation reports.</li> <li>● CapEx plans.</li> <li>● Securitisation: providing specific rules for green securitisations, ensuring the originator (rather than the issuer vehicle) meets the use-of-proceeds requirements.</li> </ul> <p>The regulation also introduces an optional disclosure regime for other bonds marketed as environmentally sustainable or for sustainability-linked bonds, providing</p>

		<p>voluntary templates to help investors compare products.</p> <p>This regulation amends <a href="#">Regulation (EU) 2023/2869</a>.</p>
<p><a href="#">Regulation (EU) 2023/2631</a> (European Green Bonds Standards Regulation – EGBSR)</p>	<p>Publication date: November 30, 2023</p> <p>Effective date: December 20, 2023</p> <p>Application date: December 21, 2024</p>	<p>This regulation establishes a voluntary high-quality standard for bonds that pursue environmentally sustainable objectives. It introduces the designation European Green Bond or EuGB, creating a gold standard to reduce greenwashing in the fixed-income market and ensure that capital is directed towards genuinely sustainable projects.</p> <p>The regulation provides for the following requirements:</p> <ul style="list-style-type: none"> <li>● Use of proceeds: at least 85 percent of the funds must be allocated to activities that align fully with the EU taxonomy. A 15 percent flexibility pocket is permitted for activities where taxonomy criteria do not yet exist or for certain technical reasons, provided the activities are still environmentally sustainable.</li> <li>● Capex plans: if proceeds are used for activities that are not yet taxonomy-aligned but will be within a specific timeframe, the issuer must publish a capital expenditure plan.</li> <li>● Securitisation: providing specific rules for green securitisation, focusing on the green nature of the projects funded by the originator rather than the nature of the pool of assets itself.</li> </ul> <p>The regulation also provides for voluntary disclosure templates for other bonds marketed as environmentally sustainable and sustainability-linked bonds, even if they do not seek the full EuGB label. This is intended to improve comparability across the entire green bond market.</p> <p>This regulation amends <a href="#">Regulation (EU) 2023/2869</a>.</p>
<p><a href="#">Regulation (EU) 2015/760</a> (European Long-Term Investment Funds Regulation – ELTIFR)</p>	<p>Publication date: May 19, 2015</p> <p>Effective date: June 8, 2015</p> <p>Application date: December 9, 2015</p>	<p>This regulation creates a framework for a specific type of alternative investment fund known as the European Long-Term Investment Fund (ELTIF). These funds are designed to channel capital toward long-term projects, such as infrastructure, unlisted companies and real estate, which require stable financing over an extended period.</p> <p>The regulation provides for the following requirements:</p> <ul style="list-style-type: none"> <li>● Introducing strict safeguards for marketing to retail investors, including a suitability assessment and requirements for depositaries.</li> <li>● Mandating a detailed prospectus and periodic reports that clearly disclose</li> </ul>

		<p>the long-term nature of the investment and the illiquidity risks involved.</p> <ul style="list-style-type: none"> <li>● Limiting the amount of cash an ELTIF can borrow to ensure the fund maintains a manageable leverage profile.</li> </ul>
<p><u>Regulation (EU) 2023/606</u> (European Long-Term Investment Funds Regulation 2 – ELTIFR 2)</p>	<p>Publication date: March 20, 2023</p> <p>Effective date: April 9, 2023</p> <p>Application date: January 10, 2024</p>	<p>This regulation significantly amends <u>Regulation (EU) 2015/760</u> to make the European Long-Term Investment Fund a more attractive and accessible vehicle for both managers and investors. By relaxing several restrictive rules, it seeks to increase the flow of capital into long-term projects across the Union, supporting the Green Deal and the Digital Agenda.</p> <p>The regulation provides for the following enhancements:</p> <ul style="list-style-type: none"> <li>● Borrowing limits: increasing the maximum leverage allowed to 50 percent of the Net Asset Value (NAV) for funds marketed to retail investors and 100 percent for those marketed solely to professional investors.</li> <li>● Redemption policy flexibility: introducing the possibility for ELTIFs to be open-ended under specific conditions, allowing for redemptions during the life of the fund provided appropriate liquidity management tools are in place.</li> <li>● Sustainability alignment: aligning the suitability assessment for retail investors with the standards set out in MiFID II.</li> </ul>
<p><u>Directive (EU) 2019/2034</u> (Investment Firms Directive – IFD)</p>	<p>Publication date: December 5, 2019</p> <p>Effective date: December 25, 2019</p> <p>Member state transposition deadline: June 26, 2021</p> <p>Application date: June 26, 2021</p>	<p>This directive establishes a new prudential framework for the supervision of investment firms, working alongside <u>Regulation (EU) 2019/2033</u>. It shifts most investment firms away from the bank-centric rules of the CRR/CRD framework toward a more bespoke regime that reflects the specific risks they pose to customers and markets.</p> <p>The directive lays down rules concerning:</p> <ul style="list-style-type: none"> <li>● Setting the minimum levels of initial capital required for the authorisation of different categories of investment firms.</li> <li>● Providing national competent authorities with the mandate to conduct supervisory reviews and evaluations (SREP) and to impose additional own funds or liquidity requirements where necessary.</li> <li>● Requiring firms to have robust governance arrangements, including clear organisational structures, effective risk management processes, and internal control mechanisms.</li> <li>● Establishing principles for remuneration policies to ensure they are consistent with sound risk management and do not encourage excessive</li> </ul>

		<p>risk-taking, including rules on variable remuneration and deferral.</p> <p>In doing so, the directive specifies:</p> <ul style="list-style-type: none"> <li>● Supervisory review and evaluation process (SREP): the criteria and methodologies for authorities to assess the risks, strategies, and capital adequacy of investment firms.</li> <li>● Supervisory stress testing.</li> <li>● Powers of competent authorities.</li> <li>● Cooperation and exchange of information.</li> </ul> <p>This directive amends the following:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2002/87/EC</a>.</li> <li>● <a href="#">Directive 2009/65/EC</a>.</li> <li>● <a href="#">Directive 2011/61/EU</a>.</li> <li>● <a href="#">Directive 2013/36/EU</a>.</li> <li>● <a href="#">Directive 2014/59/EU</a>.</li> <li>● <a href="#">Directive 2014/65/EU</a>.</li> </ul>
<p><a href="#">Regulation (EU) 2019/2033</a> (Investment Firms Regulation – IFR)</p>	<p>Publication date: December 5, 2019</p> <p>Effective date: December 25, 2019</p> <p>Application date: June 26, 2021</p>	<p>This regulation establishes a bespoke prudential framework for investment firms authorised under MiFID II. It works alongside <a href="#">Directive (EU) 2019/2034</a> to replace the previous bank-centric CRR/CRD regime with rules that are more proportionate to the specific activities and risk profiles of investment firms.</p> <p>The regulation lays down uniform rules concerning:</p> <ul style="list-style-type: none"> <li>● Own funds requirements: setting out how investment firms must calculate their capital requirements based on their classification (Class 1, 2, or 3).</li> <li>● K-factors: introducing a new methodology for Class 2 firms to calculate capital requirements based on risks to customers (RtC), risks to market (RtM), and risks to firms (RtF).</li> <li>● Concentration risk: limits on exposures to individual clients or groups of connected clients to prevent excessive risk concentration.</li> <li>● Liquidity requirements: mandating that firms hold an amount of liquid assets equivalent to at least one third of their fixed overheads requirement.</li> <li>● Public disclosure: requiring firms to disclose information regarding their risk management, governance, and own funds (Pillar 3).</li> </ul> <p>The regulation categorises firms as follows:</p>

		<ul style="list-style-type: none"> <li>● Class 1 firms: large, systemic investment firms (assets over €30bn) which remain subject to the banking rules (CRR/CRD).</li> <li>● Class 2 firms: firms that exceed specific thresholds (e.g., assets under management, client orders handled) and must apply the full K-factor capital formula.</li> <li>● Class 3 firms: small and non-interconnected firms that are subject to a simplified regime, with capital requirements based on the higher of their permanent minimum capital or fixed overheads.</li> </ul> <p>In doing so, the regulation specifies:</p> <ul style="list-style-type: none"> <li>● Fixed Overheads Requirement (FOR): a baseline requirement equal to at least one quarter of the fixed overheads of the preceding year.</li> <li>● Permanent Minimum Capital (PMR): minimum levels ranging from €75,000 to €750,000 depending on the firm's authorised services.</li> <li>● Reporting requirements: standardised reporting to competent authorities on own funds, levels of activity, and liquidity.</li> </ul> <p>This regulation amends the following:</p> <ul style="list-style-type: none"> <li>● <a href="#">Regulation (EU) No. 1093/2010.</a></li> <li>● <a href="#">Regulation (EU) No. 575/2013.</a></li> <li>● <a href="#">Regulation (EU) No. 600/2014.</a></li> <li>● <a href="#">Regulation (EU) No. 806/2014.</a></li> </ul>
<p><a href="#">Regulation (EU) No 596/2014</a> (Market Abuse Regulation – MAR)</p>	<p>Publication date: June 12, 2014</p> <p>Effective date: July 2, 2014</p> <p>Application date: July 3, 2016</p>	<p>This regulation establishes a common regulatory framework on market abuse to ensure the integrity of financial markets in the Union and to enhance investor protection and confidence. It replaces the previous Market Abuse Directive with a more stringent and harmonised set of rules that apply directly across all member states, covering a wider range of financial instruments and trading venues.</p> <p>The regulation lays down uniform rules concerning:</p> <ul style="list-style-type: none"> <li>● Insider dealing: prohibiting individuals who possess inside information from using that information to acquire or dispose of financial instruments, or from recommending that others do so.</li> <li>● Unlawful disclosure of inside information: prohibiting the disclosure of inside information to any other person, except where the disclosure is made in the normal exercise of an employment, a profession, or duties.</li> <li>● Market manipulation: outlawing activities that give false or misleading signals as to the supply of, demand for, or price of a financial instrument, or that</li> </ul>

		<p>secure the price at an abnormal or artificial level.</p> <ul style="list-style-type: none"> <li>● Public disclosure of inside information: requiring issuers to inform the public as soon as possible of inside information which directly concerns them, subject to specific conditions for delay.</li> <li>● Insider lists: requiring issuers or any person acting on their behalf to draw up and maintain a list of all persons who have access to inside information.</li> </ul> <p>In doing so, the regulation specifies:</p> <ul style="list-style-type: none"> <li>● Managers transactions: requiring persons discharging managerial responsibilities (PDMRs), and persons closely associated with them, to notify the issuer and the competent authority of every transaction conducted on their own account relating to the shares or debt instruments of that issuer.</li> <li>● Market soundings: establishing a safe harbour for the disclosure of information prior to the announcement of a transaction, provided specific recordkeeping and procedural requirements are met.</li> <li>● Suspicious transaction and order reports (STORs): mandating that market operators and investment firms establish effective arrangements to detect and report orders and transactions that could constitute market abuse.</li> <li>● Investigatory and sanctioning powers: ensuring that national competent authorities have the necessary powers to conduct investigations and impose administrative sanctions that are effective, proportionate and dissuasive.</li> </ul> <p>This regulation repeals the following:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2003/6/EC</a>.</li> <li>● <a href="#">Directive 2003/124/EC</a>.</li> <li>● <a href="#">Directive 2003/125/EC</a>.</li> <li>● <a href="#">Directive 2004/72/EC</a>.</li> </ul> <p>It also amends several pieces of legislation including:</p> <ul style="list-style-type: none"> <li>● <a href="#">Regulation (EU) No. 648/2012</a>.</li> <li>● <a href="#">Regulation (EU) No. 909/2014</a>.</li> </ul>
<p><a href="#">Directive 2014/57/EU</a> (Market Abuse Directive – MAD)</p>	<p>Publication date: June 12, 2014</p> <p>Effective date: July 2, 2014</p>	<p>This directive complements <a href="#">Directive 2014/65/EU</a> by ensuring that serious cases of market abuse are subject to effective, proportionate and dissuasive criminal sanctions. While MAR focuses on administrative sanctions and preventative measures, MAD requires member states to introduce criminal offences for the most deliberate and harmful forms of market misconduct.</p>

	<p>Member state transposition deadline: July 3, 2016</p> <p>Application date: July 3, 2016</p>	<p>The directive lays down minimum rules concerning:</p> <ul style="list-style-type: none"> <li>● Criminal offences for insider dealing: requiring member states to ensure that insider dealing and the recommendation or inducement of others to engage in insider dealing constitute criminal offences when committed intentionally.</li> <li>● Criminal offences for unlawful disclosure: ensuring that the intentional and unauthorised disclosure of inside information is treated as a criminal act.</li> <li>● Criminal offences for market manipulation: mandating that intentional activities designed to manipulate the market, such as entering into transactions or spreading false information, are subject to criminal prosecution.</li> <li>● Inciting, aiding and abetting: requiring that those who provoke or assist in the commission of the aforementioned offences are also held criminally liable.</li> </ul>
<p><u>Directive 2004/39/EC</u> (Markets in Financial Instruments Directive – MiFID)</p>	<p>Publication date: April 30, 2004</p> <p>Effective date: May 21, 2004</p> <p>Member state transposition deadline: January 31, 2007</p> <p>Application date: November 1, 2007</p>	<p>This directive was a cornerstone of the EU Financial Services Action Plan, designed to create a single market for investment services and activities. It replaced the 1993 Investment Services Directive (ISD) to increase competition and investor protection by harmonising the rules for the operation of investment firms and traditional stock exchanges.</p> <p>The directive lays down rules concerning:</p> <ul style="list-style-type: none"> <li>● Authorisation and operating conditions: requiring investment firms to obtain authorisation in their home member state, which then allows them to provide services across the Union via the passporting regime.</li> <li>● Conduct of business obligations: introducing requirements for firms to act in the best interests of their clients, including suitability and appropriateness assessments and the obligation to achieve best execution.</li> <li>● Regulated markets and multilateral trading facilities (MTFs): establishing a regulatory framework for traditional exchanges and newer electronic trading platforms to ensure fair and orderly trading.</li> <li>● Pre-trade and post-trade transparency: setting requirements for the public disclosure of quotes and completed trades for shares admitted to trading on regulated markets.</li> </ul> <p>This directive repeals the following:</p>

		<ul style="list-style-type: none"> <li>● <a href="#">Directive 93/22/EEC</a>.</li> </ul> <p>This directive was subsequently repealed and replaced by:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2014/65/EU</a>.</li> <li>● <a href="#">Regulation (EU) No. 600/2014</a>.</li> </ul>
<p><a href="#">Directive 2014/65/EU</a> (Markets in Financial Instruments Directive II – MiFID II)</p>	<p>Publication date: June 12, 2014</p> <p>Effective date: July 2, 2014</p> <p>Member state transposition deadline: July 3, 2016</p> <p>Application date: January 3, 2017</p>	<p>This directive, alongside <a href="#">Regulation (EU) No. 600/2014</a>, substantially overhauled the framework for investment services and trading venues. It was developed in response to the 2008 financial crisis to address shortcomings in market transparency, strengthen investor protection and account for technological developments such as high-frequency trading.</p> <p>The directive lays down rules concerning:</p> <ul style="list-style-type: none"> <li>● Strengthening the requirements for the management bodies of investment firms to ensure they possess sufficient time, knowledge and experience.</li> <li>● Mandating robust risk management, internal controls and specific safeguards for firms engaging in algorithmic trading.</li> <li>● Enhancing investor protection through stricter rules on the provision of investment advice, disclosure of costs and charges, and the governance of financial products.</li> <li>● Regulating a broader range of platforms, including regulated markets, multilateral trading facilities (MTFs) and the newly created organised trading facilities (OTFs).</li> <li>● Granting authorities the power to set limits on the size of a position which any person can hold in commodity derivatives.</li> </ul> <p>In doing so, the directive specifies:</p> <ul style="list-style-type: none"> <li>● Requiring manufacturers and distributors of financial instruments to ensure that products are designed for a specific target market and that the distribution strategy is consistent with that market.</li> <li>● Restricting the receipt of fees, commissions or monetary benefits from third parties, particularly for firms providing independent investment advice or portfolio management.</li> <li>● Requiring firms to take all sufficient steps to obtain the best possible result for their clients and to publish annual data on the top five execution venues used.</li> <li>● Introducing requirements for firms to have effective systems and risk controls to ensure trading systems are resilient and do not contribute to</li> </ul>

		<p>market disorder.</p> <p>This directive, together with MiFIR, amends and replaces:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2004/39/EC</a>.</li> </ul> <p>It also amends several other pieces of legislation, including:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2002/92/EC</a>.</li> <li>● <a href="#">Directive 2011/61/EU</a>.</li> </ul>
<p><a href="#">Regulation (EU) No. 600/2014</a> (Markets in Financial Instruments Regulation – MiFIR)</p>	<p>Publication date: June 12, 2014</p> <p>Effective date: July 2, 2014</p> <p>Application date: January 3, 2017</p>	<p>This regulation was adopted alongside MiFID II to create a more integrated, efficient and transparent financial market in the Union. As a regulation, it applies directly across all member states, ensuring uniform rules for trading venue transparency, the execution of transactions in derivatives, and the provision of services by third-country firms.</p> <p>The regulation lays down uniform rules concerning:</p> <ul style="list-style-type: none"> <li>● Transparency for trading venues: establishing pre-trade and post-trade transparency requirements for equity and non-equity instruments, ensuring that quotes and transaction details are made public in near real time.</li> <li>● Transparency for investment firms: requiring firms to publicise details of transactions executed outside of regulated markets or MTFs.</li> <li>● The derivatives trading obligation: mandating that certain sufficiently liquid derivatives must be traded only on regulated markets, MTFs, OTFs or equivalent third-country venues.</li> <li>● Supervisory powers: granting ESMA and the EBA powers to temporarily prohibit or restrict the marketing, distribution or sale of certain financial instruments or activities that pose a threat to investor protection or financial stability.</li> </ul> <p>In doing so, the regulation specifies:</p> <ul style="list-style-type: none"> <li>● Transaction reporting: requiring investment firms to report complete and accurate details of transactions in financial instruments to competent authorities no later than the close of the following working day.</li> <li>● Access to CCPs and trading venues: introducing non-discriminatory access rules to ensure that trading venues and central counterparties do not engage in restrictive practices that hinder competition.</li> <li>● Third-country firms: establishing the conditions under which firms from outside the EU may provide investment services to professional clients and</li> </ul>

		<p>eligible counterparties within the Union based on an equivalence decision by the European Commission.</p> <p>The regulation also addresses:</p> <ul style="list-style-type: none"> <li>● Obligation to trade on venues: ensuring that trades in shares admitted to trading on a regulated market take place on a regulated market, MTF, systematic internaliser or equivalent third-country venue.</li> <li>● Consolidated tape: creating a framework for the establishment of a consolidated tape provider to aggregate data from various trading venues into a single stream.</li> </ul> <p>This regulation amends <a href="#">Regulation (EU) No. 648/2012</a>.</p>
<p><a href="#">Regulation (EU) 2016/1033</a></p>	<p>Publication date: June 30, 2016</p> <p>Effective date: July 1, 2016</p> <p>Application date: July 1, 2016</p>	<ul style="list-style-type: none"> <li>● This regulation amends <a href="#">Regulation (EU) No. 600/2014</a>, <a href="#">Regulation (EU) No. 596/2014</a>, and <a href="#">Regulation (EU) No. 909/2014</a>. Its primary purpose was to address technical challenges and provide more time for the industry and regulators to prepare for the complex data reporting requirements introduced by the MiFID II/MiFIR framework.</li> </ul>
<p><a href="#">Regulation (EU) 2017/1131</a> (Money Market Funds Regulation – MMFR)</p>	<p>Publication date: June 30, 2017</p> <p>Effective date: July 20, 2017</p> <p>Application date: July 21, 2018</p>	<p>This regulation establishes uniform rules for money market funds (MMFs) established, managed or marketed in the Union. It was introduced to enhance the liquidity and stability of MMFs, ensuring they can better withstand market stress and redemption pressure.</p> <p>The regulation lays down rules concerning:</p> <ul style="list-style-type: none"> <li>● Asset eligibility: restricting MMFs to high-quality, short-term assets with low credit and market risk.</li> <li>● Portfolio diversification: setting strict limits on exposure to a single issuer to prevent concentration risk.</li> <li>● Liquidity management: requiring MMFs to maintain a minimum proportion of daily and weekly maturing assets to meet sudden redemption requests.</li> <li>● Valuation standards: establishing clear methodologies for valuing assets, ensuring that the Net Asset Value (NAV) of the fund remains accurate and transparent.</li> </ul> <p>The regulation defines three categories of MMFs:</p>

		<ul style="list-style-type: none"> <li>● Public Debt Constant NAV (CNAV) MMFs: funds that must invest at least 99.5 percent of their assets in government-related instruments and aim to maintain a stable share price.</li> <li>● Low Volatility NAV (LVNAV) MMFs: a hybrid category that can maintain a stable price under strict conditions and narrow price corridors.</li> <li>● Variable NAV (VNAV) MMFs: funds where the share price fluctuates in line with the market value of the underlying assets.</li> </ul>
<p><u>Regulation (EU)</u> <u>No. 648/2012</u> (European Market Infrastructure Regulation – EMIR)</p>	<p>Publication date: July 27, 2012</p> <p>Effective date: August 16, 2012</p>	<p>This regulation introduces rules to improve transparency and reduce the risks associated with the over-the-counter (OTC) derivatives market. It was enacted as part of the EU commitment to the G20 Pittsburgh summit goals to ensure that all standardised OTC derivative contracts are cleared through central counterparties.</p> <p>The regulation lays down uniform rules concerning:</p> <ul style="list-style-type: none"> <li>● Clearing obligation: requiring that standardised OTC derivative contracts are cleared through authorised central counterparties (CCPs).</li> <li>● Risk mitigation techniques: establishing requirements for OTC derivative contracts that are not cleared by a CCP, including timely confirmation of trades, portfolio reconciliation, and the exchange of collateral (margin).</li> <li>● Reporting obligation: mandating that all derivative contracts (both OTC and exchange-traded) are reported to trade repositories (TRs).</li> <li>● Requirements for CCPs: setting out stringent prudential, organisational and conduct of business standards for the operation of central counterparties.</li> <li>● Requirements for TRs: establishing the conditions for the registration and supervision of trade repositories by the European Securities and Markets Authority (ESMA).</li> </ul> <p>In doing so, the regulation specifies:</p> <ul style="list-style-type: none"> <li>● Clearing thresholds: defining the volume of speculative activity that, once exceeded by non-financial counterparties, triggers the mandatory clearing obligation.</li> <li>● Initial and variation margin: detailed standards for the collateral that must be exchanged to cover potential losses on non-cleared trades.</li> <li>● Interoperability: setting rules for the arrangements between CCPs to allow for safer cross-platform clearing.</li> <li>● Equivalence: a framework for recognising third-country CCPs and trade repositories to ensure global market access.</li> </ul>

		This regulation amends <a href="#">Directive 98/26/EC</a> .
<p><a href="#">Regulation (EU) 2019/834</a> (European Market Infrastructure Regulation REFIT – EMIRR)</p>	<p>Publication date: May 28, 2019</p> <p>Effective date: June 17, 2019</p> <p>Application date: June 17, 2019</p>	<p>This regulation amends <a href="#">Regulation (EU) No. 648/2012</a> to simplify the rules and make them more proportionate, particularly for small financial and non-financial counterparties. It aims to reduce the compliance burden for firms with limited derivatives activity while maintaining the overall objective of financial stability.</p> <p>The regulation introduces several targeted amendments:</p> <ul style="list-style-type: none"> <li>● Introducing a new category of small financial counterparties (SFCs) that are exempted from the mandatory clearing obligation if their activity falls below certain thresholds, although they remain subject to risk mitigation requirements.</li> <li>● Simplifying the reporting of derivative transactions by exempting intragroup transactions where at least one counterparty is a non-financial firm. It also shifts the legal responsibility for reporting to the financial counterparty when dealing with a small non-financial counterparty.</li> <li>● Changing the way clearing thresholds are calculated so that non-financial counterparties (NFCs) only need to clear the specific asset classes (e.g., credit, equity, interest rate) in which they exceed the threshold, rather than all asset classes.</li> <li>● Requiring clearing members and clients that provide clearing services to do so under fair, reasonable, non-discriminatory and transparent (FRANDT) commercial terms.</li> <li>● Enhancing the quality of data reported to trade repositories by mandating the use of international standards and improving data validation procedures.</li> </ul>
<p><a href="#">Regulation (EU) 2019/2099</a></p>	<p>Publication date: December 12, 2019</p> <p>Effective date: January 1, 2020</p>	<p>This regulation amends <a href="#">Regulation (EU) No. 648/2012</a> to enhance the supervisory framework for central counterparties (CCPs), particularly those established in third countries that provide services to EU clearing members and trading venues. It was developed to address the growing systemic importance of CCPs and the risks posed by the concentration of clearing activities outside the Union.</p> <p>The regulation lays down rules concerning:</p> <ul style="list-style-type: none"> <li>● Tiering of third-country CCPs: establishing a two-tier system to categorise third-country CCPs based on their systemic importance to the financial stability of the Union or one of its member states.</li> <li>● Tier 1 CCPs: non-systemic CCPs that remain subject to the existing</li> </ul>

		<p>recognition framework and supervision by their home authorities.</p> <ul style="list-style-type: none"> <li>● Tier 2 CCPs: systemically important CCPs that must comply with stricter requirements, including direct supervision by ESMA and compliance with EU prudential standards.</li> <li>● The CCP Supervisory Committee: creating a dedicated permanent committee within ESMA to manage the tasks related to the authorisation and supervision of EU CCPs and the recognition of third-country CCPs.</li> <li>● Comparable compliance: allowing Tier 2 CCPs to request an assessment of whether their home country rules are comparable to EU requirements, potentially reducing the burden of dual supervision.</li> </ul> <p>This regulation also amends:</p> <ul style="list-style-type: none"> <li>● <a href="#">Regulation (EU) No. 648/2012</a>.</li> </ul>
<p><a href="#">Regulation (EU) 2024/2987</a> (European Market Infrastructure Regulation 3 – EMIR 3)</p>	<p>Publication date: December 4, 2024</p> <p>Effective date: December 24, 2024</p>	<p>This regulation amends <a href="#">Regulation (EU) No. 648/2012</a> to make the Union clearing landscape more attractive, efficient and resilient.</p> <p>The regulation lays down rules concerning:</p> <ul style="list-style-type: none"> <li>● The Active Account Requirement (AAR): requiring certain financial and non-financial counterparties to maintain operational and representative active accounts at EU CCPs for specific classes of derivatives deemed systemically important.</li> <li>● Streamlining supervisory processes: accelerating the procedures for EU CCPs to launch new services or change their risk models through a non-objection procedure for non-significant changes.</li> <li>● Intragroup transaction exemptions: simplifying the process for obtaining exemptions from clearing and margin requirements for transactions between entities within the same group, particularly when involving third-country entities in transparent jurisdictions.</li> <li>● Transparency of margin calls: requiring clearing members and CCPs to provide clients with more transparency regarding initial margin models and the potential for intraday margin calls.</li> </ul> <p>This regulation also amends:</p> <ul style="list-style-type: none"> <li>● <a href="#">Regulation (EU) No. 575/2013</a>.</li> <li>● <a href="#">Regulation (EU) 2017/1131</a>.</li> </ul>
<p><a href="#">Directive</a></p>	<p>Publication date:</p>	<p>The PD lays down rules concerning:</p>

<p><u>2003/71/EC</u> (Prospectus Directive – PD)</p>	<p>December 31, 2003</p> <p>Effective date: December 31, 2003</p> <p>Member state transposition deadline: July 1, 2005</p> <p>Application date: July 1, 2005</p>	<ul style="list-style-type: none"> <li>● 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 situated or operating within a member state.</li> <li>● The establishment of a "single passport" for issuers, enabling a prospectus approved by the competent authority in a home member state to be valid for public offers or admission to trading across all host member states.</li> </ul> <p>This directive amends <u>Directive 2001/34/EC</u>.</p>
<p><u>Regulation (EU) 2017/1129</u> (Prospectus Regulation – PR)</p>	<p>Publication date: June 30, 2017</p> <p>Effective date: July 20, 2017</p> <p>Application date: July 21, 2019</p>	<p>This regulation 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 situated or operating within a member state. It aims to ensure investor protection and market efficiency, reduce administrative burdens for companies and enhance the internal market for capital as part of the Capital Markets Union.</p> <p>The regulation provides for the following requirements and mechanisms:</p> <ul style="list-style-type: none"> <li>● Adjusts and harmonises the thresholds for exemptions from the obligation to publish a prospectus (e.g., allowing member states to exempt public offers of up to €8m over 12 months).</li> <li>● Universal Registration Document (URD): introduces the URD for frequent issuers, enabling them to secure fast-track approval (within five days) from competent authorities.</li> <li>● Simplified regimes: Provides for an "EU Growth prospectus" tailored for SMEs to reduce compliance costs, as well as a simplified prospectus for secondary issuances by companies already listed for at least 18 months.</li> <li>● Standardises the summary of the prospectus to ensure it provides key financial information in a concise, easy-to-understand format (strictly limited to a maximum of seven sides of A4 paper).</li> <li>● Sets out strict rules to curb the tendency to overload prospectuses with generic risk factors, requiring that risks be specific, material and corroborated by the content of the prospectus.</li> <li>● Strengthens supervisory convergence by harmonising the rules, timelines and procedures for the scrutiny and approval of prospectuses across the EU.</li> </ul>

		This regulation repeals <a href="#">Directive 2003/71/EC</a> .
<a href="#">Regulation 2015/2365</a> (Securities Financing Transactions Regulation – SFTR)	Publication date: December 23, 2015  Effective date: January 12, 2016  Application date: January 12, 2016	<p>This regulation lays down rules on the transparency of securities financing transactions (SFTs) and of reuse. It aims to reduce the risks associated with the shadow banking sector by improving the visibility of these transactions to regulators and investors.</p> <p>The regulation introduces the following key requirements:</p> <ul style="list-style-type: none"> <li>● Reporting of SFTs: counterparties must report the details of any SFT they have concluded, modified or terminated to an authorised or recognised trade repository.</li> <li>● Investment fund transparency: UCITS management companies and Alternative Investment Fund Managers (AIFMs) must disclose their use of SFTs and total return swaps in their regular half-yearly and annual reports, as well as in their pre-contractual documents (prospectuses) provided to investors.</li> <li>● Conditions for reuse of collateral: minimum transparency conditions must be met by parties involved in collateral reuse. This includes obtaining the providing counterparty's prior express consent (or agreement to provide collateral by way of a title transfer) and ensuring the financial instruments are transferred from the account of the providing counterparty.</li> </ul> <p>This regulation amends <a href="#">Regulation (EU) No. 648/2012</a>.</p>
<a href="#">Regulation 2017/2402</a> (Securitisation Regulation – SR)	Publication date: December 28, 2017  Effective date: January 17, 2018  Application date: January 1, 2019	<p>This regulation lays down a general framework for securitisation and creates a specific framework for simple, transparent and standardised (STS) securitisation. It aims to strengthen the legislative framework implemented after the financial crisis to address the risks inherent in highly complex, opaque, and risky securitisations, while promoting a safe, transparent and deep market for these instruments.</p> <p>This regulation amends the following legislation to align existing sectoral rules with the newly harmonised framework:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2009/65/EC</a>.</li> <li>● <a href="#">Directive 2009/138/EC</a>.</li> <li>● <a href="#">Directive 2011/61/EU</a>.</li> <li>● <a href="#">Regulation (EC) No. 1060/2009</a>.</li> <li>● <a href="#">Regulation (EU) No. 648/2012</a>.</li> </ul>

<p><u>Regulation (EU) No 236/2012</u> (Short Selling Regulation – SSR)</p>	<p>Publication date: March 24, 2012</p> <p>Effective date: March 25, 2012</p> <p>Application date: November 1, 2012</p>	<p>This regulation lays down a common regulatory framework with regard to short selling and certain aspects of credit default swaps (CDS). It aims to prevent market fragmentation, ensure the proper functioning of the internal market and enhance the transparency of short selling while reducing the systemic risks associated with uncovered short sales.</p> <p>The regulation provides for the following requirements:</p> <ul style="list-style-type: none"> <li>● Requires investors to privately notify competent authorities of significant net short positions in shares and sovereign debt, and mandates the public disclosure of significant net short positions in shares once they reach a higher, specified threshold.</li> <li>● Prohibits “naked” or uncovered short selling of shares and sovereign debt. To enter into a short sale, investors must have borrowed the instruments, entered into an agreement to borrow them, or made other enforceable arrangements to ensure they can be delivered at settlement.</li> <li>● Bans uncovered sovereign credit default swaps. This means investors cannot buy a sovereign CDS to hedge against the default of a sovereign issuer unless they hold the underlying bonds or have a highly correlated exposure.</li> <li>● Grants national competent authorities and ESMA exceptional powers to temporarily restrict or ban short selling in the event of a significant drop in financial instrument prices or a severe threat to financial stability.</li> <li>● Provides targeted exemptions for market-making activities and primary market operations to ensure liquidity and market efficiency are maintained.</li> </ul>
<p><u>Regulation (EU) 2020/852</u> (Taxonomy Regulation – TR)</p>	<p>Publication date: June 22, 2020</p> <p>Effective date: July 12, 2020</p> <p>Application date: January 1, 2022, January 1, 2023</p>	<p>This regulation establishes a framework to facilitate sustainable investment by creating a unified, EU-wide classification system (or “taxonomy”) for environmentally sustainable economic activities.</p> <p>This regulation amends <u>Regulation (EU) 2019/2088</u>.</p>
<p><u>Directive 2004/109/EC</u> (Transparency Directive – TD)</p>	<p>Publication date: December 31, 2004</p> <p>Effective date: January 20, 2005</p>	<p>This directive lays down rules concerning the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market situated or operating within a member state. It aims to ensure a high level of investor protection and market efficiency by mandating the disclosure of accurate, comprehensive and timely information.</p>

	<p>Member state transposition deadline: January 20, 2007</p> <p>Application date: January 20, 2007</p>	<p>In doing so, the directive specifies:</p> <ul style="list-style-type: none"> <li>● Issuers are required to publish annual financial reports (comprising audited financial statements and a management report) and half-yearly financial reports.</li> <li>● Shareholders, or natural/legal persons holding voting rights, must notify the issuer and the competent authority of the acquisition or disposal of major holdings when their proportion of voting rights reaches, exceeds, or falls below specific thresholds.</li> <li>● Rules ensuring that issuers treat all holders of the same class of securities equally and provide the necessary facilities and information to enable them to exercise their rights (such as convening general meetings, proxy voting and paying dividends).</li> <li>● Mechanisms for the official appointment of mechanisms (OAMs) for the central storage of regulated information to ensure it is easily accessible to the public across the Union.</li> <li>● Provisions allowing competent authorities to exempt issuers registered in third countries (non-EU) if they are subject to equivalent legal and regulatory requirements in their home jurisdiction.</li> </ul> <p>This directive amends <a href="#">Directive 2001/34/EC</a>.</p>
<p><a href="#">Directive (EU) 2021/338</a> (Capital Markets Recovery Directive – CMRD)</p>	<p>Publication date: February 26, 2021</p> <p>Effective date: February 27, 2021</p> <p>Member state transposition deadline: November 28, 2021</p> <p>Application date: February 28, 2022</p>	<p>This directive forms part of the EU's Capital Markets Recovery Package, which was designed to help the economic recovery following the COVID-19 pandemic. It introduces targeted amendments to alleviate administrative burdens on investment firms and facilitate the flow of capital to the real economy, while ensuring that investor protection is not compromised.</p> <p>In doing so, the directive lays down rules concerning:</p> <ul style="list-style-type: none"> <li>● Digital communication by default: phasing out paper-based information by making electronic formats the default method of communication with clients (although retail clients retain the right to request paper copies).</li> <li>● Costs and charges disclosures: exempting services provided to professional clients and eligible counterparties from the standard costs and charges disclosure requirements, except when providing investment advice or portfolio management.</li> <li>● Cost-benefit analysis for switching: removing the requirement for investment firms to undertake a cost-benefit analysis for professional clients when</li> </ul>

		<p>switching financial instruments in their portfolios, although these clients may opt in to continue receiving it.</p> <ul style="list-style-type: none"> <li>● Product governance: exempting simple corporate bonds with “make-whole clauses” (which contain no other embedded derivatives) from product governance requirements. It also provides an exemption for financial instruments marketed or distributed exclusively to eligible counterparties.</li> <li>● Research unbundling: partially reversing the MiFID II research unbundling rules. This allows investment firms to bundle payments for execution services and third-party research, provided the research relates to small and mid-cap issuers (companies with a market capitalisation of below €1bn).</li> <li>● Best execution reports: temporarily suspending the obligation for trading venues and systematic internalisers to publish their regular best execution reports (commonly known as RTS 27 reports).</li> <li>● Commodity derivatives: adapting the position limit regime and the ancillary activity exemption for commodity derivatives to help EU businesses better manage market volatility and to foster the growth of euro-denominated energy and commodity markets.</li> </ul> <p>This directive amends the following legislation to facilitate these changes:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2014/65/EU</a>.</li> <li>● <a href="#">Directive 2013/36/EU</a>.</li> <li>● <a href="#">Directive (EU) 2019/878</a>.</li> </ul>
<p><a href="#">Regulation (EU) 2019/2115</a> (SME Growth Directive – SMEGD)</p>	<p>Publication date: December 11, 2019</p> <p>Effective date: December 31, 2019</p> <p>Application date: December 31, 2019</p>	<p>This regulation introduces targeted amendments to alleviate the administrative burdens and compliance costs faced by small and medium-sized enterprises (SMEs) seeking to raise capital on public markets.</p> <p>The regulation introduces the following key alleviations and requirements:</p> <ul style="list-style-type: none"> <li>● Eases the market sounding regime for private placements of bonds. It deems the disclosure of inside information to qualified investors during these transactions as being made in the normal exercise of a person's profession, thereby excluding them from the heavier market sounding procedures, provided certain conditions are met.</li> <li>● Simplifies the obligations for issuers whose financial instruments are admitted to trading on an SME growth market, allowing them to maintain lighter, streamlined lists of persons who have regular access to inside information.</li> <li>● Reduces the administrative burden on SME issuers by requiring them to</li> </ul>

		<p>provide a written explanation for the delay of public disclosure of inside information only if the national competent authority explicitly requests it (rather than as a default, automatic requirement).</p> <ul style="list-style-type: none"> <li>● Introduces a harmonised EU framework for liquidity contracts on SME growth markets. This allows issuers to enter into an arrangement with a financial intermediary (a liquidity provider) to enhance the liquidity of their shares and mitigate price volatility, while benefiting from a safe harbour from market manipulation rules.</li> <li>● Adapts the rules surrounding the EU Growth prospectus to facilitate its use, making it easier and cheaper for SMEs to raise capital or transfer their listings from an SME growth market to a regulated market.</li> <li>● Introduces proportionate rule changes to incentivise operators of multilateral trading facilities (MTFs) to officially register their venues as SME growth markets.</li> </ul> <p>This regulation amends the following legislation to facilitate these changes:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2014/65/EU</a>.</li> <li>● <a href="#">Regulation (EU) No. 596/2014</a>.</li> <li>● <a href="#">Regulation (EU) 2017/1129</a>.</li> </ul>
<p><a href="#">Directive 2009/65/EC</a> (Undertakings for Collective Instruments in Transferable Securities Directive – UCITS)</p>	<p>Publication date: November 17, 2009</p> <p>Effective date: December 7, 2009</p> <p>Member state transposition deadline: June 30, 2011</p> <p>Application date: July 1, 2011</p>	<p>This directive coordinates the laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS). It lays down the foundational rules allowing for the cross-border distribution of investment funds within the European Union, ensuring a high level of investor protection while creating a single, integrated market for retail investment funds.</p> <p>This directive coordinates the laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS). It lays down the foundational rules allowing for the cross-border distribution of investment funds within the European Union, ensuring a high level of investor protection while creating a single, integrated market for retail investment funds.</p> <p>The directive introduces several key mechanisms to modernise the European fund industry:</p> <ul style="list-style-type: none"> <li>● Management company passport: allows management companies authorised in one member state to manage and market UCITS funds established in other member states without needing to set up a physical presence or undergo a separate authorisation process in the host country.</li> <li>● Cross-border fund mergers: introduces a harmonised legal framework to</li> </ul>

		<p>facilitate the merger of UCITS funds across different member states, enabling fund managers to achieve economies of scale and consolidate fragmented fund ranges.</p> <ul style="list-style-type: none"> <li>● Master-feeder structures: permits a “feeder” UCITS to invest at least 85 percent of its assets into a single “master” UCITS. This allows smaller funds distributed in various local markets to pool their assets into a central fund, thereby reducing administrative and trading costs.</li> <li>● Key Investor Information Document (KIID): replaces the complex “simplified prospectus” with a standardised, plain-language document. The KIID must be provided to retail investors before they invest, outlining essential information on costs, risks and historical performance in a clear, easily comparable format.</li> <li>● Streamlined notification procedure: simplifies the process for marketing UCITS across borders by replacing the lengthy host-state approval process with a much faster, electronic regulator-to-regulator notification system.</li> </ul> <p>This directive repeals <a href="#">Directive 85/611/EEC</a>.</p>
<p><a href="#">Regulation (EU) No. 1286/2014</a> (Packaged Retail and Insurance-based Investment Products (PRIIPs) Regulation – PRIIPR)</p>	<p>Publication date: December 9, 2014</p> <p>Effective date: December 29, 2014</p> <p>Application date: December 31, 2016</p>	<p>This regulation lays down uniform rules on the format and content of the key information document (KID) to be drawn up by product manufacturers, as well as the rules on providing this document to retail investors. It aims to encourage efficient EU markets by helping retail investors better understand and compare the key features, risks, rewards and costs of different packaged investment and insurance products.</p> <p>The regulation introduces the following key requirements:</p> <ul style="list-style-type: none"> <li>● Key Information Document (KID): mandates the creation of a highly prescriptive, standardised, maximum three-page document. This must be provided to retail investors free of charge and in good time before they are bound by any contract or offer.</li> <li>● Captures a wide variety of investment products where the amount repayable to the retail investor fluctuates based on exposure to reference values or the performance of assets not directly purchased by the investor. This includes structured products, derivatives, alternative investment funds, and life insurance policies with an investment element.</li> <li>● Dictates that the KID must follow a strict sequence of sections.</li> <li>● Obliges PRIIP manufacturers to regularly review the information contained in the KID and promptly publish a revised version if the review indicates material changes are necessary.</li> <li>● Grants national competent authorities and the European Supervisory</li> </ul>

		<p>Authorities (ESMA, EIOPA and EBA) the power to restrict or ban the marketing, distribution or sale of certain PRIIPs or financial activities if there are significant concerns regarding investor protection or financial stability.</p> <ul style="list-style-type: none"> <li>● Requires manufacturers and distributors to establish effective, transparent procedures for the prompt handling of complaints submitted by retail investors.</li> </ul>
<p><u>Directive 97/9/EC</u> (Investor-Compensation Schemes Directive – ICSD)</p>	<p>Publication date: March 26, 1997</p> <p>Member state transposition deadline: September 26, 1998</p> <p>Application date: September 26, 1998</p>	<p>This directive lays down rules concerning the establishment of investor-compensation schemes across the European Union. It aims to protect investors against the risk of an investment firm failing and being unable to return money or financial instruments belonging to the investor, thereby reinforcing retail confidence in the single market for investment services.</p>
<p><u>Regulation (EU) 2021/23</u> (Central Counterparties (CCP) Recovery and Resolution Regulation – CCPRRR)</p>	<p>Publication date: January 22, 2021</p> <p>Effective date: February 11, 2021</p> <p>Application date: February 12, 2022</p>	<p>This regulation establishes a framework for the recovery and resolution of central counterparties (CCPs). In doing so, it lays down rules and procedures to ensure that both CCPs and national authorities have the tools to act decisively when a CCP faces financial distress or failure, aiming to maintain financial stability and minimise the potential cost to taxpayers.</p> <p>The regulation provides for the following requirements:</p> <ul style="list-style-type: none"> <li>● Requirement for CCPs to draw up and maintain recovery plans outlining measures to restore their financial position following a significant deterioration.</li> <li>● Resolution authorities are required to draw up resolution plans outlining the actions to be taken if the CCP meets the conditions for resolution.</li> <li>● Competent authorities are granted powers to intervene when a CCP’s financial situation is deteriorating but has not yet reached the point of resolution.</li> <li>● Provides a set of resolution tools, including position and loss allocation tools, write-down and conversion tools, the sale of business tool and the bridge CCP tool.</li> <li>● The establishment of resolution colleges to ensure coordination and cooperation between relevant authorities across the Union.</li> </ul>

		<p>This regulation amends several pieces of legislation:</p> <ul style="list-style-type: none"> <li>● <a href="#">Directive 2002/47/EC</a>.</li> <li>● <a href="#">Directive 2004/25/EC</a>.</li> <li>● <a href="#">Directive 2007/36/EC</a>.</li> <li>● <a href="#">Directive 2014/59/EU</a>.</li> <li>● <a href="#">Directive (EU) 2017/1132</a>.</li> <li>● <a href="#">Regulation (EU) No. 1095/2010</a>.</li> <li>● <a href="#">Regulation (EU) No. 648/2012</a>.</li> <li>● <a href="#">Regulation (EU) No. 600/2014</a>.</li> <li>● <a href="#">Regulation (EU) No. 806/2014</a>.</li> <li>● <a href="#">Regulation (EU) 2015/2365</a>.</li> </ul>
<p><a href="#">Regulation (EU) 2024/2809</a></p>	<p>Publication date: November 14, 2024</p> <p>Effective date: December 4, 2024</p> <p>Application date: December 4, 2024</p>	<p>This regulation is a central pillar of the EU's Listing Act package, designed to advance the Capital Markets Union. It introduces targeted amendments to alleviate the administrative burden, complexity and costs associated with listing on European public markets, aiming to make them more attractive to companies, particularly small and medium-sized enterprises (SMEs), while safeguarding investor protection.</p> <p>To achieve these objectives, this regulation amends the following:</p> <ul style="list-style-type: none"> <li>● <a href="#">Regulation (EU) 2017/1129</a>.</li> <li>● <a href="#">Regulation (EU) No. 596/2014</a>.</li> <li>● <a href="#">Regulation (EU) No. 600/2014</a>.</li> </ul>
<p><a href="#">Directive (EU) 2024/2810</a></p>	<p>Publication date: November 14, 2024</p> <p>Effective date: December 4, 2024</p> <p>Member state transposition deadline: December 5, 2026</p> <p>Application date: December 5, 2026</p>	<p>This directive is a key component of the EU Listing Act package, designed to further develop the Capital Markets Union. It lays down minimum harmonised rules on multiple-vote share (MVS) structures for companies seeking admission to trading of their shares on a multilateral trading facility (MTF), including SME growth markets, for the first time. It aims to encourage founders and controlling shareholders to list their companies and raise public capital without the fear of losing control over strategic business decisions.</p> <p>The directive specifies the following requirements and safeguards:</p> <ul style="list-style-type: none"> <li>● Member states are required to ensure that a legal framework is in place allowing companies to adopt an MVS structure (where at least one class of shares carries a higher number of votes per share than another) when seeking an initial listing on an MTF.</li> </ul>

		<ul style="list-style-type: none"> <li>● To protect investors holding shares with standard voting rights, the directive mandates several safeguards. This includes requiring that the decision to adopt an MVS structure be approved by a qualified majority at the general meeting.</li> <li>● Member states must limit the disproportionate voting weight of multiple-vote shares. This can be achieved by implementing a maximum voting ratio (a cap on the voting multiplier) or by requiring the occasional neutralisation of enhanced voting rights for specific, critical decisions at the general meeting.</li> <li>● Member states are given the option to introduce “sunset clauses” to ensure enhanced voting rights do not exist indefinitely. These can be time-based (expiring after a designated period), event-based (triggered by a specific event) or transfer-based (expiring upon the death, incapacitation, or transfer of the shares to a third party).</li> <li>● Companies with an MVS structure must include comprehensive information in their annual financial reports and listing documents. This includes detailing the share structure, the specific characteristics of the multiple-vote shares and the identity of the shareholders holding these enhanced rights.</li> </ul>
<p><u><a href="#">Directive (EU) 2024/2811</a></u></p>	<p>Publication date: November 14, 2024</p> <p>Effective date: December 4, 2024</p> <p>Member state transposition deadline: June 5, 2026</p> <p>Application date: June 6, 2026</p>	<p>This directive is the final key component of the EU's Listing Act package.</p> <p>The directive introduces the following changes:</p> <ul style="list-style-type: none"> <li>● Significantly amends the MiFID II rules regarding how investment firms pay for research. It removes the previous market capitalisation thresholds and gives firms the flexibility to choose whether to make joint (“bundled”) payments for trade execution services and third-party investment research, or to pay for them separately.</li> <li>● Introduces a framework to recognise issuer-sponsored research (research paid for fully or partially by the issuer itself) as legitimate investment research. To qualify and be distributed to clients, this research must comply with a newly established EU code of conduct developed by ESMA to ensure objectivity and manage conflicts of interest.</li> <li>● Reduces the minimum “free float” requirement (the percentage of a company's shares that must be in public hands at the time of admission to a regulated market) from 25 percent down to 10 percent. This makes it easier and more appealing for founders to list their companies without having to give up a massive portion of equity immediately.</li> <li>● Introduces proportionate rule changes allowing a specific segment of a multilateral trading facility (MTF) to apply to become an SME growth</li> </ul>

		<p>market, provided that the segment is clearly separated.</p> <p>To achieve these objectives, this directive amends and repeals the following legislation:</p> <ul style="list-style-type: none"><li>● Amends <a href="#">Directive 2014/65/EU</a>.</li><li>● Repeals <a href="#">Directive 2001/34/EC</a>.</li></ul>
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