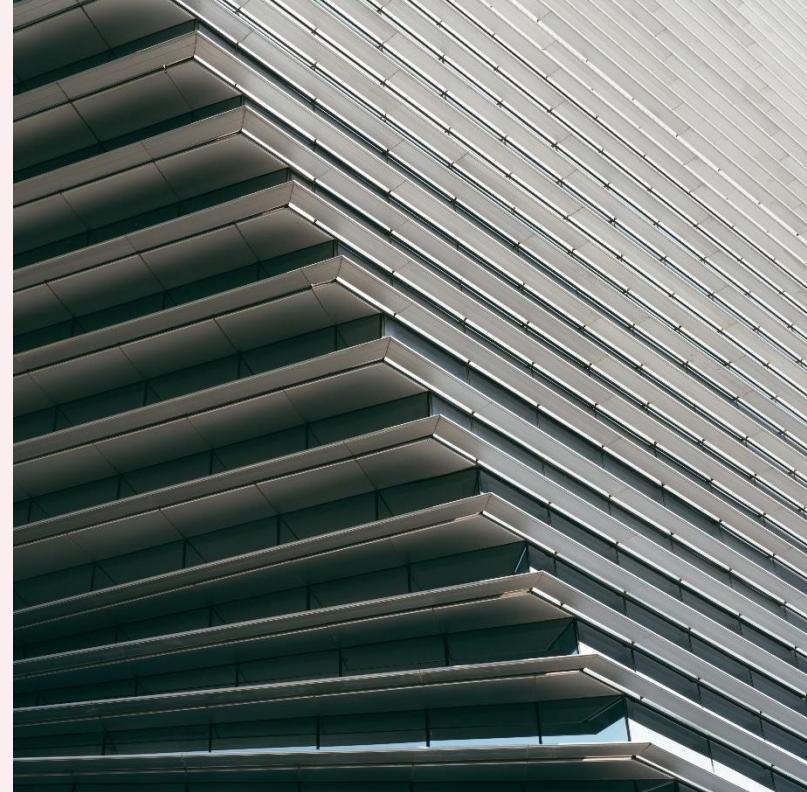


MTN updates 2026: what changes are needed?

January 2026



This briefing is intended to give a high-level overview of "big picture" topics that may need to be considered on EMTN 2026 updates.

Key issues

- 1 **FCA approved EMTN programmes:** new programmes and annual updates need to comply with the replacement UK Prospectus Regime requirements under the POATRs that will come into effect on 19 January 2026. Grandfathering is available for base prospectuses approved prior to 19 January 2026.
- 2 **Key changes and concepts under the new UK Prospectus Regime:** ability to incorporate future financials; a single disclosure standard; introduction of a new type of retail targeted bonds – Plain Vanilla Listed Bonds (**PVLBs**); and a new Protected Forward-Looking Statement (**PFLS**) regime.
- 3 **UK Selling Restrictions and legends:** UK selling restrictions and legends to be updated to reflect the POATRs and related legislative changes in line with the ICMA agreed forms.
- 4 **EU approved EMTN programmes:** typically, few changes will be needed to 'vanilla' EMTN programmes approved by EU competent authorities. Programmes updated after 5 June 2026 (or possibly later if adoption is delayed) will need to consider revised EU Prospectus Regulation disclosure annexes.
- 5 **Green bonds, SLBs and European Green Bonds (EuGB):** if the programme envisages (or the issuer intends to add) these types of bonds changes will be needed.
- 6 **London ISM admission:** aside from minor rule alleviations, the London ISM Rulebook requirements are largely unaffected by the 19 January 2026 regime change.

New UK Prospectus Regime - key points

- Future financials
- Plain Vanilla Listed Bonds (PVLBs)
- Protected Forward Looking Statements (PFLS)
- Legal opinion changes

1. New UK Prospectus regime - relevant for prospectuses admitted to trading on the Main Market of the LSE

The new UK Prospectus regime will come into effect on 19 January 2026. The current UK Prospectus Regulation regime (i.e. the onshored EU Prospectus Regulation (EU) 2017/1129 regime) will be repealed in its entirety, although helpfully base prospectuses approved by the FCA prior to 19 January 2026 remain valid for both offers and admissions for the remainder of their 12-month life. The new UK regime is created by the *Public Offers and Admissions to Trading Regulations 2024* (the **POATRs**) and the FCA rules set out in *Prospectus Rules: Admission to Trading on a Regulated Market* sourcebook (**PRM Sourcebook**, together with the POATRs the **UK Prospectus Regime**) in the FCA Handbook plus consequential changes made to Part 6 of FSMA. The FCA is currently also updating its Knowledge Base with new and revised Procedural Notes and Technical Notes that give guidance on its intended implementation of the PRM Sourcebook. For more details on the new UK Prospectus Regime see our [client briefing](#).

While the new UK Prospectus Regime is conceptually different from the EU Prospectus Regulation regime the documentation requirements are very similar and fewer changes than might be expected are required to the EMTN programme update documents to reflect the new regime. Changes will include new legislative and rule references and updates to selling restrictions and legends in line with ICMA agreed forms (see paragraph 2 below). Issuers may also want to consider taking advantage of some of the rule changes and alleviations provided by the new regime and include the ability to incorporate future financials by reference and/or to issue low denomination notes under the single disclosure regime for debt securities without specific "retail" disclosure and issuance summaries.

Future financials: The ability to incorporate future financials by reference is permitted under the new UK regime (referred to as "forward incorporation"). This is similar to the changes already made to the EU Prospectus Regulation. However, there are two caveats:

(a) *'Evergreen' language and no material/significant change statements:* If the prospectus allows for forward incorporation of financials the significant/material change statement included in the General Information section at the end of base prospectus should be updated by way of 'evergreen' language (e.g. "*no material change..... since [insert date] the date to which the latest published financial statements of the Issuer incorporated by reference in this Base Prospectus have been prepared*""). The FCA has published **draft** guidance on 'evergreen' language (via amendments to Primary Market PN 628.4 ([Significant change statements and material adverse change statements](#)) which provides that:

- 'evergreen' language can be included in a base prospectus by reference only for clean significant change statements and clean material adverse change statements – e.g., "*There has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements*"

BUT

- a qualified significant change statement or a qualified material adverse change statement cannot be refreshed using this type of "evergreen" language and a supplement will be required.
- The final published FCA guidance is expected prior to 19 January 2026.

(b) Management accounts: PRM 5.1.1R (2) provides that only annual and interim financial information (PRM 5.1.1R (3)(d)) and audit reports and financial statements (PRM 5.1.1 R (3)(e)) can be forward incorporated by reference. However, the FCA is consulting in [CP25/35: Quarterly consultation paper No. 50](#) to permit issuers to include future management reports as well as the accompanying financial statements. This would align with the EU approach.

Plain Vanilla Listed Bonds (PVLBs), retail prospectuses and low denominations: One of the goals of the UK POATRs is to encourage retail bond participation. As part of this aim, the FCA has streamlined debt prospectus disclosure and removed the distinction based on bond denominations. Additionally, the FCA has introduced under its new rules a new concept of a PVLB which is very simple bond issued (or guaranteed) by a corporate with a London main market equity listing, that is likely to be suitable for mass retail sales. By way of incentive to encourage issuance of PVLBs is a slight reduction in the applicable product governance rules.

An issuer (whether an issuer able to issue PVLBs or a non-qualifying issuer which nonetheless has ambitions to target UK retail investors) who wishes to build into its programme the ability to issue low denomination notes (below £50,000), will need to consider the following in the EMTN programme documentation. It is worth noting that any such low denomination notes or retail offers in the UK are likely to rely on the UK POATR exception to the UK public offer prohibition for offers which are conditional on the Notes being admitted to trading on a UK regulated market (**Paragraph 6(a) offers**):

(a) *Overview – Denomination of Notes*: must permit denominations of lower than £50,000

(b) *Public offer disclosure language*: for Paragraph 6(a) offers the FCA's draft Primary Market TN 610.1 ([Public offers and prospectus](#)) states that it "expect[s] clear and prominent disclosure that the offer is conditional on admission to a regulated market, the timing and actions that need to occur before any admission and consequences of admission not proceeding". There is no clarity on exactly how much detail the FCA will require in a base prospectus on this point. However, the FCA has indicated informally that this disclosure is expected to be limited and light touch.

(c) *Use of prospectus legending*: issuers may wish to consider including some form of protective language in documentation in relation to an 'authorised distributor/offeror' using an issuer's base prospectus for a Paragraph 6(a) offer.

(d) *Final Terms*: there is no market consensus as to how a retail offer which uses the Paragraph 6(a) exception under the POATRs will be run/achieved and different offers are likely to take different approaches. It is unlikely that this will impact on the EMTN update documentation but any such retail

offers under an EMTN programme will require further discussions on issuance.

(e) *Selling restrictions*: the optional Paragraph 6(a) offers limb in the UK POATR selling restriction will be required and the relevant EEA public offer selling restriction must be included and thought given to the EU Prospectus Regulation requirements.

(f) *Product governance*: inclusion of the appropriate UK and EEA legending in Final Terms and announcements.

Protected Forward-Looking Statements (PFLS): The UK Prospectus Regime introduces a new concept of protected forward looking statements which is designed to encourage issuers to include certain forward-looking formation that might be useful to investors and for which there is a lower liability standard attached. If PFLS are included in the base prospectuses PRM 8.2 of the PRM Sourcebook requires both a general accompanying statement that appears once in the prospectus and content-specific statements that appears each time where a PFLS appears. The disclosure statement language in the PRM Sourcebook is prescribed in PRM 8.2. Careful consideration of what statements might be appropriate to be included as PFLS will be needed if the issuer wants to take advantage of this regime. In addition, the FCA indicated in PS25/9 (para 5.27) and in PRM consultation CP24/12 (para 7.24) that it would expect an issuer to publish any updates PFLS disclosures in accordance with its MAR obligations. As the type of information that may be a PFLS is more commonly included in equity prospectuses than debt prospectuses, there may be limited situations in which debt issuers will seek to take advantage of this new regime.

Legal opinions – 'No Registration' opinion: the new UK Prospectus Regime will necessitate technical updates to the standard Clifford Chance legal opinion, including to the 'No Registration' opinion, given in relation to FCA approved EMTN programmes.

2. Selling restrictions and UK PRIIPs legends

New UK POATRs selling restrictions and UK PRIIPs legends

- ICMA agreed forms
- Applicable to all programmes

The new UK Prospectus Regime will necessitate updates to the UK selling restrictions and legends (addressing UK PRIIPs, UK MiFIR and the POATRs). ICMA has prepared agreed forms of these which will need to be included in base prospectuses and dealer agreements. These changes are required for ALL EMTN programme updates and not just those where there is an FCA approved prospectus. However, there should be no need to supplement existing programmes (including those approved by other competent authorities) during the remainder of their 12-month validity period; for FCA approved prospectuses these will benefit from the grandfathering provisions and for non- FCA approved prospectuses the key DCM exemptions in existing UK Selling Restrictions correspond to, or will otherwise comply in practice with those under the new POATR regime e.g. qualified investors, 150 persons etc. and in the case of minimum denomination exemption the existing threshold of Euro 100,000 is above the GBP 50,000 specified in the POATRs, plus the 'general' selling restriction also provides coverage.

EU Prospectus Regulation

- Updated disclosure annexes to come but grandfathering available
- Future financials

3. EU Listing Act amendments to the EU Prospectus Regulation (relevant for prospectuses admitted to trading on an EEA regulated market)

Regulation (EU) 2024/2809 (part of the **EU Listing Act** package) made changes to the EU Prospectus Regulation and came into force on 4 December 2024 with a staggered implementation. Certain of these changes were relevant for 2025 EMTN programmes, primarily the ability to incorporate future financials by reference, but further documentation changes will not come into effect until 5 June 2026 (see below). **Note however there will be grandfathering for the full 12-month life of a base prospectus for any prospectuses approved before the 5 June 2026 (see Article 48a (Transitional Provisions) of the amended EU Prospectus Regulation). Accordingly, some issuers may not need to address changes until 2027.**

Future financials: Not all issuers included the ability to incorporate future financials by reference in their 2025 EMTN updates (due to regulatory concerns, e.g. from the CSSF, from auditors, or while waiting for feedback from ESMA or for market practice to bed down) so some programmes may be updated with this option this year.

Changes to EU PR Delegated Regulation and annexes – 5 June 2026 (subject to any adoption delays): The EU PR Commission Delegated Regulation (EU 2019/980) which deals with format and content of a prospectus including the disclosure annexes, is being updated as required under the EU Listing Act. ESMA published its Final Report in June 2025 with proposed changes to the Delegated Regulation and annexes. However, these are not yet final and the Commission is due to issue a further consultation in January / February 2026. The ESMA Final Report suggests that there will be limited changes to the Annex disclosure other than the new ESG Annex 21 (see paragraph 4 below) and a potentially helpful alleviation which would allow for only one year of financial information to be provided.

Sustainable bonds

- European Green Bond capability
- UK Prospectus Regime disclosures
- EU Prospectus Regulation new ESG disclosure annex to come

4. European Green Bonds and green, social and sustainable (GSS) use of proceeds (UoP) bonds and SLBs

European Green Bonds: The EU Green Bond Regulation became effective on 21 December 2024. During 2025 a number of issuers updated their EMTN programmes to include the ability to issue European Green Bonds or EuGB. Inclusion of an EuGB option (only permitted for EU Prospectus Regulation approved prospectus) requires changes to (i) the Base Prospectus to disclaimers, risk factors, Use of Proceeds language and the Final Terms and (ii) the Dealer Agreement and pro forma Subscription Agreement to the representations and warranties and conditions precedent. In addition, from June 2026 (subject to any adoption delays) the EU Listing Act changes to the disclosure annexes will be relevant (see below).

Market refinements: Minor refinements and changes may be advisable to the disclaimers and risk factors even where the issuer does not provide for EuGB issuance under its programme.

UK Prospectus Regime disclosure: The new UK Prospectus Regime includes some disclosure requirements for green, social or sustainable UoP bonds and SLBs. The majority of these are 'guidance' only and will in any event likely be satisfied if the programme already adopts an ICMA "4 Pillars" approach. However, there may be some drafting refinements needed to existing disclosure to align more closely with PRM 4.7 guidance in the PRM Sourcebook depending on the approach taken by the FCA in its review and feedback on prospectuses. For completeness there is no UK equivalent to the EU Green Bond Regulation so will be no "UK Green Bond" label, nor is there any plan to introduce specific disclosure annexes under the UK Prospectus Regime.

Upcoming EU Prospectus Regulation changes: New EU Prospectus Delegated Regulation annexes will come into effect on 5 June 2026 (see paragraph 4 below) including a new ESG disclosure annex (**Annex 21**) for GSS UoP bonds, SLBs and EuGB. These disclosures will be mandatory in contrast to the UK Prospectus Regime voluntary approach. We expect the Commission to consult on the revised disclosure annexes, including Annex 21, during January/ February 2026. We expect Annex 21 to broadly align with ESMA's Public Statement (Sustainability disclosures in prospectuses) published in July 2023 which formed the basis of the draft Annex 21 in the ESMA Final Report published in June 2025. Note that base prospectuses approved prior to 5 June 2026 will be valid for the remainder of their 12-month validity period (see paragraph 4 below).

5. UK CCIs and EU PRIIPs

UK CCIs and EU PRIIPS

- UK CCI regime comes into effect on 6 April but grandfathering available
- Changes to legending
- EU PRIIPs changes in 2026 during unlikely

The introduction of the new UK CCIs regime (the replacement of UK PRIIPs) and a review of the EU PRIIPs do not require documentation changes at the moment but changes will be required in due course. For the UK these changes will come into effect on 6 April 2026 but there will be a transition period. For the EU the changes are unlikely to come in during 2026.

UK CCI regime (the new UK PRIIPs regime)

The UK is replacing the UK PRIIPs regime entirely with a new UK "Consumer Composite Investments" or CCI regime. This is comprised by the Consumer Composite Investments (Designated Activities) Regulations 2024 and FCA Rules.

This regime will come into effect on 6 April 2026 and apply to persons who manufacture or distribute CCIs to retail investors in the UK. Whilst the FCA rules will have immediate effect the 'full go-live date' is not until 8 June 2027.

The CCI regime will require changes to be made to documentation legending. There will be ICMA agreed form drafting which will be available for inclusion in documents from 6 April 2026. Note that the new UK regime provides that (i) PVLBs are out of scope; (ii) a make-whole should not make a product a CCI (compared to the EU PRIIPs regime); and (iii) specifies a lower threshold of £50K to avoid making a product available to a retail investor, and these changes may impact practice.

EU PRIIPS regimes

The EU PRIIPS regime is currently under review but no changes are yet required for documents.

Any changes impacting documentation and practice are likely to be minor (such as, making clear that make-whole provisions do not pull bonds into scope).

6. London ISM admission (either where only London ISM admission is contemplated or as a Main Market programme optional “add-on”)

The London ISM is largely unaffected by the 19 January 2026 UK regime change. First, it is a qualified investor-only (QI-only) MTF for UK POATRs and FCA Handbook purposes. Secondly, it will continue to call an ISM admission document "*Admission Particulars*". As such, it falls outside the scope of most of the new FCA Handbook MAR 5-A (*Multilateral trading Facilities operating as a primary MTF*) chapter requirements in the Market Conduct (MAR) Sourcebook, including those rules which would apply to anything called an "*MTF Admission Prospectus*".

The London Stock Exchange is, however, introducing some minor alleviations to the London ISM Rulebook to mirror (and extend) some of the UK POATRs regime changes. Possible changes flagged in the 28 November 2025 consultation (N11/25) on the London ISM Rulebook include (amongst others) an amendment to the definition of an exempt issuer (and expanded exemptions for certain sukuk issuers), as well as alleviations to documentation requirements for tap issues (removing both the size limit and timing constraints). Changes are due to be confirmed shortly.

7. On the horizon: Dematerialised Notes

Clifford Chance have been advising Euroclear and Clearstream (the **ICSDs**) on a new dematerialised note issuance structure, which the ICSDs are intending to launch by end of Q1 2026. We have drafted the documentation for the new structure based on Clifford Chance standard forms so a dematerialised note option can easily be incorporated into an EMTN programme should an issuer wish to include.

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This publication does not necessarily deal with every important topic or cover every aspect of the topics with which it deals. It is not designed to provide legal or other advice.

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