

POSITION PAPER



ESBG response to the EBA consultation on draft technical standards on prudentially material transactions under CRD VI

ESBG (European Savings and Retail Banking Group)

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The EBA deadline for comments is Thursday, 5 March 2026.

Question 1. Do you agree with the methodology laid down in Article 1(2) on the determination of the materiality threshold?

Question 2. Do you consider that proportionality is well embedded in this Chapter 1, in particular regarding the list of information laid down for specific cases of material acquisitions referred to in Article 7(3)?

Question 3. Does Article 13 on process sufficiently encompass the different use-cases on material acquisitions?

Question 4. Do you agree with the list of information to be submitted in case of a material transfer of assets or liabilities, in particular the differentiation between transferee and transferor?

Question 5. Do you consider that proportionality is sufficiently reflected in the threshold and cases covered by Article 24(2) and (3) as regards the requested set of reduced information and the related proportionate assessment set out in Articles 25 to 27?

The thresholds provided for in Article 24 should be adapted to practical needs. The simplifications provided for should apply in all cases where the balance sheet total of one of the companies involved in the merger is less than €1 billion. Irrespective of this, the threshold for the cumulative balance sheet total of all companies involved in the merger should be increased to €15 billion if the merger takes place between members of the same IPS. The accompanying risk monitoring within the IPS means that the risk level is lower in this case.

We welcome the reduced information requirements in Articles 7, 17 and 24. However, these should be expanded. For example, the planned (size-



independent) simplifications for the acquisition of material holdings within an IPS should also apply to mergers within an IPS.

Question 6. Do you agree with the flexibility developed under Articles 23 and 27 in relation to badwill, Pillar 2 requirements and the assessment of systemic importance?

With regard to the assessment criteria for badwill and synergies under Pillar II, we consider the scope of the business and implementation plan to be too extensive in general. In our view, the required documentation is too comprehensive, even for institutions that exceed the thresholds set out in Article 24. It generates a high level of effort for the institutions involved without any significant benefit.

Question 7. Do you think the draft RTS is sufficiently clear, comprehensive and suitable for each material operation / adequate for a smooth proceeding?

The RTS is fundamentally consistent. However, it is very complex and tailored more towards cross-border mergers of large institutions. Sector-specific application criteria (e.g. IPS membership or SNCI) should therefore be added. In our view, examples of application would also be helpful in order to facilitate the use of exemptions.

The requirement to provide an ‘assessment of the proposed merger from an AML/CFT perspective’ in Article 28 (corresponding application of the methodology from Article 11) serves no practical purpose and therefore only increases costs. This is because both merging partners, as well as the merged institution, are subject to national and European anti-money laundering requirements even without such a reporting requirement, meaning that a merger would have no adverse effects on the fight against money laundering and terrorist financing in the foreseeable future.

In the case of mergers, Article 30 specifies the procedure for notification and supervisory assessment. However, the possible exemption under Article 27i (2) of the Directive (EU) 2024/1619 is not addressed. According to Article. 27i (2) of the Directive (EU) 2024/1619, where the merger only involves financial stakeholders from the same group, the competent authority shall not be required to carry out the assessment provided for in Article 27j (1). We propose to define a deadline within which the competent authority needs to inform the merging financial stakeholder whether it intends to carry out an assessment in such cases, in order to ensure legal certainty and a smooth execution of immaterial group-internal mergers. In addition, the authority should also have the option of waiving the mandatory assessment in the case of a merger between two institutions within an IPS.



Question 8. Do you agree with the information requested in case of a merger or division requiring the authorisation of a credit institutions via the amendment to Commission Delegated Regulation (EU) No 2022/2580 under Article 35?

Question 9. Do you think the draft RTS is sufficiently clear, comprehensive and suitable for each material operation / adequate for a smooth proceeding?

Question 10. Do you agree with the steps and the timeline for the consultation process between requesting and requested authorities in case of proposed material acquisitions or proposed mergers or divisions?

Question 11. Do you consider the processes set out in Chapters 2 and 3 in relation to material acquisitions sufficiently clear, comprehensive and adequate for a smooth proceeding?



About ESBG (European Savings and Retail Banking Group)

ESBG represents the locally focused European banking sector, helping its 32 members in 27 European countries, which bring together 859 savings and retail banks, strengthen their unique approach that focuses on providing service to local communities and boosting SMEs. Advocating for a proportionate approach to banking rules, ESBG unites 859 European banks, which together employ 620,000 people driving innovation at 37,000 branches. ESBG members have total assets of € 6,35 trillion, provide € 3,72 trillion in loans to customers, and serve 163 million Europeans seeking retail banking services. ESBG members commit to further unleash the promise of sustainable and responsible 21st century banking.

Our transparency ID is 8765978796-80.



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