



PRIMARY MARKET BULLETIN 63, TN619

Issued 12 June 2026

ICAEW welcomes the opportunity to comment on *Primary Market Bulletin 63, TN619* published by the Financial Conduct Authority on 27 April 2026, a copy of which is available from this [link](#).

ICAEW is a world-leading professional body established under a Royal Charter to serve the public interest. In pursuit of its vision of a world of sustainable economies, ICAEW works with governments, regulators and businesses and it leads, connects, supports and regulates more than 210,000 members and students around the world. 98 of the top 100 global brands employ ICAEW Chartered Accountants. ICAEW members work in all types of private and public organisations, including public practice firms, and are trained to provide clarity and rigour and apply the highest professional, technical and ethical standards.

The Corporate Finance Faculty is ICAEW's centre of professional expertise in corporate finance. The faculty contributes to policy development and responds to consultations by international organisations, governments, regulators and other professional bodies. It provides a wide range of services, information, guidance, events and media to its members, including its highly regarded magazine *Corporate Financier* and its popular series of best-practice guidelines. The faculty's international network includes member organisations and individuals from major professional services groups, specialist advisory firms, companies, banks and alternative lenders, private equity, venture capital, law firms, brokers, consultants, policymakers and academic experts. More than 40 per cent of the faculty's membership are from beyond ICAEW.

ICAEW

Chartered Accountants' Hall Moorgate Place London EC2R 6EA UK
T +44 (0)1908 248 250 F +44 (0)20 7920 0547 icaew.com

The Institute of Chartered Accountants in England and Wales (ICAEW) incorporated by Royal Charter (RC000246)
Registered office: Chartered Accountants' Hall Moorgate Place London EC2R 6EA UK

COMMENTS ON THE DRAFT SECTION II.8 WORKING CAPITAL STATEMENTS OF THE PRIMARY MARKET TECHNICAL NOTE 619.3

1. ICAEW wishes to acknowledge the FCA’s additional engagement with market participants, including with reporting accountants among our members, following market feedback to Primary Market Bulletin (PMB) 58. We consider the draft guidelines on working capital statements in PMB 63 to be, in principle, more workable in comparison to those in PMB 58.
2. The flexibility in the draft guidelines may, realistically, benefit fewer issuers than the new policy anticipates. If an issuer needs to rely on an uncommitted facility to have sufficient liquidity in a reasonable worst case scenario, there very likely would need to be a related risk factor disclosed in the prospectus (because of the significance of the expected magnitude of the negative impact of the facility being withdrawn). New Guideline 33.2, paragraph 158, mandates a qualified working capital statement in that situation.
3. On Guideline 30, while we are of the view that “robust procedures” remains the appropriate requirement for working capital statements, these should be directly linked to application of the guidelines set out in the Technical Note. Accordingly, the word “and” should be removed from the proposed text added to Guideline 30, so that the Guideline reads “...based on robust procedures in accordance with the Guidelines set out in this Technical Note”. This contextualises the “robust procedures” required and the guidelines in the Technical Note are the appropriate basis for this, as they comprehensively cover the basis of the working capital statement (and related exercise to support the statement). Moreover, a description below the working capital statement explaining why the directors are comfortable relying upon the uncommitted facility would, in our view, be “necessary information” for investors to be able to properly understand the clean working capital statement in the context of an uncommitted facility being relied upon. A requirement for such an explanation would be appropriate to include in Guideline 30.
4. The reference in Guideline 30, paragraph 138 to “disclosure required by accounting standards of an assessment that an issuer is able to continue operating for the foreseeable future” is not accurate. Accounting standards require an assessment of whether it is appropriate to prepare financial statements on a going concern basis. International Accounting Standard (IAS) 1 states that “An entity shall prepare financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity’s ability to continue as a going concern, the entity shall disclose those uncertainties.” (IAS 1, Section 25 on Going Concern).
5. We do not agree with paragraph 157(v) in new Guideline 33.2. It is incorrect to categorise discussions with an auditor or reporting accountant as evidence (or counter evidence) of the availability of uncommitted borrowing facilities. The auditor or reporting accountant will assess the issuer’s judgment regarding uncommitted borrowing facilities, but their role is not to inform the issuer’s judgment. Paragraph 157(v) should not be included in the final guidelines.
6. Finally, we note that these draft guidelines will not improve convergence of working capital and going concern. We would encourage future FCA consideration of this and reiterate ICAEW’s continuing willingness to contribute to such efforts.

© ICAEW 2026. All rights reserved.

This document may be reproduced without specific permission, in whole or part, free of charge and in any format or medium, subject to the conditions that:

- it is appropriately attributed, replicated accurately and is not used in a misleading context;
- the source of the extract or document is acknowledged and the title and ICAEW reference number are quoted.

Where third-party copyright material has been identified application for permission must be made to the copyright holder.

For more information, please contact: representations@icaew.com