

Call for Evidence

On the restricted subscription and private credit ratings



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Responding to this paper

ESMA invites comments on all matters in this paper and in particular on the specific questions summarised in Annex 1. Comments are most helpful if they:

1. respond to the question stated;
2. indicate the specific question to which the comment relates;
3. contain a clear rationale; and
4. describe any alternatives ESMA should consider.

ESMA will consider all comments received by 31 May 2026.

All contributions should be submitted online under the relevant consultation. All respondents should use the relevant [reply form in docx format](#).

Publication of responses

All contributions received will be published following the close of the consultation, unless you request otherwise. Please clearly and prominently indicate in your submission any part you do not wish to be publicly disclosed. A standard confidentiality statement in an email message will not be treated as a request for non-disclosure. A confidential response may be requested from us in accordance with [ESMA's rules on access to documents](#). We may consult you if we receive such a request. Any decision we make not to disclose the response is reviewable by ESMA's Board of Appeal and the European Ombudsman.

Data protection

Information on data protection can be found at www.esma.europa.eu under the heading '[Legal Notice and Data protection](#)'.

Who should read this paper?

This paper is addressed to all financial market participants and in particular credit rating agencies, issuers, investors and competent authorities involved in the issuance and use of credit ratings for regulatory purposes.

1 Executive Summary

Reasons for publication

This Call for Evidence seeks stakeholder views on the purposes, market practices, needs and risks associated with ‘restricted subscription credit ratings’ and private credit ratings, against the background of Regulation (EC) [No 1060/2009 on credit rating agencies](#) (CRA Regulation).

ESMA considers restricted subscription credit ratings as any credit rating that may be issued by credit rating agencies registered or certified under the CRA Regulation, which are intended for distribution on a selective basis to a limited number of subscribers with an economic interest in the rated entity, instrument or exposure, rather than being disseminated publicly. These ratings are intended to be used for regulatory purposes and are subject to contractual or technical restrictions on onward disclosure.

Private credit ratings are credit ratings produced pursuant to an individual order and provided exclusively to the person who placed the order and which are not intended for public disclosure or distribution by subscription. The recipient of a private credit rating is allowed to share the rating with a limited number of third parties (maximum limit of 150 persons) and on a strictly confidential basis, as long as such disclosure does not correspond to public disclosure or distribution by subscription, to ensure that the private credit rating is not disclosed further.¹

Market developments suggest that restricted subscription and private credit ratings are increasingly used alongside, or in place of, publicly disseminated ratings, particularly in private market segments.

This evolution raises questions about the purposes and market needs these products are intended to serve; the way in which they are produced, distributed and used in practice; and the potential benefits and risks associated with selective access to rating information (including risks of information asymmetry and inconsistent safeguards).

Stakeholders are invited to provide evidence-based input, including quantitative information where available and concrete examples drawn from market practice.

Contents

This Call for Evidence is structured as follows. Section 2 sets out the background and purpose of the Call for Evidence. Section 3 provides the working definitions of restricted subscription and private credit ratings. Section 4 describes current market practices and identifies areas of interest. Sections 5 and 6 focus respectively on restricted subscription

¹ Article 2 (a) of the [CRA Regulation](#) and [ESMA Guidelines and Recommendations on the Scope of the CRA Regulation](#)

and private credit ratings, and seek evidence on their market practices, uses, needs and associated risks. Annex I contains a summary of the questions relating to restricted subscription credit ratings, while Annex II provides a summary of the questions relating to private credit ratings.

Next Steps

ESMA will review the responses to this Call for Evidence with a view to assessing whether specific regulatory adjustments or clarifications may be needed to enhance clarity on the application of the CRA Regulation.

2 Background and purpose of the Call for Evidence

Context

1. The EU framework governing credit rating activities is established under the CRA Regulation. The CRA Regulation applies to credit ratings issued by credit rating agencies registered in the Union and which are disclosed publicly or distributed by subscription. It aims to ensure that these credit ratings² are produced with adequate quality, integrity, independence and transparency.
2. Under the CRA Regulation (in particular Articles 4 and 10), credit ratings intended for regulatory use should be publicly available or distributed via subscription on a non-selective basis.
3. In line with this principle, the CRA Regulation explicitly excludes private credit ratings from its scope (Article 2(a)). The issuance of a private credit rating implies that the person placing the order, as the recipient of the rating, does not intend to distribute it to the public (i.e. to more than 150 persons), thereby removing the transparency associated with publicly disclosed ratings.
4. Recent market developments indicate the emergence and increasing use of rating products that do not fall clearly within the traditional distinction between public³ and private credit ratings
5. In particular, restricted subscription credit ratings have developed as a distinct category of ratings that are:
 - Issued by credit rating agencies;

² As per Article 3 paragraph 1 (a) of the CRA Regulation, a 'credit rating' means an opinion regarding the creditworthiness of an entity, a debt or financial obligation, debt security, preferred share or other financial instrument, or of an issuer of such a debt or financial obligation, debt security, preferred share or other financial instrument, issued using an established and defined ranking system of rating categories.

³ In this case a public credit rating is understood as one that is either published on a CRA's website and available on a non-selective basis to all persons accessing that website, or to a credit rating that is available to all clients of a credit rating agency should they wish to subscribe to that credit rating.

- Provided only to a limited and pre-defined group of subscribers;
 - Made available exclusively to subscribers that have an economic interest in the rated entity, instrument or exposure; and
 - Not disseminated and accessible to the broader market or to the public at large.
6. These developments raise practical and supervisory questions about how restricted subscription credit ratings operate in practice, including the uses of these ratings; criteria for access and subscriber selection; the nature and effectiveness of restrictions on onward dissemination; the degree of transparency provided to users and the extent to which governance, methodologies and conflicts of interest safeguards are applied consistently.
7. At the same time, the development of financial and private markets brings into focus how credit risk is increasingly assessed through products outside the current regulatory perimeter, such as private ratings, reflecting evolving market needs in the EU. In particular, this includes demand for more tailored credit assessments, as well as interactions with adjacent regulatory developments, which together point to a changing landscape for credit risk assessment.

Purpose of the Call for Evidence

8. This Call for Evidence aims to collect views, data and analysis from stakeholders on:
- The characteristics and use cases of restricted subscription and private credit ratings, including their benefits compared with public credit ratings.
 - The prevalence of restricted subscription and private credit ratings, respectively, within the product offerings of different credit rating agencies and across asset classes.
 - The characteristics of the parties who are contracting for restricted subscription and private credit ratings and those to whom they are disclosed or distributed.
 - Evidence on whether, and to what extent, the analytical processes, governance arrangements, and internal controls applied to restricted subscription and private credit ratings are comparable to those applied to publicly disclosed ratings.
 - Evidence on how the more limited transparency and distribution of restricted subscription and private credit ratings may affect diligence and market discipline.
 - The growing role of restricted subscription and private credit ratings in the financial landscape.
9. Stakeholders are invited to provide evidence-based responses, including quantitative information where available, as well as concrete examples drawn from market practice.

Next Steps

10. ESMA will review the responses to this Call for Evidence in Q2 of 2026 with a view to assessing whether specific regulatory adjustments or clarifications may be needed to enhance clarity on the application of the CRA Regulation. ESMA may also discuss the outcome with the European Commission and the other European Supervisory Authorities (the European Banking Authority and the European Insurance and Occupational Pensions Authority).

3 Working definitions of restricted subscription and private credit ratings

| Category | Private Credit Ratings | Restricted Subscription Credit Ratings |
|--|---|---|
| Working definition (for the purposes of this Call for Evidence) | Credit ratings that are: (i) produced pursuant to an individual order; (ii) provided exclusively to the person who placed the order; (iii) not intended for public disclosure or distribution by subscription; and (iv) not within the scope of the CRA Regulation. | Credit ratings that are: (i) issued by a credit rating agency registered or certified under the CRA Regulation; (ii) distributed on a selective basis to a limited number of subscribers; (iii) used for regulatory purposes; and (iv) subject to contractual or technical restrictions on onward disclosure. |
| Distribution Model | Bilateral, client-specific and limited to a maximum of 150 persons | Limited distribution to selected subscribers |
| Distinction from Public Ratings | Not publicly disseminated; cannot be used for regulatory purposes | Not publicly disseminated but can be used for regulatory purposes |

4 Current market practices and areas of interest

11. The CRA Regulation provides a specific provision for excluding private credit ratings from the perimeter of the CRA Regulation. This provision excludes from supervisory oversight credit ratings that are provided bilaterally and not publicly disclosed or widely distributed (limited to a maximum of 150 persons).

Market practices and use of restricted subscription credit ratings

12. It is ESMA's understanding that restricted subscription credit ratings are currently provided to market participants, with the expectation that they will be used as a complement, or alternative, to public ratings for regulatory uses, particularly in private market segments.
13. ESMA is interested in understanding how these products are designed and used in practice, including whether selective access to rating information affects transparency, comparability and rating quality. ESMA is also interested in understanding what safeguards (governance, methodologies, independence, conflicts of interest, disclosure and controls on onward dissemination) are applied to mitigate potential risks.

Market practices and use of private credit ratings

14. It is ESMA's understanding that private credit ratings may play a relevant role in providing external assessments of the creditworthiness of private arrangements, which may be used by investors or other parties involved in such arrangements for financial decision-making and the evaluation of risk appetite.
15. In this context, ESMA is interested in understanding whether, and to what extent, such ratings are used in practice to support credit assessments and financial decision-making as part of evolving market practices

5 Evidence on restricted subscription credit ratings: market practices, needs and risks

16. This Call for Evidence invites stakeholders to provide evidence on the functioning of restricted subscription credit ratings in practice. The aim is to develop a robust understanding of (i) the purposes these products serve, and the market needs they respond to, (ii) how they are produced and distributed, (iii) how they are used by market participants, (iv) the risks associated with selective access to rating information and restricted dissemination and (v) potential mitigations to address these risks.
17. Stakeholders are encouraged to provide supporting evidence, data and practical examples where possible, including information on costs, benefits and operational implications.

Questions for Stakeholders

Q.1 What are the main purposes and market needs that restricted subscription credit ratings are intended to serve? In what circumstances are they preferred over publicly disseminated credit ratings or other credit assessments? Please provide concrete examples where possible.

Q.2 How are subscribers defined in practice, including with respect to criteria for access, the assessment of “economic interests” and restrictions on onward disclosure?

Q.3 What information is provided to subscribers alongside the credit rating (e.g., rationale, key assumptions, sensitivity analysis)? How does this information compare with that accompanying publicly disseminated credit ratings, and how are any differences addressed?

Q.4 What arrangements apply in practice to ensure that restricted subscription credit ratings are produced in line with the requirements of the CRA Regulation, including those relating to governance, independence, conflicts of interest, internal controls, and application methodologies? How do these arrangements compare with those applicable to publicly disseminated credit ratings?

Q.5 What risks or unintended consequences may arise from the production, distribution and use of restricted subscription credit ratings (e.g., information asymmetry, cherry-picking, market signalling, procyclicality)?

Q.6 What mitigants are currently applied to address such risks and how effective are they? To what extent are these risks addressed by the existing requirements of the CRA Regulation?

Q.7 To what extent do issuers seek restricted subscription credit ratings from more than one credit rating agency for the same exposure? Please describe how common this practice is and the reasons for seeking, or not seeking, multiple restricted subscription credit ratings.

Q.8 Are there any additional considerations or evidence related to restricted subscription credit ratings that stakeholders consider relevant for the purposes of this Call for Evidence, but which have not been addressed in the questions above?

6 Evidence on private credit ratings: market practices, needs and risks

18. This Call for Evidence invites stakeholders to provide evidence on the functioning and use of private credit ratings in practice within the evolving private markets landscape. The aim is to develop a robust understanding of (i) the purposes these products serve, and the market needs they respond to, (ii) how they are used by market participants in investment, risk management and credit assessment processes, and (iii) the potential risks and operational implications associated with their use.
19. Stakeholders are encouraged to provide supporting evidence, data and practical examples where possible, including information on costs, benefits and operational implications

Questions for Stakeholders

Q.9 What are the main purposes and market needs that private credit ratings are intended to serve? In what circumstances are they used instead of, or alongside, publicly disseminated ratings or other forms of credit assessment? Please provide concrete examples where possible.

Q.10 To what extent do private credit ratings support investment decisions, credit risk assessments, risk management or internal capital allocation by market participants? In particular, how do they contribute to credit risk assessment and price discovery, including in private markets? Please provide examples where possible

Q.11 What risks, if any, may arise from the use of and reliance on private credit ratings, including potential market-level risks (e.g. information asymmetries or financial stability concerns)?

Q.12 To what extent, if any, do private credit ratings differ from publicly disseminated regulated ratings in terms of governance, independence, conflicts of interest, internal controls, and application methodologies; and what risks, if any, arise from such differences? Please provide examples where possible.

Q.13 To what extent do current disclosure practices and market practices around private credit ratings adequately support market transparency and investor protection? If relevant, please indicate areas where improvements may be warranted.

Q.14 What are the main benefits associated with the use of private credit ratings by market participants? In which areas do they provide added value, and in which contexts are they considered a desirable product (e.g. private markets)? Please explain and provide examples where possible.

Q.15 In your view, does the current regulatory framework adequately support the market need for external credit risk assessments in private markets? If not, please indicate in which areas improvements may be warranted.

Q.16 Are there any additional considerations or evidence related to private credit ratings that stakeholders consider relevant for the purposes of this Call for Evidence, but which have not been addressed in the questions above?

Stakeholders are encouraged to provide supporting evidence, data and practical examples where possible, including information on costs, benefits and operational implications.

Annex I – Summary of questions on restricted subscription credit ratings

Q.1 What are the main purposes and market needs that restricted subscription credit ratings are intended to serve? In what circumstances are they preferred over publicly disseminated credit ratings or other credit assessments? Please provide concrete examples where possible.

Q.2 How are subscribers defined in practice, including with respect to criteria for access, the assessment of “economic interests” and restrictions on onward disclosure?

Q.3 What information is provided to subscribers alongside the credit rating (e.g., rationale, key assumptions, sensitivity analysis)? How does this information compare with that accompanying publicly disseminated credit ratings, and how are any differences addressed?

Q.4 What arrangements apply in practice to ensure that restricted subscription credit ratings are produced in line with the requirements of the CRA Regulation, including those relating to governance, independence, conflicts of interest, internal controls, and application methodologies? How do these arrangements compare with those applicable to publicly disseminated credit ratings?

Q.5 What risks or unintended consequences may arise from the production, distribution and use of restricted subscription credit ratings (e.g., information asymmetry, cherry-picking, market signalling, procyclicality)?

Q.6 What mitigants are currently applied to address such risks and how effective are they? To what extent are these risks addressed by the existing requirements of the CRA Regulation?

Q.7 To what extent do issuers seek restricted subscription credit ratings from more than one credit rating agency for the same exposure? Please describe how common this practice is and the reasons for seeking, or not seeking, multiple restricted subscription credit ratings.

Q.8 Are there any additional considerations or evidence related to restricted subscription credit ratings that stakeholders consider relevant for the purposes of this Call for Evidence, but which have not been addressed in the questions above?

Annex II – Summary of questions on private credit ratings

Q.9 What are the main purposes and market needs that private credit ratings are intended to serve? In what circumstances are they used instead of, or alongside, publicly disseminated ratings or other forms of credit assessment? Please provide concrete examples where possible.

Q.10 To what extent do private credit ratings support investment decisions, credit risk assessments, risk management or internal capital allocation by market participants? In particular, how do they contribute to credit risk assessment and price discovery, including in private markets? Please provide examples where possible

Q.11 What risks, if any, may arise from the use of and reliance on private credit ratings, including potential market-level risks (e.g. information asymmetries or financial stability concerns)?

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