

## National thresholds below which the obligation to publish a prospectus does not apply

### Rules in the Prospectus Regulation

Article 1(3) of the Prospectus Regulation<sup>1</sup> establishes that the Regulation does not apply to an offer of securities to the public with a total consideration in the Union of less than 1 million EUR calculated over a period of 12 months. This implies that the obligation to publish a prospectus does not apply to offers below this threshold. According to Article 3(2) of the Prospectus Regulation, Member States may decide to exempt offers of securities to the public from the obligation to publish a prospectus provided that 1) such offers are not subject to notification in accordance with Article 25 of the Prospectus Regulation, and 2) the total consideration of each such offer in the Union is less than a monetary amount calculated over a period of 12 months which shall not exceed 8 million EUR.

Articles 1(3) and 3(2) are subject to an earlier application date than the majority of the provisions of the Prospectus Regulation and became applicable on 21 July 2018.

Member States are required to notify the European Commission and ESMA of whether and how they decide to apply the exemption in Article 3(2), including the monetary amount below which the exemption for offers in that Member State applies. They are furthermore required to notify the European Commission and ESMA of any subsequent changes to that monetary amount.

### Overview of thresholds applied by Member States

Based on these notifications, and in order to facilitate transparency around the regimes adopted across Member States, ESMA is publishing the below table. The table contains a short description of the national thresholds below which no prospectus is required, a summary of any national rules which apply to offers below that threshold and hyperlinks to the relevant national legislation and rules. A symbol is inserted next to each Member State to indicate the legal basis for the threshold. Explanations for the symbols are inserted under the table.

ESMA highlights that the information in the table is provided for overview purposes only and that reference should be made to national legislation and rules, available via the hyperlinks in the table, for a complete picture of the thresholds of each Member State. As and when ESMA receives notifications from Member States that information reflected in the table has changed, the table will be updated and republished on ESMA's website, however, there may be a small delay in making such updates. If any discrepancy is identified between the information in the table and legislation or rules published nationally, priority should therefore be given to the latter.

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<sup>1</sup> Regulation (EU) 2017/1129

**Table: Prospectus thresholds and national rules by Member State**

Member State	Threshold below which a prospectus is not required	National rules applicable to offers below the threshold	Relevant links
Austria*	5 million EUR	<p>For offers between 250,000 EUR and 2 million EUR, the issuer must publish an information document according to the Alternative Financing Act.</p> <p>For offers between 2 and 5 million EUR, the issuer must publish a simplified, national prospectus according to the Capital Markets Act.</p>	<a href="#">Legislation</a> <a href="#">Explanation</a> of thresholds
Belgium*	5 million EUR  8 million EUR: This threshold applies if the offered securities are admitted or to be admitted to the MTF Alternext or the MTF Marché Libre.	<p>For offers of investment instruments below or equal to the thresholds and for direct admission to trading on MTF Alternext/Marché Libre (without a public offer), the issuer must publish an information note. The information note must comply with the conditions set out in the prospectus law and Royal Decree of 23 September 2018 and must be filed with the FSMA, without prior approval, at the latest at the time when it is made available to the public.</p>	<a href="#">Legislation</a> on thresholds (see Article 7) <a href="#">Royal Decree</a> of 23 September 2018
Bulgaria <sup>∞</sup>	1 million EUR	No rules established	<a href="#">Legislation</a>
Croatia*	5 million EUR	<p>For offers below 5 million EUR, the issuer must notify Hanfa that it is making use of the exemption immediately after the issuer's company body issues a decision on the offer of securities (e.g. after the decision of the issuer's general assembly), but not later than three working days before the beginning of the exempted offer in Croatia. When the issuer cannot meet this deadline, the notice has to be submitted within three working days following the beginning of the offer (following the beginning of the subscription period or allocation of securities), including reasons for the issuer's inability to deliver the notification earlier.</p>	<a href="#">Legislation</a> (see Articles 409 and 412)

Member State	Threshold below which a prospectus is not required	National rules applicable to offers below the threshold	Relevant links
Cyprus <sup>∞</sup>	1 million EUR	No rules established	Threshold stemming from Article 1(3) of the Prospectus Regulation
Czech Republic~	1 million EUR	No rules established	<a href="#">Legislation</a>
Denmark*	8 million EUR	No rules established	<a href="#">Legislation</a>
Estonia <sup>∞</sup>	5 million EUR	For offers between 2.5 and 5 million EUR, the issuer must publish a simplified prospectus in accordance with a regulation established by the Minister of Finance.	<a href="#">Legislation</a> <a href="#">Regulation</a> by Minister of Finance
Finland*	8 million EUR	For offers between 1 and 8 million EUR, before the offer the issuer must file a document with the FIN-FSA (the FIN-FSA does not approve the document) and publish it. The document must be a maximum of 6 pages and drawn up in Finnish or Swedish, and it must contain the basic facts of the issuer and the offer <sup>2</sup> . The issuer must keep the document available on its website and file any subsequent changes with the FIN-FSA.	<a href="#">Legislation</a> Ministry of Finance <a href="#">Decree</a> on national rules
France*	8 million EUR	For offers below 8 million EUR of securities not admitted to trading on an MTF, the issuer must file a summary information document with the AMF prior to the beginning of the offer (content defined in AMF instruction 2018-07). The information document does not have to be approved by the AMF.  For offers below 8 million EUR of securities not admitted to trading on an MTF which are made available on a crowdfunding website, a summary information document must be published on the	<a href="#">Information</a> from AMF on the applicable rules

<sup>2</sup> The main content requirements are basic facts and warnings, main risks of the issuer and the security, information on the issuer/security/offer/guarantor/guarantee, statement that the information in the document is up-to-date, date of publication and validity period of the document and possibility to refer to other sources of information. The latest annual financial statements, articles of association and an extract from the Register of Companies must be kept available on the issuer's website.

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		<p>crowdfunding website prior to the beginning of the offer. This document (average size 8 pages and content defined in AMF instruction 2014-12) does not have to be filed with nor approved by the AMF. Two types of regulated entities can operate a crowdfunding website:</p> <ol style="list-style-type: none"> <li>1) Investment firms: The crowdfunding website of an investment firm can give access to offers of securities below 8 million EUR within a period of 12 months with no mandatory prospectus;</li> <li>2) Crowdfunding investment advisors (a national status): At present, the crowdfunding platform of a crowdfunding investment advisor may only advise offers of securities with a total consideration below 2.5 million EUR within a period of 12 months with no mandatory prospectus. This threshold will be raised to 8 million EUR before or shortly after the end of 2018.</li> </ol> <p>In case of a first-time admission to trading (IPO) on an MTF (without offer of securities to the public or with an offer below 8 million EUR), an information document may be required by the Market Rules of the MTF operator (average size 100 pages and content defined by the Market Rules). The information document does not have to be filed with nor approved by the AMF.</p> <p>In case of secondary offerings, the AMF recommends the publication of a press release prior to and/or after the transaction (average size 3 to 10 pages and content defined by AMF position 2013-03). The press release does not have to be filed with nor approved by the AMF.</p>	

Member State	Threshold below which a prospectus is not required	National rules applicable to offers below the threshold	Relevant links
Germany*	<p>5 million EUR: This threshold applies to offers issued by credit institutions and by issuers whose shares are admitted to trading on a regulated market.</p> <p>8 million EUR: This threshold may be used on the condition that securities are only provided in conjunction with investment advice or investment brokerage by an investment firm that is obliged to verify that the securities that can be acquired by a non-qualified investor do not exceed the following amounts:</p> <ol style="list-style-type: none"> <li>1) 1,000 EUR, or</li> <li>2) Up to 10,000 EUR, depending on the financial situation or monthly net income of the non-qualified investor.</li> </ol> <p><i>These conditions only apply if the offer is above 1 million EUR.</i></p>	<p>For offers making use of the 8 million EUR exemption, the issuer must produce a 3 page securities information sheet which must be approved by BaFin and published.</p> <p><i>This requirement only applies if the offer is above 100,000 EUR.</i></p>	<p><a href="#">Legislation</a></p>
Greece <sup>∞</sup>	<p>5 million EUR</p>	<p>For offers between 100,000 EUR and 5 million EUR, the issuer must publish an information document according to a decision by the HCMC. In general, the document is approved the Athens Stock Exchange or the HCMC, depending on whether the issuer is admitted to trading on a regulated market or an MTF or not.</p>	<p><a href="#">Legislation</a> (see Article 1, paragraph 3(g)) HCMC <a href="#">decision</a></p>

Member State	Threshold below which a prospectus is not required	National rules applicable to offers below the threshold	Relevant links
Hungary*	1 million EUR	For offers below 1 million EUR, the issuer must publish a simplified prospectus in accordance with the rules established in the Capital Market Act.	<a href="#">Capital Market Act</a> (see Article 21, paragraph 1a-1b and Annex 3)
Iceland <sup>∞</sup>	5 million EUR	For offers between 2.5 and 5 million EUR, the issuer must publish a national prospectus with information regarding the persons responsible, the offer and the securities to be offered, the issuer and its business, the financial condition of the issuer and the administrative and management body. The rules for the national prospectus are established in Regulation 836/2013.	Legislation on threshold in <a href="#">Icelandic</a> and <a href="#">English</a> (see Article 42, paragraph 2(7)) <a href="#">Regulation</a> 836/2013
Ireland*	5 million EUR	An offer below 5 million EUR may constitute a local offer as defined by Section 1348 of the Companies Act 2014. Section 1361 of this Act sets out certain filing and disclosure requirements for offering documents prepared for such local offers.	<a href="#">Legislation</a> on threshold <a href="#">Companies Act 2014</a>
Italy*	8 million EUR	For offers of equity securities below 8 million EUR through crowdfunding portals pursuant to Article 100-ter, paragraph 1 of the Consolidated Law (Legislative Decree 58/98), the portal manager must publish a document no longer than 5 pages of A4 format. This document must be drawn up according to Annex 3 of Consob Regulation 18592/2013.  According to Consob Regulation 11971/1999, issuers with shares admitted to trading on a regulated market for offers of equity securities to the public below 8 million EUR must include in their board report for the relevant shareholders meeting, if any, and in the pertinent price sensitive press releases details relating to the public offer and its impact on the issuer. <sup>3</sup>	<a href="#">Legislation</a> on threshold <a href="#">Information</a> from Consob on threshold <a href="#">Information</a> from Consob on prospectus in general

<sup>3</sup> E.g. reasons for the offer, net proceeds and their use, working capital statement, in case of a negative working capital statement an estimate of the working capital shortfall, a statement as to whether the net proceeds of the offer are considered sufficient to rectify such shortfall and if not how the issuer plans to rectify the current shortfall in the working capital, the amount of capital resources needed to finance the issuer's investments within the next 12 months and the relative sources of funds, in case of a negative working capital how the issuer plans to rectify the current shortfall.

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Latvia <sup>∞</sup>	1 million EUR	For offers between 100,000 and 1 million EUR, the issuer is required to publish an information document in accordance with rules established in Regulations of the Financial and Capital Markets Commission.	<a href="#">Legislation</a> (see section 3, paragraph 7(8), section 16 and section 16.1) <a href="#">Regulations</a> of the Financial and Capital Markets Commission
Lithuania <sup>∞</sup>	5 million EUR	For offers between 100,000 and 5 million EUR, the issuer must publish an information document, the content of which is established in Resolution No 03-45 of the Bank of Lithuania. The Bank of Lithuania does not approve the information document.	<a href="#">Legislation</a> <a href="#">Resolution</a> No 03-45 of the Bank of Lithuania
Luxembourg <sup>∞</sup>	5 million EUR	For offers between 1.5 and 5 million EUR, the issuer must publish a simplified prospectus in accordance with national legislation.	<a href="#">Legislation</a>
Malta*	5 million EUR	For offers below 5 million EUR, an issuer may seek admission to trading on the Prospects MTF, operated by the Malta Stock Exchange. In this case, the issuer must prepare an Admission Document for review and approval by the Malta Stock Exchange.	Prospects MTF <a href="#">rules</a> (see Chapter 4)
Netherlands*	5 million EUR	For offers below 5 million EUR, the issuer must: 1) notify the Dutch Authority for the Financial Markets of the offering of securities to the public; and 2) complete an information document in the form required under Dutch law, submit the completed form to the Dutch Authority for the Financial Markets and make the information document available to investors.	<a href="#">Legislation</a> (see Article 53, paragraphs 2 to 8) <a href="#">Information</a> on use of exemption and form for information document
Norway*	5 million EUR	For offers between 1 and 5 million EUR, issuers must file a national prospectus with The Register of Business Enterprises.	<a href="#">Legislation</a> (see chapter 7, particularly section 7-1 and 7-7)

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Poland*	2.5 million EUR	<p>For offers between 100,000 and 1 million EUR, the issuer must publish a document containing the following:</p> <ol style="list-style-type: none"> <li>1) essential information about the issuer;</li> <li>2) conditions and rules of the offer (securities being offered, use of proceeds, significant risk factors, declaration by issuer on responsibility for information in the document); and</li> <li>3) statement that information is true, reliable and in accordance with the facts.</li> </ol> <p>For offers between 1 and 2.5 million EUR, the issuer must make a memorandum available. The disclosure requirements are specified in the legislation.</p>	<a href="#">Legislation</a> (see Article 7)
Portugal*	5 million EUR	No rules established	<a href="#">Legislation</a> (see Article 111, paragraph 1(i))
Romania^	<p>1 million EUR: This threshold applies to offers made within Romania.</p> <p>5 million EUR: This threshold may be used by issuers who have Romania as their home Member State when making offers to the public exclusively in other Member States than Romania.</p>	No rules established	<p><a href="#">Legislation</a> on thresholds (see Article 5, paragraph 1(h))</p> <p><a href="#">Regulation</a> on application of 5 million EUR threshold (see Article 5, paragraph 2)</p>
Slovakia*	1 million EUR	No rules established	Threshold stemming from Article 1(3) of the Prospectus Regulation
Slovenia*	3 million EUR	For offers below 3 million EUR, the issuer must notify the Securities Market Agency that it is making use of the exemption.	<a href="#">Legislation</a> (see Articles 72/1/5 and 75)



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Spain*	5 million EUR	No rules established	<a href="#">Legislation</a>
Sweden*	2.5 million EUR	No rules established	<a href="#">Legislation</a> (see Chapter 2, Section 4.5)
UK*	8 million EUR	<p>In the UK, financial promotions are restricted. Briefly, the communication of an invitation or inducement to engage in investment activity (a ‘financial promotion’), when made in the course of business, is prohibited unless it is approved or communicated by an authorised person, or able to benefit from a statutory exemption. If an unauthorised person communicates any financial promotion, it will need to be approved by an authorised firm, unless an exemption is available. A number of exemptions exist (including for issuers producing prospectuses under the Prospectus Regulation).</p> <p>If communicated or approved by an authorised person, as well as being subject to the MiFID disclosure provisions (where applicable), a financial promotion in the UK will also be subject to the financial promotion rules set out in the FCA’s Handbook. The key requirement is for all promotions to be ‘fair, clear and not misleading’. In addition, more detailed rules will apply. For example, if the promotion is communicated to a retail client (or relates to MiFID business), the promotion needs to be accurate, sufficient for the recipient, give a fair and prominent indication of any relevant risks and not disguise, diminish or obscure important items, statements or warnings.</p>	<a href="#">Legislation</a> FCA’s <a href="#">Handbook</a>

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*Explanation of symbols in the table:*

- \* *The Member State's threshold was adopted under the Prospectus Regulation.*
- ∞ *The Member State intends to adopt a threshold under Article 3(2) of the Prospectus Regulation, but had not yet done so when this note was finalised. The threshold (and national rules) reflected in the table are those which apply until the Article 3(2) threshold is adopted.*
- ~ *Czech Republic's current legal basis for the 1 million EUR threshold is national legislation adopted in relation to Directive 2003/71/EC. The Czech legislator does not intend to adopt an exemption pursuant to Article 3(2) of the Prospectus Regulation. In July 2019 the national legislation adopted in relation to Directive 2003/71/EC will be repealed, however, the 1 million EUR threshold will continue to apply due to Article 1(3) of the Prospectus Regulation.*
- ^ *Romania's thresholds were not adopted specifically under Article 3(2) of the Prospectus Regulation, but they apply in relation to the new Prospectus Regulation regime. The Romanian legislator does not intend to adopt a threshold specifically under Article 3(2) of the Prospectus Regulation.*
- × *Slovakia's current legal basis for the 1 million EUR threshold is Article 1(3) of the Prospectus Regulation; as this threshold became applicable on 21 July 2018, it replaces the 100,000 EUR threshold adopted in the Slovakian Act on Securities under the Prospectus Directive. In July 2019, the Act on Securities will be updated to reflect the 1 million EUR threshold from Article 1(3) of the Prospectus Regulation.*