

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

Rules in the Prospectus Regulation

Article 1(3) of the Prospectus Regulation¹ 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.

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.

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.

The latest version of the table below was published on 3 July 2023.

¹ 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>	Legislation Explanation 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>	Legislation on thresholds (see Article 7) Royal Decree of 23 September 2018
Bulgaria	8 million EUR	<p>Where securities are offered to the public on the territory of the Republic of Bulgaria with a total value calculated over a 12-month period that is less than the BGN equivalent of EUR 8 000 000, for which the exemptions referred to in Article 1(4) of Regulation (EU) 2017/1129 do not apply, and where admission to trading on a MTF is sought, the issuer or offeror shall draw up a document in accordance with the rules of the MTF and publish it on its website.</p> <p>The operator of the MTF makes the document referred to in previous paragraph available to the Financial Supervision Commission (FSC) not later than 5 working days before the securities are admitted to trading.</p>	https://www.fsc.bg/wp-content/uploads/2023/05/Public_Offering_of_Securities_Act_SG-No.-8_25.01.2023.pdf https://www.bse-sofia.bg/en/listing-requirements-beam

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		<p>Where securities are offered to the public on the territory of the Republic of Bulgaria with a total value calculated over a 12-month period that is less than the BGN equivalent of EUR 8 000 000, for which the exemptions referred to in Article 1(4) of Regulation (EU) 2017/1129 do not apply, and where no admission to trading on a regulated market or a MTF is sought, the issuer or offeror shall draw up and publish a public offering document with minimum content according to Art.89d, par. 2 of Public Offering of Securities Act.</p> <p>The public offering document shall be submitted to the FSC, prior its publication.</p> <p>The public offering document is approved by the FSC and the issuer or offeror publishes the public offering document on their website after its approval.</p>	https://www.bse-sofia.bg/bg/listing-requirements-beam
Croatia	8 million EUR	<p>For offers below 8 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> <p>For offers in the range of 4 million to 8 million EUR the issuer is obliged to create an information document in the Croatian language and make it available to investors or the public in accordance with the procedures from Article 21, paragraph 2 of Regulation (EU) no. 2017/1129, before the start of the offer, and</p>	Legislation (please see applicable provisions – Articles 409 and 427)

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		at the latest at the start of the offer. Content of the information document is defined by Rules on the minimum form and content of the information document for the exemption from the obligation to publicate the prospectus (https://narodne-novine.nn.hr/clanci/sluzbeni/2020_07_87_1664.html).	
Cyprus	5 million EUR	No rules established	Legislation
Czech Republic	1 million EUR	No rules established	Legislation
Denmark	8 million EUR	No rules established	Legislation
Estonia	5 million EUR	For offers between 1 and 5 million EUR, the issuer must publish an information document in accordance with a regulation established by the Minister of Finance.	Legislation Regulation 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 ² . The issuer must keep the document available on its website and file any subsequent changes with the FIN-FSA.	Legislation Ministry of Finance Decree 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	Decree Information from AMF on the applicable rules

² 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>in AMF instruction 2018-07). The information document does not have to be approved by the AMF.</p> <p>Until November 10, 2023, for offers below 8 million EUR of securities not admitted to trading on an MTF which are made available on a crowdfunding website by a provider benefitting from the transitional period as defined under Regulation (EU) 2020/1503 ("CSP Regulation"), a summary information document must be published on the 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.</p> <p>Two types of regulated entities can operate a crowdfunding website:</p> <ol style="list-style-type: none"> 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; 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 8 million EUR within a period of 12 months with no mandatory prospectus. <p>From November 10, 2023, only Regulation (EU) 2020/1503) will apply and national provisions with regards to crowdfunding offers will cease to exist. As such, only entities approved by the AMF as CSPs may operate a website making available crowdfunding offers according to the EU regulation. This means that for offers</p>	

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		<p>below 5 million EUR of securities not admitted to trading on an MTF which are made available on the website of a crowdfunding funding service provider ("CSP"), a Key Investment Information Sheet ("KIIS"), which must reflect the specific characteristics of the crowdfunding offer, must be published on the crowdfunding platform's website prior to the start of the offer. This document, the content of which is defined in Article 23 of Regulation (EU) 2020/1503 ("CSP Regulation") and the format of which is defined by Commission Delegated Regulation 2022/2119 of July 13, 2022 supplementing the CSP Regulation with technical regulatory standards regarding the KIIS, does not have to be filed nor approved by the AMF.</p> <p>In case of a first-time admission to trading (IPO) on an SME growth market (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 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>	
Germany	8 million EUR: This threshold applies to offers issued by credit institutions and by issuers whose shares are admitted to trading on a regulated market (so-	<p>For offers other than by privileged issuers 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>	Legislation

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	<p>called privileged issuers) without further conditions.</p> <p>For offers other than by privileged issuers, 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"> 1) 1,000 EUR, or 2) Up to 25,000 EUR, depending on the financial situation or monthly net income of the non-qualified investor. <p><i>These conditions only apply if the offer is above 1 million EUR. The conditions do not apply in case of a rights issue addressed to shareholders.</i></p>		
Greece	5 million EUR	For offers between 500,000 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 by 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.	Legislation Law 4706/2020 (see Article 58)

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			http://www.hcmc.gr/el/GR/web/portal/elib/laws/laws HCMC decision: 1/893/16.10.2020 http://www.hcmc.gr/el/GR/web/portal/elib/decisions?catyear=2020
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.	Capital Market Act (see Article 21, paragraph 1a-1b and Annex 3)
Iceland	8 million EUR	For offers between 1 and 8 million EUR, the issuer must notify the Central Bank of Iceland.	Legislation (see Article 3, paragraph 1) Implementing rules Implementing rules
Ireland	8 million EUR	An offer below 8 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.	Regulation on threshold Legislation amending Companies Act 2014 Companies Act 2014
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.	Legislation on threshold Information from Consob on threshold

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		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. ³	Information from Consob on prospectus in general
Latvia	8 million EUR	For offers between 1 million and 8 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.	Legislation (see Article 16 ¹ , the amendments are available only in Latvian) Link to amendments of Article 16 ¹
Liechtenstein	8 million EUR	No rules established	Legislation
Lithuania	8 million EUR	For offers between 1 and 8 million EUR, the issuer must publish an information document according to the Law on Securities (Article 7(1)).	Law on Securities The Description of Requirements for the Drawing up and Publication of the Information Document to be Drawn up when Offering to the Public Average Size issues

³ 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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			and Concluding Average Size Crowdfunding Transactions
Luxembourg	8 million EUR	For offers between 5 and 8 million EUR, an information notice must be published. The content of the information notice is provided for by the law of 16 July 2019 on prospectuses for securities.	Law of 16 July 2019 on prospectuses for securities
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 Rules (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.	Legislation (see Article 53, paragraphs 2 to 8) Information on use of exemption and form for information document
Norway	8 million EUR	For offers between 1 and 8 million EUR, issuers must file a national prospectus with The Register of Business Enterprises.	Legislation
Poland	2.5 million EUR ⁴	For offers between 100,000 and 1 million EUR, the issuer must publish a document containing the following: 1) essential information about the issuer;	Legislation (see Articles 37a and 37b)

⁴ 5 million EUR from 10.11.2023.

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		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 3) statement that information is true, reliable and in accordance with the facts. For offers between 1 and 2.5 million EUR ⁵ , the issuer must make a memorandum available. The disclosure requirements are specified in the legislation.	
Portugal	8 million EUR	No rules established	Legislation (article 109.º, paragraph 4)
Romania	1 million EUR	No rules established	Legislation
Slovakia	1 million EUR	No rules established	Legislation
Slovenia	5 million EUR	For offers below 5 million EUR, the issuer must notify the Securities Market Agency that it is making use of the exemption.	Legislation (see Articles 72 and 75)
Spain	8 million EUR 5 million EUR for Credit Institutions	Art. 55 of Law 18/2022 , of 28 of September, on the establishment and growth of companies, establishes a bespoke national law regime for two types of crowdfunding investment-based: project owners that are consumers and crowdfunding offers above 5.000.000 euros.	Article 35.2 Law 6/2023, of 17 of March, on the Securities Markets and Investment Services
Sweden	2.5 million EUR	No rules established	Legislation (see Chapter 2, Section 4.5)

⁵ 5 million EUR from 10.11.2023.